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

8th October, 2014

To,
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers, Dalal Street,
Mumbai- 400001 Maharashtra

BSE Code: 517518

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra
NSE Code: LLOYDELENG

Subject- Proceedings of Postal Ballot Process under Clause 31 of the Listing Agreement

Dear Sir,

Pursuant to Clause 31(d) of the Listing Agreement, please find enclosed herewith certified true copy of the proceeding relating to declaration of results on voting by Postal Ballot under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 held on October 1, 2014 at the Registered Office of the Company situated at A-146 (B&C), RIICO Industrial Area, District Alwar, Bhiwadi.

Kindly take the above information on record and oblige.

Thanking You

For Lloyd Electric & Engineering Limited

For Lloyd Electric & Engineering Limited

Company Secretary

Anita K. Sharma
Company Secretary
Encl.: a/a

REGD

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULT ON THE VOTING BY POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 OF LLOYD ELECTRIC & ENGINEERING LIMITED HELD ON OCTOBER 1, 2014 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 the members that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, the Company has conducted Postal Ballot Process for the matters as stated in the Postal Ballot Notice dated August 8, 2014.

He further informed that the Company had provided members the facility to exercise their right to vote on all the business items stated in the said Notice by electronic means.

The voting (e-voting/voting through Ballot papers) commenced at 9.00 am on August 28, 2014 and ended at 6.00 pm on September 27, 2014.

Mr. Sanjay Chugh, Practicing Company Secretary, New Delhi was appointed as Scrutinizer for conducting the Postal Ballot Process.

The Scrutinizer had submitted his report on 30th September, 2014 after carrying out the scrutiny of all the electronic-votes/Postal Ballot Forms received up to the close of the working hours on 27th September, 2014. 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	Resolution under Section 180(1)(c) of the Companies Act, 2013	Resolution under Section 180(1)(a) of the Companies Act, 2013	Resolution under Section 14 of the Companies Act, 2013
	Resolution No. 1	Resolution No. 2	Resolution No. 3
Voting by electronic means (A)			
Number of shareholders participated through e-voting	151	151	150
Votes in favour of the resolution	21922108	21806857	21971157
Votes against the resolution	51404	166655	2118

CHAIRMAN'S INITIALS

For Lloyd Electric and Engineering Limited

Company Secretary

Voting through Ballot Papers (B)			
Number of valid postal ballot forms received	9	9	9
Votes in favour of the Resolution	53725	53725	53725
Votes against the Resolution	100	100	100
Number of invalid postal ballot forms received	0	0	0
Total Voting (A+B)			
Votes in favour of the Resolution	21975833	21860582	22024882
Votes against the Resolution	51504	166755	2218
% of votes in favour on votes polled	99.77	99.24	99.99
% of votes against on votes polled	0.23	0.76	0.01

Thereafter, the Chairman announced that the number of votes casted in favour of each resolution, as Stated in Postal Ballot Notice dated August 8, 2014 (Resolution no. 1 to 3), of the total received votes (through e-voting/Postal Ballot Forms) is more than three times the votes casted against the resolution and declared that the Special Resolutions as mentioned in the said Postal Ballot Notice were duly passed by requisite majority.

RESOLUTION 1

Special Resolution 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.

"**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).

CHAIRMAN'S INITIALS

For Lloyd Electric and Engineering Limited

Company Secretary

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."

Resolution No. 2

Special Resolution 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.

"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.

Resolution No. 3

"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."

For Lloyd Electric & Engineering Ltd.

Date: New Delhi
Place: October 6, 2014

Chairman & Managing Director
CHAIRMAN

For Lloyd Electric and Engineering Limited

Company Secretary

CHAIRMAN'S INITIALS