**LLOYD ELECTRIC & ENGINEERING LIMITED**

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

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Website : www.lloydengg.com

CIN : L29120RJ1987PLC012841

**28th ANNUAL GENERAL MEETING HELD ON JULY 10, 2015****DECLARATION OF RESULTS OF E-VOTING & POLL****ANNOUNCED ON JULY 13, 2015**

The Company had in pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and clause 35B of the Listing Agreement, provided remote e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 28th Annual General Meeting which is held on July 10, 2015. The remote e-voting was open from 7th July, 2015 (9:00 am) to 9th July, 2015 (05:00 pm).

In line with the provisions of the Companies Act, 2013, voting by show of hands was not permitted at the general meeting where e-voting has been offered to the Shareholders. Therefore, at the 28th AGM, voting was conducted by means of poll.

The Board of Directors had appointed Mr. Sanjay Chugh, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting & poll and submitted his consolidated report on July 13, 2015. Based on the Scrutinizers' report, the results are as follows:

S.No	Resolution	Nature of Resolution	% votes cast in favour	% Votes Cast Against
<b>Ordinary Business</b>				
1.	Adoption of Audited Annual Accounts (standalone and consolidated) for the financial year 2014-15 and reports of Directors and Auditors	Ordinary	100.00	-
2.	Declaration of final dividend of Rs.1.30 per equity shares of Rs. 10 each.	Ordinary	100.00	-
3.	Re-appointment of retiring director i.e Mr. Achin Kumar Roy.	Ordinary	99.98	0.02
4.	Ratification of appointment of M/s. Suresh C. Mathur & Co. as Statutory Auditors and fixation of remuneration	Ordinary	99.98	0.02
<b>Special Business</b>				
5.	Ratification of remuneration of Cost Auditors of the Company.	Ordinary	99.98	0.02
6.	Re-appointment of Mr. Mukat Behari Sharma as Whole-time Director for a period of 2 years w.e.f. January 28, 2015.	Ordinary	99.99	0.01

Based on the Consolidated Report of the Scrutinizers, all Resolutions as set out in the Notice of 28th Annual General Meeting have been duly approved by the Shareholders with requisite majority.

The Scrutinizer's report is enclosed as Annexure to this result.

For Lloyd Electric & Engineering Ltd.

  
Brij Raj Punj  
Chairman & Managing Director

(DIN: 00080956)

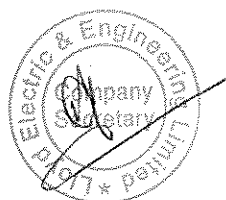
ENCLOSED: BSA & SCRUTINIZER'S REPORT

**Details of Voting Results Pursuant to Clause 35 A**

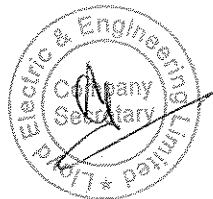
Date of the AGM/ EGM	July 10, 2015
Total number of shareholders on record date	22,132
<b>No. of shareholders present in the meeting either in person or through proxy</b>	
Promoters and Promoter Group	8
Public	25
No. of Shareholders attended the meeting through Video Conferencing	N.A.

**Details in case of Poll/Postal-ballot/E-voting:**

Resolution	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
		(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*10
<b>Resolution 1</b> Adoption of standalone & Consolidated Financial statements for the FY ended March 31, 2015 (Ordinary resolution)	Promoter and Group	1,76,52,396	1,76,52,396	100.00	1,76,52,396	-	100.00	-
	Public – Institutional holders	30,32,777	-	-	-	-	-	-
	Public- Others	1,46,35,087	4,77,727	3.26	4,77,727	-	100.00	-
	<b>Total</b>	<b>3,53,20,260</b>	<b>1,81,30,123</b>	<b>51.33</b>	<b>1,81,30,123</b>	-	<b>100.00</b>	-
<b>Resolution 2</b> Declaration of Final Dividend (Ordinary resolution)	Promoter and Group	1,76,52,396	1,76,52,396	100.00	1,76,52,396	-	100.00	-
	Public – Institutional holders	30,32,777	-	-	-	-	-	-
	Public- Others	1,46,35,087	4,77,686	3.26	4,77,686	-	100.00	-
	<b>Total</b>	<b>3,53,20,260</b>	<b>1,81,30,082</b>	<b>51.33</b>	<b>1,81,30,082</b>	-	<b>100.00</b>	-
<b>Resolution 3</b> Re-appointment of retiring director i.e. Mr. Achin Kumar Roy	Promoter and Group	1,76,52,396	1,76,52,396	100.00	1,76,52,396	-	100.00	-
	Public – Institutional holders	30,32,777	-	-	-	-	-	-



(Ordinary resolution)	Public- Others	1,46,35,087	4,77,586	3.26	4,74,086	3,500	99.26	0.73
	<b>Total</b>	<b>3,53,20,260</b>	<b>1,81,29,982</b>	<b>51.33</b>	<b>1,81,26,482</b>	<b>3,500</b>	<b>99.98</b>	<b>0.02</b>
<b>Resolution 4</b> Ratification of appointment of M/s. Suresh C. Mathur, Chartered Accountants as Statutory Auditors and fixation of remuneration (Ordinary resolution)	Promoter and Group	1,76,52,396	1,76,52,396	100.00	1,76,52,396	-	100.00	-
	Public – Institutional holders	30,32,777	-	-	-	-	-	-
	Public- Others	1,46,35,087	4,77,486	3.26	4,73,586	3,900	99.18	0.82
	<b>Total</b>	<b>3,53,20,260</b>	<b>1,81,29,882</b>	<b>51.32</b>	<b>1,81,25,982</b>	<b>3,900</b>	<b>99.98</b>	<b>0.02</b>
<b>Resolution 5:</b> Ratification of Remuneration of Cost Auditor (Ordinary resolution)	Promoter and Group	1,76,52,396	1,76,52,396	100.00	1,76,52,396	-	100.00	-
	Public – Institutional holders	30,32,777	-	-	-	-	-	-
	Public- Others	1,46,35,087	4,77,586	3.26	4,73,528	4,058	99.15	0.85
	<b>Total</b>	<b>3,53,20,260</b>	<b>1,81,29,982</b>	<b>51.33</b>	<b>1,81,25,924</b>	<b>4,058</b>	<b>99.98</b>	<b>0.02</b>
<b>Resolution 6:</b> Re-appointment of Mr. Mukat Behari Sharma as Whole Time Director for a period of 2 years w.e.f. 28.01.2015 (Ordinary Resolution)	Promoter and Group	1,76,52,396	1,76,52,396	100.00	1,76,52,396	-	100.00	-
	Public – Institutional holders	30,32,777	-	-	-	-	-	-
	Public- Others	1,46,35,087	477,586	3.26	4,76,386	1,200	99.75	0.25
	<b>Total</b>	<b>3,53,20,260</b>	<b>1,81,29,982</b>	<b>51.33</b>	<b>1,81,28,782</b>	<b>1,200</b>	<b>99.99</b>	<b>0.01</b>



**SCRUTINIZER'S REPORT**

**Date: 13.07.2015**

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

Dear Sir,

The Board of Directors of the Company at their meeting held on 28<sup>th</sup> May, 2015 had appointed me as a scrutinizer to conduct the e-voting process and to scrutinize the physical ballot forms in respect of the resolutions set out in the notice dated 28<sup>th</sup> May, 2015 to be passed at 28<sup>th</sup> Annual General Meeting of Lloyd Electric & Engineering Limited.

Arrangements of e-voting through electronic means were made with NSDL and voting was kept open for three days, from Tuesday, July 07, 2015 (9:00 am IST) to Thursday, July 09, 2015 (5:00 pm).

The shareholders holding shares as on July 03, 2015 were entitled to vote on the proposed resolutions as set out in the notice of Annual General Meeting of Lloyd Electric & Engineering Ltd.

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 July 03, 2015.

All the e-votes received up to the close of working hours on July 09, 2015 (5:00 pm), the last date and time fixed by the company to the cast the e-vote were considered for my scrutiny.

I hereby submit my report of e-voting as well as physical ballot as under:

**Consolidated Results of E-Voting & Poll at the AGM**

**Item No. 1 -Adoption of Standalone and Consolidated Financial Statements-Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	10	58	68	283473	17846650	18130123	100.00%
Dissent	0	0	0	0	0	0	0
Total	10	58	68	283473	17846650	18130123	100.00%



Accordingly, out of 18130123, E- Votes and Poll Polled; 18130123 Votes were cast **ASSENTING** to the ordinary Resolution constituting 100.00% of the votes polled; 0 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.00% of the votes polled on the **Ordinary Resolution**.

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

**Item No. 2- Declaration of dividend-Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
<b>Assent</b>	10	58	68	283473	17846609	18130082	100.00%
<b>Dissent</b>	0	0	0	0	0	0	0.00
<b>Total</b>	10	58	68	283473	17846609	18130082	100.00%

Accordingly, out of 18130082, E- Votes and Poll Polled; 18130082 Votes were cast **ASSENTING** to the ordinary Resolution constituting 100.00% of the votes polled; 0 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.00% of the votes polled on the **Ordinary Resolution**.

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

**Item No. 3- -Re-appointment of Mr. Achin Kumar Roy (DIN: 01475456) as a Director- Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
<b>Assent</b>	10	56	66	283473	17843009	18126482	99.98%
<b>Dissent</b>	0	2	2	0	3500	3500	0.02%
<b>Total</b>	10	58	68	283473	17846509	18129982	100.00%

Accordingly, out of 18129982, E- Votes and Poll Polled; 18126482 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.98% of the votes polled; 3500 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.02% of the votes polled on the **Ordinary Resolution**.

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

**Item No. 4- Ratification of appointment of M/s Suresh C Mathur & Co., Chartered Accountants (FRN 000891N) as Statutory Auditors of the Company and fixation of remuneration -Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
<b>Assent</b>	10	54	64	283473	17842509	18125892	99.98%
<b>Dissent</b>	0	3	3	0	3900	3900	0.02%
<b>Total</b>	10	57	67	283473	17846409	18129882	100.00%



Accordingly, out of 18129882, E- Votes and Poll Polled; 18125892 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.98% of the votes polled; 3900 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.02% of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 4 passed unanimously.

**Item No. 5- Ratification of remuneration of Cost Auditors -Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
<b>Assent</b>	10	54	64	283473	17842451	18125924	99.98%
<b>Dissent</b>	0	4	4	0	4058	4058	0.02%
<b>Total</b>	10	58	68	283473	17846509	18129982	100.00%

Accordingly, out of 18129982, E- Votes and Poll Polled; 18125924 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.98% of the votes polled; 4058 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.02% of the votes polled on the **Ordinary Resolution**.

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

**Item No. 6- Re-appointment of Mr. Mukat B. Sharma (DIN : 02942036) as Whole Time Director for a period of 2 years w.e.f. January 28, 2015-Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
<b>Assent</b>	10	57	67	283473	17845309	18128782	99.99%
<b>Dissent</b>	0	1	1	0	1200	1200	0.01%
<b>Total</b>	10	58	68	283473	17846509	18129982	100.00%

Accordingly, out of 18129982, E- Votes and Poll Polled; 18128782 Votes were cast **ASSENTING** to the ordinary Resolution constituting 99.99% of the votes polled; 1200 Votes were cast **DISSENTING** to the ordinary Resolution constituting 0.01% of the votes polled on the **Ordinary Resolution**.

Thus, accordingly **Ordinary Resolution** as contained in Item No. 6 passed with requisite majority.



Based on the above resolutions mentioned at serial no. 1 to 6 have been passed with requisite majority.



The Register and all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

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

Thanking you,  
Yours Sincerely



Sanjay Chugh  
Company Secretary  
C.P. 3073