



LIVE THE FUTURE

## FEDDERS LLOYD CORPORATION LTD.

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

Phone : +91-11-40627200, 40627300 Fax : +91-11-41609909

CIN : L29299UP1957PLC021118

26 September 2015

To,

✓ Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai- 400001 Maharashtra

BSE Code: 500139

To,

National Stock Exchange of India Limited  
Exchange Plaza, Plot no. C/1, G Block,  
Bandra-Kurla Complex, Bandra (E)  
Mumbai - 400 051, Maharashtra

NSE Code: FEDDERLOYD

**Subject- Declaration of Voting Results of 59<sup>th</sup> Annual General Meeting held on 25 September 2015 in pursuance of Clause 35A of the Listing Agreement alongwith Scrutinizer's Report**

Dear Sir/Madam,

In continuation of our letter dated 25<sup>th</sup> September 2015 pertaining to outcome of the 59<sup>th</sup> Annual General Meeting ("AGM") of Fedders Lloyd Corporation Limited which was held on 25 September 2015 at 9:30 A.M. at the Registered Office of the Company situated at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, UP, India.

Please find attached herewith the voting results in pursuance of Clause 35A of the Listing Agreement and Report of Scrutinizer.

Based on the Report of Scrutinizer, all resolutions as set out in the Notice convening the AGM has been duly approved by the shareholders with requisite majority.

Kindly take the above information on record and oblige.

Thanking You,

Yours truly,

For Fedders Lloyd Corporation Limited

Purnima Sharma  
Company Secretary

ICSI Membership No.: F7706



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## Results of the 59th Annual General Meeting of Fedders Lloyd Corporation Limited pursuant to Clause 35 A of the Listing Agreement

Details under clause 35A of the Listing Agreement executed with the Stock Exchanges in respect of 59<sup>th</sup> Annual General Meeting ("AGM") of the Company vide AGM Notice dated 13 August 2015

S. No.	Particulars	Details
1.	Date of AGM	25 September 2015
2.	Total number of shareholders as on record date i.e. 19 September 2015	20900
3.	No. of Shareholders present in the meeting either in person or through proxy <ul style="list-style-type: none"> <li>➤ Promoters and Promoter Group</li> <li>➤ Public</li> </ul>	10 28
4.	No. of Shareholders attended the meeting through Video Conferencing <ul style="list-style-type: none"> <li>➤ Promoters and Promoter Group</li> <li>➤ Public</li> </ul>	Nil Nil

### Agenda Wise


The mode of voting for all resolutions were through e-voting and poll conducted at the AGM.

#### Resolution No. 1- Ordinary Resolution

Adoption of standalone and consolidated financial statements of the Company for the period ended 30 June 2015 including the audited Balance Sheet and Profit and Loss Account as at 30 June 2015 together with the reports of the Directors and Auditors thereon.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	14484582	14451513	99.77%	14451513	0	100%	0
Public- Institutional holders	3	0	-	-	-	-	-
Public- Others	16285115	5612201	34.46%	5612201	0	100%	0
<b>Total</b>	<b>30769700</b>	<b>20063714</b>	<b>65.20%</b>	<b>20063714</b>	<b>0</b>	<b>100%</b>	<b>0</b>

For Fedders Lloyd Corporation Ltd.

  
Company Secretary

### Resolution No. 2- Ordinary Resolution

Declaration of dividend of Re. 1 per equity share (10%) for the year ended on 30 June 2015.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	14484582	14451513	99.77%	14451513	0	100%	0
Public- Institutional holders	3	0	-	-	-	-	-
Public- Others	16285115	5612301	34.46%	5612101	200	99.999%	0.001%
Total	30769700	20063814	65.20%	20063614	200	99.999%	0.001%

### Resolution No. 3- Ordinary Resolution

Re-appointment of Mr. Nemichandra D. Jain (DIN: 03589109) as a Whole Time Director, who retires by rotation.

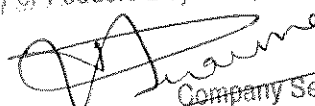
Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	14484582	14451513	99.77%	14451513	0	100%	0
Public- Institutional holders	3	0	-	-	-	-	-
Public- Others	16285115	5612301	34.46%	5612201	100	99.999%	0.001%
Total	30769700	20063814	65.20%	20063714	100	99.999%	0.001%

### Resolution No. 4- Ordinary Resolution

Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants (Firm Registration No. 000891N) as Statutory Auditors of the Company.

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	14484582	14451513	99.77%	14451513	0	100%	0
Public-	3	0	-	-	-	-	-

For Fedders Lloyd Corporation Ltd.

  
Company Secretary

Institutional holders							
Public- Others	16285115	5611924	34.46%	5611824	100	99.999%	0.001%
<b>Total</b>	<b>30769700</b>	<b>20063437</b>	<b>65.20%</b>	<b>20063337</b>	<b>100</b>	<b>99.999%</b>	<b>0.001%</b>

**Resolution No. 5- Ordinary Resolution**

**Ratification of remuneration of Cost Auditors.**

Promoter/ Public	No. of shares held	No. of votes polled	% of votes Polled on outstanding shares	No. of votes- In favour	No. of votes- Against	% of votes in favour on votes polled	% of votes, against on votes polled
Promoter and Promoter Group	14484582	14451513	99.77%	14451513	0	100%	0
Public- Institutional holders	3	0	-	-	-	-	-
Public- Others	16285115	5611924	34.46%	5611824	100	99.999%	0.01%
<b>Total</b>	<b>30769700</b>	<b>20063437</b>	<b>65.20%</b>	<b>20063337</b>	<b>100</b>	<b>99.999%</b>	<b>0.001%</b>

**Result:** As per the above details, all the resolutions set out in the Notice of the 59<sup>th</sup> AGM dated 13 August 2015 (Resolutions No. 1 to 5) have been duly passed by the members of the Company as Ordinary Resolutions.

**For Fedders Lloyd Corporation Limited**

For Fedders Lloyd Corporation Ltd.

  
Company Secretary

**Purnima Sharma**

**Company Secretary**

JCSI Membership No. F7706

Place: New Delhi

Date: 26 September 2015

Sanjay Chugh

B Com (H), F.C.S.  
Company Secretary

317, Vardhman Plaza -I,  
J Block Commercial Complex,  
Rajouri Garden,  
New Delhi-110 027  
9810770237 (M), 011-41443668

SCRUTINIZER'S REPORT

Date: 25.09.2015

The Chairman of the 59<sup>th</sup> Annual General Meeting of  
**FEDDERS LLOYD CORPORATION LIMITED**

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

Dear Sir,

The Board of Directors of the Company at their meeting held on 13<sup>th</sup> August, 2015 had appointed me as a scrutinizer to conduct the e-voting process and to scrutinize the physical ballot forms in respect of the resolutions set out in the notice dated 13<sup>th</sup> August, 2015 to be passed at 59<sup>th</sup> Annual General Meeting of Fedders Lloyd Corporation Limited held on 25<sup>th</sup> September, 2015 at the 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr - 203205 U.P.

Arrangements of e-voting through electronic means were made with NSDL and voting was kept open for three days, from Tuesday, September, 22 2015 (9:00 am IST) to Thursday, September 24, 2015 (5:00 pm).

The shareholders holding shares as on September 19, 2015 were entitled to vote on the proposed resolutions as set out in the notice of Annual General Meeting of Fedders Lloyd Corporation Limited.

The e-votes were duly unblocked in the presence of two witnesses and scrutinized and the shareholding was matched/confirmed with the Register of Members of the Company/ list of beneficiaries as on September 19, 2015.

All the e-votes received up to the close of working hours on September 24, 2015 (5:00 pm), the last date and time fixed by the Company to the cast the e-vote were considered for my scrutiny.

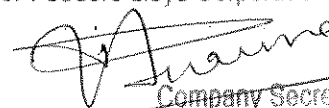
Further poll through ballot papers on the resolutions contained in notice of 59<sup>th</sup> Annual General Meeting held on 25 September, 2015 at 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr - 203205 U.P. were also considered for my scrutiny.

I hereby submit my report of e-voting as well as poll through physical ballot as under:



Page 1 of Page 3

For Fedders Lloyd Corporation Ltd.

  
Company Secretary

**Consolidated Results of E-Voting & Poll at the AGM**

**Item No. 1 - Adoption of standalone and consolidated financial statements of the Company for the period ended 30 June, 2015 including the audited Balance sheet and profit and loss account as at June 30, 2015 together with the reports of the Directors' and Auditors thereon -Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	20	38	58	348	20063366	20063714	100.00%
Dissent	0	0	0	0	0	0	0.00%
<b>Total</b>	<b>20</b>	<b>38</b>	<b>58</b>	<b>348</b>	<b>20063366</b>	<b>20063714</b>	<b>100.00%</b>

Accordingly, out of 20063714, E- Votes and Poll Polled; 20063714 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes polled; 0 Vote were cast **DISSENTING** to the Ordinary Resolution constituting 0.00 % of the votes polled on the Ordinary Resolution.

Accordingly Ordinary Resolution as contained in Item No. 1 passed with requisite majority.

**Item No. 2- Declaration of dividend of Re. 1/- per Equity Share (10%) for the year ended on 30 June, 2015 -Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	20	38	58	348	20063266	20063614	100.00%
Dissent	0	1	1	0	200	200	0.00%
<b>Total</b>	<b>20</b>	<b>39</b>	<b>59</b>	<b>348</b>	<b>20063466</b>	<b>20063814</b>	<b>100.00%</b>

Accordingly, out of 20063814, E- Votes and Poll Polled; 20063614 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes, polled; 200 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.00% % of the votes polled on the Ordinary Resolution.

Accordingly Ordinary Resolution as contained in Item No.2 passed with requisite majority.


**Item No. 3- - Re-appointment of Nemichandra D. Jain (DIN: 03589109), as a Whole Time Director of the Company-Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	20	38	58	348	20063366	20063714	100.00%
Dissent	0	1	1	0	100	100	0.00%
<b>Total</b>	<b>20</b>	<b>39</b>	<b>59</b>	<b>348</b>	<b>20063466</b>	<b>20063814</b>	<b>100.00%</b>

Accordingly, out of 20063814, E- Votes and Poll Polled; 20063714 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes polled; 100 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.00 % of the votes polled on the Ordinary Resolution.

Accordingly Ordinary Resolution as contained in Item No.3 passed with requisite majority. Page 2 of Page 3



For Fedders Lloyd Corporation Ltd.  
  
 Company Secretary

**Item No. 4- Appointment of M/s Suresh C. Mathur & Co., Chartered Accountants (Firm Registration No. 000891N) as Statutory Auditors of the Company - Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	20	37	57	348	20062989	20063337	100.00%
Dissent	0	1	1	0	100	100	0.00%
Total	20	38	58	348	20063089	20063437	100.00%

Accordingly, out of 20063437, E- Votes and Poll Polled; 20063337 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes polled; 100 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.00 % of the votes polled on the Ordinary Resolution.

Accordingly Ordinary Resolution as contained in Item No.4 passed with requisite majority.

**Item No. 5- To ratify the payment of remuneration to the Cost Auditor - Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	20	37	57	348	20062989	20063337	100.00%
Dissent	0	1	1	0	100	100	0.00%
Total	20	38	58	348	20063089	20063437	100.00%

Accordingly, out of 20063437, E- Votes and Poll Polled; 20063337 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes polled; 100 Votes were cast **DISSENTING** to the Ordinary Resolution constituting 0.00 % of the votes polled on the Ordinary Resolution.

Accordingly Ordinary Resolution as contained in Item No.5 passed with requisite majority.

Further note that besides the above, there were 3 (Three) invalid postal ballot papers with 3 shares.

Based on the above resolutions mentioned at Serial no. 1 to 5 have been passed with requisite majority.

The Register and all other papers and relevant records relating to electronic voting and physical mode shall remain in our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting.

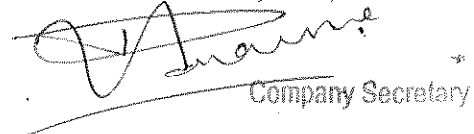
Results of the above may accordingly be declared by the Chairman of the Company.

Thanking you,  
Yours Sincerely



Sanjay Chugh  
Company Secretary  
C.P. 3073

For Fedders Lloyd Corporation Ltd.

  
Company Secretary