



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

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 Shareowners,

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. Preferential issue of warrants
2. Approval of Related Party Transactions
3. To shift the Registered Office of the Company from one city to another city but within the same State under the same ROC

The Board of Directors of the Company in their meeting held on 08 May, 2015 has appointed Mr. Sanjay Chugh, Practising Company Secretary (Membership No.: F3754) as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form, record their assent (for) or dissent (against) therein and return the Form duly completed in the attached self-addressed postage pre-paid envelope so as to reach the Scrutinizer not later than the close of working hours i.e., 5:00 P.M. on 15 July, 2015. Any assent or dissent received after the said date will be treated as if the reply from the concerned member is not received.

In compliance with provisions of Clause 35B of the Equity Listing Agreement and as per the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to all the Members of the Company. Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf the Form.

The Scrutinizer will submit his report to the Chairman of the Company or in his absence to the Company Secretary of the Company, upon completion of scrutiny of Postal Ballots in a fair and transparent manner on or before 17 July, 2015. The result of the Postal Ballot alongwith Scrutinizer Report shall also be posted on the website of the Company www.fedderslloyd.com and also be displayed at the registered office of the Company besides communicating to the National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE).

PROPOSED RESOLUTIONS:

Item No. 1: Preferential issue of warrants

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Listing Agreements entered into by the Company with the Stock Exchanges, where the shares of the Company are listed and in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, as amended and such other applicable provisions, if any including other applicable regulations and guidelines issued by the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), Government of India ("GOI"), or any other relevant authority and clarifications thereon issued from time to time, if any, and subject to all such statutory, regulatory and government approvals, permissions or sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them, while granting such approvals, permissions or sanctions, and which may be agreed by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall be deemed to include any Committee constituted/to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) consent, authority and approval of the members of the Company be and is hereby accorded to the Board to create, offer, issue and allot, from time to time, in one or more tranches, upto 50,00,000 (Fifty Lacs) warrants (hereinafter referred to as "Convertible Warrant"), on preferential basis to Airserco Private Limited, Lloyd Credits Limited, Himalayan Mineral Waters Private Limited, Lloyd Aircon Private Limited, Pandit Kanahaya Lal Punj Private Limited and Lloyd Stock & Investments Private Limited (Promoters, persons belonging to the promoter category and Persons Acting in Concert) at such price and on such terms and conditions as may be determined by the Board in accordance with SEBI (ICDR) Regulations, 2009 or other provisions applicable at that time, provided that the minimum price of the warrants so issued shall not be lesser than the price as may be determined as per the SEBI (ICDR) Regulations, 2009 or other applicable provisions, if any.

RESOLVED FURTHER THAT the warrant holder shall be entitled to convert the Convertible Warrants, at the option of the warrant holder, into equal number of Equity Shares of a face value of Rs. 10/- each of the Company (hereinafter referred to as "Resultant Equity Shares"), in one or more tranches, within a period of eighteen months from the date of allotment of the Convertible Warrants, as per the terms and conditions, which, inter alia, include the following:

- a. Issue of upto 50,00,000 (Fifty Lacs) Convertible Warrants on preferential basis to Airserco Private Limited, Lloyd Credits Limited, Himalayan Mineral Waters Private Limited, Lloyd Aircon Private Limited, Pandit Kanahaya Lal Punj Private Limited and Lloyd Stock & Investments Private Limited (Promoters, persons belonging to the promoter category and Persons Acting in Concert) with an entitlement to convert into equal number of Equity Shares of face value of Rs. 10/- each of the Company, in one or more tranches, at the option of the warrant holder, within a period of 18 months from the date of allotment of such Convertible Warrants.
- b. In accordance with Chapter VII of SEBI (ICDR) Regulations, 2009, 25% of the consideration payable for the Convertible Warrants (and equity shares into which they are converted) shall be paid by the proposed allottees to the Company upon issue and allotment of warrants and the warrant holder(s) shall pay the balance 75% of the consideration payable in respect of the Warrants being so exercised to the Company simultaneously with the allotment of equity shares by the Company pursuant to such exercise. The amount so paid will be adjusted/ set-off against the issue price of the resultant equity shares.
- c. Entitlement of the Convertible Warrant to the extent not exercised by the warrant holder shall be lapsed and up-front amount paid on such warrants shall stand forfeited.
- d. Upon receipt of the requisite payment of the remaining 75% of the consideration payable in respect of the Warrants, as above, the Board (or a committee thereof) shall allot one equity share per warrant by appropriating Rs. 10/- towards equity share capital and balance amount paid against each Warrant, towards the securities premium. The allotment shall be made only in dematerialized form.
- e. In the event of the Company making a bonus Issue by way of capitalization of its reserves, prior to allotment of equity shares resulting from the exercise of the option under the warrants, the number of shares to be allotted against such warrants shall stand augmented in the same proportion in which equity share capital increases as a consequence of such bonus issue and the premium shall stand reduced pro tanto.
- f. The Equity Shares allotted on conversion of the Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- g. In accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the Relevant Date for the purpose of pricing of issue of Convertible Warrants and Resultant Equity Shares on conversion of the Warrants is 17 June, 2015 being the 30 days prior to the date on which the result of the postal ballot, to consider the proposed issue would be declared.

RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted upon exercise of option by Warrant holder(s), as may be necessary in accordance with the terms of the offer.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such deeds, matters and things as it may, in its absolute discretion deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Warrants and listing of the Equity Shares on conversion with the stock exchange(s) as appropriate and to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said Warrants, the utilization of the issue proceeds and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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 or 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."

Item No. 2: Approval of Related Party Transactions

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the revised Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval

of the shareholders be and is here by accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with Lloyd Electric and Engineering Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon, upto a maximum amount of Rs. 200 crores for the financial year 2014-2015 provided, however that contract(s)/ arrangement(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution, sign and execute necessary documents and papers and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

Item No. 3: To shift the Registered Office of the Company from one city to another city but within the same State under the same Registrar of the Companies

To consider and if thought fit, to pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 12 and all other applicable provisions of the Companies Act, 2013 (“the Act”), read with relevant rules (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Shareholders of the Company be and is hereby accorded to shift the Registered Office of the Company from C-4, Phase-II, Noida-201305 to 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr- 203205, within the State of Uttar-Pradesh.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution.”

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

**Date: 08 May, 2015
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 Postal Ballot Notice is being dispatched 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 (India) Limited (CDSL) as on close of the business hours on 29 May, 2015.
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 (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.
4. The e-voting period commences on 16 June, 2015 (9:00 A.M.) and ends on 15 July, 2015 (5:00 P.M.). Please read carefully the instructions for e-voting as printed in this Notice.
5. The Board of Directors of the Company has appointed Mr. Sanjay Chugh, Practising Company Secretary (Membership No.: F3754) as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot papers from the Members. After completion of his scrutiny, the Scrutinizer will submit his report to the Chairman & Managing Director or in his absence to the Company Secretary of the Company.
6. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company at C-4, Phase-II, Noida-201305 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.

7. The Scrutinizer will submit his report to the Chairman or in his absence to the Company Secretary of the Company, upon completion of scrutiny in a fair and transparent manner and thereafter the results of Postal Ballot shall be announced at the Registered Office of the Company situated at C-4, Phase-II, Noida-201305 and will also be displayed at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr- 203205 on 17 July, 2015. The date of declaration of postal ballot will be taken as the date of passing the resolutions. The result of the Postal ballot shall also be posted on the Company's website www.fedderslloyd.com besides communicating the same to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING:

A. In case a member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/ Depositories):

1. Open the e-mail and also open the attached 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 evoting". Please note that the password is an initial password.
2. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>.
3. Click on "Shareholder - Login".
4. Put User ID and password as initial password noted in step (1) above and Click Login.
5. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
6. Home page of "e-Voting" opens. Click on e-Voting: Active Voting Cycles.
7. Select "EVEN" of Fedders Lloyd Corporation Limited. Members can cast their vote online from 16 June, 2015 (9:00 A. M.) till 15 July, 2015 (5:00 P. M.). Note: e-Voting shall not be allowed beyond said time.
8. Now you are ready for "e-Voting" as "Cast Vote" page opens.
9. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm", when prompted.
10. Upon confirmation, the message "Vote cast successfully" will be displayed.
11. Once the Vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of their 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.

B. Voting through Physical Postal Ballot Form

In case a Member receives physical copy of the Ballot Paper (for Members whose e-mail addresses are not registered with the Company/ Depositories):

1. Initial password is provided in the Ballot Paper: EVEN (E-Voting Event Number), user ID and password.
2. Please follow all steps from Sl. No. (2) to Sl. No. (12) above, to cast vote.

C. OTHER INSTRUCTIONS

1. 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.
2. Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
3. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.
4. The e-voting period commences from 16 June, 2015 (9:00 A.M.) and ends on 15 July, 2015 (5:00 P.M.).
5. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 29 May, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
6. Mr. Sanjay Chugh, Practising Company Secretary (Membership No.: F3754), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

7. The Scrutinizer shall, within a period not exceeding two working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, and forward it to the Chairman of the Company.
8. A member can opt only one mode of voting i.e. either through e-voting or by physically sending the Ballot Paper. If any member opts for e-voting, his/her vote through Ballot Paper will not be counted.
9. 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.nsdl.com within two days of the declaration of result by the Chairman on 17 July, 2015 and communicated to the National Stock Exchange of India Limited and Bombay Stock Exchange Limited, where the shares of the Company are listed.
10. 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.
11. In case of 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.

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

In terms of Section 102 of the Companies Act, 2013, the following statement sets out the material facts concerning the special business mentioned in the accompanying Notice dated 08 May, 2015 and shall be taken as forming part of the Notice.

Item No.1

Your Company intends to raise funds through preferential issue of Convertible Warrants for business requirements of the Company. Your Company operates in three business verticals namely, Environmental Control Systems, Steel Structures & Engineering and Power Projects. All three segments have different business environment, require different technical expertise, have separate market and product profile. To achieve higher growth in all the business segments it requires a very focus approach in all businesses of the Company. The Company has plans for scaling up all the businesses of the Company. Accordingly, the Board of Directors in its meeting held on 08 May, 2015 proposed, subject to the necessary approval(s) to issue upto 50,00,000 (Fifty Lacs) Convertible Warrants with an entitlement to convert into equal number of Equity Shares of the Company within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants.

Since your Company is a listed company, the proposed issue is in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, and other applicable provisions, if any. In terms of the provisions of the Companies Act, and the aforesaid SEBI Regulation, the relevant disclosures/ details are given below:

1. The Object of the preferential Issue:

To augment long term resources of the Company, to meet with the long term working capital requirements and for general corporate purposes.

2. Instrument:

The Company is proposing to issue the following securities on preferential allotment basis:

- a. Convertible Warrants not exceeding 50,00,000 (Fifty Lacs) to investor(s) belonging to promoter category.
- b. The holder(s) of these warrants shall be entitled to convert the warrants into Equity Shares of the Company in the ratio of 1:1 (i.e., one Equity Shares of Rs. 10/- each for every one Convertible Warrant held), within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants.

The warrant holder shall make a written request to the Company to exercise the entitlement and send the same along with complete balance payment payable on the resultant Equity Shares to the Company. Entitlement of the Convertible Warrants to the extent not exercised shall lapse and up-front amount paid on such Convertible Warrants shall be forfeited.

The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.

3. Issue Price:

The Price at which the warrants may be exercised over a period of eighteen months from the date of allotment shall be the price determined as per Regulation 76 of the SEBI (ICDR) Regulations, 2009. The SEBI (ICDR) Regulations, 2009 provides that the issue of shares on a preferential basis can be made at a price not less than the higher of the following:

- a) The average of weekly high and low of the volume weighted average price of the related equity shares quoted on the recognized stock exchange during the twenty six weeks preceding the relevant date; or
- b) The average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks preceding the relevant date.

The shares of the Company are listed and traded on National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE). Shares of the Company are frequently traded.

4. Relevant Date:

The Relevant Date as per the SEBI (ICDR) Regulations for the determination of issue price of the Warrants and the equity shares to be allotted pursuant to conversion of the warrant shall be 17 June, 2015 i.e. the date 30 days prior to the date of declaration of result being 17 July, 2015.

5. Lock in period:

The Convertible Warrants issued to promoter allottee shall be subject to a lock-in period of three years or such other period as may be prescribed in accordance with the SEBI (ICDR) Regulations, 2009. The Resultant Equity Shares allotted on conversion of Convertible Warrants to promoter allottee shall further be subject to a lock-in period three years from the date of trading approval of the stock exchanges.

6. Particulars of subscribers to warrants and under subscription, if any:

The Promoter/Promoter group/Person acting in concert i.e. Airserco Private Limited, Lloyd Credits Limited, Himalayan Mineral Waters Private Limited, Lloyd Aircon Private Limited, Pandit Kanahaya Lal Punj Private Limited and Lloyd Stock & Investments Private Limited intend to subscribe to an aggregate of upto 50,00,000 warrants under preferential issue.

Any of the Warrants issue as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/ investor controlled by the Promoters and/or Promoter Group, on the same terms and conditions.

7. Intention of promoters/directors/key management persons to subscribe:

No other promoters/ directors/ key management persons intend to subscribe to the present preferential issue except the proposed allottee belonging to promoter group as disclosed in the notice.

8. Payment:

In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, the proposed allottees of Warrants shall, on the date of allotment of warrants, pay an amount equivalent to at least 25% of the price fixed per warrant. The holders of each warrant shall be entitled to apply for and obtain allotment of one equity share of the face value of Rs. 10/- each of the Company against each warrant at any time after the date of allotment but on or before the expiry of eighteen month(s) from the date of allotment of warrants, in one or more tranches. At the time of the exercise of entitlement against each such warrant, the Warrant holder(s) shall pay the balance 75% of the consideration at the time of allotment of equity shares pursuant to exercise of option against each such warrant by the warrant holder. The amount so paid will be adjusted/ set-off against the issue price of the resultant shares.

In case the warrant holder does not exercise the option to take equity shares against any of the Convertible Warrant held by it; the up-front payment made in respect of such Convertible Warrant shall stand forfeited by the Company.

9. The Shareholding pattern before and after the Preferential issue:

S. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of shares holding	No. of shares held	% of shares holding
A.	Promoters' holding				
1	Indian:				
	Individual	37,56,809	12.21	37,56,809	10.50
	Bodies Corporate	1,07,27,773	34.86	1,57,27,773	43.97
2	Foreign Promoters	0	0	0	0
	Total Shareholding of Promoters and Promoter Group	1,44,84,582	47.07	1,94,84,582	54.47
B.	Non Promoters' Holding				
1	Institutional Investors:				
	Financial Institutions/Banks	53,876	0.18	53,876	.15
	Foreign Institutional Investors	10,000	0.03	10,000	0.03
2	Non-Institution:				
	Bodies Corporate	91,85,220	29.85	91,85,220	25.69
	Indian Public	66,51,569	21.62	66,51,569	18.59
	Others:				
	NRI	3,26,718	1.06	3,26,718	.91
	Clearing House/Public Trust	2,000	0.01	2,000	.00
	Clearing Members	55,735	0.18	55,735	0.15
	Grand Total	3,07,69,700	100	3,57,69,700	100

10. Proposed time within which the Preferential Issue shall be completed:

As prescribed under the SEBI (ICDR) Regulations, 2009 the allotment of Warrants as aforesaid shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority, body and stock exchanges the allotment shall be completed by the Company within a period of 15 days from the date of such approvals.

11. The Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/ or who ultimately control the proposed allottees is as follows:

S. No.	Name of the Proposed Allottee	No. of Warrants proposed to be allotted	Pre Issue holding		Post Issue holding	
			No. of Shares held	% of shares held	No. of Shares held	% of shares held
1.	Airserco Private Limited	10,00,000	12,52,709	4.07	22,52,709	6.29
2.	Lloyd Credits Limited	5,00,000	NIL	NIL	5,00,000	1.40
3.	Himalayan Mineral Waters Private Limited	10,00,000	NIL	NIL	10,00,000	2.80
4.	Lloyd Aircon Private Limited	10,00,000	NIL	NIL	10,00,000	2.80
5.	Pandit Kanahaya Lal Punj Private Limited	10,00,000	NIL	NIL	10,00,000	2.80
6.	Lloyd Stock & Investments Private Limited	5,00,000	NIL	NIL	5,00,000	1.40

Mr. Brij Raj Punj and family are the ultimate owners and/or who ultimately control the proposed allottees.

12. Change in Control

There shall not be any change in management or control of the Company consequent to the proposed preferential issue of Convertible Warrants/Equity Shares.

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

13. Undertaking in terms of Regulation 73 read with Regulation 76(2) & (3) of the SEBI (ICDR) Regulations, 2009:

The Statutory Auditors of the Company has issued a certificate certifying that the present preferential issue is being made in accordance with the requirements contained in the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, as amended up to date. The Auditors' Certificate is placed on the website of the Company and is available for inspection by the members at the Registered office of the Company till the declaration of results.

The Board of Directors recommends the above special resolution mentioned at Item No. 1 of the notice for your approval.

None of the Directors, Key Managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution, except Mr. Brij Raj Punj, Chairman & Managing Director who is a director, shareholder and promoter of the Company.

Item No. 2

During the course of its business, the Company sources material from different suppliers in India and outside India including from Lloyd Electric and Engineering Limited. The purchase of materials from these companies is dependent on the requirement of the Company from time to time and the ability of supply of specified materials by these companies. During the course of its business the Company also sells its products to these companies including Lloyd Electric and Engineering Limited.

In terms of the provisions of the Listing Agreement and the Companies Act, 2013, Lloyd Electric and Engineering Limited falls under the category of related party of the Company.

Pursuant to the revised Clause 49(VII) of the Listing Agreement with the Stock Exchanges ("Revised Clause 49") effective from 1st October, 2014, approval of the Shareholders through Special Resolution is required for all material Related Party Transactions (RPT) even if they are entered into in the ordinary course of business on arm's length basis. For this purpose, a RPT will be considered material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

As per the provisions of Section 188 of the Companies Act, 2013 ("the Act"), read with the Companies (Meetings of Board and its Powers) Rules, 2014, the Company is required to obtain consent of the Board and approval of the members by Special Resolution in case certain Related Party Transactions exceed such sum as is specified in the Rules. The Company envisages that the transaction(s) entered into with Lloyd Electric and Engineering Limited whether individually and/or in aggregate may/may not exceed the stipulated threshold of ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

The said transactions are in the ordinary course of business of the Company and are on a cost plus appropriate mark-up in adherence with the arms length principle. However, the approval of the members is sought under Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with Lloyd Electric and Engineering Limited, as an abundant precautionary measure. The Company therefore seeks approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with Lloyd Electric and Engineering Ltd. upto a maximum amount as mentioned in the resolution for the financial year 2014-2015. The Audit Committee and the Board of Directors of the Company in their respective meetings held on 08 May, 2015 have accorded their approval thereon.

Other details as per the Companies (Meetings of Board and its Powers) Rules, 2014:

1.	Name of the Related Party	Lloyd Electric and Engineering Limited
2.	Name of Director or key managerial personnel who is related, if any	Mr. Brij Raj Punj - Common Director
3.	Nature of relationship	Related/Group Company
4.	Nature, material terms, monetary value and particulars of the contract or arrangement	The estimated aggregated transaction value for the matter proposed in the resolution shall not exceed 200 crores with Lloyd Electric and Engineering Limited. Purchase of material by the Company from and the sale of Company's product(s) to this company are dependent on the requirement of the Company for its products from time to time and ability of supply of specified material by this company. However, such transactions would at all times be on arm's lengths basis and in the ordinary course of the Company's business.

There is no any other information relevant or important for the members to take a decision on the proposed resolution.

The Board of Directors recommends the above special resolution for your approval.

None of the other Directors and Key Managerial Personnel is in any way concerned or interested in the resolution.

Item No. 3

As per provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 relating to the procedure to be followed for conducting business through postal ballot, shifting of registered office of a company outside the local limits of any city or town requires approval of the Members by way of Special Resolution.

The Registered Office of the Company is presently situated at C-4, Phase-II, Noida-201305. With a view to improve the operational efficiency, the Board of Directors, subject to approval of the Members, approved the proposal for shifting the registered office to 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr- 203205. The proposed location is outside the local limits of city and therefore requires approval of the Members by way of special resolution. If approved, the registered office will be moved to 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr- 203205.

The Board of Directors recommends the above special resolution for your approval.

None of the other Directors and Key Managerial Personnel is in any way concerned or interested in the resolution.

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

**Date: 08 May, 2015
Place: New Delhi**

**PURNIMA SHARMA
COMPANY SECRETARY**