Saraswati REGD.

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT ON THE VOTING BY POSTAL BALLOT PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 READ WITH THE COMPANIES (PASSING OF RESOLUTION BY POSTAL BALLOT) RULES, 2011 OF LLOYD AND ELECTRIC & ENGINEERING LIMITED HELD ON SEPTEMBER 17, 2013 AT 9:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT A-146 (B&C), RIICO INDUSTRIAL AREA, DISTRICT ALWAR, BHIWADI, RAJASTHAN-301019

PRESENT

Mr. Brij Raj Punj	:	Chairman & Managing Director
Mr. Mukat B. Sharma	:	Whole Time Director
Ms. Anita K. Sharma	:	Company Secretary
Mr. Sanjay Chugh	:	Scrutinizer, Practicing Company secretary

The Chairman informed that the Hon'ble High Court of Rajasthan while sanctioning the Scheme of Arrangement has directed the Company to amend the Object Clause by adding the "Heat Exchanger Business" in the main object clause of the Memorandum of Association of the Company which was duly approved by the Board of Directors of the Company at their meeting held on July 27, 2013.

Accordingly vide Postal Ballot Notice dated July 27, 2013, a draft resolution and the explanatory statement thereto were dispatched to the Members on August 12, 2013 alongwith a Postal Ballot Form for their consideration. Mr. Sanjay Chugh, a Practicing Company Secretary, New Delhi was appointed as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

The Chairman further stated that it was mentioned in the said Notice that Postal Ballot Forms duly completed along with assent or dissent should reach the scrutinizer on or before September 12, 2013.

The Scrutinizer had submitted his report dated Monday, September 16, 2013 after carrying out the scrutiny of all the Postal Ballot Forms received upto the close of the working hours on September 12, 2013. The Scrutinizer's report was placed on the table for perusal. The Chairman informed that he as the Chairman had accepted the said report which summarized as follows:

Particulars	No. of postal ballot forms	No. of shares	% of total paid up equity capital
a) Total Postal Ballot Forms received.	165	20,691,246	58.58
b) Less invalid postal ballot forms (as per register)	8	5,800	0.01
c) Net Valid postal ballot forms (as per register)	157	20,685,446	58.57
d) Postal ballot forms with assent for the resolution	155	20,684,046	58.57
e) Postal ballot forms with dissent for the resolution	2	1,400	0.00

Thereafter, the Chairman announced that 99.97% of votes casted of the received ballots were in favour of the resolution and declared that the special resolution as mentioned in the Postal Ballot Notice dated July 27, 2013 was duly passed by requisite majority and directed that the resolution be recorded in the minute book recording the proceedings therein.

For LLOYD ELECTRIC & ENGINEERING LTD.

Managing Director

CHAIRMAN'S INITIALS

The resolution duly approved by the Members is as under:

RESOLUTION 1

As a Special Resolution

Alternation in Main Object Clause of Memorandum of Association

"**RESOLVED THAT** in accordance with the provisions of Section 17 and all other applicable provisions, if any, of the Companies Act, 1956 (including any modification(s) or re-enactment thereof, for the time being in force) and subject to approvals, permissions and sanctions from appropriate authorities, if any, the main objects in the object clause III (A) of the Memorandum of Association be and is hereby altered by inserting the following sub-clause 5 and 6 as new sub-clauses immediately after the sub-clause 4:

5. To carry on the business of manufacturers, importers, exporters, dealers, agents of all types of Heat Exchangers, Radiators, Oil coolers, transformers, stabilizers, dehumidifiers fans, motors, compressors, lights, geysers, boilers, dyers, Heat Transfer Equipments including Shell and Tube Heat Exchangers, Tube Bundles, Pressure Vessels, Air Cooled Heat Exchangers, recuperators (waste heat recovery equipment) or Industrial Radiators including designing and manufacture of the plate-fin type oil coolers, after coolers, mixed oil coolers, oil and gas compressors , air cooled heat exchangers, intercoolers, oil radiators, air cooled hydraulic devices and other products, mainly production of aluminum plate-fin heat exchangers made devices, large vehicles radiators, air compressor rear coolers, cooler wind power equipments, hydraulic oil radiators, radiator construction machineries and all types of related electrical equipments and appliances.

6. To carry on the business of buyers, sellers, manufacturers, designers, traders, wholesalers, retailers, suppliers, importers, exporters, storekeepers, stockiests, packers, movers, general merchants, brokers, distributors, marketing agents, sub agents, commission agents, dealers, C & F agents, representatives, franchisers, carriers, service providers and marketers of consumer products , industrial goods, electronic goods, electrical appliances, home appliances etc.

RESOLVED FURTHER THAT Mr. Brij Raj Punj, Chairman & Managing Director of the Company and/or Ms. Anita K. Sharma, Company secretary be and is hereby severally authorized to do all such acts, deeds and things as may be considered necessary , desirable or expedient to give effect to this Resolution."

The above results were announced by the undersigned on Tuesday, September 17, 2013.

For Lloyd Electric & Engineering Limited

Chairman & Managing Director

Date: New Delhi

Place: September 27, 2013

Chairman

For LLOYD ELECTRIC & ENGINEERING LIMITED

Company Secretary

CHAIRMAN'S INITIALS