



LIVE THE FUTURE

FEDDERS LLOYD CORPORATION LIMITED

CIN : L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh, 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

Notice is hereby given that the 60th Annual General Meeting (AGM) of Fedders Lloyd Corporation Limited will be held on Saturday, 27th August, 2016 at 09:30 A.M. at the Registered Office of the Company situated at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203 205, Uttar Pradesh (India) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements and Consolidated Financial Statements of the Company for the nine months period ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the nine months period ended 31st March, 2016.
3. To appoint a director in place of Mr. Sham Sunder Dhawan (DIN: 00528056), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify the appointment of M/s. Suresh C. Mathur & Co., Chartered Accountants as Statutory Auditors of the Company 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 recommendation of the Audit Committee of the Board of Directors and provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactments thereof, for the time being in force), the appointment of M/s. Suresh C. Mathur & Co., Chartered Accountants (ICAI Firm Registration No: 000891N) as Statutory Auditors of the Company, as approved in the 58th Annual General Meeting until 61st Annual General Meeting of the Company, be and is hereby ratified and they shall continue to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors."

SPECIAL BUSINESS

5. To approve re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as the Whole-time Director of the Company and payment of 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 recommendation of Nomination and Remuneration Committee and approval of the Board of Directors ("hereinafter referred to the "Board" which expression shall also include any Committee of the Board") and provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the members of the Company be and is hereby accorded to re-appoint Mr. Sham Sunder Dhawan (DIN: 00528056) as a the Whole-time Director of the Company for a further period of two years w.e.f. 26th April, 2016 on such terms and conditions including remuneration as stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration, subject to the same not exceeding the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed to be in the best interest of the Company."

6. To ratify Remuneration of Cost Auditors of the Company 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 recommendation of Audit Committee and approval of the Board of Directors and provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactments thereof, for the time being in force), the remuneration of ₹ 2,06,250/- (Rupees Two Lakh Six Thousand Two Hundred and Fifty Only) plus service tax as applicable, payable to M/s. Jain Sharma & Associates, Cost Accountants (Firm Regn. No.: 000270) to carry out audit of cost records of the Company for the financial year 2016-17, be and is hereby ratified and confirmed.”

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

**Pulkit Bhasin
Company Secretary
ACS: 27686**

**Place: New Delhi
Date: 30th May, 2016**

NOTES:

1. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
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 THE AGM.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE 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. Members are requested to:
 - i. Bring their copy of the Annual Report to the AGM.
 - ii. Quote their DP ID, Client ID, Folio No. for easier identification of attendance at the AGM.
 - iii. Update their email address, with their Depository Participants to enable the Company to send communications electronically, as recourse for using the natural resources responsibly.
4. Corporate members intending to send their authorized representatives to attend the AGM 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 AGM.
5. All documents referred to in the Notice and Explanatory Statement, shall be open for inspection at the Company's registered office on all working days, except Saturdays and Public Holidays, during normal business hours (9:30 A.M. to 6:00 P.M.) upto the date of the AGM.
6. The Register of Members and Share Transfer Books of the Company shall remain closed from Sunday, 21st August, 2016 to Saturday, 27th August, 2016 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the AGM.
7. Every member during the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, 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 Board of Directors of the Company, at its Meeting held on Monday, 30th May, 2016, has recommended a Dividend of ₹ 0.75 (Seventy Five Paise) per equity share for the nine months period ended 31st March, 2016. The dividend, if declared at the ensuing AGM, shall be paid within 30 days from the date of declaration to those members whose names are on the Company's Register of Members after giving effect to valid transfers on Saturday, 20th August, 2016 and to the 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 closure of business hours on Saturday, 20th August, 2016.
9. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Saturday, 20th August, 2016. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

10. 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.
11. 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.
12. The Securities and Exchange Board of India ("SEBI") has mandated to furnish copy of Permanent Account Number ("PAN") to the Company or Registrar and Share Transfer Agent of the Company ("RTA") by the members 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 furnish a self attested copy of PAN card alongwith their request for registration of transfer/transmission/transposition of shares to the Company or RTA.
13. Members desirous of getting any information on any items of businesses 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 AGM, so that the information required can be made readily available at the AGM.
14. Pursuant to Section 72 of the Act, read with applicable rules made thereunder, facility for making nominations is available to the members in respect of the shares held by them. Nomination forms can be obtained from the RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination forms from their respective Depository Participants.
15. 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.
16. No dividend was declared by the Company in the financial year 2007-08, therefore no amount was pending with the Company for transferring the same to the Investor Education and Protection Fund ("IEPF") during nine months period ended 31st March, 2016.
17. 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 Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on 25th September, 2015 (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 for the financial years ended on 30th June 2008 and onwards, are requested to make their claims to the Company accordingly, without any delay.
18. Details pursuant to Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") in respect of the Director seeking re-appointment as mentioned under Item nos. 3 and 5 of this Notice, forms integral part thereof. The Company has received relevant declarations from the Director seeking re-appointment.
19. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
20. Members are requested to notify change in their address, if any, to the Company or RTA.
21. Notice is being sent by electronic mode to the members whose e-mail addresses have been registered with the Company/RTA/Depository Participants, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
22. To Support "Green Initiative", Members are requested to provide their email addresses to the Company/RTA/Depository Participants, as the case may be, for serving of documents by electronic mode.
23. The Notice of the 60th AGM will also be available on the Company's website www.fedderslloyd.com.
24. **Voting through Electronic means:**
In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members the facility to exercise their right to vote at the 60th 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.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 (i) 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 which is 104369. Now you are ready for e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
 - x. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
 - xii. 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.
 - xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders, available at the downloads section of 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 enclosed attendance slip: EVEN (E-Voting Event Number), user ID and password.
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) 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.
- C. Other Instructions:**
- i. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Saturday, 20th August, 2016. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting through ballot paper at the Meeting.
 - ii. The e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for e-voting :
- | | |
|---------------------------------|--|
| Commencement of e-voting | Wednesday, 24 th August, 2016
(09:00 A.M. IST) |
| End of e-voting | Friday, 26 th August, 2016
(05:00 P.M. IST) |
- iii. 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.
 - iv. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for e-voting then he/she can use his/her existing User ID and password for casting vote.

- v. 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.
- vi. 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 or a person authorized by him in writing.
- vii. The Chairman or in his absence, a person authorized by him in writing shall declare the results after receiving the scrutinizer's report.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.fedderslloyd.com and on the website of NSDL i.e. www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
- ix. Queries relating to remote e-voting, shall be addressed to:

National Securities Depository Limited

Ms. Pallavi Mhatre
Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai, Maharashtra-400013
Phone No: 1800222990
Email: evoting@nsdl.co.in

- 25. Members may also note that the members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again at the AGM.
- 26. 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 physically present at the meeting shall be provided with polling papers to cast their votes at the AGM.
- 27. The complete particulars of the venue of the AGM including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the AGM is also hosted along with the Notice on the website of the Company i.e. www.fedderslloyd.com.

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

Item No. 5:

Mr. Sham Sunder Dhawan (DIN: 00528056) was appointed as the Whole-time Director of the Company w.e.f. 26th April, 2008. The terms of his appointment including remuneration were approved by the shareholders in the AGM held on 11th December, 2013 for a further period of 3 years w.e.f. 26th April, 2013. Consequently, the tenure of his office as Whole-time Director of the Company expired on 25th April, 2016.

Mr. Sham Sunder Dhawan holds Master Degree in Political Science and Business Administration. He has more than 43 years of experience in Sales, Marketing, Business Operations and Development. Keeping in view that Mr. Sham Sunder Dhawan has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Dhawan as the Whole-time Director of the Company for a further period of two years w.e.f. 26th April, 2016.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Act, the Board of Directors of the Company passed a resolution on 12th February, 2016 approving re-appointment of Mr. Sham Sunder Dhawan as the Whole-time Director of the Company for a further period of two years with effect from 26th April, 2016. This re-appointment is subject to the approval of the members at this AGM.

During the nine months period ended 31st March, 2016, 3 (three) board meetings of the Company were held on 13th August, 2015, 9th November, 2015 and 12th February, 2016, respectively and Mr. Sham Sunder Dhawan was present in all the said meetings.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

The details of remuneration payable to Mr. Sham Sunder Dhawan and the terms and conditions of the re-appointment are given below:

1.	Remuneration	Gross monthly remuneration of ₹ 8,23,176 p.m. (includes perquisites and allowances) with such increments as may be decided by the Board of Directors (which includes any committee thereof) from time to time whether paid as salary and/or allowance(s) or a combination thereof.
----	--------------	--

2.	Perquisites & Allowances	<p>Perquisites & Allowances shall be given as per Rules of the Company and may include the following:</p> <ol style="list-style-type: none"> a. Accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof b. Leave Travel Concession for self and family c. Utility Allowances d. Re-imbusement of expenses e. Club fees f. Medical Insurance g. Company's contribution to provident fund, superannuation fund or annuity fund h. Payment of Gratuity and other retirement benefits i. Encashment of leave
3.	Commission	<p>Commission shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board of Directors and Nomination and Remuneration Committee of the Company.</p>

The total remuneration including salary, commission, perquisites and allowances shall not exceed 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Directors/Whole-time Directors in any year computed in the manner laid down under Sections 197 and 198 of the Act.

In addition to the above, Mr. Dhawan shall also be entitled to the following benefits as per rules of the Company or as may be approved by the Board of Directors from time to time:

- A. Out of pocket expenses incurred in course of the official duties.
- B. Any other benefits, facilities, allowances and expenses as may be allowed under the rules/ schemes of the Company.

Except Mr. Sham Sunder Dhawan, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at item no. 5 of this Notice.

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

Item No. 6

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, at its meeting held on 30th May, 2016, has approved the appointment of M/s. Jain Sharma and Associates, Cost Accountants (Firm Registration No. 000270) as the Cost Auditors of the Company for the financial year 2016-17 at a remuneration of ₹ 2,06,250/- (Rupees Two Lakh Six Thousand Two Hundred and Fifty Only) plus service tax as applicable. The remuneration payable to the Cost Auditors is required to be ratified by the Shareholders in accordance with the provisions of the Act.

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 Section 148 read with Sections 139 and 141 of the Act and their appointment would be within the limits prescribed under Section 141 of the Act.

Accordingly the consent of the Members is being sought for ratification of the remuneration payable to Cost Auditors for the financial year 2016-17.

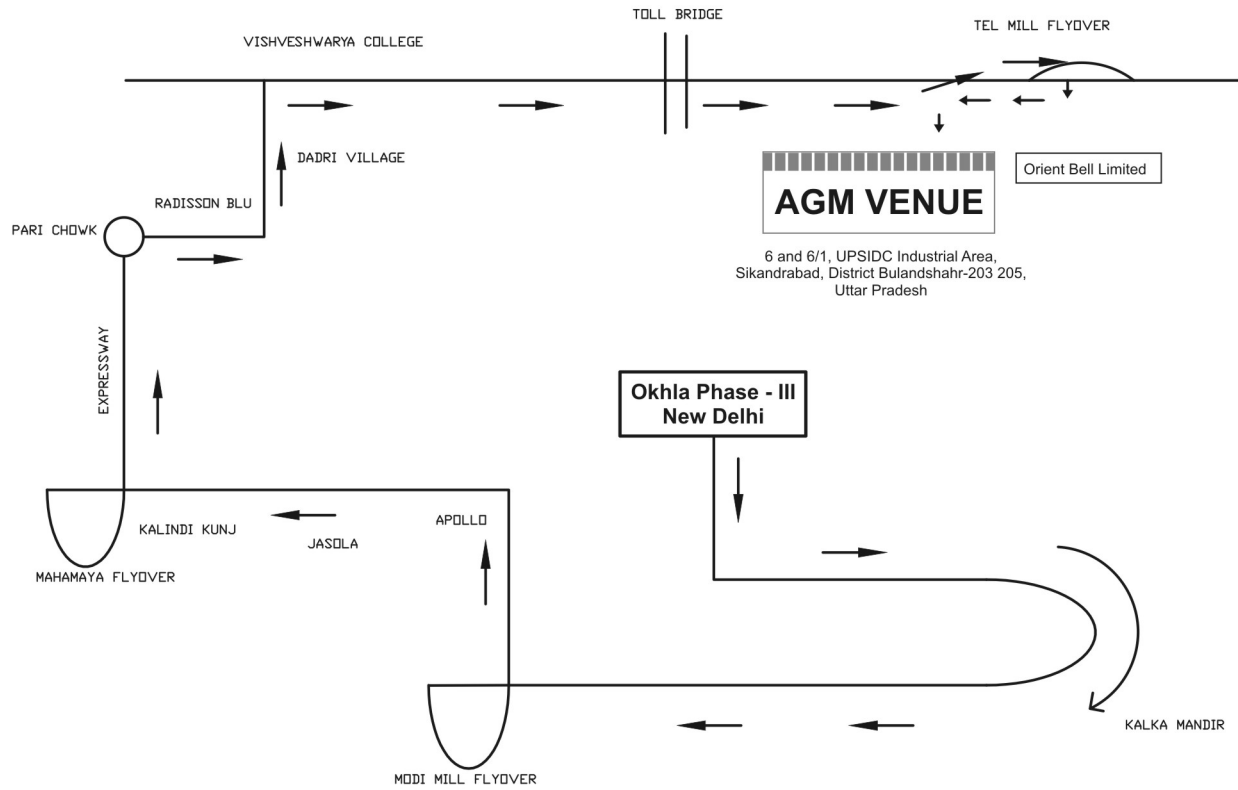
None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this Notice.

The Board, therefore, recommends the Ordinary Resolution at Item No. 6 of the Notice for approval by the members.

Brief Profile of the Director seeking re-appointment in the 60th AGM in pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 readwith Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

Name	Mr. Sham Sunder Dhawan
Director's Identification Number (DIN)	00528056
Age	61 years
Qualifications	Master Degree in Political Science and Business Administration
Nature of Expertise in Specific Functional Area	More than 43 years of experience in Sales, Marketing, Business Operations and Development.
List of Directorships held in other Companies	Lloyd IT Technology Private Limited
Chairmanship/membership of Committees of other public Companies	Nil
Number of shares held in the Company	Nil
Relationship between directors inter-se	Nil
Last Salary Drawn	₹ 7,62,203 per month

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING





LIVE THE FUTURE

Fedders Lloyd Corporation Limited

CIN : L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh, 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

ATTENDANCE SLIP

60th Annual General Meeting
27th August, 2016

Name & Address of the Member

Joint holder, if any

Folio No. / 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 60th Annual General Meeting ("AGM") of the Company, being held at its registered office at **6 and 6/1 UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205 Uttar Pradesh, India on Saturday, the 27th day of August, 2016 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 Regulation 44 of SEBI (LODR) Regulations, 2015.

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

The remote e-voting period commences on Wednesday, 24th August, 2016 (9:00 A.M.) and ends on Friday, 26th August, 2016 (5:00 P.M.).

The e-voting details and instructions form an integral part of the Notice of the 60th AGM.



LIVE THE FUTURE

Fedders Lloyd Corporation Limited

CIN : L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh, 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

PROXY FORM (Form No. MGT 11)

[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 & Client ID No.
Registered Address	
E-mail ID	

I/We, being the member(s) of Fedders Lloyd Corporation Limited, holding shares hereby appoint:

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

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 60th 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 Uttar Pradesh, India on Saturday, the 27th day of August 2016 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 Audited financial statements for the nine months period ended 31 st March, 2016 together with the Report of Directors and Auditors thereon		
2	Declaration of final dividend		
3	Re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as Director, who retires by rotation		
4	Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants, as Statutory Auditors of the Company		
Special Business			
5	Re-appointment of Mr. Sham Sunder Dhawan as Whole Time Director and payment of remuneration		
6.	Ratification of remuneration of M/s. Jain Sharma & Associates, Cost Auditors		

Signed this _____ day of _____ 2016

.....
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 Meeting.

For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 60th 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.