

**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 27<sup>th</sup> Annual General Meeting**

Details in respect of the 27<sup>th</sup> Annual General Meeting of the Company held at the registered office of the Company situated at A-146 (B&C), RIICO Industrial Area, District Alwar, Bhiwadi, Rajasthan-301019 pursuant to clause 35A of the Listing Agreement executed with the Stock Exchanges

| S. No. | Particulars   | Details                     |
|--------|---|-----------------------------|
| 1.     | Date of AGM   | 21 <sup>st</sup> July, 2014 |
| 2.     | Total number of shareholders as on record date  | 20422                       |
| 3.     | No. of shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>➤ Promoters and Promoter Group</li> <li>➤ Public</li> </ul> | 12<br>24                    |
| 4.     | No. of shareholders attended the meeting through video conferencing   | Not arranged                |

**Agenda Wise**

The mode of voting for all resolutions was e-voting and poll conducted at the Annual General Meeting

**Resolution No. 1- Ordinary Resolution**

**To receive, consider and adopt Audited Balance Sheet of the Company as on March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4267752                   | 12.08  | 4267202                       | 550                         | 99.99  | 0.01   |
| Total                                | 35320260                 | 21920148                  | 62.06  | 21919598                      | 550                         | 99.997   | 0.003  |

For Lloyd Electric Engineering Limited

  
Director

**Resolution No. 2- Ordinary Resolution**

**Declaration of dividend of Re. 1 per equity share for the Financial Year 2013-2014**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4237752                   | 12.00  | 4236415                       | 1337                        | 99.97  | 0.03   |
| Total                                | 35320260                 | 21890148                  | 61.98  | 21888811                      | 1337                        | 99.99  | 0.01   |

**Resolution No. 3- Ordinary Resolution**

**Re-appointment of Mr. Mukat Behari Sharma as Director of the Company who retires by rotation and is eligible for re-appointment**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4257310                   | 12.05  | 4256460                       | 850                         | 99.98  | 0.02   |
| Total                                | 35320260                 | 21909706                  | 62.03  | 21908856                      | 850                         | 99.997   | 0.003  |

For Lloyd Electric Engineering Limited

  
Director

#### Resolution No. 4- Ordinary Resolution

**Re-appointment of M/s. Suresh C. Mathur & Co. as Statutory Auditors of the Company till the conclusion of the Thirtieth Annual General Meeting of the Company subject to ratification of the members at every Annual General Meeting**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4267552                   | 12.08  | 4182900                       | 84652                       | 98.02  | 1.98   |
| Total                                | 35320260                 | 21919948                  | 62.06  | 21835296                      | 84652                       | 99.61  | 0.39   |

#### Resolution No. 5- Ordinary Resolution

**Appointment of Mr. Gopal Kacker as Non-Executive Independent Director of the Company for a term 5 years up to May 28, 2019**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4267552                   | 12.08  | 4222350                       | 45202                       | 98.94  | 1.06   |
| Total                                | 35320260                 | 21919948                  | 62.06  | 21874746                      | 45202                       | 99.79  | 0.21   |

For Lloyd Electric Engineering Limited

  
Director

**Resolution No. 6- Special Resolution**

**Re-appointment of Mr. Brij Raj Punj as Managing Director of the Company for a period of 5 years w.e.f. October 31, 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4267352                   | 12.08  | 4266352                       | 1000                        | 99.98  | 0.02   |
| <b>Total</b>                         | <b>35320260</b>          | <b>21919748</b>           | <b>62.06</b>                                     | <b>21918748</b>               | <b>1000</b>                 | <b>99.995</b>                                    | <b>0.005</b>                                     |

**Resolution No. 7- Ordinary Resolution**

**Re- appointment of Mr. Achin Kumar Roy as Whole Time Director of the Company for a period of 2 years w.e.f. April 28, 2014**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4267514                   | 12.08  | 4235764                       | 31750                       | 99.26  | 0.74   |
| <b>Total</b>                         | <b>35320260</b>          | <b>21919910</b>           | <b>62.06</b>                                     | <b>21888160</b>               | <b>31750</b>                | <b>99.86</b>                                     | <b>0.14</b>                                      |

For Lloyd Doshi Engineering Limited

  
Director

**Resolution No. 8- Ordinary Resolution**

**Revision in the remuneration of Mr. Bharat Raj Punj, Executive Director of the Company  
w.e.f. April 1, 2014**

| 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 in<br>favour<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  | 1089104                  | -                         | -  | -                             | -                           | -  | -  |
| Public-<br>Others                    | 16578760                 | 4260130                   | 12.06  | 4123556                       | 136574                      | 96.79  | 3.21   |
| <b>Total</b>                         | <b>35320260</b>          | <b>21912526</b>           | <b>62.04</b>                                     | <b>21775952</b>               | <b>136574</b>               | <b>99.38</b>                                     | <b>0.62</b>                                      |

**Result:** Based on the above, all the resolutions set out in the Notice convening the 27<sup>th</sup> Annual General Meeting (Resolutions No. 1 to 8) have been passed by the members with requisite majority.

(The Lloyd's Bank Group) Limited

  
Director

**SCRUTINIZER'S REPORT**

**Date 19.07.2014**

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

Dear Sir,

The Committee of Board of Directors of the Company at its meeting held on 2<sup>nd</sup> June, 2014 had appointed me as scrutinizer to conduct the e-voting process in respect of the resolutions set out in the notice of the 27<sup>th</sup> Annual General Meeting dated 29<sup>th</sup> May, 2014 sent to the shareholders. I hereby submit my report and the e-voting Register.

Arrangement of voting through electronic means was made with NSDL and voting was kept open for three days, from 15<sup>th</sup> July, 2014 (9:00 A.M.) to 17<sup>th</sup> July, 2014 (6:00 P.M.). The e-votes were duly unblocked in the presence of two witnesses and scrutinized and the shareholding was matched/confirmed with the Register of Members of the company/ list of beneficiaries as on 20<sup>th</sup> June, 2014.

All the e-votes received upto the close of working hours on 17<sup>th</sup> July, 2014 (6:00 P.M.), the last date and time fixed by the company to the cast the e-vote were considered for my scrutiny.

**The result of e-voting is as follows:**

| S.No. | Brief Particulars of Resolution   | No. of Votes Cast in Favour | No. of Votes Cast Against | % In Favour | % In Against |
|-------|---|-----------------------------|---------------------------|-------------|--------------|
| 1.    | <b>Adopt Financial Statement:</b><br>To receive, consider and adopt Audited Balance Sheet of the Company as on March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon. | 15811127                    | 550                       | 99.99%      | 0.01%        |

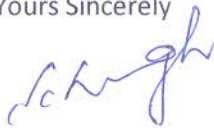


|    |   |          |        |        |       |
|----|---|----------|--------|--------|-------|
| 2. | <b>Declaration of Dividend:</b><br>Declaration of dividend of Re. 1 per equity share for the Financial Year 2013-2014.  | 15780690 | 987    | 99.99% | 0.01% |
| 3. | <b>Re appointment of Director:</b><br>Appointment of a Director in place of Mr. Mukat Behari Sharma, who retires by rotation and being eligible, seeks re-appointment | 15800385 | 850    | 99.99% | 0.01% |
| 4. | <b>Re appointment of Auditors:</b><br>Re-appointment of Auditors and fixation of their remuneration   | 15727125 | 84352  | 99.46% | 0.54% |
| 5. | <b>Appointment of Independent Director:</b><br>Appointment of Mr. Gopal Kacker as Non Executive Independent Director  | 15766727 | 44750  | 99.72% | 0.28% |
| 6. | <b>Re-appointment of Managing Director:</b><br>Re-appointment of Mr. Brij Raj Punj as Managing Director of the Company  | 15810427 | 850    | 99.99% | 0.01% |
| 7. | <b>Re Appointment of Whole Time Director:</b><br>Re- appointment of Mr. Achin Kumar Roy as Whole Time Director of the Company   | 15779789 | 31650  | 99.80% | 0.20% |
| 8. | <b>Revision in the remuneration of Executive Director:</b><br>Revision in the remuneration of Mr. Bharat Raj Punj, Executive Director                                 | 15667683 | 136372 | 99.14% | 0.86% |

Based on the above, resolutions mentioned at serial no. 1 to 8 have been passed with requisite majority.

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

Thanking you,  
Yours Sincerely



Sanjay Chugh  
Company Secretary  
C.P. 3073





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 21.07.2014**

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

Dear Sir,

The Committee of Board of Directors of the Company at its meeting held on 2<sup>nd</sup> June, 2014 had appointed me as scrutinizer for the purpose of poll taken on the below mentioned resolutions set out in the notice convening the 27<sup>th</sup> Annual General Meeting of equity shareholders of **Lloyd Electric & Engineering Limited** held on July 21, 2014 at 9.30 A.M. at the Registered office of the Company situated at A-146, (B & C), RIICO Industrial-Area, Bhiwadi, Alwar, Rajasthan-301019.

I hereby submit my report as under:

1. After the time fixed for the closing of poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were scrutinized. The poll papers were reconciled with the records maintained by the Company and its Registrar and Share Transfer Agent.

There were no invalid Poll papers

**The result of the poll is as under:**

**The result of voting for resolutions no. 1 to 8 is as under:**

| S.No. | Brief Particulars of Resolution   | No. of Votes Cast in Favour | No. of Votes Cast Against | % In Favour | % In Against |
|-------|---|-----------------------------|---------------------------|-------------|--------------|
| 1.    | <b>Adopt Financial Statement:</b><br>To receive, consider and adopt Audited Balance Sheet of the Company as on March 31, 2014 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon. | 6108471                     | 0                         | 100.00%     | 0.00%        |





|    |  |         |     |         |       |
|----|--|---------|-----|---------|-------|
| 2. | <b>Declaration of Dividend:</b><br>Declaration of dividend of Re. 1 per equity share for the Financial Year 2013-2014.   | 6108121 | 350 | 99.99%  | 0.01% |
| 3. | <b>Re appointment of Director:</b><br>Re-appointment of Mr. Mukat Behari Sharma as Director of the Company who retires by rotation and is eligible for re-appointment  | 6108471 | 0   | 100.00% | 0.00% |
| 4. | <b>Re-appointment of Auditors:</b><br>Re-appointment of M/s. Suresh C. Mathur & Co. as Statutory Auditors of the Company till the conclusion of the Thirtieth Annual General Meeting of the Company subject to ratification of the members at every Annual General Meeting | 6108171 | 300 | 99.99%  | 0.01% |
| 5. | <b>Appointment of Independent Director:</b><br>Appointment of Mr. Gopal Kacker as Non-Executive Independent Director of the Company for a term 5 years up to May 28, 2019  | 6108019 | 452 | 99.99%  | 0.01% |
| 6. | <b>Re-appointment of Managing Director:</b><br>Re-appointment of Mr. Brij Raj Punj as Managing Director of the Company for a period of 5 years w.e.f. October 31, 2013   | 6108321 | 150 | 99.99%  | 0.01% |
| 7. | <b>Re Appointment of Whole Time Director:</b><br>Re-appointment of Mr. Achin Kumar Roy as Whole Time Director of the Company for a period of 2 years w.e.f. April 28, 2014   | 6108371 | 100 | 99.99%  | 0.01% |
| 8. | <b>Revision in the remuneration of Executive Director:</b><br>Revision in the remuneration of Mr. Bharat Raj Punj, Executive Director of the Company w.e.f. April 1, 2014  | 6108269 | 202 | 99.99%  | 0.01% |

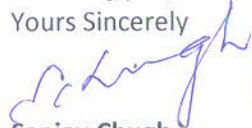


Based on the above, resolutions mentioned at serial no. 1 and 3 have been passed unanimously and resolutions mentioned at serial no. 2 and 4 to 8 have been passed with requisite majority.

The poll papers and all the other relevant records were sealed and handed over to the Company Secretary for safe keeping.

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

Thanking you,  
Yours Sincerely



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

