



# 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 January 28, 2015

S. No.	Particulars	Details
1.	Declaration of Postal Ballot Results	7 <sup>th</sup> 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%
<b>Total</b>	<b>35320260</b>	<b>19838928</b>	<b>56.17%</b>	<b>19562581</b>	<b>276347</b>	<b>98.61%</b>	<b>1.39%</b>

FOR LLOYD ELECTRIC & ENGINEERING LTD.

*[Signature]*  
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%
<b>Total</b>	<b>35320260</b>	<b>19762513</b>	<b>55.95%</b>	<b>19682017</b>	<b>80496</b>	<b>99.59%</b>	<b>0.41%</b>

**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%
<b>Total</b>	<b>35320260</b>	<b>19835713</b>	<b>56.16%</b>	<b>19787753</b>	<b>47960</b>	<b>99.76%</b>	<b>0.24%</b>

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.

For LLOYD ELECTRIC & ENGINEERING LTD.

Place: Bhiwadi  
Date: March 7, 2015

  
Company Secretary

  
Chairman & Managing Director

Chairman & Managing Director

**SCRUTINIZER'S REPORT**

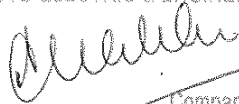
**Date: March 7, 2015**

**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 28<sup>th</sup> 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 3<sup>rd</sup> 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 5<sup>th</sup> 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 7<sup>th</sup> 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 5<sup>th</sup> February, 2015.
  - 2.6 All postal ballots received up to 6.00 P.M. on 5<sup>th</sup> 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



Scrutinizer's Report -Page 1 of Page 4

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%
<b>Total</b>	<b>25</b>	<b>176</b>	<b>201</b>	<b>1790834</b>	<b>18048094</b>	<b>19838928</b>	<b>100.00%</b>

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%
<b>Total</b>	<b>25</b>	<b>173</b>	<b>198</b>	<b>1790834</b>	<b>17971679</b>	<b>19762513</b>	<b>100.00%</b>

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.

Scrutinizer's Report -Page 2 of Page 4



For LLOYD ELECTRIC ENGINEERING LTD.

*(Signature)*  
 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%

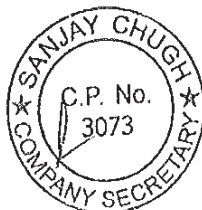
Accordingly, out of 19835663, E- Votes and Poll Polled though ballot paper; 19787953 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.76 % of the votes polled; 47710 Votes were cast DISSENTING to the Ordinary Resolution constituting 0.24 % of the votes polled on the Ordinary Resolution.

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

For LLOYD ELECTRIC & ENGINEERING LTD.

  
Company Secretary

Scrutinizer's Report -Page 3 of Page 4



**(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.

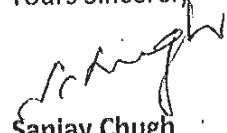
Based on the above, resolutions mentioned at serial no. 1 to 5 have been passed with requisite majority.

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,

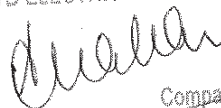
Yours Sincerely



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



For LLOYD ELECTRIC & ENGINEERING LTD.



Company Secretary