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

August 04, 2015

The Manager
Listing Department
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

Scrip Code: 517518

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

NSE Symbol: LLOYDELENG

Sub.: Proceedings of 28th Annual General Meeting held on 10.07.2015

Dear Sir,

Pursuant to the provisions of Clause 31(d) of the Listing agreement, please find enclosed herewith the proceedings of the 28th Annual General Meeting of the Company held on 10th July, 2015, at its registered office.

This is for your information and record please.

Thanking You,

Yours faithfully,
For Lloyd Electric and Engineering Ltd.

Anita K. Sharma
Company Secretary
Encl: a/a

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Proceedings of the Twenty Eighth Annual General Meeting of Lloyd Electric & Engineering Ltd. held on Friday, the 10th day of July, 2015 at 09: 30 AM at the Registered Office of the Company at A-146 (B&C), RIICO Industrial Area, Bhiwadi, District Alwar, Rajasthan-301019.

Present:

The following Directors and Officer of the Company were present on the dais:

1. Mr. Brij Raj Punj, Chairman & Managing Director
2. A.V.M. Surjit Krishan Sharma (retd.), Independent Director and Chairman-Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee
3. Mr. Achin Kumar Roy, Wholetime Director
4. Mr. Mukat Behari Sharma, Wholetime Director & CFO of the Company
5. Ms. Anita K. Sharma, Company Secretary

Special Invitee:

Mr. Sanjay Chugh Secretarial Auditor

33 Members were present in person. No Proxy was received by the Company

The Meeting started at 09:30 A.M. with the opening remarks by Ms. Anita K. Sharma Company Secretary.

Before the start of the meeting, Ms. Anita K. Sharma, Company Secretary ascertained the quorum and informed to the Chairman that the requisite quorum is present in the meeting. She further introduced the members of the esteem team of Board of Directors to the shareholders.

Thereafter, Mr. Brij Raj Punj, took the chair and called the meeting in order and commenced the proceeding.

The Chairman informed the members present that the statutory registers were open for inspection at the place of the meeting. He further informed that Mr. Bharat Raj Punj, Executive Director, Mr. Nipun Singhal, Whole Time Director, Mr. Ajay Dogra, Mr. Ramesh Kumar Vasudeva, Mr. Gopal Kacker and Dr. Geeta Ajit Tekchand, Independent Directors of the Company could not attend the meeting due to prior commitments.

He further informed that Statutory Auditor of the Company M/s. Suresh C. Mathur & Co. also could not attend the meeting due to pre-occupation and therefore, upon requested, the Company has exempted them from attending the Annual General Meeting. Mr. Sanjay Chugh, Secretarial Auditor of the Company is present in the Meeting.

Thereafter, the Chairman delivered the speech in which he highlighted the performance of the Company during the Financial Year 2014-15 and future outlook.

He informed to the members that the Company has delivered a robust performance. This was reflected by the Company achieving the highest Consolidated Revenue of Rs.2,173 Crore with Net Profit at Rs.88.14 Crore. Our commitment is to customer satisfaction and quality has helped us to attain leadership position in the air conditioning segment in India.

He further informed to the shareholders that during the financial year 2014-15, we have re-organized our revenue stream in B2C segment which pertains to 'Lloyd' Branded product portfolio under Consumer Durable Segment and B2B segments which comprises of a) OEM & Packaged air conditioning b) Heat Exchangers & Components.

He also informed about the CSR infinitives taken by the Company during the year and informed that the Company has inaugurated second branch of Lloyd Play School in Maneri, Jabalpur (Madhya Pradesh). Lloyd Play School is engaged in imparting quality education to the underprivileged children in the age group of 3 to 7 years, with emphasis on girl child education. The Company is also promoting and encouraging the formation of self-help group program which aims at empowering rural women through financial independence.

He concluded his speech by acknowledging the sincere efforts and continued support of the employees, staffs, vendors, Bankers and shareholders of the Company.

The Chairman informed the members that there were no adverse remarks or qualification reported by Statutory Auditors and Secretarial Auditors of the Company in their respective reports.

The Chairman then asked the Company Secretary to read the Notice convening the Meeting and the Auditors' Report. The Notice having been circulated in advance was treated as read with the consent of the members present. The Auditors' Report was read by the Company Secretary.

Thereafter, the Chairman stated that the Company has provided the remote e-voting facility to its Shareholders who were members as on the cut-off date viz. July 04, 2015 for casting their votes in respect of the Ordinary and Special Businesses as set out in the Notice convening the meeting. The Company has engaged the services of National Securities Depository Limited ("NSDL") to provide the remote e-voting facility. He informed that the remote e-voting has commenced at 9.00 am on 7th July, 2015 and ended at 5.00 pm on 9th July, 2015.

He apprised the members that since the Company has provided the facility of remote e-voting to the shareholders, there will be no voting by show of hands at the Annual General Meeting and voting will be conducted by means of poll on principle of one-share one-vote. 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.

The Chairman informed that Mr. Sanjay Chugh, Practicing Company Secretary was appointed as the scrutinizer by the Board for scrutinizing the remote e-voting process as well as the poll process.

He apprised to the members present that shareholders who were shareholders of the Company as on cut-off date and who had not opted to vote on the resolutions through remote e-voting were eligible to exercise their vote through the Ballot paper. Further, the shareholders who had voted through

e-voting mechanism would not be able to vote in the meeting again and their earlier vote shall be treated as final.

The Chairman initiated the polling process for the shareholders present at the meeting who were members as on cut-off date and who were not been able to cast their votes through remote e-voting. Polling paper/ballot forms were made available to the members at the Meeting.

He then requested Mr. Sanjay Chugh, Practicing Company Secretary, to conduct the poll. Mr. Sanjay Chugh, Parctising Company Secretary distributed the polling papers, showed empty polling boxes to the members, locked and sealed the empty polling boxes in the presence of the members.

Thereafter following resolutions were carried on and put to vote separately and the voting was conducted by means of poll:

As Ordinary Business:

1. Adoption of standalone and consolidated financial statements-as an Ordinary Resolution

"RESOLVED THAT the Standalone and Consolidated Financial Statements of the Company for the year ended March 31,2015, including the audited Balance Sheet as at March 31,2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon be and is hereby adopted and approved."

2. Declaration of Dividend-as an Ordinary Resolution

"RESOLVED THAT a final dividend of Rs.1.30 per equity share (i.e.@13%) on 3,53,20,260 equity shares of Rs.10 each fully paid up for the financial year 2014-15 be and is hereby approved and declared."

3. Reappointment of Mr. Achin Kumar Roy (DIN:01475456) as Director-as an Ordinary Resolution

"RESOLVED THAT Mr. Achin Kumar Roy (DIN: 01475456), who retires by rotation and being eligible has offered himself for re-appointment be and is hereby appointed as director liable to retire by rotation."

4. Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants (Firm Regn.No.:000891N), as Statutory Auditors of the Company and fixation of remuneration-as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of sections 139 and 142 and other applicable provisions, if any, of the Companies Act,2013, read with rules made thereunder and pursuant to the resolution passed by the members at the 27th Annual General Meeting held on July 21,2014, the appointment of M/s. Suresh C. Mathur & Co., Chartered Accountants (Firm Regn.No.:000891N),as statutory auditors of the Company from the conclusion of this Meeting until the conclusion of 29th Annual General Meeting of the Company be and is hereby ratified on such remuneration as may be finalised by the Board of Directors of the Company or any Committee thereof on the recommendation of Audit Committee."

As Special Business:

5. Ratification of Remuneration of Cost Auditor-as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration payable to M/s. Jain Sharma & Associates, Cost Accountants (Firm Regn. No.: 000270), the Cost Auditors appointed by the Board of Directors of the Company, for conducting audit of cost records of the Company, as stated in the explanatory statement annexed to the Notice be and is hereby ratified and confirmed.

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."

6. Re-appointment of Mr. Mukat Behari Sharma (DIN:02942036) as Whole-time Director for a period of 2 years w.e.f. January 28, 2015-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, if any, the consent of the members be and is hereby accorded for the re-appointment of Mr. Mukat Behari Sharma (DIN: 02942036) as Whole Time Director of the Company, who is also acting as Chief Financial Officer (CFO) of the Company for a period of 2 years w.e.f. January 28,2015 at a remuneration and benefits, amenities and perquisites which are presently paid/payable/ enjoyed to/by him as stated in the explanatory statement annexed to the Notice, all other terms and conditions of his appointment shall remain the same.

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 Behari Sharma, as minimum remuneration.

RESOLVED FURTHER THAT the Board/committee be and is hereby authorized to take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

The members present exercised their vote through Ballot Paper. After ensuring that all members participating in the Poll had casted their votes, the scrutinizer closed the Poll at around 09:50 a.m. and thereafter took the custody of the Polling box.

The Chairman informed the members that the consolidated results of remote e-voting and poll will be declared on Monday, the 13th July, 2015 at the Registered Office and Corporate Office of the Company and the same would also be uploaded on the Company's website.

Vote of thanks

There being no other business left in the agenda, the meeting concluded with a vote of thanks by Ms. Anita K. Sharma Company Secretary of the Company to the Chairman, directors, members and executives present in the meeting. The meeting was ended at 10 AM.

Result of Remote E-voting & Poll:

As per the consolidated report submitted by Scrutinizer on remote e-voting and polling process on July 13, 2015, the Resolutions set out in the Notice of the 28th Annual General Meeting were carried out and passed by the shareholders with requisite majority.

The summary of Scrutinizer's report on remote e-voting and poll conducted at the 28th Annual General Meeting is as follows:

Particulars	Resolution No. 1	Resolution No. 2	Resolution No. 3
Total Remote e-voting	1,78,46,650	1,78,46,609	1,78,46,509
Total Poll	2,83,473	2,83,473	2,83,473
Less: Invalid e-vote / polls	-	-	-
Total Valid Votes	1,81,30,123	1,81,30,082	1,81,29,982
Total Votes cast in favour	1,81,30,123	1,81,30,082	1,81,26,482
% of Votes cast in favour	100%	100%	99.98%
Total Votes cast against	-	-	3,500
% of Votes cast against	-	-	0.02%

Particulars	Resolution No. 4	Resolution No. 5	Resolution No. 6
Total Remote e-voting	1,78,46,409	1,78,46,509	1,78,46,509
Total Poll	2,83,473	2,83,473	2,83,473
Less: Invalid e-vote/ Polls	-	-	-
Total Valid Votes	1,81,29,882	1,81,29,982	1,81,29,982
Total Votes cast in favour	1,81,25,892	1,81,25,924	1,81,28,782
% of Votes cast in favour	99.98%	99.98%	99.99%
Total Votes cast against	3,900	4,058	1,200
% of Votes cast against	0.02%	0.02%	0.01%

For Lloyd Electric and Engineering Ltd.

Anita K. Sharma
Company Secretary