



# 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

## 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 August 8, 2014

| S. No. | Particulars  | Details                       |
|--------|--|-------------------------------|
| 1.     | Declaration of Postal Ballot Results   | 1 <sup>st</sup> October, 2014 |
| 2.     | Total number of shareholders as on record date   | 20150                         |
| 3.     | No. of Shareholders who participated in the Postal Ballot Process either through e-voting or through Ballot Papers |                               |
|        | ➤ Promoters and Promoter Group   | 13                            |
|        | ➤ Public   | 147                           |

## Agenda Wise

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

### **Resolution No. 1- Special Resolution**

**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.**

| Promoter/<br>Public                  | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of votes<br>Polled on<br>outstanding<br>shares | No. of<br>votes-<br>In favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|-------------------------------|-----------------------------|--|--|
| Promoter<br>and<br>Promoter<br>Group | 17652396                 | 17652396                  | 49.98  | 17652396                      | 0                           | 100  | 0  |
| Public-<br>Institutional<br>holders  | 455975                   | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 17211889                 | 4374941                   | 12.39  | 4323437                       | 51504                       | 98.82%   | 1.18%  |
| <b>Total</b>                         | <b>35320260</b>          | <b>22027337</b>           | <b>62.36</b>                                     | <b>21975833</b>               | <b>51504</b>                | <b>99.77%</b>                                    | <b>0.23%</b>                                   |

For Lloyd Electric & Engineering Ltd.

  
Chairman & Managing Director

## Resolution No. 2- Special Resolution

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.

| Promoter/<br>Public                  | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of votes<br>Polled on<br>outstanding<br>shares | No. of<br>votes-<br>In favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on<br>votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|-------------------------------|-----------------------------|---|--|
| Promoter<br>and<br>Promoter<br>Group | 17652396                 | 17652396                  | 49.98  | 17652396                      | 0                           | 100   | 0  |
| Public-<br>Institutional<br>holders  | 455975                   | -                         | -  | -                             | -                           | -   | -  |
| Public-<br>Others                    | 17211889                 | 4374941                   | 12.39  | 4208186                       | 166755                      | 96.19%  | 3.81%  |
| Total                                | 35320260                 | 22027337                  | 62.37  | 21860582                      | 166755                      | 99.24%  | 0.76%  |

## Resolution No. 3- Special Resolution

Special Resolution 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.

| Promoter/<br>Public                  | No. of<br>shares<br>held | No. of<br>votes<br>polled | % of votes<br>Polled on<br>outstanding<br>shares | No. of<br>votes-<br>In favour | No. of<br>votes-<br>Against | % of<br>votes in<br>favour<br>on votes<br>polled | % of<br>votes<br>against<br>on votes<br>polled |
|--------------------------------------|--------------------------|---------------------------|--|-------------------------------|-----------------------------|--|--|
| Promoter<br>and<br>Promoter<br>Group | 17652396                 | 17652396                  | 49.98  | 17652396                      | 0                           | 100  | 0  |
| Public-<br>Institutional<br>holders  | 455975                   | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 17211889                 | 4374704                   | 12.39  | 4372486                       | 2218                        | 99.95%   | 0.05%  |
| Total                                | 35320260                 | 22027100                  | 62.37  | 22024882                      | 2218                        | 99.99%   | 0.01%  |

**Result:** Based on the above, all the resolutions set out in the Notice of the Postal Ballot dated August 8, 2014 (Resolutions No. 1 to 3) have been duly passed by the members of the Company as Special Resolution.

For Lloyd Electric & Engineering Limited

For Lloyd Electric & Engineering Ltd.

Chairman & Managing Director

Chairman & Managing Director

Place: Bhiwadi

Date: October 1, 2014

Company Secretary

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: September 30, 2014

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 8<sup>th</sup> August, 2014 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 27<sup>th</sup> August, 2014 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 8<sup>th</sup> August, 2014.
  - 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 29<sup>th</sup> September, 2014 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 8<sup>th</sup> August, 2014.
  - 2.6 All postal ballots received up to 6.00 P.M. on 27<sup>th</sup> September, 2014, the last date and time fixed by the Company for receipt of the ballots, were considered for scrutiny.



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

(1) Resolution No. 1 –Special Resolution

Consolidated Results of E-Voting & Voting through Postal Ballot papers on item No. 1 of Postal Ballot Notice dated 08.08.2014-Special Resolution

Re-confirmation of the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013

| Particulars | Number of                  |         |       | Number of votes contained in |          |          | Percentage |
|-------------|----------------------------|---------|-------|------------------------------|----------|----------|------------|
|             | Poll through postal ballot | E-Votes | Total | Poll through postal ballot   | E-Votes  | Total    |            |
| Assent      | 8                          | 133     | 141   | 53725                        | 21922108 | 21975833 | 99.77%     |
| Dissent     | 1                          | 18      | 19    | 100                          | 51404    | 51504    | 0.23%      |
| Total       | 9                          | 151     | 160   | 53825                        | 21973512 | 22027337 | 100.00%    |

Accordingly, out of 22027337, E- Votes and Poll Polled though ballot paper; 21975833 Votes were cast ASSENTING to the Special Resolution constituting 99.77% of the votes polled; 51504 Votes were cast DISSENTING to the Special Resolution constituting 0.23% 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 – Special Resolution

To create a charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

| Particulars | Number of                  |         |       | Number of votes contained in |          |          | Percentage |
|-------------|----------------------------|---------|-------|------------------------------|----------|----------|------------|
|             | Poll through postal ballot | E-Votes | Total | Poll through postal ballot   | E-Votes  | Total    |            |
| Assent      | 8                          | 125     | 133   | 53725                        | 21806857 | 21860582 | 99.24%     |
| Dissent     | 1                          | 26      | 27    | 100                          | 166655   | 166755   | 0.76%      |
| Total       | 9                          | 151     | 160   | 53825                        | 21973512 | 22027337 | 100.00%    |

Accordingly, out of 22027337, E- Votes and Poll Polled though ballot paper; 21860582 Votes were cast ASSENTING to the Special Resolution constituting 99.24% of the votes polled; 166755 Votes were cast DISSENTING to the Special Resolution constituting 0.76% of the votes polled on the Special Resolution.

Scrutinizer's Report -Page 2 of Page 3



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

**(3) Resolution No. 3 – Special Resolution**

**To adopt new set of Articles of Association of the Company under Section 14 of the Companies Act, 2013**

| Particulars | Number of                  |         |       | Number of votes contained in |          |          | Percentage |
|-------------|----------------------------|---------|-------|------------------------------|----------|----------|------------|
|             | Poll through postal ballot | E-Votes | Total | Poll through postal ballot   | E-Votes  | Total    |            |
| Assent      | 8                          | 144     | 152   | 53725                        | 21971157 | 22024882 | 99.99%     |
| Dissent     | 1                          | 6       | 7     | 100                          | 2118     | 2218     | 0.01%      |
| Total       | 9                          | 150     | 159   | 53825                        | 21973275 | 22027100 | 100.00%    |

Accordingly, out of 22027100, E- Votes and Poll Polled though ballot paper; 22024882 Votes were cast ASSENTING to the Special Resolution constituting 99.99% of the votes polled; 2218 Votes were cast DISSENTING to the Special Resolution constituting 0.01 % of the votes polled on the Special Resolution.

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

Based on the above, resolutions mentioned at serial no. 1 to 3 have been passed with requisite majority.

Further note that there was no invalid ballot paper.

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

