ISO 9001 COMPANY

LIVE THE FUTURE

LLOYD ELECTRIC & ENGINEERING LIMITED

159, Okhla Industrial Estate, Phase - III, New Delhi-110 020 (INDIA)
Phone : +91-11-40627200, 40627300 Fax : +91-11-41609909
Website : www.lloydengg.com
CIN : L29120RJ1987PLC012841

December 29, 2016.

The Manager, Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051
Fax No.:022-26598237 / 38
NSE Symbol : LLOYDELENG

The Manager, Listing Department
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
Fax No.:022–22721919, 3121
BSE Scrip Code: 517518

Dear Sirs,

Reg. Declaration of Voting Results of the Postal Ballot dated 23.11.2016.

This is with reference to the Postal Ballot process conducted vide Postal Ballot notice dated November 23, 2016

The Company had in pursuance to the provisions of Section 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the provisions of regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"), provided e-voting facility to the members to cast their votes electronically on the resolutions set forth in the aforesaid Notice of Postal Ballot. The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members, was December 27, 2016, 05:00 pm (IST). The voting has been conducted by means of postal ballot papers or e-voting.

Mr. Sanjay Chugh, Practicing Company Secretary was appointed as Scrutinizer for conducting the remote e-voting & voting through postal ballot in a fair and transparent manner. The scrutinizer has submitted his consolidated report on December 28, 2016 and based on the Report of the Scrutinizer, all the Resolutions as set out in the Notice of Postal Ballot as aforesaid has been duly approved by the Shareholders with requisite majority.

Members may please note that as per the Secretarial Standard on General Meeting (SS-2) issued by ICSI, the resolutions as set out in the notice of Postal Ballot dated November 23, 2016 have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. December 27, 2016.

Regd. Office & Works : A-146 (B&C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan-301 019 ● Tel. : 01493-220724, 221348 ● Fax : 01493-220543

The Copy of results declared on December 28, 2016 alongwith the voting results in pursuance of Regulation 44(3) of the Listing Regulations and Consolidated Scrutinizer's Report are enclosed herewith for your information and record please.

The above said results and scrutinizer's report are also uploaded in the website of the Company.

Thanking you,
Sincerely yours,
For Lloyd Electric & Engineering Limited

Lloyd Electric & Engineering Limited
Company Secretary

Anita K. Sharma
Company Secretary
Encl. as above

CC: 1. National Securities Depository Limited.
Trade World, 4th Floor,
Kamala Mills Compound,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013.

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RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING) ANNOUNCED ON DECEMBER 28, 2016

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the approval of the Members of the Company was sought by way of Postal Ballot for the Resolutions as Special Resolutions as set out in Notice of Postal Ballot dated November 23, 2016:

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members, was December 27, 2016, 05:00 pm (IST). The Board of Directors had appointed Mr. Sanjay Chugh, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner. He has submitted his report dated December 28, 2016 on the Postal Ballot & e-voting and the following results were announced on December 28, 2016 at the corporate office of the Company:

S.No	Resolution	Nature of Resolution	% votes cast in favour	% Votes Cast Against
1.	Shift of Registered Office from the State of Rajasthan to the State of Uttar Pradesh	Special	99.97	0.01
2.	Increase in the borrowing powers of the Board of Directors of the Company upto Rs.2,500 Crore,	Special	99.35	0.65
3.	Increase in the powers of the Board for creation of mortgage/charge and/or hypothecation from time to time on all the immovable and movable properties present & future of the Company respectively upto Rs.2,500 Crores;	Special	99.39	0.61

Based on the combined Report of the Scrutinizers, all Resolutions as set out in the Postal Ballot Notice dated November 23, 2016 have been duly approved by the Shareholders with requisite majority.

Members may please note that as per the Secretarial Standard on General Meeting (SS-2) issued by ICSI, above resolutions have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. December 27, 2016.

For Lloyd Electric & Engineering Ltd.

Achin Kumar Roy
Wholetime Director
DIN: 01475456

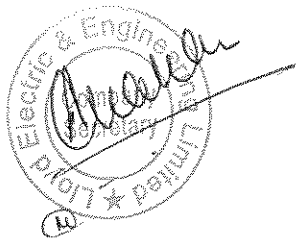
Date : 28.12.2016

Details of Voting Results of Postal Ballot of Lloyd Electric & Engineering Ltd.

Date of the ~~AGM/ EGM/~~ declaration of voting results of Postal Ballot.	28-Dec-16
Total number of Shareholders on cut off date (24.11.2016)	27,895
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A.
Public	N.A.
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	N.A.
Public	N.A.

Agenda wise disclosure

1. Shifting of Registered office of the Company from the State of Rajasthan to the State of Uttar Pradesh								
Resolution Required : (Ordinary / Special)		Special						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22,664,396	19,061,944	84.11%	19,061,944	-	100%	-
	Poll		NA					
	Postal Ballot		3,602,452	15.89%	3,602,452	-	100%	-
	Total	**22,664,396**	**22,664,396**	**100%**	**22,664,396**	-	**100%**	-
Public – Institutional holders	E-voting	2,629,327	939,259	35.72%	939,259	-	100%	-
	Poll		NA					
	Postal Ballot		-	-	-			-
	Total	**2,629,327**	**939,259**	**35.72%**	**939,259**	-	**100%**	-
Public-Non Institutions	E-voting	15,022,537	569,576	3.79%	569,051	525	99.91%	0.09%
	Poll		NA					
	Postal Ballot		6,023	0.04%	5,623	400	93.36%	6.64%
	Total	**15,022,537**	**575,599**	**3.83%**	**574,674**	**925**	**99.84%**	**0.16%**
Total		**40,316,260**	**24,179,254**	**59.97%**	**24,178,329**	**925**	**99.996%**	**0.004%**



2. Borrowing powers of the Board.

Resolution Required : (Ordinary / Special)		Special						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22,664,396	19,061,944	84.11%	19,061,944	-	100%	-
	Poll		NA					
	Postal Ballot		3,602,452	15.89%	3,602,452	-	100%	-
	Total	22,664,396	22,664,396	100%	22,664,396	-	100%	-
Public – Institutional holders	E-voting	2,629,327	939,259	35.72%	939,259	-	100%	-
	Poll		NA					
	Postal Ballot		-	-	-			-
	Total	2,629,327	939,259	35.72%	939,259	-	100%	-
Public-Non Institutions	E-voting	15,022,537	569,744	3.79%	413,127	156,617	72.51%	27.49%
	Poll		NA					
	Postal Ballot		5,423	0.04%	5,023	400	92.62%	7.38%
	Total	15,022,537	575,167	3.83%	418,150	157,017	72.70%	27.30%
Total		40,316,260	24,178,822	59.97%	24,021,805	157,017	99.35%	0.65%

3. Creation of Charges/Mortgages on the Company's properties both present and future, in respect of borrowings

Resolution Required : (Ordinary / Special)		Special						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting	22,664,396	19,061,944	84.11%	19,061,944	-	100%	-
	Poll		NA					
	Postal Ballot		3,602,452	15.89%	3,602,452	-	100%	-
	Total	22,664,396	22,664,396	100%	22,664,396	-	100%	-
Public – Institutional holders	E-voting	2,629,327	939,259	35.72%	939,259	-	100%	-
	Poll		NA					
	Postal Ballot		-	-	-			-
	Total	2,629,327	939,259	35.72%	939,259	-	100%	-
Public-Non Institutions	E-voting	15,022,537	569,845	3.79%	422,907	146,938	74.21%	25.79%
	Poll		NA					
	Postal Ballot		5,523	0.04%	5,073	450	91.85%	8.15%
	Total	15,022,537	575,368	3.83%	427,980	147,388	74.38%	25.62%
Total		40,316,260	24,179,023	59.97%	24,031,635	147,388	99.39%	0.61%

Sanjay Chugh
B Com (H), F.C.S.
Company Secretary

317, Vardhman Plaza –I,
J Block Commercial Complex,
Rajouri Garden,
New Delhi-110 027
9810770237 (M), 011-41443668

SCRUTINIZER'S REPORT

December 28, 2016

The Chairman of
Lloyd Electric & Engineering Ltd.
Regd. Office: A-146,B AND C, RIICO Industrial-Area, Bhiwadi,
Alwar-301019, Rajasthan

Dear Sir,

Sub: **Consolidated Scrutinizer's Report on e-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014**

1. I, Sanjay Chugh, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the Company in its Board Meeting held on November 23, 2016, pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, to scrutinize the electronic voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting / postal ballot carried out for the below mentioned resolutions as set out in the Notice dated November 23, 2016.

2. As required under Section 108 and 110 of the Act, Notice dated November 23, 2016 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders. The shareholders holding shares as on the cut-off date (record date) i.e. November 24, 2016 were entitled to vote on the proposed resolutions on Item No.1 to 3 as set out in the notice of the Postal Ballot.

3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company. The remote e-voting period commenced on Monday, November 28, 2016 at 9.00 a.m. and ended on Tuesday, December 27, 2016 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.

4. The company has completed on November 28 ,2016 the dispatch of postal ballots along Postage pre-paid envelopes to its Members whose name(s) appeared on Register of Members as on November 24, 2016.

   4.1 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.

   4..2 The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.

   4.3 The ballot box was opened on December 27, 2016 in the presence of Two Witnesses not in the employment of the Company.

SANJAY CHUGH ★ C.P. No. 10273 ★ COMPANY SECRETARY

For Lloyd Electric & Engineering Limited

Whole Time Director

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4.4 The postal ballots were duly opened in my presence and scrutinized and the shareholdings were matched / confirmed with the Register of Members of the Company as on November 24, 2016.

4.5 All postal ballots received up to 5.00 P.M. (IST) on December 27, 2016, the last date and time fixed by the Company for receipt of the ballots , were considered for scrutiny.

5. I have scrutinized and reviewed the voting through electronic means and through ballot papers and maintained register in which necessary entries have been made in accordance with the above rules.

I now submit my Report as under on the result of the voting through electronic means (remote e-voting as well as through postal ballot forms:

Consolidated Results of E-Voting & Voting through Postal Ballot

Item No. 1- Shifting of Registered Office of the Company from the State of Rajasthan to the State of Uttar Pradesh under Section 12, 13 of the Companies Act, 2013-Special Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	27	155	182	3608075	20570254	24178329	99.99%
Dissent	1	6	7	400	525	925	0.01%
Total	28	161	189	3608475	20570779	24179254	100.00%

Accordingly, out of 24179254, E- Votes and Postal Ballot Form though ballot paper; 24178329 Votes were cast **ASSENTING** to the Special Resolution constituting 99.99% of the votes polled; 925 Votes were cast **DISSENTING** to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution.**

Accordingly **Special Resolution** as contained in Item No. 1 passed with requisite majority.

Item No. 2- To grant approval for the borrowing powers of the Board of Directors upto Rs. 2,500 Crores under Section 180(1)(c)-Special Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	24	133	157	3607475	20414330	24021805	99.35%
Dissent	1	30	31	400	156617	157017	0.65%
Total	25	163	188	3607875	20570947	24178822	100.00%

Accordingly, out of 24178822, E- Votes and Postal Ballot; 24021805 Votes were cast **ASSENTING** to the Special Resolution constituting 99.35 % of the votes polled; 157017 Votes were cast **DISSENTING** to the Special Resolution constituting 0.65 % of the votes polled on the **Special Resolution.**

SANJAY CHUGH C.P. No. 3023 COMPANY SECRETARY

For Lloyd Electric & Engineering Limited

Whole Time Director

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Accordingly Special Resolution as contained in Item No.2 passed with requisite majority.

Item No. 3- To authorize the Board of Directors to mortgage and/or charge/hypothecate any of its movable and/or immovable properties of the Company, both present and future, in respect of the borrowings of an aggregate amount not exceeding Rs. 2,500 Crore-Special Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	24	129	153	3607525	20424110	24031635	99.39%
Dissent	2	31	33	450	146938	147388	0.61%
Total	26	160	186	3607975	20571048	24179023	100.00%

Accordingly, out of 24179023, E- Votes and Postal Ballot; 24031635 Votes were cast **ASSENTING** to the Special Resolution constituting 99.39 % of the votes polled; 147388 Votes were cast **DISSENTING** to the Special Resolution constituting 0.61 % of the votes polled on the **Special Resolution.**

Accordingly, **Special Resolution** as contained in Item No.3 passed with requisite majority.

6. Further note that besides the above, there were no invalid postal ballot papers in respect of Resolutions No. 1-3.

7. Based on the above, resolutions mentioned at item no. 1 to 3 have been passed with requisite majority. The results of the aforesaid e-voting and postal ballot for the Resolutions No.1 to 3 as set out in Notice dated November 23, 2016 may accordingly be declared by the Chairman of the Meeting.

8. The Register and all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody and will be handed over to the Company for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking you,
Yours Sincerely

SANJAY CHUGH * C.P. No. 3073 * COMPANY SECRETARY

Sanjay Chugh
Company Secretary
C.P. 3073

For Lloyd Electric & Engineering Limited

Whole Time Director