



## 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 : L29120UP1987PLC091016

March 24, 2017.

**The Manager, Listing Department**  
**The National Stock Exchange of India Ltd.**  
 Exchange Plaza, Bandra Kurla Complex,  
 Bandra (E),  
 Mumbai – 400 051

**The Manager, Listing Department**  
**BSE Ltd.**  
 Phiroze Jeejeebhoy Towers,  
 Dalal Street,  
 Mumbai – 400 001

**NSE Symbol : LLOYDELENG**

**BSE Scrip Code: 517518**

Dear Sirs,

**Reg. Declaration of Voting Results of the Postal Ballot dated 18.02.2017.**

This is with reference to the Postal Ballot process conducted vide Postal Ballot notice dated February 18, 2017.

The Company had in pursuance to the provisions of Sections 108 and 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the provisions of Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations"), provided e-voting facility to the members to cast their votes electronically on the resolutions set forth in the aforesaid Notice convening the Postal Ballot. The last date for casting of vote through e-voting and to receive the postal ballot forms, duly completed and signed by the Members, was March 23, 2017, 5.00 P.M (IST). The voting has been conducted by means of postal ballot papers or e-voting.

Mr. Sanjay Chugh, Practicing Company Secretary was appointed as Scrutinizer for conducting the remote e-voting & voting through physical ballot in a fair and transparent manner. The scrutinizer has submitted his consolidated report on March 24, 2017 and based on the Report of the Scrutinizer, all the Resolutions as set out in the Notice of Postal Ballot as aforesaid has been duly approved by the Shareholders with requisite majority.

Members may please note that, as per the Secretarial Standards on General Meetings (SS2) issued by the Institute of Company Secretaries of India (ICSI), the resolutions as set out in the notice of Postal Ballot dated February 18, 2017 have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. March 23, 2017.

For Lloyd Electric & Engineering Limited

  
 Whole Time Director

(10)

The copy of results declared along with the voting results in pursuance of Regulation 44(3) of the Listing Regulations and Consolidated Scrutinizer's Report are enclosed herewith for your information and record please.

Thanking you,  
Sincerely yours,  
For Lloyd Electric & Engineering Limited

For Lloyd Electric & Engineering Limited



Mukat B. Sharma Whole Time Director  
Whole Time Director & CFO  
DIN: 02942036  
Encl. As Above.

 CC: National Securities Depository Limited.  
Trade World, 4th Floor,  
Kamala Mills Compound,  
Senapati Bapat Marg, Lower Parel,  
Mumbai – 400 013.

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**RESULTS OF POSTAL BALLOT (INCLUDING E-VOTING)  
ANNOUNCED ON MARCH 24, 2017**

Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the approval of the Members of the Company was sought by way of Postal Ballot for the Resolutions as Special Resolutions as set out in Notice of Postal Ballot dated February 18, 2017:

The last date for casting of vote through e-voting and to receive the Postal Ballot Forms, duly completed and signed by the Members, was March 23, 2017, 05:00 P.M (IST). The Board of Directors had appointed Mr. Sanjay Chugh, Practicing Company Secretary, as the Scrutinizer for conducting the postal ballot including e-voting process in a fair and transparent manner. He has submitted his report dated March 24, 2017 on the Postal Ballot & e-voting and the following results were announced on March 24, 2017 at 05:00 PM at the corporate office of the Company:

S.No	Resolution	Nature of Resolution	% votes cast in favour	% Votes Cast Against
1.	Sale of Consumer Durables Business of the Company to M/s Havells India Limited on a going concern basis.	Special Resolution	99.19	0.81
2.	Ceasing of usage of the Brand "LLOYD" and/or "Lloyd" and change of Name of the Company.	Special Resolution	99.19	0.81

Based on the combined Report of the Scrutinizer, all Resolutions as set out in the Postal Ballot Notice dated February 18, 2017 have been duly approved by the Shareholders with requisite majority.

Members may please note that as per the Secretarial Standards on General Meeting (SS-2) issued by ICSI, above resolutions have taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. March 23, 2017.

**For Lloyd Electric & Engineering Ltd.**

For Lloyd Electric & Engineering Limited

Whole Time Director

Mukat B. Sharma  
Whole Time Director & CFO  
DIN: 02942036

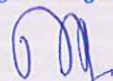
**Details of Voting Results of Postal Ballot of Lloyd Electric & Engineering Ltd.**

Date of the AGM/ EGM/ declaration of voting results of Postal Ballot.	24-Mar-17
Total number of Shareholders on cut off date (17.02.2017)	26,858
No. of shareholders present in the meeting either in person or through proxy	
Promoters and Promoter Group	N.A.
Public	N.A.
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	N.A.
Public	N.A.

**Agenda wise disclosure**

1. Sale of Consumer Durables Business of the Company to Havells India Limited on a going concern basis.								
Resolution Required : (Ordinary / Special)		Special						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		22,664,396	100%	22,664,396	-	100%	-
	Poll	22,664,396				NA		
	Postal Ballot							
	Total	22,664,396	22,664,396	100%	22,664,396	-	100%	-
Public – Institutional holders	E-voting		189,259	7.85%	163,301	25,958	86.28%	13.72%
	Poll	2,409,886				NA		
	Postal Ballot							
	Total	2,409,886	189,259	7.85%	163,301	25,958	86.28%	13.72%
Public-Non Institutions	E-voting		489,087	3.21%	326,864	162,223	66.83%	33.17%
	Poll	15,241,978				NA		
	Postal Ballot		3,547	0.02%	3,547	-	100%	-
	Total	15,241,978	492,634	3.23%	330,411	162,223	67.07%	32.93%
<b>Total</b>		<b>40,316,260</b>	<b>23,346,289</b>	<b>57.91%</b>	<b>23,158,108</b>	<b>188,181</b>	<b>99.19%</b>	<b>0.81%</b>

For Lloyd Electric & Engineering Limited

  
Whole Time Director

10

2. Ceasing of usage of the Brand "LLOYD" and/or "Lloyd" and change of Name of the Company.								
Resolution Required : (Ordinary / Special)		Special						
Whether Promoter / Promoter Group are interested in the agenda /resolution		No						
Category	Mode of Voting	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
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-voting		22,664,396	100%	22,664,396	-	100%	-
	Poll	22,664,396				NA		
	Postal Ballot							
	Total	22,664,396	22,664,396	100%	22,664,396	-	100%	-
Public – Institutional holders	E-voting		189,259	7.85%	163,301	25,958	86.28%	13.72%
	Poll	2,409,886				NA		
	Postal Ballot							
	Total	2,409,886	189,259	7.85%	163,301	25,958	86.28%	13.72%
Public-Non Institutions	E-voting		489,190	3.21%	325,612	163,578	66.56%	33.44%
	Poll	15,241,978				NA		
	Postal Ballot		3,547	0.02%	3,547	-	100%	-
	Total	15,241,978	492,737	3.23%	329,159	163,578	66.80%	33.20%
Total		40,316,260	23,346,392	57.91%	23,156,856	189,536	99.19%	0.81%

For Lloyd Electric & Engineering Limited

  
Whole Time 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**

The Chairman of  
Lloyd Electric & Engineering Ltd.  
Regd. Office: Unit No. 8, Block-B,  
Old District Courts Complex,  
Industrial Area, Phase-II,  
Noida, Uttar Pradesh 201305.


Date: 24.03.2017

Dear Sir,

Sub: Consolidated Scrutinizer's Report on e-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014

1. I, Sanjay Chugh, Practicing Company Secretary, has been appointed as the Scrutinizer by the Board of Directors of the Company in its Board Meeting held on February 18, 2017, pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, to scrutinize the electronic voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting / postal ballot carried out for the below mentioned resolutions as set out in the Notice dated February 18, 2017.
2. As required under Section 108 and 110 of the Act, Notice dated February 18, 2017 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders. The shareholders holding shares as on the cut-off date (record date) i.e. February 17, 2017 were entitled to vote on the proposed resolutions on Item No.1 to 2 as set out in the notice of the Postal Ballot.
3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company. The remote e-voting period commenced on Wednesday, February 22, 2017 at 9.00 a.m. and ended on Thursday, March 23, 2017 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.
4. The company has completed on February 22, 2017 the dispatch of postal ballots along with Postage pre-paid envelopes to its Members whose name(s) appeared on Register of Members as on February 17, 2017.
  - 4.1 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
  - 4.2 The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.
  - 4.3 The ballot box was opened on March 23, 2017 in the presence of Two Witnesses not in the employment of the Company.

For Lloyd Electric & Engineering Limited

  
Whole Time Director



- 4.4 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 February 17, 2017.
- 4.5 All postal ballots received up to 5.00 P.M. (IST) on March 23, 2017, the last date and time fixed by the Company for receipt of the ballots , were considered for scrutiny.
5. I have scrutinized and reviewed the voting through electronic means and through ballot papers and maintained register in which necessary entries have been made in accordance with the above rules.

I, now submit my Report as under on the result of the voting through electronic means (remote e-voting) as well as through postal ballot forms:

**Consolidated Results of E-Voting & Voting through Postal Ballot**

**Item No. 1- Sale of Consumer Durables Business of the Company to Havells India Ltd. on a going concern basis-Special Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	11	119	130	3,547	23,154,561	23,158,108	99.19%
Dissent	0	81	81	0	188,181	188,181	0.81%
<b>Total</b>	<b>11</b>	<b>200</b>	<b>211</b>	<b>3,547</b>	<b>23,342,742</b>	<b>23,346,289</b>	<b>100.00%</b>

Accordingly, out of 23,346,289, E- Votes and Postal Ballot Form; 23,158,108 Votes were cast **ASSENTING** to the Special Resolution constituting 99.19% of the votes polled; 188,181 Votes were cast **DISSENTING** to the Special Resolution constituting 0.81% of the votes polled on the Special Resolution.

Accordingly Special Resolution as contained in Item No. 1 passed with requisite majority.

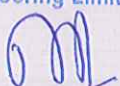
**Item No. 2- Ceasing of Usage of the Brand "LLOYD" and /or "Lloyd" and Change of Name of the Company-Special Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	11	113	124	3,547	23,153,309	23,156,856	99.19%
Dissent	0	89	89	0	189,536	189,536	0.81%
<b>Total</b>	<b>11</b>	<b>202</b>	<b>213</b>	<b>3,547</b>	<b>23,342,845</b>	<b>23,346,392</b>	<b>100.00%</b>

Accordingly, out of 23,346,392, E- Votes and Postal Ballot; 23,156,856 Votes were cast **ASSENTING** to the Special Resolution constituting 99.19 % of the votes polled; 189,536 Votes were cast **DISSENTING** to the Special Resolution constituting 0.81 % of the votes polled on the Special Resolution.

Accordingly Special Resolution as contained in Item No.2 passed with requisite majority.

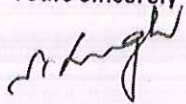
For Lloyd Electric & Engineering Limited

  
Whole Time Director



6. Further note that besides the above, there were no invalid postal ballot papers in respect of Resolutions No. 1-2.
7. Based on the above, resolutions mentioned at item no. 1 to 2 have been passed with requisite majority. The results of the aforesaid e-voting and postal ballot for the Resolutions No.1 to 2 as set out in Notice dated February 18, 2017 may accordingly be declared by the Chairman of the Meeting.
8. 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 for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking you,  
Yours Sincerely



Sanjay Chugh  
Company Secretary  
C.P. 3073



For Lloyd Electric & Engineering Limited



Whole Time Director