

LIVE THE FUTURE

FEDDERS LLOYD CORPORATION LTD.

159, Okhla Industrial Estate, Phase - III, New Delhi-110 020 (INDIA)

Phone : +91-11-40627200, 40627300 Fax : +91-11-41609909

CIN : L29299UP1957PLC021118

November 29, 2014

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

BSE Code: 500139
Fax No: 022 22722039

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: FEDDERLOYD
Fax No: 022 2659 8237 / 38

Subject - Proceedings of the announcement of the Postal Ballot Results of Fedders
Lloyd Corporation Limited

Dear Sir / Madam,

In terms of Clause 31(d) of the Listing Agreement, please find enclosed herewith minutes of the announcement of the Postal Ballot Results of Fedders Lloyd Corporation Limited held on Thursday, October 30, 2014 at 11:00 A.M. at the Registered Office of the company situated at C-4, phase -II, Noida, Distt. Gautam Budh Nagar, Uttar Pradesh-201305.

This is for your information and records please.

Thanking You,

Yours Truly,

For Fedders Lloyd Corporation Limited

Purnima Sharma
Company Secretary
Membership No.: F7706

Encl: As above

MINUTE BOOK

MINUTES OF THE ANNOUNCEMENT OF RESULTS OF THE POSTAL BALLOT PROCESS HELD ON THURSDAY, OCTOBER 30, 2014 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT C-4, PHASE -II, NOIDA, DISTT. GAUTAM BUDH NAGAR, UTTAR PRADESH-201305

PRESENT

Mr. Brij Raj Punj	-	Chairman & Managing Director
Mr. Sham Sunder Dhawan	-	Whole Time Director
Ms. Purnima Sharma	-	Company Secretary
Mr. Sanjay Chugh	-	Scrutinizer, Practicing Company Secretary

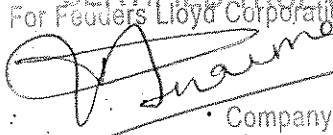
Background

The Chairman informed to the members of the Company that pursuant to the provisions of Section 110 Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated August 27, 2014 was sent to the members of the Company for passing Special Resolutions by Postal Ballot. The dispatch of Postal Ballot Notice and forms was completed through electronic mode and physical mode on September 20, 2014. The newspaper advertisement was also published informing the date of completion of dispatch of Postal Ballot Notice, both in English and Hindi newspapers on September 21, 2014.

The Chairman further informed to the shareholders that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided the e-voting facility to the shareholders of the Company in respect of the Resolutions to be transacted through the Postal Ballot Process. The e-voting commenced on September 26, 2014 at 9:00 A.M. and ended on October 25, 2014 at 6:00 P.M..

The Board of Directors at their meeting held on August 27, 2014 had appointed Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. F3754) as scrutinizer for conducting the Postal Ballot Process in fair and transparent manner. The Company had appointed National Securities Depository Limited (NSDL) to provide e-voting platform to the members of the Company.

After due scrutiny of votes received in physical mode and electronic mode, up to October 25, 2014 (being last date fixed for return of the duly complete Postal Ballot forms and e-voting), the Scrutinizer had submitted report on October 29, 2014. The details of voting and resolutions passed are mentioned as under:

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For Feeder's Lloyd Corporation Limited

Company Secretary

CHAIRMAN'S
INITIALS

1. AUTHORITY U/S 180(1)(c) OF THE COMPANIES ACT, 2013 TO BORROW MONEY UPTO INR 2,000 CRORES

Promoter / Public	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
Promoter and Promoter Group	14441582	14408682	99.77%	14408682	0	100%	0
Public-Institutional holders	1	0	-	-	-	-	-
Public-Others	16328117	7229893	44.27%	7228942	951	99.98%	0.013%
Total	30769700	21638575	70.32%	21637624	951	99.99%	0.00004%

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act") and in supersession of all the earlier resolutions passed in this regard, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons), be and is hereby authorized to borrow, as and when required, as it may think fit from, including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institution as defined under Section 2(72) of the Act and/ or any other persons, bodies corporate and/or eligible foreign lenders and/or any entity/entities and/or authority/ authorities, by way of cash credit, advances, deposits, bill discounting or bridge loans, term loans, syndicated loans or any other loans whether in Indian currency or foreign currency whether unsecured or secured by mortgage, charge, hypothecation or pledge 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-in-transit), debts in advance, suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, debentures, bonds, commercial papers or any other instruments or other securities whether convertible or exchangeable into equity shares or preference shares of the Company and/or securities with or without detachable warrants with a right exercisable by

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the warrant holder(s) to convert or subscribe to equity shares or preference shares of the Company and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for the sum or sums so borrowed together with the sum already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in ordinary course of business) for an aggregate amount not exceeding INR 2,000 Crores (Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher and that the Board be and is hereby empowered and authorized to arrange or finalize the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

2. AUTHORITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/ CREATE CHARGES ON THE PROPERTIES OF THE COMPANY

Promoter / Public	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
Promoter and Promoter Group	14441582	14408682	99.77%	14408682	0	100%	0
Public-Institutional holders	1	0	-	-	-	-	-
Public- Others	16328117	7229593	44.28%	7224477	5116	99.93%	0.07%
Total	30769700	21638275	70.32%	21633159	5116	99.97%	0.023%

[Signature]
Company Secretary

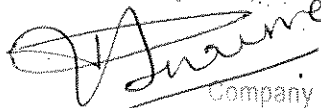
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CHAIRMAN'S INITIALS

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"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or Company's Subsidiaries, affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscouting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or nonconvertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and

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For Peewee's Lloyd Corporation Limited


Company Secretary

MINUTE BOOK

the trustees/lenders, up to a value of and within the overall limits of INR 2000 Crores (Rupees Two Thousand Crores) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

3. TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

Promo ter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstan ding shares	No. of votes- In favour	No. of votes - Again st	% of votes in favour on votes polled	% of votes against on votes polled
Promo ter and Promo ter Group	14441582	14408682	99.77%	14408682	0	100%	0
Public- Institu tional holder s	1	0	-	-	-	-	-
Public- Others	16328117	7228993	44.27%	7227287	1706	99.97%	0.023%
Total	30769700	21637675	70.32%	21635969	1706	99.99%	0.007%

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), the draft regulations contained in the Articles of Association of the Company which is available for inspection at the Registered Office of the Company as well as on the Company's website - www.fedderslloyd.com, 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.

[Signature]
Company Secretary

CHAIRMAN
INITIALS

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, with the power to the Board/ to delegate the authority to any person or persons to give effect to the aforesaid resolution including to represent the Company before any governmental authorities, and to appoint any professional adviser/consultants/lawyers."

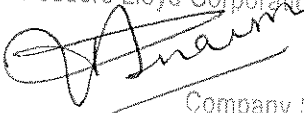
Thereafter, the Chairman announced that the number of votes casted in favour of each resolutions, as stated in Postal Ballot Notice dated August 27, 2014 (Resolutions 1 to 3) of the total received votes (through e-voting/ballot forms) is more than three times the votes casted against the resolution and therefore, declared that the Special Resolutions as mentioned in the said Postal Ballot Notice were duly passed by the requisite majority.


BRIJ RAJ PUNJ
(CHAIRMAN)

Place: New Delhi

Date: 28.11.2014

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For Feeders Lloyd Corporation Limited


Company Secretary