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

9th March, 2015

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- Result of Postal Ballot Process conducted by the Company vide Postal Ballot Notice dated January 28, 2015**

Dear Sir,

Further to the captioned matter, please find attached herewith the results of Postal Ballot Process conducted by the Company under clause 35A of the Listing Agreement.

In regard to this, please note that Mr. Sanjay Chugh, Practicing Company Secretary, the Scrutinizer has submitted his report to the Chairman & Managing Director on 7th March, 2015. Based on the Scrutinizers' Report the results of the Postal Ballot Process had been declared by the Chairman on March 7, 2015. Scrutinizer's Report is attached herewith for your reference.

We are pleased to inform you that the matters as stated in the Postal Ballot Notice have been passed by shareholders of the Company with requisite majority.

Kindly take the above information on record and oblige.

Thanking You

**For Lloyd Electric & Engineering Limited**

For LLOYD ELECTRIC & ENGINEERING LTD.

**Anita K. Sharma**
**Company Secretary**
**Encl: as above**

Company Secretary

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## Results of the Postal Ballot Process

Details under clause 35A of the Listing Agreement executed with the Stock Exchanges in respect of Postal Ballot Process conducted by the Company vide Postal Ballot Notice dated January 28, 2015

| S. No. | Particulars | Details |
|---|---|---|
| 1. | Declaration of Postal Ballot Results | 7th March, 2015 |
| 2. | Total number of shareholders (records) as on record date | 22927 |
| 3. | No. of Shareholders (records) who participated in the Postal Ballot Process either through e-voting or through Ballot Papers | |
| | ➢ Promoters and Promoter Group | 13 |
| | ➢ Public | 188 |

## Agenda Wise

The mode of voting for all resolutions was through e-voting or through Ballot Papers.

**Resolution No. 1- Special Resolution**

**To issue warrants to entities within the Promoter Group/ Persons Acting in Concert on preferential basis**

| 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 | 17652396 | 17652396 | 49.98% | 17652396 | 0 | 100% | 0 |
| Public- Institutional holders | 2648525 | 32193 | 0.09% | 32193 | 0 | 100% | 0 |
| Public- Others | 15019339 | 2154339 | 6.10% | 1877992 | 276347 | 87.17% | 12.83% |
| **Total** | **35320260** | **19838928** | **56.17%** | **19562581** | **276347** | **98.61%** | **1.39%** |

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

**Resolution No. 2- Ordinary Resolution**

**Appointment of Mr. Surjit Krishan Sharma as an Independent Director pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder**

| 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 | 17652396 | 17652396 | 49.98% | 17652396 | 0 | 100% | 0 |
| Public- Institutional holders | 2648525 | 32193 | 0.09% | 0 | 32193 | 0 | 100% |
| Public- Others | 15019339 | 2077924 | 5.88% | 2029621 | 48303 | 97.68% | 2.32% |
| **Total** | **35320260** | **19762513** | **55.95%** | **19682017** | **80496** | **99.59%** | **0.41%** |

**Resolution No. 3- Ordinary Resolution**

**Appointment of Dr. Geeta Ajit Tekchand as an Independent Director pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder**

| 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 | 17652396 | 17652396 | 49.98% | 17652396 | 0 | 100% | 0 |
| Public- Institutional holders | 2648525 | 32193 | 0.09% | 32193 | 0 | 100% | 0 |
| Public- Others | 15019339 | 2151124 | 6.09% | 2103164 | 47960 | 97.77% | 2.23% |
| **Total** | **35320260** | **19835713** | **56.16%** | **19787753** | **47960** | **99.76%** | **0.24%** |

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

**Resolution No. 4- Ordinary Resolution**

**Appointment of Mr. Ramesh Kumar Vasudeva as an Independent Director pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder**

| 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 | 17652396 | 17652396 | 49.98% | 17652396 | 0 | 100% | 0 |
| Public- Institutional holders | 2648525 | 32193 | 0.09% | 32193 | 0 | 100% | 0 |
| Public- Others | 15019339 | 2151074 | 6.09% | 2103364 | 47710 | 97.78% | 2.22% |
| **Total** | **35320260** | **19835663** | **56.16%** | **19787953** | **47710** | **99.76%** | **0.24%** |

**Resolution No. 5- Ordinary Resolution**

**Appointment of Mr. Ajay Dogra as an Independent Director pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules thereunder**

| 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 | 17652396 | 17652396 | 49.98% | 17652396 | 0 | 100% | 0 |
| Public- Institutional holders | 2648525 | 32193 | 0.09% | 32193 | 0 | 100% | 0 |
| Public- Others | 15019339 | 2151524 | 6.09% | 2104169 | 47355 | 97.80% | 2.20% |
| **Total** | **35320260** | **19836113** | **56.16%** | **19788758** | **47355** | **99.76%** | **0.24%** |

**Result**: Based on the above, all the resolutions set out in the Notice of the Postal Ballot dated January 28, 2015 (Resolutions No. 1 to 5) have been duly passed by the members of the Company by requisite majority i.e. Resolution No. 1 as a Special Resolution and Resolution No. 2-5 as Ordinary Resolutions.

**For Lloyd Electric & Engineering Limited**

For Lloyd Electric & Engineering Ltd.

**Brij Rai Pluni**
Chairman & Managing Director

**Place: Bhiwadi**
**Date: March 7, 2015**

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

**Chairman & Managing Director**

Sanjay Chugh
B Com (H), F.C.S.
Company Secretary

317, Vardhman Plaza –I,
J Block Commercial Complex,
Rajouri Garden,
New Delhi-110 027
9810770237 (M), 011-41443668

## SCRUTINIZER'S REPORT

**Date: March 7, 2015**

**The Chairman**
**Lloyd Electric and Engineering Ltd.**
**A-146, B And C,**
**RIICO Industrial-Area, Bhiwadi,**
**Alwar, Rajasthan-301019**

Dear Sir,

1. The Board of Directors of the Company by means of the resolution dated 28th January, 2015 has appointed me as Scrutinizer for conducting the postal ballot voting process.

2. I submit my report as under;

2.1 The company has completed on 3rd February, 2015 the dispatch of postal ballots along Postage pre-paid business reply envelopes to its Members whose name(s) appeared on Register of Members as on 5th February, 2015.

2.2 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.

2.3 The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.

2.4 The ballot box was opened on 7th March, 2015 in the presence of Two Witnesses not in the employment of the Company.

2.5 The postal ballots were duly opened in my presence and scrutinized and the shareholdings were matched / confirmed with the Register of Members of the Company as on 5th February, 2015.

2.6 All postal ballots received up to 6.00 P.M. on 5th March, 2015, the last date and time fixed by the Company for receipt of the ballots , were considered for scrutiny.

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

3. A summary of the votes polled through e-voting and postal ballot papers:

**Consolidated Results of E-Voting &Voting through Postal Ballot papers on item No. 1 of Postal Ballot Notice dated 28.01.2015**

**(1) Resolution No. 1 –Special Resolution**

**Issue of warrants to entities within the Promoter Group/Persons acting in concert on preferential basis**

| Particulars | Number of | | | Number of votes contained in | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Poll through postal ballot | E-Votes | Total | Poll through postal ballot | E-Votes | Total | |
| Assent | 24 | 130 | 154 | 1790672 | 17771909 | 19562581 | 98.61% |
| Dissent | 1 | 46 | 47 | 162 | 276185 | 276347 | 1.39% |
| Total | 25 | 176 | 201 | 1790834 | 18048094 | 19838928 | 100.00% |

Accordingly, out of 19838928, E- Votes and Poll Polled though ballot paper; 19562581 Votes were cast ASSENTING to the Special Resolution constituting 98.61% of the votes polled; 276347 Votes were cast **DISSENTING** to the Special Resolution constituting 1.39 % of the votes polled on the **Special Resolution.**

Thus, accordingly **Special Resolution** as contained in Item No. 1 passed with requisite majority.

**(2) Resolution No. 2 – Ordinary Resolution**

**Appointment of Mr. Surjit Krishan Sharma as an Independent Director**

| Particulars | Number of | | | Number of votes contained in | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Poll through postal ballot | E-Votes | Total | Poll through postal ballot | E-Votes | Total | |
| Assent | 25 | 153 | 178 | 1790834 | 17891183 | 19682017 | 99.59% |
| Dissent | 0 | 20 | 20 | 0 | 80496 | 80496 | 0.41% |
| Total | 25 | 173 | 198 | 1790834 | 17971679 | 19762513 | 100.00% |

Accordingly, out of 19762513, E- Votes and Poll Polled though ballot paper; 19682017 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.59% of the votes polled; 80496 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.41% of the votes polled on the **Ordinary Resolution.**

Thus, accordingly **Ordinary Resolution** as contained in Item No. 2 passed with requisite majority.



SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

(3) Resolution No. 3 – Ordinary Resolution

Appointment of Dr. Geeta Ajit Tekchand as an Independent Director

| Particulars | Number of | | | Number of votes contained in | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Poll through postal ballot | E-Votes | Total | Poll through postal ballot | E-Votes | Total | |
| Assent | 24 | 154 | 178 | 1790672 | 17997081 | 19787753 | 99.76% |
| Dissent | 1 | 19 | 20 | 162 | 47798 | 47960 | 0.24% |
| Total | 25 | 173 | 198 | 1790834 | 18044879 | 19835713 | 100.00% |

Accordingly, out of 19835713, E- Votes and Poll Polled though ballot paper; 19787753 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.76 % of the votes polled; 47960 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.24 % of the votes polled on the **Ordinary Resolution.**

Thus, accordingly **Ordinary Resolution** as contained in Item No. 3 passed with requisite majority.

(4) Resolution No. 4– Ordinary Resolution

Appointment of Mr. Ramesh Kumar Vasudeva as an Independent Director

| Particulars | Number of | | | Number of votes contained in | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Poll through postal ballot | E-Votes | Total | Poll through postal ballot | E-Votes | Total | |
| Assent | 24 | 154 | 178 | 1790672 | 17997281 | 19787953 | 99.76% |
| Dissent | 1 | 19 | 20 | 162 | 47548 | 47710 | 0.24% |
| Total | 25 | 173 | 198 | 1790834 | 18044829 | 19835663 | 100.00% |

Accordingly, out of 19835663, E- Votes and Poll Polled though ballot paper; 19787953 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.76 % of the votes polled; 47710 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.24 % of the votes polled on the **Ordinary Resolution.**

Thus, accordingly **Ordinary Resolution** as contained in Item No. 4 passed with requisite majority.



SANJAY CHUGH ★ COMPANY SECRETARY ★ C.P. No. 3073

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary

(5) Resolution No. 5– Ordinary Resolution

Appointment of Mr. Ajay Dogra as an Independent Director

| Particulars | Number of | | | Number of votes contained in | | | Percentage |
|---|---|---|---|---|---|---|---|
| | Poll through postal ballot | E-Votes | Total | Poll through postal ballot | E-Votes | Total | |
| Assent | 24 | 159 | 183 | 1790672 | 17998086 | 19788758 | 99.76% |
| Dissent | 1 | 17 | 18 | 162 | 47193 | 47355 | 0.24% |
| Total | 25 | 176 | 201 | 1790834 | 18045279 | 19836113 | 100.00% |

Accordingly, out of 19836113, E- Votes and Poll Polled though ballot paper; 19788758 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.76% of the votes polled; 47355 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.24 % of the votes polled on the **Ordinary Resolution.**

Thus, accordingly **Ordinary Resolution** as contained in Item No. 5 passed with requisite majority.

**Based on the above, resolutions mentioned at serial no. 1 to 5 have been passed with requisite majority.**

**Further note that there were two invalid ballot papers aggregating to 2861 shares.**

**Results of the above voting may accordingly be declared by the Chairman of the Company.**

Thanking you,

Yours Sincerely

**Sanjay Chugh**
**Company Secretary**
**C.P. 3073**

SANJAY CHUGH ★ COMPANY SECRETARY ★ C.P. No. 3073

For LLOYD ELECTRIC & ENGINEERING LTD.

Company Secretary