



FEDDERS LLOYD CORPORATION LIMITED

CIN No: L29299UP1957PLC021118

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

Phone No: +91-120-4608800, Fax No: +91-120-2562632

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

Notice of Voting through Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Members,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the "Act"), read with the Companies (Management and Administration) Rules, 2014 (the "Rules") (including any statutory modification or re-enactment thereof for the time being in force) to the members of Fedders Lloyd Corporation Limited (the "Company") to seek their approval by way of Postal Ballot for the proposals contained in the draft resolutions and as given below:

1. Authority u/s 180(1)(c) of the Companies Act, 2013 to borrow money upto INR 2,000 Crores;
2. Authority u/s 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company;
3. To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013

The resolutions and the Explanatory Statement pursuant to Section 102 of the Act, pertaining to the resolutions stating the material facts of the proposals and the reasons for which such resolutions are proposed, is annexed hereto, along with the Postal Ballot Form (the "Form") for your consideration.

The Board of Directors of the Company (the "Board") at its meeting held on August 27, 2014 has appointed Mr. Sanjay Chugh, Practicing Company Secretary (Membership No. F3754), as the Scrutinizer for conducting the Postal Ballot (physical & e-voting) process in accordance with the law, in a fair and transparent manner.

In compliance with Clause 35B of the Listing Agreements executed with the Stock Exchanges (the "Stock Exchanges") where the equity shares of the Company (the "Equity Shares") are listed, and provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members with the additional facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through electronic voting (hereinafter referred as e-voting) services provided by National Securities Depository Limited (NSDL). The e-voting period commences on Friday, September 26, 2014 (9:00 A.M. IST) and ends on Saturday, October 25, 2014 (6:00 P.M. IST). Please read carefully the instructions for e-voting as printed in this Notice.

Those members who do not have access to e-voting facility can send their assent (FOR) or dissent (AGAINST) in writing on the Postal Ballot Form attached herewith. Members are requested to carefully read the instructions printed on the Postal Ballot Form attached herewith and return the Form duly completed and signed in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer before the close of working hours (6:00 P.M. IST) on Saturday, October 25, 2014. Please note that any Postal Ballot Form(s) received after the said date will be treated as not received.

In case a member has voted through e-voting facility, he/she is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as sends his vote through physical vote, the vote cast through e-voting shall only be considered and the voting through physical Postal Ballot shall not be considered by the Scrutinizer.

At the completion of the scrutiny of the Postal Ballots (physical and e-voting), the Scrutinizer will submit his report to the Chairman or in his absence, the Company Secretary. The result of the Postal Ballot would be announced by the Chairman or in his absence the Company Secretary of the Company on Thursday, October 30, 2014 at the registered office of the Company at 11:00 A.M. The aforesaid result would be displayed at the registered office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with the Scrutinizer's report on the Company's website www.fedderslloyd.com. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results as aforesaid.

Members requiring any clarifications on e-voting may contact M/s. Skyline Financial Services Private Limited on number +91- 11-64732681-88 or by email: admin@skylinerta.com.

PROPOSED RESOLUTIONS:

ITEM NO. 1

AUTHORITY U/S 180(1)(c) OF THE COMPANIES ACT, 2013 TO BORROW MONEY UPTO INR 2,000 CRORES

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modifications or re-enactments thereof for the time being in force (the "Act") and in supersession of all the earlier resolutions passed in this regard, the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons), be and is hereby authorized to borrow, as and when required, as it may think fit from, including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institution as defined under Section 2(72) of the Act and/ or any other persons, bodies corporate and/or eligible foreign lenders and/or any entity/entities and/or authority/ authorities, by way of cash credit, advances, deposits, bill discounting or bridge loans, term loans, syndicated loans or any other loans whether in Indian currency or foreign currency whether unsecured or secured by mortgage, charge, hypothecation or pledge of the Company's assets and properties whether movable and/or immovable or stock in trade (including raw material, stocks, book debts, bills, spare parts and components in stock-in-transit), debts in advance, suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, debentures, bonds, commercial papers or any other instruments or other securities whether convertible or exchangeable into equity shares or preference shares of the Company and/or securities with or without detachable warrants with a right exercisable by the warrant holder(s) to convert or subscribe to equity shares or preference shares of the Company and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institutions, either in Indian rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for the sum or sums so borrowed together with the sum already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in ordinary

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For Fedders Lloyd Corporation Limited


Company Secretary

course of business) for an aggregate amount not exceeding INR 2,000 Crores (Rupees Two Thousand Crores only) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher and that the Board be and is hereby empowered and authorized to arrange or finalize the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as it may in its absolute discretion determine.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 2

AUTHORITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 TO SELL, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/ CREATE CHARGES ON THE PROPERTIES OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), and in supersession of all the earlier resolutions passed in this regard and such other approvals/sanctions/permissions as may be necessary, the members of the Company hereby accord their consent to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution and with the power to delegate authority to any person or persons) to sell, lease or otherwise dispose of, to mortgage, charge, hypothecate, pledge or otherwise, encumber from time to time, movable and/or immovable, tangible and/or intangible properties/assets, both present and future and/or whole or substantially the whole of the undertaking(s) of the Company in such form, manner and time as the Board may deem fit, for securing any loans and/or borrowings and/or advances and/or guarantees and/or any financial assistance whether all/any of such financial assistance taken or to be taken in foreign currency and/or rupee currency by the Company and/or Company's Subsidiaries, affiliates/associates Companies from any lender including without limitation, any bank, financial or other institutions, non-resident Indians, foreign institutional investors and/or public financial institutions as defined under Section 2(72) of the Act and/ or any other persons, bodies corporates and/or eligible foreign lenders and/or any entity/entities, machinery suppliers and/or any other person(s) or institution(s) providing finance for purchase of assets/business of the Company or for working capital or for purchase of specific items of machinery and equipment under any deferred payment scheme or bills discounting/rediscounting scheme or in favour of trustees for debenture holders that may be appointed hereafter, as security for the debentures/bonds that may be issued by the Company, Group Companies, Associates Companies and other person or persons together with interest, cost, charges, expenses and all other monies payable by the Company, Group Companies, Associates Companies and other person or persons to the said lender(s) and/or for the purpose of securing the securities (comprising of fully/partly convertible and/or non-convertible debenture and/or any other debts instruments with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rate notes/bonds or other debt instruments) together with interest, remuneration of the trustees, premium, if any, on redemption, costs, charges and expenses payable by the Company in terms of the trust deed/other documents to be finalized and executed between the Company and the trustees/lenders and containing such specific terms and conditions (which may include authorization to the lender to transfer/assignment of security in favour of third party) and covenants in that behalf and agreed to between the Board of Directors and the trustees/lenders, up to a value of and within the overall limits of INR 2000 Crores (Rupees Two Thousand Crores) or the aggregate of the paid up capital and free reserves of the Company, whichever is higher, as approved under Section 180(1)(c) of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

ITEM NO. 3

TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY CONTAINING REGULATIONS IN CONFORMITY WITH THE COMPANIES ACT, 2013

To consider and if thought fit, to pass with or without modifications, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 of the Companies Act, 2013, other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force (the "Act"), the draft regulations contained in the Articles of Association of the Company which is available for inspection at the Registered Office of the Company as well as on the Company's website – www.fedderslloyd.com, be and are hereby approved and adopted in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee of Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient, to give effect to this resolution and to settle any question, difficulty or doubt that may arise in this regard, with the power to the Board/any Committee thereof, to delegate the authority to any person or persons to give effect to the aforesaid resolution including to represent the Company before any governmental authorities, and to appoint any professional adviser/ consultants/lawyers."

By order of the Board of Directors
FOR FEDDERS LLOYD CORPORATION LIMITED

Date: August 27, 2014
Place: New Delhi

PURNIMA SHARMA
COMPANY SECRETARY

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 (the "Act") setting out material facts for the proposed Special Resolutions under item no. 1 to 3 is annexed herewith for your consideration.
2. The Notice is being sent to all Members, whose names appear in the Register of Members/ list of Beneficial owners as received from National Securities Depository Limited (NSDL)/ Central Depository Services Limited (CDSL) as on close of the business hours on Friday, September 12, 2014.
3. In compliance with the provisions of Sections 108 and 110 of the Act and other applicable provisions of the Act, read with the Companies

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(2)

For Fedders Lloyd Corporation Limited



Company Secretary

(Management and Administration) Rules, 2014 and the Listing Agreements entered with the Stock Exchanges, where the Company is listed, the Company is pleased to provide its members with the additional facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means i.e. through electronic voting (hereinafter referred as e-voting) services provided by National Securities Depository Limited (NSDL).

4. The e-voting period commences on Friday, September 26, 2014 (9:00 A.M.) and ends on Saturday, October 25, 2014 (6:00 P.M.). Please read carefully the instructions for e-voting as printed in this Notice.
5. The Board of Directors of the Company at their meeting held on Wednesday, August 27, 2014 has appointed Mr. Sanjay Chugh, Practicing Company Secretary as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner. Shareholders are requested to send their duly completed Postal Ballot Forms through the self-addressed postage pre-paid envelope attached to this notice, which is addressed to the Scrutinizer. The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary on or before Wednesday, October 29, 2014.
6. The Chairman or in his absence the Company Secretary of the Company shall announce the results of the Postal Ballot at the registered office of the Company situated at C-4, Phase-II, Noida -201305 (U.P.) India at 11:00 A.M. on Thursday, October 30, 2014. The date of declaration of Postal Ballot will be taken as the date of passing of the Special Resolutions. The results of the Postal Ballot shall also be posted on the Company's website www.feddersloyd.com besides communicating the same to the Stock Exchanges, where the shares of the Company are listed i.e., Bombay Stock Exchange (BSE) and National Stock Exchange (NSE).
7. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 A.M. to 1:00 P.M. upto the date of declaration of results of the Postal Ballot.
8. The instructions for shareholders for e-voting are as under
 - (a) **In case of Shareholders receiving intimation by email from NSDL and opting to vote through e-voting process:**
 - (i) Open e-mail and also open PDF file with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your "User ID" and "Password for e-voting". Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>.
 - (iii) Click on "Shareholder - Login".
 - (iv) Insert user ID and password as initial password noted in step (i) above and Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of "e-Voting" opens. Click on e-Voting: Active E-voting Cycles.
 - (vii) Select "EVEN" of Fedders Lloyd Corporation Limited. Members can cast their vote online from Friday, September 26, 2014 (9:00 A.M.) to Saturday, October 25, 2014 (6:00 P.M.). Note: e-voting shall not be allowed beyond said time.
 - (viii) 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 you have voted on the resolutions, you will not be allowed to modify your vote.
 - (xii) For the votes to be considered valid, the 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 at schughpcs@gmail.com with a copy marked to evoting@nsdl.co.in.
 - (xiii) 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.
 - (b) **In case of Shareholders receiving Postal Ballot Form by post and opting to vote through e-voting process:**
 - (i) Initial password is provided in the Ballot Papers: Even (E-Voting Event Number), user ID, password.
 - (ii) Please follow all steps from Sl. No. 8 (a) (ii) to Sl. No. 8 (a) (xiii) above, to cast your vote.
 - (iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.
 - (iv) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (v) You can also update your mobile number and e-mail id in the user parole details of the folio which may be used for sending future communication(s).
9. Kindly note that the Shareholders can opt only one mode of voting i.e., either by Physical Ballot or e-voting. If shareholders are opting for e-voting, then do not vote by Physical Ballot or vice versa. However, in case Shareholders cast their vote by Physical Ballot and e-voting both, then voting done through valid e-voting shall prevail and voting done by physical ballot will be treated as invalid.
10. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to the Scrutinizer so as to reach the Scrutinizer on or before the close of working hours on Saturday, October 25, 2014. The postage cost will be borne by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by courier or registered/speed post at the expense of the shareholders will also be accepted.
11. The voting period for e-voting module ends on Saturday, October 25, 2014. The e-voting module will be disabled by NSDL at 6:00 P.M.
12. The members who have not received Postal Ballot Forms may apply to the Company and obtain a duplicate thereof.

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For Fedders Lloyd Corporation Limited


Company Secretary

13. In cases where the Postal Ballot Form has been signed by an Authorized Representative of a Body Corporate, certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
14. Voting rights shall be reckoned on the record date i.e. Friday, September 12, 2014.
15. The Postal Ballot Forms received after Saturday, October 25, 2014 will be treated as if reply from the member has not been received.
16. The Scrutinizer will submit his report addressed to the Chairman and in his absence the Company Secretary of the Company, after completion of scrutiny of Postal Ballot in a fair and transparent manner. The results of the Postal Ballot will be announced on Thursday, October 30, 2014 at the Registered Office of the Company and communicated to the Stock Exchanges where the Company's shares are listed. The results of the Postal Ballot will also be displayed on the Company's website www.fedderslloyd.com.
17. The Board of Directors of the Company has appointed Mr. Brij Raj Punj, Chairman & Managing Director and/or Ms. Purnima Sharma, Company Secretary as the person responsible for the entire Postal Ballot process.

By order of the Board of Directors
FOR FEDDERS LLOYD CORPORATION LIMITED

Date: August 27, 2014
Place: New Delhi

PURNIMA SHARMA
COMPANY SECRETARY

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1 & 2

Provisions of Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 read with the Rules, if any, made thereunder ("the Act") provide that the Company shall not, except with the consent of Members by Special Resolution borrow money together with the monies already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid up capital and its free reserves, and sell, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company, respectively.

The Shareholders of the Company had authorized the Board of Directors of the Company to exercise the aforesaid powers upto the limit of INR 2000 Crores (Rupees Two Thousand Crores only) under the provisions of erstwhile Section 293(1)(d) and Section 293(1)(a) of the Companies Act, 1956 by way of Ordinary Resolution(s) through Postal Ballot process on July 01, 2010.

The provisions of Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013 were made effective from September 12, 2013. As per Ministry of Corporate Affairs (MCA) Circular No. 4/2014 dated March 25, 2014, the Ordinary Resolutions earlier passed under Section 293(1)(d) and 293(1)(a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Act, i.e. up to September 11, 2014. Therefore, the Company is required to take fresh approvals from the Shareholders by way of Special Resolutions through Postal Ballot process under Section 180(1)(c) and Section 180(1)(a) of the Companies Act, 2013. Keeping in view the Company's requirement of borrowings of loan, etc. and accordingly creation of mortgages/charges on the properties of the Company, it is propose to seek approval of shareholders under Section 180(1)(c) and Section 180(1)(a) of the Act within the same limits as approved earlier by the Shareholders i.e., upto INR 2,000 Crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

The Board recommends the Special Resolutions as set out in Item Nos. 1 and 2 of the Notice for approval of Shareholders.

None of Directors, Key Managerial Personal of the Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolutions as set out at Item No. 1 and 2 of the Notice except to their shareholding and directorships in the Company.

Item No. 3

With the coming into force of the Companies Act, 2013 (the "Act"), there are several regulations in the existing Articles of Associations (hereinafter referred as AOA) of the Company which contain reference to specific sections of the Companies Act, 1956 which are no longer in conformity with the new Companies Act, 2013. Therefore, it is proposed to replace existing AOA of the Company with the new set of AOA to give effect to the provisions of the Act and the rules made thereunder.

The new set of AOA is based on Table "F" of the Act which sets out the model AOA for a Company. However, the regulations in the Table "F" shall not completely apply to the Company, except in so far the same are repeated, contained or expressly made applicable in the AOA of the Company or by the Act.

The proposed new draft AOA is being uploaded on the Company's website www.fedderslloyd.com for perusal of the Shareholders. The now draft AOA is available for inspection at the registered office of the Company on all working days between 11:00 A.M. to 1:00 P.M. upto the date of declaration of the results of Postal Ballot.

The Board recommends the Special Resolution as set out in Item No. 3 of the Notice for approval of Shareholders.

None of Directors, Key Managerial Personal of the Company and their relatives are in any way, deemed to be concerned or interested financially or otherwise in the Special Resolution as set out at Item No. 3 of the Notice except to their shareholding and directorships in the Company.

By order of the Board of Directors
FOR FEDDERS LLOYD CORPORATION LIMITED

Date: August 27, 2014
Place: New Delhi

PURNIMA SHARMA
COMPANY SECRETARY

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For Fedders Lloyd Corporation Limited

(4)


Company Secretary



LIVE THE FUTURE

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

POSTAL BALLOT FORM

1. Name and Registered address of the : Sr. No.....
Sole/FirstMember/Beneficial Owner
2. Name of the Joint Member(s), if any :
3. Registered Folio No./ :
(For Shares held in physical mode)
DP ID & Client ID No.
(For Shares held in dematerialized form)
4. Number of shares held :
5. I/we hereby exercise my/our vote in respect of the following **Special Resolutions** to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated August 27, 2014 of the Company by sending my/our assent or dissent to the said Resolution(s) by placing the tick (✓) at the appropriate box below:

Item No.	Description of Resolutions	No. of shares for which votes cast	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Authority u/s 180(1)(c) of the Companies Act, 2013 to borrow money upto INR 2,000 Crores			
2.	Authority u/s 180(1)(a) of the Companies Act, 2013 to sell, lease or otherwise dispose of, to mortgage/ create charges on the properties of the Company			
3.	To adopt new set of Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013			

Place :
Date :

Signature of the Member

EVEN (Electronic Voting Event Number)	Your User ID	Your Password

Note: Please carefully read the Instructions printed overleaf before completing this Form.

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For Fedders Lloyd Corporation Limited

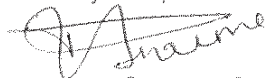
Company Secretary

INSTRUCTIONS

- a) A member desiring to exercise vote by Postal Ballot Form (no other Form or photocopy thereof is permitted) and send it to the Scrutinizer in the enclosed self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the member will also be accepted.
- b) The self-addressed envelope being sent herewith bears the address of the Scrutinizer appointed for conducting Postal Ballot process.
- c) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- d) Members can opt for only one mode of voting i.e. either by Postal Ballot or through e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by e-voting and vice versa. In case Members cast their votes both by Postal Ballot and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot form shall be considered invalid.
- e) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy.
- f) Voting rights shall be reckoned on the paid-up value of shares registered in the name(s) of the member(s) on September 12, 2014 (cutoff date for ascertaining the members for dispatch of Notice).
- g) The Postal Ballot Form should be completed and signed by the member (as per specimen signatures registered with the Company/ Depository Participant). In case of joint holding, the form should be completed and signed by the first named member and in his/her absence, by the next named member and so on.
- h) In case of shares held by the Companies, trust, societies etc., the duly completed Postal Ballot Form should be signed by the authorized signatory, whose signature is already registered with the RTA (please quote the registration no. beneath the signature), or it should be accompanied by attested/certified true copy of the Board Resolution/Authority.
- i) The votes should be cast either in favour or against by putting tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the column will render the Form invalid.
- j) Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. before 6:00 P.M.) on October 25, 2014.
- k) Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be binding.
- l) A member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified herein before.
- m) Members are requested not to send any other paper alongwith the Postal Ballot Form in the enclosed self-addressed business reply envelope in as much as all such envelopes will be delivered to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- n) The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary, after completion of scrutiny, on or before October 29, 2014.
- o) The Company shall announce the results of the Postal Ballot at its Registered Office Situated at C-4, Phase-II, Noida-201305 (U.P.) India on October 30, 2014. The date of declaration of Postal Ballot Results will be taken to be the date of passing the resolutions contained in this Notice.
- p) The Postal Ballot and all other papers relating to Postal Ballot including voting by electronic means, shall be under safe custody of the Scrutinizer till the Chairman considers, approves and signs the minutes and thereafter, the Scrutinizer shall return the ballot papers and other related papers or register to the Company who shall preserve such Postal Ballot papers and other related papers or register safely.

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For Feeders Lloyd Corporation Limited



Company Secretary



LIVE THE FUTURE

FEDDERS LLOYD CORPORATION LTD.

15B, Okhla Industrial Estate, Phase - III, New Delhi-110 020 (INDIA)

Phone : +91-11-40827200, 40827300 Fax : +91-11-41609909

CIN No: L29299UP1957PLG021118

Calendar of Events for Postal Ballot

S. No.	Events	Date of Events
1.	Date on which consent was given by Scrutinizer to the Company to act as such	August 26, 2014
2.	Date of convening the Board Meeting to consider the Postal Ballot process and Appointment of Scrutinizer	August 27, 2014
3.	Date of Board Resolution authorizing Mr. Brij Raj Punj, Chairman & Managing Director and/or Ms. Purnima Sharma, Company Secretary to be responsible for entire Postal Ballot process.	August 27, 2014
4.	Intimation to the Stock Exchanges about Postal Ballot	August 27, 2014
5.	Filing of Board Resolution and calendar of events with Registrar of Companies	September 03, 2014
6.	Record Date for reckoning the rights of members for participating in the Postal Ballot process	September 12, 2014
7.	Dispatch of Postal Ballot notice alongwith Postal Ballot form	September 20, 2014
8.	E-voting Start date	September 26, 2014
9.	E- Voting End date	October 25, 2014
10.	Last date for receiving Postal Ballot forms by the Scrutinizer	October 25, 2014
11.	Last date of submission of the Report by the Scrutinizer	October 29, 2014
12.	Declaration of results of Postal Ballot and to inform the Stock Exchanges	October 30, 2014
13.	Signing of Minutes by the Chairman in which results of Postal Ballot is recorded	On or before November 29, 2014
14.	Returning the Ballot papers, Registers and other related papers to the Chairman by the Scrutinizer	On or before November 29, 2014

FOR FEDDERS LLOYD CORPORATION LIMITED

For Fedders Lloyd Corporation Limited

Company Secretary

PURNIMA SHARMA
COMPANY SECRETARY

Membership No. F7706
A-25, Street No. 10, East Azad Nagar,
New Delhi-110051

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CERTIFIED TRUE COPY
For Fedders Lloyd Corporation Limited

Company Secretary