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 27, 2014

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

Scrip Code: 517518

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

NSE Symbol: LLOYDELENG

Sub: Clause 31 and 33 of the Listing Agreement

Dear Sir,

Pursuant to Clause 31 and Clause 33 of the Listing Agreement, please find enclosed herewith copy of the notice sent to the shareholders of the Company seeking their consent by way of special Resolution through Postal Ballot Process for the following business:

a. Under Section 180(1)(a) of the Companies Act, 2013 and the Rules made thereunder pertaining to the authorization for creation of Charge/mortgage over the assets of the Company.
b. Under Section 180(1)(c) of the Companies Act, 2013 and the Rules made thereunder pertaining to the borrowing limits of the Board of Directors of the Company.
c. Under Section 14 of the Companies Act, 2013 and the Rules made thereunder pertaining to alteration of Articles of Association of the Company in conformity with the provisions of the Companies Act, 2013.

Kindly take the above information on record and oblige.

Thanking You,

Yours faithfully,
For Lloyd Electric and Engineering Limited

For LLOYD ELECTRIC & ENGINEERING LIMITED
Company Secretary

Anita K. Sharma
Company Secretary
Encl: a/a

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

The Calendar of Events for Postal Ballot Process

S.N.	PARTICULARS	DATES
a)	Date on which consent is given by the Scrutinizer	28th July, 2014
b)	Record Date for reckoning the rights of members for participating in the Postal Ballot Process	8th August, 2014
c)	Date of Board Resolution authorizing the Company Secretary to be responsible for the entire Postal Ballot Process	8th August, 2014
d)	Date of Appointment of the Scrutinizer by Board of Directors of the Company	8th August, 2014
e)	Date of completion of dispatch of Notice	27th August, 2014
f)	E-voting start Date	28th August, 2014
g)	E-voting End date	27th September, 2014
h)	Last date for receiving postal ballot forms by the Scrutinizer	27th September, 2014
i)	Last date of submission of the Report by the Scrutinizer	30th September, 2014
j)	Date of declaration of the result by the Chairman/Director of the Company	1st October, 2014
k)	Last date of signing of Minutes by the Chairman	8th October, 2014
l)	Date of handling over the postal ballot forms to the designated person	8th October, 2014

For Lloyd Electric & Engineering Limited

For LLOYD ELECTRIC & ENGINEERING LIMITED

Company Secretary

Anita K. Sharma
Company Secretary

LIVE THE FUTURE

LLOYD ELECTRIC & ENGINEERING LIMITED

CIN: L29120RJ1987PLC012841
Regd. Office: A-146 (B&C), RIICO Industrial Area, Dist. Alwar
Bhiwadi, Rajasthan- 301019

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013)

To

The Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read together with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the Resolutions appended below are proposed to be passed as Special Resolutions through Postal Ballot.

The Explanatory Statement pertaining to the said Resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto along with a Postal Ballot form (the "Form") for your consideration.

The Board of Directors has appointed Mr. Sanjay Chugh, Practicing Company Secretary, New Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours on Saturday, **September 27, 2014**.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the 'Notes' to the Notice and instructions overleaf the Form.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman.

The result of the Postal Ballot would be announced by the Chairman or the Company Secretary of the Company on Wednesday, **1st October, 2014** at 9:30 a.m. at the Registered Office of the Company. The said result would be displayed at the Registered Office of the Company, intimated to the Stock Exchanges where the Company's shares are listed and displayed along with the Scrutinizer's report on the Company's website www.lloydengg.com

RESOLUTIONS:

Item No 1:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the earlier resolution passed by the shareholders on 16th October, 2008 under Section 293(1)(d) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(c) and, other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, as amended from time to time (including any statutory modifications or re-enactments thereof for the time being in force) and subject to the approval of such other authority/institution as may be required, and in accordance with Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to raise or borrow, for and on behalf of the Company , any sum or sums of money (including non-fund based facilities) on such terms and conditions, from time to time from anyone including from Company's bankers and/or from any other Banks, Financial institutions, firms and/or one or more bodies corporate or Overseas Corporate Bodies or Foreign Financial Institutions or any other agency, either domestic or foreign or the public, either Resident/ Non- Resident in Indian currency or in Foreign Currency and also whether by issue of debentures or other securities or otherwise or whether unsecured or secured by mortgage, charge, hypothecation of the Company's assets and properties whether movable and/or immovable or stock in trade (including raw material, stocks, book debts, bills, spare parts and components in stock or in transit) and debts and advances, notwithstanding that the sum or sums so borrowed together with the sums, if any already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may exceed aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total money so borrowed, shall not at any time exceed the limit of Rs. 2000 crores (Rupees Two Thousand crores only).

RESOLVED FURTHER THAT the Board or any of its duly constituted Committee be and is hereby authorized to do and perform all such acts, deeds and things and to take all such steps as may be considered necessary, proper and expedient for the purpose of this resolution.

Item No 2:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

RESOLVED THAT in supersession of the earlier resolution passed by the shareholders on 16th October, 2008 under Section 293(1)(a) of the Companies Act, 1956 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions of the Companies Act, 2013

read with the Rules made thereunder, as amended from time to time (including any statutory modifications or re-enactments thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge, charge or otherwise encumber, from time to time, all present and future, movable or immovable properties of the Company and/ or whole or substantially the whole of the undertaking (s) of Company, wherever situated, on such terms and conditions in favour of the Lenders to secure the loans/borrowing availed, to be availed by the Company/ or any of the Company's Subsidiary/Wholly Owned Subsidiary in the form of fund based and/ or non fund based credit facilities including term loan and working capital assistance (in INR and/or foreign currency) and Securities (comprising fully/partly convertible Debentures and/or Non Convertible Debentures with or without Detachable or Non Detachable warrants and or secured premium notes and/ or floating rate notes/ bonds or other debt instruments), issued/ to be issued by the Company from time to time, which may exceed the paid up capital and free reserves in the ordinary course of business but not exceeding the limit of Rs. 2000 crores(Rupees Two Thousand crores only) at any point of time.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board or any of its duly constituted Committee be and is hereby authorized to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgage/charge in such form and manner and with such ranking and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary proper, desirable or expedient to give effect to this resolution..

Item No 3:

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 14 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 thereof, for the time being in force), the new set of Articles of Association of the Company which is available for public inspection at the Registered Office of the Company and on the company's website, be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to undertake all such acts, deeds, matters and things, to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

By order of the Board of Directors
For LLOYD ELECTRIC & ENGINEERING LIMITED

DATE : AUGUST 8, 2014
PLACE : NEW DELHI

ANITA K. SHARMA
COMPANY SECRETARY

Notes:

1) The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.

2) A Postal Ballot Form and a self-addressed postage pre-paid envelope are enclosed herewith to enable the members to exercise their voting rights.

3) The Notice is being sent under certificate of posting to all the Members, whose name appear in the register of members as on Friday, **8th August, 2014.**

4) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of (Management and Administration) Rules,2014, the Company has also extended the e-voting facility as an alternate for its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Forms. The Company has availed the services of National Securities Depository Limited (NSDL) to transact the businesses as mentioned in the Notice through e-voting.

5) Members are requested to carefully read the Instructions printed in the Postal Ballot Form and return the duly completed Postal Ballot Form (no other form or photocopy is permitted) in the attached self-addressed envelope, so as to reach the scrutinizer on or before **27th September 2014.**

6) The Board of Directors of the Company at their meeting held on 8th August, 2014 has appointed Mr. Sanjay Chugh, Practicing Company Secretary, as scrutinizer for conducting the postal ballot process in a fair and transparent manner. The self-addressed, postage pre-paid envelope attached to this notice bears the address to which duly completed postal ballot form is to be sent. The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary not later than closing of business hours on **30th September 2014.**

7) The Chairman or in his absence the Company Secretary of the Company shall announce the result of the postal ballot at the Registered Office of the Company situated at A-146 (B&C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan- 301019 at 9.30 am on Wednesday, **1st October, 2014.** The date of declaration of postal ballot will be taken as the date of passing the special

resolution. The result of the Postal ballot shall also be posted on the Company's website www.lloydengg.com besides communicating the same to the Bombay Stock Exchange (BSE) and National Stock Exchange (NSE) where the shares of the Company are listed.

8) All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 am to 1.00 pm upto the date of declaration of results of postal ballot.

Procedure & Instructions of E-voting

A. In case a member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

1. Open the e-mail and also open the attached PDF file with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL **https://www.evoting.nsdl.com/**
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Lloyd Electric & Engineering Limited. Members can cast their vote online from **August 28, 2014** (9:00 am) till **September 27, 2014** (6:00 pm).Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the Vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also 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 **schughpcs@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

B. **Voting through Physical Postal Ballot Form**

In case a Member receives physical copy of the Ballot Paper (for Members whose e-mail addresses are not registered with the Company/ Depositories):

1. Initial password is provided in the Ballot Paper: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to caste vote.

C. **OTHER INSTRUCTIONS**

1. Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
2. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
4. The e-voting period commences on Thursday, **August 28, 2014** (9.00 a.m.) and ends on Saturday, **September 27, 2014** (6.00 p.m.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on **August 8, 2014**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
5. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. FCS 3754), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. **A member can opt only one mode of voting i.e. either through e-voting or by physically sending the Ballot Paper. If any member opts for e-voting, his/her vote through Ballot Paper will not be counted.**

8. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lloydengg.com and on the website of NSDL www.evoting.nsdl.com within two days of the declaration of result by the Chairman on **October 1, 2014** and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

9. In case of any queries, the member may contact the Company Secretary of the Company at investor.relation@lloydengg.com.

By order of the Board of Directors
For LLOYD ELECTRIC & ENGINEERING LIMITED

DATE : AUGUST 8, 2014
PLACE : NEW DELHI

ANITA K. SHARMA
COMPANY SECRETARY

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 1 & 2

The Company already has approval of the shareholders of the Company by way of Ordinary Resolution under Section 293(1)(d) and 293(1)(a) through Postal Ballot Process dated 16th October, 2008 to raise/borrow money on behalf of the Company up to a limit of Rs. 2000 crores and to create charge/mortgage on the assets of the Company to secure the borrowing up to the limit of Rs. 2000 crores.

Under Section 180 of the Companies Act, 2013 ("the Act"), notified as on September 12, 2013, the powers of the Board are required to be exercised only with the consent of the Company by a Special Resolution. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No 4/2014 dated March 25, 2014 clarified that the Ordinary Resolution passed under Section 293(1)(d) and 293 (1)(a) of the Companies Act, 1956 would be sufficient compliance of Section 180 of the Act for a period of one year from the date of notification of Section 180 of the Act.

Therefore, with the coming into force of the Companies Act, 2013, the Company is required to take a fresh approval of its shareholders by way of **Special Resolutions** through Postal Ballot process to borrow money exceeding aggregate of its paid-up share capital and free reserves in terms of Section 180 (1) (c) of the Companies Act, 2013 and for creation of charge/mortgage on assets of the Company in terms of Section 180 (1) (a) of the Companies Act, 2013.

Therefore Board recommends the Special Resolutions as set out in the Item Nos. 1 and 2 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested financially or otherwise in this resolution except to the extent of their shareholding interest, if any, in the Company.

Item No. 3

The existing Articles of Association (hereinafter referred to as AOA) of the Company are based on the Companies Act, 1956 and several regulation in the existing AOA contain references to specific Sections of the Companies Act, 1956 which are no longer in conformity with the Companies Act, 2013 (the Act).

The Act is now largely in force with Rules thereon. The Ministry of Corporate Affairs ("MCA") had notified most of the Sections (barring those provisions which require sanction / confirmation of the National Company Law Tribunal ("Tribunal") w.e.f April 1, 2014. Substantive sections of the Act which deal with the general working of companies stand notified.

The new AOA to be substituted in place of the existing AOA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. However, the regulations in the Table 'F' shall not completely apply to the Company, except in so far as the same are repeated, contained or expressly made applicable in the Articles of the Company or by the Act.

The proposed new draft AOA is being uploaded on the Company's website www.lloydengg.com for perusal by the shareholders. The proposed new draft AOA is also available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. and 1.00 p.m. up to the date of declaration of the result of Postal Ballot.

Board recommends the Special Resolution as set out in the Item No. 3 of the Notice for approval by the shareholders.

None of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested financially or otherwise in this resolution except to the extent of their shareholding interest, if any, in the Company.

By order of the Board of Directors
For LLOYD ELECTRIC & ENGINEERING LIMITED

DATE : AUGUST 8, 2014
PLACE : NEW DELHI

ANITA K. SHARMA
COMPANY SECRETARY