



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 OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member,

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the Resolutions appended below are proposed to be passed as Special Resolutions by way of Postal Ballot/e-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot form for your consideration.

The Board of Directors has appointed Mr. Sanjay Chugh, Practicing Company Secretary (ICSI Membership No.: 3754), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. You are requested to carefully read the instructions printed on the Form, record your assent or dissent therein and return the same in original, duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. (IST) on Thursday, 23rd March, 2017 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the member.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice of the Postal Ballot.

The Scrutinizer shall submit his report to the Chairman or in his absence to any other Director as authorized by the Chairman after completion of scrutiny of votes cast through Postal Ballot Forms and e-Voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Form and e-Voting) will be declared on Friday, 24th March, 2017 at 5:00 p.m. (IST) at the Corporate Office at 159, Okhla Industrial Estate, Phase-III, New Delhi-110020, India. The results of the Postal Ballot along with the Scrutinizer's Report will be displayed on the website of the Company www.fedderslloyd.com, at the Registered and the Corporate Offices of the Company respectively, communicated to the Stock

Exchanges and uploaded on the National Securities Depository Limited's website- www.evoting.nsdl.com.

Members may please note that resolution if assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means, will be taken as passed effectively on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting i.e. 23rd March, 2017.

PROPOSED RESOLUTIONS

1. Sale of Brand Name, Logo, Trade Mark or any other Intellectual Property Rights associated with "LLOYD" and/or "Lloyd" by the Company

To consider and, if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 ("Act") or other applicable provisions of the Act, if any, read with the relevant rules made thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company, and subject to other approvals, consents, permissions and sanctions as may be required to be obtained from the concerned statutory/regulatory authorities to the extent applicable and necessary, and subject to the execution of the definitive documents, terms contained therein and consummation of transactions contemplated therein, the consent of the members be and is hereby accorded to the Company to sell, transfer, convey the brand name, logo, trade mark and any other intellectual property rights associated with "LLOYD" and/or "Lloyd" owned by the Company for a consideration of INR 50.00 Crores (Indian Rupees Fifty Crores Only) to Havells India Limited ("Buyer"), subject to the closing conditions, in accordance with the terms to be set out in the definitive agreements (together the "Proposed Transaction").

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof duly constituted/ to be constituted) be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof, determining the exact effective date, if needed to be changed and finalizing and executing necessary documents including but not limited to the deeds of assignment, license agreements and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director or the Company Secretary or any other Officer(s) / Authorised Representative(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution are hereby approved, ratified and confirmed in all respects.”

2. **Ceasing of Usage of the Brand “LLOYD” and/or “Lloyd” and Change of Name of the Company**

To consider and, if deemed fit, to pass through Postal Ballot, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to provisions of Section 13 of the Companies Act, 2013 (“Act”) read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions of the Act, if any, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), the Memorandum and Articles of Association of the Company, subject to approval of the Central Government (power delegated to the Registrar of Companies) and any other Regulatory Authorities as may be necessary, subject to the terms of the definitive documents and consummation of the Proposed Transaction and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the members be and is hereby accorded for: (i) ceasing the usage of

the brand, logo, trade mark and/or, any other intellectual property rights associated with “LLOYD” and/or “Lloyd” in the Company’s business (except pursuant to a limited period license to be obtained from the Buyer to allow the Company to use the brand name “LLOYD” and/or “Lloyd” for the Company’s existing remaining business under the division called either “Fedders Lloyd” or “Fedders Lloyd Corporation” in accordance with the terms to be set out in the definitive agreements), and any other purposes and to take necessary steps in furtherance of the same; (ii) the subsidiaries, affiliates, group companies, associated entities, promoter group, firms, etc., of the Company for ceasing the usage of the brand, logo, trade mark or any other intellectual property rights associated with “LLOYD” and/or “Lloyd” in its business, in their corporate name and any other purposes and to take necessary steps in furtherance of the same; and (iii) change of the name of the Company by deleting the word “Lloyd” from “**Fedders Lloyd Corporation Limited**” to “**Fedders Electric & Engineering Limited**” or any other name as may be approved by the appropriate authorities including but not limited to the Central Government, Registrar of Companies or Stock Exchanges; on or before the completion of the Proposed Transaction.

RESOLVED FURTHER THAT in Clause I of the Memorandum of Association of the Company, the name of the Company be changed from “**Fedders Lloyd Corporation Limited**” to “**Fedders Electric & Engineering Limited**” or any other name as may be approved by the appropriate authorities including but not limited to the Central Government, Registrar of Companies or Stock Exchanges, as may be required; on or before the completion of the Proposed Transaction.

RESOLVED FURTHER THAT in terms of Section 14 of the Act, the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board”, which term shall unless repugnant to the context or meaning thereof, be deemed to include any Committee thereof duly constituted/to be constituted) be and is hereby authorized to accept any other name approved by the relevant Regulatory Authorities and seek approval for the change in the name of the Company from relevant authorities, including Governmental authorities in this regard, and deal with any matters, take necessary steps as the Board may in its absolute discretion deem necessary, desirable or expedient to give effect to this resolution, and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent

or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

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

Pulkit Bhasin

Date: 18th February, 2017

Place: New Delhi

**Company Secretary
ICSI Mem. No.: A27686**

NOTES:

1. The Explanatory Statement and reasons for the proposed Special Resolutions pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 17th February, 2017.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased to offer remote e-voting facility (“e-voting”) as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating e-voting, as an alternate mode, to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-voting is optional.
4. In accordance with the provisions of Section 101 and other applicable provisions of the Act read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Notice of Postal Ballot may be served on the Members through electronic transmission. Members who have registered their e-mail IDs with depositories or with the Company are being sent Notice of Postal Ballot by e-mail and Members who have not registered their e-mail IDs will receive Notice of Postal Ballot along with Postal Ballot Form through post.

Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link www.evoting.nsdl.com or from the ‘Investors Relations’ section on the Company’s website www.fedderslloyd.com or may send a request to the Company on investor.relations@fedderslloyd.com for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the

Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot. However, the Postal Ballot Form should reach to the scrutinizer by 5:00 PM (IST) on 23rd March, 2017.

5. Members can opt for only one mode of voting i.e. either by Postal Ballot Form or through e-voting. In case Members cast their votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.

The notice of Postal Ballot/e-voting is dispatched/mailed to the members whose names appear on the Register of Members as on cut-of date i.e. 17th February, 2017 and voting rights shall be reckoned on the basis of proportion to their shares in the paid-up equity share capital of the Company as on the aforesaid cut-off date.

6. **The e-voting commences on 22nd February, 2017 (09:00 AM) and ends on 23rd March, 2017 (05:00 P.M.).** E-voting shall be disabled by NSDL at 5:00 P.M. on 23rd March, 2017. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
7. Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives as explained in point no. 8A(xii) below.
8. The instructions for e-voting are as under:
 - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i. Open email and open PDF file viz; “FLCL remote e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote 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. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN 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 remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- vii. Select "REVEN" of Fedders Lloyd Corporation Limited.
 - viii. Now you are ready for remote 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 resolution, you will not be allowed to modify your vote.
 - 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 or with a copy marked to evoting@nsdl.co.in.
- B. In case of Members receiving Postal Ballot Form by Post [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy] :
- i. User ID and initial password is provided in the Postal Ballot Form.
 - ii. Please follow all steps from Sr. No. 8A (ii) to (xii) above, to cast your vote.
- C. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
9. In case of queries or grievances connected with the facility of e-voting, the members may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members at the Downloads section of www.evoting.nsdl.com or contact Ms. Pallavi Mhatre, National Securities Depository Limited, Trade World, A Wing, 4th & 5th Floors, Kamla Mills Compound, Lower Parel, Mumbai, Maharashtra 40013, Toll Free No. 180 02202990, Email: evoting@nsdl.co.in.
10. Members are requested to notify change in their address or contact details, if any, to the Company or RTA.

Explanatory Statement pursuant to the Section 102 of the Companies Act, 2013

Item Nos.: 1 & 2

The Company in 2011, had sold its consumer durables distribution network along with the right to use "LLOYD" and/or "Lloyd" logo in connection with the consumer durables business to its group company, Lloyd Electric & Engineering Limited ("LEEL"). LEEL has decided to sell its consumer durables business

along with the trade mark, brand, logo "LLOYD" and/or "Lloyd" and all intellectual property rights associated therewith ("CDB") to Havells India Limited ("Buyer"). Since the brand name "LLOYD" and/or "Lloyd" is integral to and is associated with the CDB and the Company's products and services, the Buyer has also offered to buy from the Company, the trade mark, brand, logo "LLOYD" and/or "Lloyd" and all intellectual property rights associated therewith. Pursuant to the sale of the brand name "LLOYD" and/or "Lloyd", the Company will not be able to adopt or use the brand name "LLOYD" and/or "Lloyd" in respect of any category of products and services or in its name or for any purpose whatsoever except for a limited period license to be obtained from the Buyer to allow the Company to use the brand name "LLOYD" and/or "Lloyd" for the Company's existing remaining business under the division called either "Fedders Lloyd" or "Fedders Lloyd Corporation" in accordance with the terms to be set out in the definitive agreements.

Since, pursuant to the transfer of the brand name "LLOYD" and/or "Lloyd", the Company will not be able to use "Lloyd" in its name, and subject to the terms of the definitive documents and consummation of the transaction in relation to sale of the CDB, it is proposed that the name of the Company be changed to "Fedders Electric & Engineering Limited" or such other name as may be approved by the regulatory authorities.

The Board of Directors of the Company has approved the proposal to transfer the brand name "LLOYD" and/or "Lloyd" at a consideration of INR. 50.00 Crores (Indian Rupees Fifty Crores) subject to closing conditions, cease any and all usage of the brand, trademark and all other intellectual property rights associated with "LLOYD" and/or "Lloyd", to cause the ceasing of the usage of the brand, trademark and all other intellectual property rights associated with "LLOYD" and/or "Lloyd" by the subsidiaries, affiliates, group companies, associated entities, firms, promoters, etc. of the Company, and change of name of the Company, on the terms and conditions as referred to in this Explanatory Statement in compliance with the applicable provisions of the Companies Act, 2013 ("Act"). The proposed change of name will not result in any change of existing business activities of the Company.

As per applicable provisions of the Act, Special Resolutions as set out in Item Nos. 1 and 2 of the accompanying Notice are now being placed before the members for their approval under Section 180(1)(a) and Section 13 of the Act respectively. Your Directors recommend the passing of the resolutions as Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolutions.

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

**Pulkit Bhasin
Company Secretary
ICSI Mem. No.: A27686**

Date: 18th February, 2017
Place: New Delhi



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

LIVE THE FUTURE

POSTAL BALLOT FORM

Sl. No.

- Name and Registered address of the Sole/First Member/Beneficial Owner
- Name of the Joint Member(s), if any
- Registered Folio No. (for Shares held in Physical mode)/ DP ID & Client ID No. (For Shares held in dematerialized Form)
- Number of Shares held
- 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 18th February, 2017 of the Company by sending my/our assent or dissent to the said Resolution(s) in the following manner:

Item No.	Description of Resolutions	No. of Shares	I/we assent to the Resolution (FOR) Please tick (✓)	I/we dissent to the Resolution (AGAINST) Please tick (✓)
(1)	Sale of Brand Name, Logo, Trade Mark or any other Intellectual Property Rights associated with "LLOYD" and/or "Lloyd" by the Company			
(2)	Ceasing of Usage of the Brand "LLOYD" and/or "Lloyd" and Change of Name of the Company			

Date:

Place:

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

REVEN (Remote Electronic Voting Event Number)	Your User ID	Your Password

Notes:

- Please read the instructions carefully printed overleaf before completing this Form.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 23rd March, 2017 upto 5:00 P.M.

INSTRUCTIONS

- a) A member desiring to exercise his/her vote by Postal Ballot Form may send it to the Scrutinizer in the enclosed self-addressed Business Reply 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 business reply 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) Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
- e) Members can opt for only one mode of voting i.e. either by Postal Ballot Form or through e-voting. 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.
- f) Voting rights in the Postal Ballot/e-voting cannot be exercised by a proxy.
- g) Voting rights shall be reckoned on the basis of proportion to their shares in the paid-up equity share capital of the Company as on 17th February, 2017 (cut-off date for ascertaining the members for dispatch of Notice).
- h) The Postal Ballot Form should be completed and signed by the member (as per specimen signatures registered with the Company/ RTA/ 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.
- i) In case of shares held by the Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Power of Attorney/Authority Letter/attested specimen signatures etc.
- j) 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.
- k) Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. 5:00 P.M.) on 23rd March, 2017.
- l) Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be binding.
- m) A member may request for a duplicate Postal Ballot Form, if so required and the Postal Ballot Form can be downloaded from the website of the Company i.e. www.fedderslloyd.com. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified in point (k) above.
- n) 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.
- o) Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as an intimation only.