LEEL Electricals Limited

(Formerly Lloyd Electric & Engineering Ltd.)
159, Okhla Industrial Estate, Phase-III, New Delhi - 110 020 (INDIA)
Tel. : +91-11-40627200, 40627300 Fax : +91-11-41609909
CIN : L29120UP1987PLC091016

September 2, 2017

The Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001
Scrip Code: 517518

The Listing Department
National Stock Exchange of India Ltd.
"Exchange Plaza"
Bandra-Kurla Complex, Bandra (E)
Mumbai 400 051
NSE Symbol: LEEL

Reg.: Notice of the 30th Annual General Meeting.

Dear Sir ,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the copy of Notice for convening the 30th Annual General Meeting (AGM) of the Members of the Company scheduled to be held on Tuesday, the 26th day of September, 2017 at 9.30 A.M. at Rama Ceremonial, Main Market, Sector-110, Kendriya Vihar-II, Noida, Uttar Pradesh-201301.

The Notice for convening the 30th AGM alongwith Attendance Slip and Proxy Form has been dispatched to the Shareholders of the Company/ being sent through email.

This is to inform that the Register of Members and Share Transfer Register will remain closed from Wednesday, the 20th day of September, 2017 to Tuesday, the 26th day of September, 2017 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the meeting.

This is to further inform that the cut-off date for e-voting is Tuesday, the 19th day of September, 2017 and the remote e-voting period shall commence from Saturday, the 23rd day of September, 2017 (9:00 A.M.) and end on Monday, the 25th day of September, 2017 (5:00 P.M.), for more details, please refer the Notice of AGM.

This is for your kind information and record please.

Thanking You,

Yours faithfully,

For LEEL Electricals Ltd.

Anita K. Sharma
Company Secretary & VP Finance
Encl: a/a

CC to:

The National Securities Depository Limited
4th Floor, Trade World,
Kamla Mills compound,
Senapati Bapat Marg, Lower Parel
Mumbai 400013

The Central Depository Services (India) Limited
Phiroze Jeejeebhoy Towers,
17th Floor, Dalal Street,
Mumbai 400001

LEEL ELECTRICALS LIMITED

(Formerly Lloyd Electric & Engineering Limited)
CIN No.: L29120UP1987PLC091016
Regd. Office: Unit No. 8, Block B, Old District Courts Complex, Industrial Area, Phase-II, Noida, Uttar Pradesh-201305 | **Tel:** 0120-4098444
Corp. Office: 159, Okhla Industrial Estate, Phase-III, New Delhi-110020 | **Tel:** 011-40627200, 40627300, **Fax:** 011-41609909
Website: www.leelelectric.com, **E-mail:** investor.relation@leelelectric.com

NOTICE

NOTICE is hereby given that the **Thirtieth Annual General Meeting** of the Members of the LEEL Electricals Ltd. will be held on **Tuesday, the 26th day of September, 2017 at 09:30 A.M.** at **Rama Ceremonial, Main Market, Sector-110, Kendriya Vihar-II, Noida, Uttar Pradesh-201301** to transact the following businesses:

AS ORDINARY BUSINESS:

1. To consider and adopt the Audited Standalone and Consolidated Financial Statements for the Financial Year ended March 31, 2017 and the Reports of the Board of Directors and Auditors thereon.

2. To confirm the payment of special dividend of Rs.20 per equity share and to declare the final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2017.

3. To appoint a Director in place of Mr. Mukat B. Sharma (DIN: 02942036), who retires by rotation and being eligible, offers himself for re-appointment.

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s Suresh C. Mathur & Co., Chartered Accountants, the retiring Statutory Auditors (Firm Registration No. 000891N), for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting of the Company subject to ratification of their appointment by the Members at every Annual General Meeting till the Thirty Fifth Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company."

AS SPECIAL BUSINESS:

5. Re-appointment of Mr. Bharat Raj Punj (DIN: 01432035) as Deputy Managing Director for a period of 5 (Five) Years w.e.f. August 8, 2017.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, as also subject to the approval of the Central Government, as applicable, the consent of the members be and is hereby accorded for the re-appointment of Mr. Bharat Raj Punj (DIN: 01432035) as Deputy Managing Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of 5 (five) years w.e.f. August 08, 2017, on the terms and conditions and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee or any other sub-committee constituted by the Board) be and is hereby authorized to revise and/ or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. does not exceed the limits prescribed from time to time under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, (except for the annual increment within the limits approved by this meeting) are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ fixation by the Board / Committee.

RESOLVED FURTHER THAT in case of absence of profit in any financial year, the aforesaid remuneration be paid to Mr. Bharat Raj Punj, as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the Government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions."

6. Re-appointment of Mr. Mukat B. Sharma (DIN: 02942036) as Wholetime Director & CFO for a period of 2 (two) years w.e.f. January 28, 2017.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with Schedule V of the Act, as also subject to the approval of the Central Government, as applicable, the consent of the members be and is hereby accorded for the re-appointment of Mr. Mukat B. Sharma (DIN: 02942036) as Wholetime Director and CFO of the Company, whose office will be liable to determination by retirement by rotation, for a period of 2 years w.e.f. January 28, 2017, on the terms and conditions and remuneration as set out in the explanatory statement attached to this notice.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee or any other sub-committee constituted by the Board) be and is hereby authorized to revise and/or re-fix the said remuneration and/or other perquisites, benefits and amenities provided that so revised/re-fixed remuneration and/or other perquisites etc. does not exceed the limits prescribed from time to time under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, (except for the annual increment within the limits approved by this meeting) are subsequently placed before the shareholders in their General Meeting held after such enhancement/revision/fixation by the Board/Committee.

RESOLVED FURTHER THAT in case of absence of profit in any financial year, the aforesaid remuneration be paid to Mr. Mukat B. Sharma as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient or desirable including seeking approvals/ sanctions of the Government and/ or other authorities/ agencies as may be applicable and to settle any question or doubt that may arise in relation thereto, in order to give effect to the foregoing resolutions."

7. Ratification of Remuneration of Cost Auditor

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records & Audit) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment and payment of the remuneration of Rs.2,06,250 (including out of pocket expenses) plus applicable taxes, to M/s Jain Sharma & Associates, Cost Accountants (Firm Registration No. : 000270) who were appointed by the Board of Directors of the Company, as Cost Auditors to conduct the audit of the cost records maintained by the Company for Financial Year 2017-18, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution."

8. Service of documents to Members of the Company

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by delivering to his office or address, or by such electronic or other mode as may be prescribed, the consent of the members be and are hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him, through a particular mode of services mentioned above provided such request alongwith requisite fee has been duly received by the Company at least seven working days in advance of the dispatch of document by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid."

By order of the Board
For LEEL Electricals Ltd.

Place: New Delhi
Date: August 10, 2017

Anita K. Sharma
Company Secretary & VP Finance
FCS:7373

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. The instrument appointing proxy should however, be deposited at the Registered Office/Corporate Office of the Company not less than forty-eight hours before the commencement of the meeting.**

   A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. Keeping in view the requirements of mandatory rotation of Statutory Auditors as set out in the Companies Act, 2013, the Audit Committee and Board of Directors of the Company have recommended the appointment of M/s Goel Garg & Co., Chartered Accountants (Firm Registration No. 000397N), as Auditors of the Company for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting till the conclusion of the Thirty Fifth Annual General Meeting at such remuneration as shall be fixed by the Board of Directors of the Company. The first year of Audit by the aforesaid Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.

   M/s Goel Garg & Co., Chartered Accountants have consented to and confirmed that their appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act. They have also confirmed that they are not disqualified to be appointed as Auditors in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3)of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014. The Board re-commends the Ordinary Resolution set out at Item No. 4 of the Notice for approval by the members.

4. Shareholders are requested to bring their copy of Annual Report to the Meeting.

5. Members/Proxies should fill the Attendance Slip and hand over the same at the entrance for attending the meeting.

6. Those who hold shares in dematerialized form are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting.

7. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting (“AGM”).

8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

9. Queries proposed to be raised at the AGM may please be sent to the Company at its Corporate Office, at least 7 days prior to the date of AGM to enable the Company to compile the information and answer them in the meeting.

10. The Register of Members and Share Transfer Register will remain closed from Wednesday, the 20th day of September, 2017 to Tuesday, the 26th day of September, 2017 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the meeting.

11. **Dividend Entitlement:** Dividend on Equity shares, as recommended by the Directors, if declared at the meeting will be paid within a period of 30 days from the date of declaration to those members whose names appear on the Register of Members of the Company. In the case of Beneficial owner as at the close of 19th September, 2017 as per the beneficial ownership data furnished by NSDL/CDSL for the purpose and in respect of shares held in physical form after giving effect to all valid share transfers in physical form which are lodged with the Company on or before 19th September, 2017.

    Dividend amounts of Members holding shares in electronic form and to those members holding in physical form, who have given their Bank details, will be credited to their respective bank accounts through electronic mode of online transfer, wherever such facilities are available, soon after the declaration of the dividend in the AGM.

    Dividend warrants in respect of Members holding shares in Physical Form will be sent through post on or after October 03, 2017 but within the statutory time limit fixed for the payment of dividend pursuant to the provisions of the Companies Act, 2013.

12. As provided in Section 124 and 125 of the Companies Act, 2013, dividend for the financial year ended 31st March, 2008 (no dividend declared in the FY 2008-09) and thereafter, which remain unpaid or unclaimed for a period of 7 years, will be transferred to the Investor Education and Protection Fund (‘IEPF’).

    The information in respect of unclaimed dividend due for transfer to the IEPF in future is given in the Corporate Governance Report forming part of Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 26, 2016 (date of last AGM) on the website of the Company as also on the website of Ministry of Corporate Affairs.

Shareholders, who have not yet encashed their dividend warrant(s) for such period, may send their request for revalidation of Dividend Warrant(s) or issue of duplicate Dividend Warrant(s), as the case may be, to the Company's Corporate Office immediately.

13. Attention of the members is drawn that during the year under review, the Ministry of Corporate Affairs notified provisions relating to unpaid / unclaimed dividends under Sections 124 and 125 of Companies Act, 2013 ('Act') and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per the new rules, the Company is required to transfer all the Shares in respect of which dividend has not been claimed by the shareholders for last seven consecutive years in the Demat Account of the IEPF Authority.

    In accordance with the aforesaid provision of the Act, the Company has already sent notices to all shareholders who have not claimed dividend for last 7 consecutive years from the financial year 2009-10 and whose shares are due to be transferred to the IEPF Authority and published requisite advertisement in the newspapers. The full details of such shareholders and shares due for transfer are also uploaded in the website of the Company.

    Shareholders are requested to check the same and claim the unpaid dividend before the due date of transfer of dividend in order to avoid the compulsory transfer of dividend alongwith shares to IEPF Authority. Shareholders may note that both the unclaimed dividend and the shares transferred to IEPF Authority can be claimed back by them from IEPF Authority after following the procedure prescribed by the IEPF Rules.

14. The members holding shares in physical form are requested to intimate any change in their address to the Company's RTA. Those holding shares in dematerialised form should intimate any such change to their Depository Participants.

15. Those members who have not yet got their Equity Shares dematerialised are requested to contact any of the Depository Participants in their vicinity for getting their Shares dematerialised. In case any clarification is needed in that regard, the undersigned may be contacted in person or by communication addressed at the Corporate Office of the Company.

16. The Securities and Exchange Board of India (SEBI) had directed that it shall be mandatory to furnish copy of PAN card to the Company/RTAs for registration of transfer/transmission/transposition of shares of the Company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of their PAN card along with their request for registration of transfer/transmission/transposition of shares of the Company.

17. In all correspondence with the Company and/or the Registrar & Transfer Agent, members are requested to quote their folio number and in case their shares are held in the dematerialized (electronic) form, they must quote their DP ID and Client ID number for easy reference and speedy disposal thereof.

18. Members may avail of the nomination facility as provided under Section 72 of the Companies Act, 2013.

19. The annual report of the Company circulated to the Members of the Company, will be made available on the Company's website at www.leelelectric.com.

20. In case any member is desirous to receive communication from the Company in electronic form, they may register their email address with their depository participant or send their consent at investor.relation@leelelectric.com alongwith their folio no. and valid email address for registration.

21. VOTING THROUGH ELECTRONIC MEANS: Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Rules of the Act and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility (remote e-voting) to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 30th AGM to be held on Tuesday, September 26, 2017 at 09:30 AM. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility.

    The e-voting Event Number, User ID and Password along with the detailed instructions for e-voting are provided in the attendance slip, being sent alongwith the notice of AGM and forms an integral part of Notice of AGM.

    The remote e-voting period commences on September 23, 2017 (9:00 A.M.) and ends on September 25, 2017 (5:00 P.M.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2017 may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

22. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The shareholders who will be physically present at the meeting shall be provided with polling papers to cast their votes at the meeting.

23. The Members who have cast their votes through remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. In case of voting by both the modes, vote casted through e-voting will be considered final and voting through physical ballot will not considered.

24. The voting rights of the members shall be in proportion to their shares in the equity capital of the Company, as on the cut-off date, being Tuesday, September 19, 2017.

25. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. 3754) has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the polling process at the AGM in a fair and transparent manner.

26. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

27. The Chairman shall declare the results after receiving the scrutinizer's report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.leelelectric.com and on the website of NSDL and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd.

28. All documents referred to in the accompanying Notice and statement pursuant to Section 102(1) of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of declaration of the results of the 30th AGM of the Company.

29. The relevant details as required under the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, of persons seeking appointment/re-appointment relating to item Nos. 3, 5 and 6 of the Notice are also annexed.

30. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is provided in respect of Special Business set out at item nos. 5-8 are as under:

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 5:

Mr. Bharat Raj Punj had been appointed as Whole Time Director, designated as an Executive Director of the Company for a period of 5 years w.e.f. August 8, 2012. Presently, he is drawing remuneration of Rs.5,77,368 (including PF) (in the scale of Rs. 4,50,000 - Rs. 5,50,000 per month) (with an annual increment up to 10% per year) which was duly approved by the shareholders in the 27th Annual General Meeting held on July 21, 2014.

Further, he was re-designated as the Deputy Managing Director of the Company with effect from August 13, 2015 which was duly approved by the Shareholders of the Company in the 29th Annual General Meeting held on August 26, 2016.

Mr. Bharat Raj Punj has been instrumental in strategizing and execution of several acquisitions that the Company has undertaken including recent acquisition of Noske-Kaeser's Rail & Vehicle Global Business based in Germany, New Zealand, Australia, Brazil and the United States, which has marked the international presence for the Group.

His present role is very crucial to provide impetus to the expanding International Business in the emerging market business of the Company. He is focusing on tapping the potential markets. Considering his qualification, experience and present role, the Board of Directors in its meeting held on May 30, 2017 re-appointed him for a further period of 5 years w.e.f. August 8, 2017.

The terms and conditions and the remuneration proposed to be paid to Mr. Bharat Raj Punj are set out as under:

a) Term of Office: 5 years w.e.f. August 8, 2017.

b) Gross Remuneration: Gross monthly remuneration of Rs. 5,77,368 (including PF of Rs. 41,085) in the Scale of Rs.5,50,000 - Rs. 8,50,000 per month (with an annual increment as per the HR policy within the scale) whether paid as salary, allowance(s), perquisites or a combination thereof.

The perquisites and allowances as aforesaid shall include life insurance policy taken on behalf of him, accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with re-imbursement of expenses; leave travel concession for self and family including dependents; utility allowance, quarterly allowance, club fees, medical insurance and other perquisites and/or allowances as per the policy/rules of the Company in force and/or as may be approved by the Board of Directors from time to time. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any other rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost to the Company.

In addition to the above, he shall also be entitled to the following benefits as per policy/rules of the Company in force or as may be approved by the Board of Directors from time to time:

A. (i) Company's contribution to Provident Fund, Superannuation or Annuity funds;
   (ii) Payment of gratuity and other retirement benefits;
   (iii) Encashment of leave

B. (i) Free use of Company's car with driver and free use of Company's telephone at his residence and mobile phone.
   (ii) Out of pocket expenses incurred in course of the official duties.

Other Benefits:

(i) Premium for insurance shall be paid in accordance with rules and policies of the Company.

(ii) Housing Loan or other facilities as applicable and in accordance with the rules and policies of the company.

(iii) Any other benefits, facilities, allowances and expenses as may be allowed under Company's rules / scheme and available to other employees.

Commission

As may be decided from time to time by the Board of Directors/ Committee thereof, subject to the overall ceiling of 1% of the net profits of the Company, computed in the manner laid down in section 197 of the Companies Act, 2013.

Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging; provisions of car(s) for use on Company's business and telephone expense at residence shall be reimbursed and not considered as perquisites.

The Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the nomination and remuneration committee and/or any other sub-committee thereof constituted by the Board) are authorized to re-fix his salary from time to time within the aforesaid period, keeping into view his performance and the ceilings, if any fixed by the statute.

The above remuneration payable to Mr. Bharat Raj Punj is subject to the condition that the total remuneration including commission and all the perquisites as mentioned above shall not exceed 5% of the net profits for such director, and if there is more than one such director, 10% for all of them together in accordance with section 197 of the Companies Act, 2013 or any amendment thereto or any other provisions as may be applicable.

Provided further that, in the event of absence or inadequacy of profits, no reduction from salary or perquisites shall be made and entire remuneration by way of salary and perquisites mentioned above shall be paid as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013.

Except Mr. Brij Raj Punj, Chairman and Managing Director and Mr. Bharat Raj Punj, Deputy Managing Director alongwith their relatives to the extent of their shareholding in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives, are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in item no. 5 for the approval of the members as an ordinary resolution.

Item No. 6:

Mr. Mukat B. Sharma had been re-appointed as Whole Time Director and CFO of the Company for a period of 2 years w.e.f. January 28, 2015 at a remuneration of Rs.4,03,573 (including PF) per month in the scale of Rs.3,50,000-Rs. 4,50,000 per month (with an annual increment up to 15% per year) which was duly approved by the shareholders in the 28th Annual General Meeting held on July 10, 2015.

He is also serving the Company in the capacity of the Chief Financial Officer and holds position of Executive of Lloyd Coils Europe s.r.o.,Czech Republic based wholly owned subsidiary of the Company.

His term was expiring on January 27, 2017. The Board of Directors had, in its Board meeting held on November 23, 2016 re-appointed Mr. Mukat B. Sharma as Whole Time Director & CFO of the Company for a further period of 2 years w.e.f. January 28, 2017.

The Principal terms and conditions of Mr. Mukat B. Sharma's re-appointment are as under:

a) Term of Office: 2 years w.e.f. 28th January, 2017

b) Gross Remuneration: Gross monthly remuneration is Rs. 4,12,075 (including PF of Rs.30,000) in the Scale of Rs.4,00,000-Rs. 5,50,000 per month (with an annual increment as per the HR policy within the scale) whether paid as salary, allowance(s), perquisites or a combination thereof.

The perquisites and allowances as aforesaid shall include accommodation (furnished or otherwise) or house rent allowance in lieu thereof; house maintenance allowance together with re-imbursement of expenses; leave travel concession for self and family including dependents; utility allowance, quarterly allowance, club fees, medical insurance and other perquisites and/ or allowances as per the policy/rules of the Company in force and/or as may be approved by the Board of Directors from time to time. The said perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of Income Tax Act, 1961 or any other rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost to the Company.

In addition to the above, he shall also be entitled to the following benefits as per policy/rules of the Company in force or as may be approved by the Board of Directors from time to time:

A. (i) Company's contribution to Provident Fund, Superannuation or Annuity funds.

(ii) Payment of gratuity and other retirement benefits.

(iii) Encashment of leave.

B. (i) Free use of Company's car with driver and free use of Company's telephone at his residence and mobile phone.

(ii) Out of pocket expenses incurred in course of the official duties.

Other Benefits:

(i) Premium for insurance shall be paid in accordance with rules and policies of the Company.

(ii) Housing Loan or other facilities as applicable and in accordance with the rules and policies of the company.

(iii) Any other benefits, facilities, allowances and expenses as may be allowed under Company's rules / scheme and available to other employees.

Commission

As may be decided from time to time by the Board of Directors/ Committee thereof, subject to the overall ceiling of 1% of the net profits of the Company, computed in the manner laid down in section 197 of the Companies Act, 2013.

Reimbursement of Expenses

Reimbursement of expenses incurred for travelling, boarding and lodging; provisions of car(s) for use on Company's business and telephone expense at residence shall be reimbursed and not considered as perquisites.

All other terms and conditions of his appointment remain unchanged.

None of the Directors / Key Managerial Personnel of the Company / their relatives except Mr. Mukat B. Sharma alongwith his relatives to the extent of their shareholding in the company, if any, are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution as set out in item no. 6 for the approval of the members as an ordinary resolution.

Item No. 7:

The Board of Directors had, in its meeting held on August 10, 2017, on recommendation of Audit Committee, re-appointed M/s Jain Sharma & Associates, Cost Accountants as Cost Auditor for the financial year 2017-18 at a remuneration of Rs.2,06,250 (including out of pocket expenses) plus applicable taxes.

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records & Audit), Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors to conduct the cost audit for the Financial Year 2017-18.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the resolution as set out at item no. 7 of the Notice for approval of the members as an Ordinary Resolution.

Item No. 8

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in its meeting held on August 10, 2017 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution as set out at item no. 8 of the Notice for approval of the members as an Ordinary Resolution.

By order of the Board
For LEEL Electricals Ltd.

Place : New Delhi
Date : August 10, 2017

Anita K. Sharma
Company Secretary & VP Finance
FCS:7373

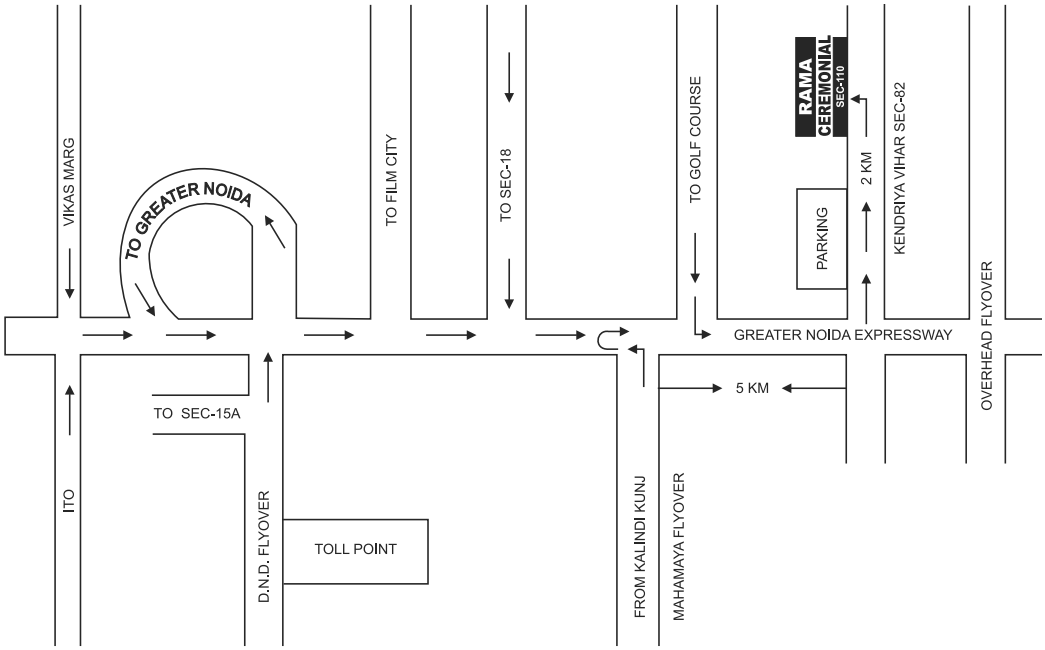
Details of Directors seeking appointment and re-appointment at the 30th Annual General Meeting

(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 read with Secretarial Standard -2 issued by Institute of Company Secretaries of India)

Name of Director	Mr. Bharat Raj Punj	Mr. Mukat B. Sharma
Director's Identification Number (DIN)	01432035	02942036
Date of Birth & Age	09.10.1975 41 Years	16.09.1963 53 Years
Original Date of Appointment	08.08.2012	28.01.2010
Brief Profile including Qualification & Expertise	He is holding degree of Business Administration from Duquesne University, Pittsburgh, USA. He has also undertaken Owner & President Management course from Harvard Business School, Boston, Massachusetts, United States. He has over 22 years of experience and has been associated with the group in various capacities and was involved in strategizing and execution of several acquisitions that LEEL Electricals Limited has undertaken. He possesses experience in the areas of financial management, business development, team building and negotiation, planning strategic mergers and acquisition.	Mr. Mukat B. Sharma is a commerce graduate and has a rich and vast experience in the areas of finance, accounts, commercial, business development, planning, strategic mergers and acquisitions. He is also serving as a Chief Financial Officer of the Company.
Shareholding in the Company	8,14,600 Equity Shares	NIL
List of other companies in which directorship held	1. Fedders Credits Ltd. (Formerly Lloyd Credits Ltd.) 2. Pandit Kanahaya Lal Punj Pvt. Ltd.	NIL
Membership/ Chairmanship of Committees of other companies	NIL	NIL
Relationships between directors inter se	Son of Mr. Brij Raj Punj, Chairman & Managing Director of the Company.	N.A.
No. of Board Meetings attended during the year	2 out of 5	5 out of 5

For terms & conditions of appointment please refer respective explanatory statement of resolutions.
For last remuneration drawn please refer corporate governance section of Annual Report.

ROUTE MAP TO THE VENUE OF 30TH AGM



LEEL ELECTRICALS LIMITED

(Formerly Lloyd Electric & Engineering Limited)
CIN: L29120UP1987PLC091016
Regd. Office: Unit No.8, Block B, Old District Courts Complex, Industrial Area, Phase-II, Noida, Uttar Pradesh-201305, **Tel. No.:** 0120-4098444
Corp. Office: 159, Okhla Industrial Estate, Phase-III, New Delhi-110020, **Tel:** 011-40627200,40627300, **Fax:** 011-41609909
website: www.leelelectric.com, **e-mail:** investor.relation@leelelectric.com

ATTENDANCE SLIP

30th Annual General Meeting
26th September, 2017

Name & Address of the Holders

Joint holder, if any

Folio / D.P. & Client I.D. No

No. of Equity Shares held

Name of the Proxy / Representative, if any

I/ we hereby record my/our presence at the 30th Annual General Meeting of the Company, being held at Rama Ceremonial, Main Market, Sector-110, Kendriya Vihar-II, Noida, Uttar Pradesh-201301 on Tuesday, the 26th day of September, 2017 at 09:30 A.M.

(Signature of the Shareholder/Proxy/Authorised Representative)

IMPORTANT : This attendance slip may please be handed over at the entrance of the Meeting Hall.

VOTING THROUGH ELECTRONIC MEANS

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting period commences on September 23, 2017 (9:00 A.M.) and ends on September 25, 2017 (5:00 P.M.).
Please read the e-voting instructions printed overleaf before exercising the vote. These e-voting details and instructions form an integral part of the Notice of the 30th AGM.

LEEL ELECTRICALS LIMITED

(Formerly Lloyd Electric & Engineering Limited)
CIN: L29120UP1987PLC091016
Regd. Office: Unit No.8, Block B, Old District Courts Complex, Industrial Area, Phase-II, Noida, Uttar Pradesh-201305, **Tel. No.:** 0120-4098444
Corp. Office: 159, Okhla Industrial Estate, Phase-III, New Delhi-110020, **Tel:** 011-40627200,40627300, **Fax:** 011-41609909
website: www.leelelectric.com, **e-mail:** investor.relation@leelelectric.com

Form No. MGT-11
PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)	Folio No. / Client ID
Registered Address	
E-mail ID	DP ID

I/We being the member(s) of ..... shares of the above named Company hereby appoint:

1. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her
2. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her
3. Name:.....E-mail id:.....
   Address:.....Signature:.....or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 30th Annual General Meeting of the Company, to be held at Rama Ceremonial, Main Market, Sector-110, Kendriya Vihar-II, Noida, Uttar Pradesh-201301 on Tuesday, the 26th day of September, 2017 at 09:30 A.M. and at any adjournment thereof in respect of Resolutions as indicated below:

S.No.	Resolution	For*	Against*
Ordinary Business			
1	Adoption of standalone and consolidated financial statements for the Financial Year ended March 31, 2017.		
2	Confirmation of payment of special dividend of Rs.20 per equity share and declaration of final dividend of Rs.1.50 per equity share for the financial year ended March 31, 2017.		
3	Re-appointment of Mr. Mukat B. Sharma (DIN: 02942036) as Director, who retires by rotation.		
4	Appointment of M/s Goel Garg & Co., Chartered Accountants, as Statutory Auditors of the Company in place of M/s Suresh C. Mathur & Co., Chartered Accountants, the retiring Auditor and fixation of remuneration.		
Special Business			
5	Re-appointment of Mr. Bharat Raj Punj (DIN: 01432035) as Deputy Managing Director for a period of 5 years w.e.f. August 08, 2017.		
6	Re-appointment of Mr. Mukat B. Sharma (DIN: 02942036) as Whole-time Director & CFO for a period of 2 years w.e.f. January 28, 2017.		
7	Ratification of Remuneration of Cost Auditor for the financial year 2017-18.		
8	Service of documents to Members of the Company.		

Signed this _____ day of _____2017

Affix Revenue Stamp

..... Signature of Proxy Holder(s)

..... Signature of Shareholder

Notes :
This form of Proxy, in order to be effective, should be deposited at the Registered Office / Corporate Office of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.
For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
*This is only optional. Please put a '√' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

INSTRUCTIONS

A. The Company is pleased to offer remote e-voting facility to the members to cast their votes electronically on the resolutions set forth in the Notice convening 30th Annual General Meeting ("AGM") to be held on Tuesday, the 26th day of September, 2017 at 09:30 A.M. at Rama Ceremonial, Main Market, Sector-110, Kendriya Vihar-II, Noida, Uttar Pradesh-201301.

B. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the e-voting facility. NSDL shall be sending the user ID & passwords to those members whose e-mail ids are registered with Company /depository participants. You are receiving this physical copy of the Notice of AGM since your e-mail id is not registered or you have requested for the physical copies of the same.

The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

i. Open email and open PDF file viz; "LEEL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.

ii. Launch internet browser by typing the following URL: https://www.evoting.nsdl.com.

iii. Click on Shareholder – Login.

iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

vii. Select "REVEN" of LEEL Electricals Limited.

viii. Now you are ready for remote e-voting as Cast Vote page opens.

ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

x. Upon confirmation, the message "Vote cast successfully" will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to schughpcs@gmail.com or with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants(s) or requesting physical copy] :

I. Initial password is provided at the bottom of the Attendance Slip for the AGM.

ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

D. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

E. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

F. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 19, 2017.

G. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. September 19, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

H. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.

I. The e-voting period commences on September 23, 2017 (9:00 A.M.) and ends on September 25, 2017 (5:00 P.M.). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 19, 2017, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

J. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. FCS 3754), has been appointed as the Scrutinizer to scrutinize the remote e-voting process as well as the polling process at the AGM in a fair and transparent manner.

K. The Scrutinizer, after scrutinising the votes cast at the meeting (Poll) and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman.

L. The Chairman shall declare the results after receiving the scrutinizer's report. The results declared along with the Scrutinizer's Report shall be placed on the Company's website **www.leelelectric.com** and on the website of NSDL and shall be communicated to BSE Ltd. and National Stock Exchange of India Ltd.