



LIVE THE FUTURE

## Notice to the 58<sup>th</sup> Annual General Meeting

Notice is hereby given that the 58<sup>th</sup> Annual General Meeting (AGM) of Fedders Lloyd Corporation Limited will be held on Thursday, October 30, 2014, at 9:00 A.M. IST at C – 4, Phase – II, NOIDA, Distt. Gautam Budh Nagar, U.P.- 201305 to transact the following business:

### ORDINARY BUSINESS

#### **Item no. 1 - Adoption of financial statements**

To consider and adopt the audited financial statements of the Company for the year ended June 30, 2014, including the audited Balance Sheet as at June 30, 2014, the statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon together with the audited consolidated financial statements of the Company for the year ended June 30, 2014.

#### **Item no. 2 – Declaration of dividend**

To declare dividend of Re. 1 per equity share (10%) for the year ended on June 30, 2014.

#### **Item no. 3 – Appointment of Director on retirement by rotation**

To appoint a director in place of Mr. Sham Sunder Dhawan (DIN: 00528056), who retires by rotation, and being eligible, seeks re-appointment.

#### **Item no. 4 – Appointment of Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendations of the audit committee of the Board, M/s. Suresh C. Mathur & Co., Chartered Accountants (having ICAI Firm Registration No: 000891N) be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (“AGM”) until the conclusion of the third consecutive AGM held after this AGM (subject to ratification of appointment by the members at every AGM held after this AGM) at such remuneration as may be agreed by the Board of Directors of the Company/Audit Committee thereof in consultation with the auditors, including out-of-pocket and travelling expenses incurred by them for the purpose of the statutory audit.”

### SPECIAL BUSINESS

#### **Item no. 5 – Ratification of remuneration of Cost Auditors**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Section 148 of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014, a remuneration of Rs. 50,000 plus taxes as applicable and reimbursement of out-of-pocket expenses for the financial year 2014-15, to be paid to M/s Jain Sharma and Associates, Cost Accountants (having ICWAI Firm Registration No: 000270) as approved by the Board of Directors of the Company, be and is hereby ratified and confirmed.”

#### **Item no. 6 – Appointment of Mr. Arun Kumar Joshi as an Independent Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the “Act”) and rules made thereunder, read with Schedule IV to the Act and all other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Arun Kumar Joshi, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing his candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. the date of this AGM i.e., October 30, 2014 till October 29, 2019.”

## Item no. 7 – Appointment of Mrs. Bindu Dogra as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the “Act”) and rules made thereunder, read with Schedule IV to the Act and all other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Bindu Dogra, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. the date of this AGM i.e., October 30, 2014 till October 29, 2019.”

## Item no. 8 – Appointment of Mrs. Ritushri Sharma as an Independent Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**Resolved that** pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 (the “Act”) and rules made thereunder, read with Schedule IV to the Act and all other applicable provisions of the Act, if any (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs. Ritushri Sharma, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a member proposing her candidature for office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five consecutive years w.e.f. the date of this AGM i.e., October 30, 2014 till October 29, 2019.”

**By order of the Board of Directors**

**Place: New Delhi**

**Date: August 27, 2014**

**Purnima Sharma**  
**Company Secretary**



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**CIN No:** L29299UP1957PLC021118

**Registered Office:** C-4, Phase-II,  
Noida-201305 (U.P.) India

**Phone No:** +91-120-4606800,

**Fax No:** +91-120-2562632

**Website:** www.fedderslloyd.com,

**Email:** investor.relations@fedderslloyd.com

### NOTES:

#### 1. Proxies

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company not less than 48 hours before the Meeting. A person can act as a proxy on behalf of members not more than 50 or such number of members holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

A format of proxy is enclosed with the Annual Report. Member(s) / Proxy(s) desirous of attending the meeting are requested to bring the attendance slip and fill-in and sign the same and deliver it at the entrance of the meeting place.

#### 2. Book Closure

The register of Members and share transfer books of the Company shall remain closed from Monday, October 27, 2014 to Thursday, October 30, 2014, both days inclusive.

### **3. Dividend**

The Board of Directors of the Company, at its Meeting held on August 27, 2014, has recommended a Final Dividend of Re. 1 per equity share (10%) for the Financial Year 2013-2014. The dividend, if approved at the ensuing Annual General Meeting, shall be paid on or after October 30, 2014 to those members whose names are on the Company's Register of Members after giving effect to valid transfers on Saturday, October 25, 2014 and beneficial owners as per list to be furnished by Depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the closing hours of the business on Friday, October 24, 2014.

Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.

### **4. Explanatory Statement**

The relative Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business under Item Nos. 5 to 8 above, is annexed hereto. The relevant details of directors seeking appointment/re-appointment under Item Nos. 3, 6, 7 and 8 as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges are also annexed.

5. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. Members desirous of getting any information on any items of business of this Meeting are requested to send their queries to the registered office of the Company at least ten days prior to the date of the meeting, so that the information required can be made readily available at the meeting.
7. Pursuant to Section 205A and Section 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividend for the Financial Year 2005-06 on the due dates, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
8. Members who have not yet encashed their dividend warrant(s) for the financial years ended on June 30, 2007 and onwards, are requested to make their claims to the Company accordingly, without any delay. It may be noted that the unclaimed dividend for the financial year 2006-07 declared on December 29, 2007 can be claimed by the shareholders upto December 28, 2014.
9. Members who are holding equity shares in identical order of names in multiple folios are requested to write to M/s Skyline Financial Services Private Limited, the Registrar and Share Transfer Agent of the Company, to consolidate their shareholdings into a single folio.
10. Members holding shares in dematerialized form are requested to intimate changes with respect to change of address, bank details, ECS mandate, and nomination etc., to their Depository Participants. Members holding shares in physical form are requested to inform these changes to M/s Skyline Financial Services Private Limited.
11. In accordance with the Companies Act, 2013 read with the Rules made thereunder, the Annual Reports are sent by electronic mode to those members whose shareholding is in dematerialized format and whose email ids are registered with the Depository for communication purposes. To support the 'Green Initiative', the members holding shares in physical form and who have not registered their email IDs, are requested to register their email IDs with M/s Skyline Financial Services Private Limited.
12. Relevant documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days, except Saturdays, between 2 P.M. to 5 P.M. up to the date of the ensuing Annual General Meeting.
13. Members also note that the Notice of 58<sup>th</sup> Annual General Meeting and Annual Report 2014 will also be available on the Company's website [www.fedderslloyd.com](http://www.fedderslloyd.com).
14. For the convenience of the members and for proper conduct of the meeting, entry to the place of meeting will be regulated by the attendance slip, which is the part of the notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

### Process for members opting for e-voting is as under:

In compliance with the provisions of Section 108 of the Companies Act, 2013, and the Companies (Management and Administration) Rules, 2014 framed thereunder, the members are provided with the facility to exercise their vote at the 58th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

### The instructions for e-voting are as under:

- A. In case a member receives an e-mail from NSDL (for members whose e-mail addresses are registered with the Company/Depositories):
- i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
  - ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
  - iii. Click on Shareholder – Login.
  - iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
  - v. Put user ID and password as initial password noted in step (1) above and click login.
  - vi. The “Password Change Menu” will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
  - vii. Once the e-voting home page opens, click on e-voting> Active e-Voting Cycles.
  - viii. Select “EVEN” (E-Voting Event Number) of Fedders Lloyd Corporation Limited. Now you are ready for e-voting as “Cast Vote” page opens.
  - ix. Members can cast their vote online from Friday, October 24, 2014 (9:00 A.M.) till Sunday, October 26, 2014 (6:00 P.M.) **Note: e-voting shall not be allowed beyond the said time.**
  - x. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
  - xi. Upon confirmation, the message “Vote cast successfully” will be displayed.
  - xii. Once the vote on the resolution is cast, the member shall not be allowed to change it subsequently.
  - xiii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies), who are authorised to vote, to the Scrutinizer through e-mail to [schughpcs@gmail.com](mailto:schughpcs@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
  - xiv. In case of any queries, you may refer the Frequently Asked Questions (FAQs) – Shareholders and e-voting user manual – Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- B. In case a member receives physical copy of the Notice of AGM (for members whose email addresses are not registered with the Company/Depositories):
- i. Initial password is provided in the attendance slip for the AGM:  
**EVEN (E-Voting Event Number), User ID and password.**
  - ii. Please follow all steps from SI. No.A (ii) to SI. No. (xiv) above, to cast vote.
  - iii. Logging on e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through “Forgot Password” option available on the site to reset the same.
  - iv. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

#### Other Instructions:

- i. The e-voting period commences on Friday, October 24, 2014 (9:00 A.M. IST) and ends on Sunday, October 26, 2014 (6:00 P.M. IST). The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently.
- ii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Friday, September 19, 2014, and as per the Register of Members of the Company.
- iii. Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. FCS 3754), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- iv. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and hand it over forthwith to the Chairman of the Company.
- v. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.fedderslloyd.com](http://www.fedderslloyd.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two days of the passing of the resolutions at the Annual General Meeting of the Company on Thursday, October 30, 2014 and communicated to Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

The following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### **ITEM NO. 5**

Pursuant to the provisions of Section 148 of the Companies Act, 2013, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of Directors of the Company has, on the recommendation of the Audit Committee, approved the appointment of M/s Jain Sharma & Associates, as the Cost Auditors of the Company to conduct audit of cost records maintained by the Company for the Financial Year 2014-15, at a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus taxes as applicable and reimbursement of out-of-pocket expenses.

M/s Jain Sharma & Associates have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company. They have vast experience in the field of cost audit and have conducted the audit of the cost records of the Company for the previous year under the provisions of the Companies Act, 1956.

The Board recommends the Resolution at Item No. 5 as an Ordinary Resolution for ratification by the members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 5 of the Notice.

##### **ITEM NO. 6, 7 and 8**

In compliance with the requirements of Clause 49 of the listing agreement entered with the Stock Exchanges, where the shares of the Company are listed, the Company had appointed Mr. Arun Kumar Joshi, Mrs. Ritushri Sharma and Mrs. Bindu Dogra as Independent Directors on the Board of Directors of the Company.

Pursuant to the provisions of Section 149 of the Companies Act, 2013 (the "Act"), read with the revised Clause 49 of the Listing Agreement which will be effective from 1st October, 2014, and on the recommendation of the Nomination and Remuneration Committee, the Board has subject to the approval of the members approved the appointment of Mr. Arun Kumar Joshi, Mrs. Ritushri Sharma and Mrs. Bindu Dogra as Independent Directors of the Company for a term of five years from the date of this Annual General Meeting i.e. October 30, 2014 to October 29, 2019. The requisite notices from members along with the deposit of requisite amount under Section 160 of the Act, proposing the candidature of each of them as Directors have been received by the Company.

The Company has also received declarations from Mr. Arun Kumar Joshi, Mrs. Ritushri Sharma and Mrs. Bindu Dogra that they meet with the criteria of independence as prescribed under Section 149(6) of the Act and under Clause 49 of the Listing

Agreement. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director.

In compliance with the provisions of Section 149 of the Act, read with Schedule IV of the Act, the appointment of these Directors as Independent Directors is being placed before the members for their approval. Brief resume of Mr. Arun Kumar Joshi, Mrs. Ritushri Sharma and Mrs. Bindu Dogra, nature of their expertise in specific functional areas and other details, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.

Mr. Arun Kumar Joshi, Mrs. Ritushri Sharma and Mrs. Bindu Dogra are interested in the Resolutions set out respectively at Item Nos. 6, 7 and 8 of the Notice with regard to their respective appointments.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives, is, in any way, concerned or interested, financially or otherwise, in these Resolutions.

The Board recommends the Ordinary Resolutions set out at Item Nos. 6, 7 and 8 of the Notice for approval by the shareholders.

### **Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting**

(in pursuance of Clause 49 of the Listing Agreement)

<b>Particulars</b>	<b>Mr. Sham Sunder Dhawan</b>	<b>Mr. Arun Kumar Joshi</b>	<b>Mrs. Ritushri Sharma</b>	<b>Mrs. Bindu Dogra</b>
<b>Date of Birth</b>	15.04.1955	05.03.1954	05.04.1947	11.06.1947
<b>Date of Appointment</b>	26.04.2008	11.11.2013	11.11.2013	06.05.2013
<b>Expertise in specific Functional Area</b>	Possessing more than 40 years experience in Sales, Marketing and business operations and development.	Possessing wide experience of business management, marketing and exports.	She had been participating in various social and welfare activities. She was a senior teacher in a Public School in Delhi for over 5 years and also headmistress in a School at an Air force Station for 2 years.	She has corporate working experience in the field of general administration, control and imparting training to the staff. Prior to this, she was headmistress in Hardwicke High School, Mysore for over 5 years.
<b>Qualifications</b>	MBA, M.A. (Political Science)	Post graduate diploma in management	M.A. (Philosophy), B.Ed., and Diploma in French language from Delhi University	B. Sc. (Home Economics), B.Ed. and Indian School Certificate examination & University of Cambridge
<b>List of outside Directorships held in public companies</b>	Nil	Nil	Nil	Nil
<b>Chairmanship/ membership of Committees in other public Companies</b>	Nil	Nil	Nil	Nil
<b>Number of shares held in the Company</b>	Nil	100	Nil	Nil
<b>Relationship between directors inter-se</b>	Nil	Nil	Nil	Nil

# PROXY FORM

[Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]



## FEDDERS LLOYD CORPORATION LIMITED

CIN No: L29299UP1957PLC021118

Registered Office: C-4, Phase-II, Noida-201305 (U.P.) India

Phone No: +91-120-4606800, Fax No: +91-120-2562632

Website: www.fedderslloyd.com, Email: investor.relations@fedderslloyd.com

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### 58<sup>th</sup> Annual General Meeting - October 30, 2014

Name of member(s) :

Registered address :

E Mail Id:

Folio No. / Client ID:

DP ID:

I / We, being the member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint:

- 1) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_, Or failing him / her
- 2) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature : \_\_\_\_\_
- 3) Name: \_\_\_\_\_ E Mail: \_\_\_\_\_  
Address: \_\_\_\_\_  
Signature \_\_\_\_\_

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **58<sup>th</sup> Annual General Meeting** of the Company, to be held on Thursday, October 30, 2014 at 09:00 A.M. at Registered Office of the Company at C-4, Phase-II, Noida-201305 (U.P.) and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
<b>Ordinary Business</b>			
1.	Adoption of financial statements		
2.	Declaration of dividend		
3.	Appointment of Mr. Sham Sunder Dhawan as Director on retirement by rotation		
4.	Appointment of Auditors		
<b>Special Business</b>			
5.	Ratification of remuneration of Cost Auditors		
6.	Appointment of Mr. Arun Kumar Joshi as an Independent Director		
7.	Appointment of Mrs. Bindu Dogra as an Independent Director		
8.	Appointment of Mrs. Ritushri Sharma as an Independent Director		

Signed this .....day of ..... 2014.

Signature of the member

Signature of the Proxy Holder(s)

Affix  
Re. 1/-  
Revenue  
Stamp

**NOTE:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 58<sup>th</sup> Annual General Meeting.
- \*3. It is optional to put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' and 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate.
4. Please complete all details including detail of member(s) in above box before submission.
5. A proxy need not be a member of the Company.
6. A person can act as a proxy on behalf of members not more than 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.



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**FEDDERS LLOYD CORPORATION LIMITED**

CIN No: L29299UP1957PLC021118

Registered Office: C-4, Phase-II, Noida-201305 (U.P.) India

Phone No: +91-120-4606800, Fax No: +91-120-2562632

Website: www.fedderslloyd.com, Email: investor.relations@fedderslloyd.com

**58<sup>th</sup> Annual General Meeting - October 30, 2014**

Name of the Member  
(In Block Letters)

Address

Name of Proxy, If any  
(In Block Letters)  
(In case Proxy attends  
the meeting in place of member)

DP ID/Client ID/Folio No.

No. of Shares held

I/We hereby record my/our presence at the 58<sup>th</sup> Annual General Meeting of the Company at Registered Office, C-4, Phase -II, Noida - 201305 (U.P.) on Thursday, October 30, 2014 at 9:00 A.M.

Signature of the Proxy.....Signature of the Member.....

Note:

1. Members/Proxy holders are requested to bring this Attendance Slip duly filled in and signed with them when they come to the meeting and hand it over at the entrance of the Meeting hall.  
NO ATTENDANCE SLIP SHALL BE ISSUED AT THE MEETING.
2. Please bring your copy of the Annual Report to the Meeting.
3. The Meeting is of members only and you are requested not to bring with you any person who is not a member or a proxy.

**E-VOTING PARTICULARS**

EVEN (E-Voting Event Number)	USER ID	PASSWORD