



LIVE THE FUTURE

FEDDERS LLOYD CORPORATION LIMITED

CIN No: L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, U.P., India

Corporate Office: 159, Okhla Industrial Estate, Phase-III, New Delhi - 110020, India

Phone No: +91-11-40627200, 40627300, **Fax No:** +91-11-41609909

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

Notice of the 59th Annual General Meeting

Notice is hereby given that the 59th Annual General Meeting (AGM) of Fedders Lloyd Corporation Limited will be held on Friday, 25 September 2015 at 9:30 A.M. at the Registered Office of the Company situated at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr - 203205 U.P., India to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the year ended 30 June 2015 including the audited Balance Sheet as at 30 June 2015, the statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon.
2. To declare dividend of Re. 1 per equity share (10%) for the year ended on 30 June 2015.
3. To re-appoint, Mr. Nemichandra D. Jain, Whole Time Director (DIN: 03589109), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of Statutory Auditors of the Company and fixation of their remuneration and in this regard 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, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and pursuant to the recommendation(s) of the Audit Committee of the Board, the appointment of M/s. Suresh C. Mathur & Co., Chartered Accountants (having ICAI Firm Registration No: 000891N) as approved in the 58th Annual General Meeting until 61st Annual General Meeting of the Company, is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with remuneration as may be decided by the Board of Directors of the Company in consultation with the auditors.”

SPECIAL BUSINESS

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 provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force) and the Companies (Cost Records and Audit) Rules, 2014, a remuneration of Rs. 50,000 (Rupees Fifty Thousand Only) plus service tax as applicable including out of pocket expenses as may be incurred in connection with the cost audit payable to M/s. Jain Sharma & Associates, Cost Accountants (Firm Regn. No.: 000270) for conducting audit of cost records of the Company for the financial year 2015-16 as approved by the Board of Directors, be and is hereby ratified and confirmed.”

**By order of the Board of Directors
For Fedders Lloyd Corporation Limited**

**Purnima Sharma
Company Secretary
FCS: 7706**

**Place: New Delhi
Date: 13 August 2015**

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") read with the relevant Rules made thereunder, setting out material facts for the proposed Ordinary Resolution under special business of the notice is annexed for consideration.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF ANNUAL GENERAL MEETING.**

Pursuant to provisions of Section 105 of the Act read with the applicable rules made thereunder, a person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent 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 ten percent 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.

3. Shareholders are requested to bring their copy of Annual Report to the Meeting.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. Members holding shares in dematerialized form are requested to bring their DP ID Client ID Nos. for easier identification of attendance at the meeting.
6. Members / Proxies / authorized representatives should bring the duly filled Attendance Slip at the Annual General Meeting.
7. Every member during the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
8. The Register of Directors and Key Managerial Personal and their Shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 21 September 2015 to Friday, 25 September 2015 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the meeting.
10. The Board of Directors of the Company, at its Meeting held on 13 August 2015, has recommended a Final Dividend of Re. 1 per equity share (10%) for the Financial Year 2014-2015. The dividend, if approved at the ensuing Annual General Meeting, shall be paid within 30 days from the date of declaration to those members whose names appear on the Company's Register of Members after giving effect to valid transfers on Saturday, 19 September 2015 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 of business hours on Friday, 18 September 2015.
11. 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.
12. 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.
13. With a view to use natural resources in a responsible way, we request shareholders to update email address, with their Depository Participants to enable the Company to send communications electronically.
14. The Securities and Exchange Board of India (SEBI) has mandated to furnish copy of Permanent Account Number (PAN) to the Company/ RTAs for registration of transfer/ transmission/transposition of shares of the Company in relation to securities market transactions and off- market/ private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to provide a copy of PAN card alongwith their request for registration of transfer/ transmission/ transposition of shares of the Company to the

Registrar and Share Transfer Agent of the Company (RTA) i.e. M/s. Skyline Financial Services Private Limited at the following address:

D-153/A, Okhla Industrial Area, Phase-I, New Delhi-110020

Phone No: +91-11-64732681-88

Email: admin@skylinerta.com

15. Members desirous of getting any information on any items of business to be transacted at the AGM are requested to address their queries at 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.
16. Facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the Company's RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.
17. Pursuant to the provisions of Sections 205A and 205C of the Companies Act, 1956, the Company has transferred the unclaimed or un-encashed dividends for financial years upto 2006-07 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company transfers the unclaimed or un-encashed dividend to IEPF after the expiry of seven years from the date of transfer to unpaid dividend account.

The information in respect of unclaimed dividend due for transfer to the IEPF in future is given in the Corporate Governance Report forming part of the Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on 30 October 2014 (date of last AGM) on the website of the Company and also filed the details with the Ministry of Corporate Affairs. Members, who have not yet encashed their dividend warrant(s) for the financial years ended on 30 June 2008 and onwards, are requested to make their claims to the Company accordingly, without any delay.

18. Additional information, pursuant to Clause 49 of the Listing Agreements entered into with the Stock Exchanges in respect of the director seeking re-appointment at the AGM under Item No. 3 is furnished as annexure to the notice.
19. Members who are holding physical shares in identical order of names in more than one folios are requested to send to the Company's Registrar and Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon.
20. Notices/documents including the Annual Report are now being sent by electronic mode to the shareholders whose e-mail addresses have been registered with the Company. Members who would like to receive such notices/documents in electronic mode in lieu of physical copy and who have not registered their e-mail addresses so far or who would like to update their e-mail addresses already registered, are requested to register/update their e-mail addresses:
 - **in respect of electronic shareholding** - through their respective Depository Participants.
 - **in respect of physical shareholding** - by sending a request to the Company's RTA i.e. M/s. Skyline Financial Services Private Limited at D-153 A, First Floor, Okhla Industrial Area, Phase-I, New Delhi- 110020, mentioning therein the Company's name i.e., Fedders Lloyd Corporation Limited, their folio number and e-mail address.
21. 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 2:00 P.M. to 5:00 P.M. up to the date of the ensuing Annual General Meeting.
22. The Notice of the 59th Annual General Meeting and Annual Report for the year ended 30 June 2015 will also be available on the Company's website www.fedderslloyd.com.
23. Pursuant to the provisions of Sections 108 of the Act and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreements entered with the Stock Exchanges, where the Company is listed, the Company has extended the e-voting facility to all its members to enable them to cast their votes electronically. The Company has availed the services of National Securities Depository Limited (NSDL) to transact the businesses as mentioned in this Notice through e-voting.
24. Members also note that the members who have cast their vote(s) by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.

25. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The shareholders who will be present physically at the meeting, shall be provided with polling papers to cast their votes at the meeting.
26. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 (“the Act”)

Pursuant to Section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the business mentioned under special business at Item no. 5 of the accompanying Notice dated 13 August 2015.

Item No. 5 : Ratification of Remuneration of Cost Auditors

Pursuant to the provisions of Section 148 of the Companies Act, 2013, read with rules made thereunder, the Company is required to conduct the audit of its cost records by a cost accountant in practice. Based on the recommendation of the Audit Committee, the Board of Directors of the Company in their meeting held on 13 August 2015 have approved the appointment and remuneration of M/s. Jain Sharma and Associates, Cost Accountants (having ICWAI Firm Registration No: 000270) as Cost Auditors to examine and conduct audit of cost records of the Company for the financial year 2015-2016, at a remuneration of Rs. 50,000 (Rupees Fifty Thousands only) plus service tax as applicable and reimbursement of out-of pocket expenses, if any incurred in connection with the cost audit.

M/s. Jain Sharma and Associates, Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company and confirmed that they are not disqualified under the provisions of Sections 148 read with Section 139 and Section 141 of the Act and their appointment would be within the limits prescribed under Section 141 of the Companies Act.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2015-16.

The Board commends the Ordinary Resolution at Item No. 5 of the Notice for approval by the members.

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

Annexure for Item No. 3

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

(in pursuance of Clause 49 of the Listing Agreement)

Name	Mr. Nemichandra D. Jain
Director’s Identification Number (DIN)	03589109
Date of Birth	14.02.1950
Date of Appointment	06.05.2013
Expertise in specific Functional Area	Possessing over 40 years of experience in various fields- manufacturing technology, aeronautical engineering, structural steel & renewable energy.
Qualifications	B.E. (Mechanical) from University of Bangalore, Post Graduate Diploma in manufacturing technology from Cranfield Institute of Technology, U.K. and Certificate in Statistical Quality Control from Indian Statistical Institute.
List of outside Directorships held in public companies	Nil
Chairmanship/membership of Committees of other public Companies	Nil
Number of shares held in the Company	Nil
Relationship between directors inter-se	Nil



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ATTENDANCE SLIP

59th Annual General Meeting
25 September 2015

Name & Address of the Holders

Joint holder, if any

Folio / D.P. & Client I.D. No

No. of Equity Shares held

Name of the Proxy /
Representative, if any

I/ we hereby record my/our presence at the 59th Annual General Meeting of the Company, being held at its registered office at 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, U.P., India on Friday, the 25th day of September 2015 at 9:30 A.M.

(Signature of the Shareholder/Proxy/Authorised Representative)

IMPORTANT : This attendance slip may please be handed over at the entrance of the Meeting Hall.

VOTING THROUGH ELECTRONIC MEANS

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and Clause 35 B of the Listing Agreement.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting period commences on 22 September 2015 (9:00 A.M.) and ends on 24 September 2015 (5:00 P.M.).

Please read the e-voting instructions printed overleaf before exercising the vote. These e-voting details and instructions form an integral part of the Notice of the 59th AGM.



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FORM OF PROXY

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

Name of the Member	Folio no./ DP ID
Registered Office	
Client ID	E-mail id

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

- Name: E-mail id:
Address: Signature: or failing him/her
- Name: E-mail id:
Address: Signature: or failing him/her
- Name: E-mail id:
Address: Signature: or failing him/her

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 59th Annual General Meeting of the Company, to be held at its registered office at 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205 U.P., India on Friday, the 25th day of September 2015 at 09:30 A.M. and at any adjournment thereof in respect of Resolutions as indicated below:

S.No.	Resolution	For*	Against*
Ordinary Business			
1.	Adoption of financial statements for the year ended 30 June 2015		
2.	Declaration of final dividend		
3.	Re-appointment of Mr. Nemichandra D. Jain, Whole Time Director (DIN:03589109), who retires by rotation		
4.	Ratification of appointment of M/s. Suresh C. Mathur & Co., Chartered Accountants, as Statutory Auditors of the Company and fixation of their remuneration		
Special Business			
5	Ratification of Remuneration of Cost Auditors		

Signed this _____ day of _____ 2015

Signature of Proxy Holder(s)

Signature of Shareholder

Affix
Revenue
Stamp

Notes :

This form of Proxy, in order to be effective, should be deposited at the Registered of the Company, not later than 48 Hours before the commencement of the aforesaid meeting.

For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 59th Annual General Meeting.

*This is only optional. Please put a '✓' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

INSTRUCTIONS FOR REMOTE E-VOTING

Process and Manner of E-Voting:

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 59th Annual General Meeting (AGM) by electronic means and the businesses may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

- 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.nsd.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. Members can cast their vote(s) online from Tuesday, 22 September 2015 (9:00 A.M.) till Thursday, 24 September 2015 (5:00 P.M.)
Note: E-voting shall not be allowed beyond the said time.
 - ix. Now you are ready for “e-voting” as “cast vote” page opens.
 - 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 authorized to vote, to the Scrutinizer through e-mail to schughpcs@gmail.com, with a copy marked to 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.nsd.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 enclosed attendance slip: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiv) above, to cast vote.
 - iii. Login to 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 facility will be available from 9:00 A.M. to 5:00 P.M. during the following voting period after which the portal will be blocked and shall not be available for e-voting :

Commencement of e-voting	22 September 2015
End of e-voting	24 September 2015

- ii. Members can opt for only one mode of voting i.e., either through e-voting or by poll. If a member casts votes by both modes, then voting done through e-voting shall prevail and poll shall be treated as invalid.
- iii. The Board of Directors of the Company has appointed Mr. Sanjay Chugh, Practicing Company Secretary (ICSI Membership No. F3754 and C.P.No. 3073), as the Scrutinizer to scrutinize the e-voting process as well as polling process in a fair and transparent manner.
- iv. The Scrutinizer shall, immediately after conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report. The Scrutinizer shall submit his report to the Chairman of the Company and in his absence to the Company Secretary of the Company.
- v. The Chairman and in his absence the Company Secretary shall declare the results after receiving the scrutinizer’s report.
- vi. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.fedderslloyd.com and on the website of NSDL www.evoting.nsd.com and communicated to Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed.