



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

27<sup>th</sup> August, 2016

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

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

**BSE Code: 500139**  
**Fax No: 022 22722039**

**NSE Code: FEDDERLOYD**  
**Fax No: 022 2659 8237/38**

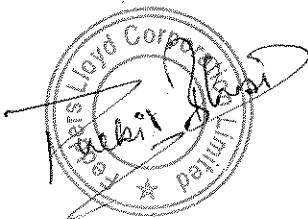
**Sub.: Proceedings of the 60<sup>th</sup> Annual General Meeting as per Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations) and Details of the Voting Results as per Regulation 44(3) of the Listing Regulations**

Dear Sir/Madam,

With reference to the captioned subject, we are pleased to inform you that the 60<sup>th</sup> Annual General Meeting (AGM) of Fedders Lloyd Corporation Limited ("Company") has been held on Saturday, 27<sup>th</sup> August, 2016 at its Registered Office situated at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh.

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Listing Regulations, the Company had provided the remote e-voting facility to the members to cast their votes electronically on the resolutions as set out in the Notice convening the AGM. The e-voting remained open from 24<sup>th</sup> August, 2016 (09:00 a.m.) to 26<sup>th</sup> August, 2016 (05:00 p.m.) and the ballot papers were circulated to the members present at the AGM for voting by those members who had not availed the remote e-voting facility.

Mr. Sanjay Chugh, Practicing Company Secretary was appointed as Scrutinizer to scrutinize the voting and remote e-voting processes in a fair and transparent manner. On the basis of the Scrutinizer's report, all the following six resolutions as set out in the Notice of AGM were passed with requisite majority:



**Resolution No. 1** - Adoption of Audited financial statements for the nine months period ended 31 March, 2016 together with the Report of Directors and Auditors thereon.

**Resolution No. 2** - Declaration of final dividend

**Resolution No. 3** - Re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as Director, who retires by rotation

**Resolution No. 4** - Ratification of appointment of M/s Suresh C. Mathur & Co., Chartered Accountants, as Statutory Auditors of the Company

**Resolution No. 5** - Re-appointment of Mr. Sham Sunder Dhawan as Whole Time Director and payment of remuneration

**Resolution No. 6** - Ratification of remuneration of M/s. Jain Sharma & Associates, Cost Auditors

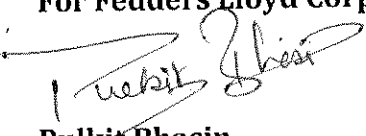
The above information may be treated as disclosure of the outcome / proceedings of the AGM of the Company in compliance with the requirement of Regulation 30 read with Part A of Schedule III of the Listing Regulations.

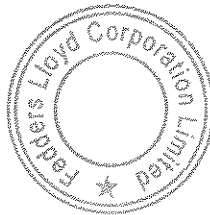
Further, pursuant to the provisions of Regulation 44(3) of the Listing Regulations, we have attached herewith the Voting Results in the prescribed format as Annexure - 1. Copy of the Scrutinizer's Report is also attached herewith as Annexure - 2.

You are requested to take the aforesaid information on records.

Thanking You,  
Yours Truly,

**For Fedders Lloyd Corporation Limited**

  
**Pulkit Bhasin**  
Company secretary  
ICSI Membership No.: A27686



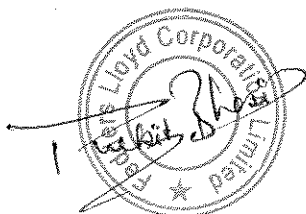
**Fedders Lloyd Corporation Limited****Disclosure in terms of regulation 44(3) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 Fedders Lloyd Corporation Limited**

S. No.	Description	Particulars
1	Date of AGM	27 <sup>th</sup> August, 2016
2	Total Number of shareholders on Record date i.e. 20 <sup>th</sup> August, 2016	23488
3	No of shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group	10
	Public	51
4	No. of shareholders attended the meeting through Video Conferencing:	
	Promoters and Promoter Group	NIL
	Public	NIL

**Agenda-wise disclosure**

- Adoption of Audited financial statements for the nine months period ended 31<sup>st</sup> March, 2016 together with Report of the Board of Directors and Auditors thereon.

Resolution required		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)]* 100	% of votes in against on votes polled (7) = [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	14461682	14451682	99.93	14451682	-	100.00	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>14451682</b>	<b>99.93</b>	<b>14451682</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	E-voting	45651	-	-	-	-	-	-
	Poll		-	-	-	-	-	
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>45651</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public -Non Institutions	E-voting	16262367	3080614	18.94	3080614	-	100.00	-
	Poll		2304098	14.17	2304098	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	
	<b>Total</b>		<b>5384712</b>	<b>33.11</b>	<b>5384712</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>30769700</b>	<b>19836394</b>	<b>64.47</b>	<b>19836394</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

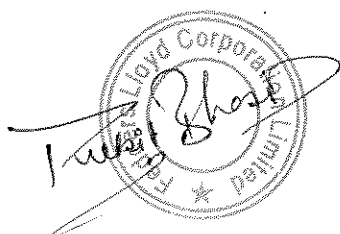


## 2. Declaration of Final Dividend

Resolution required		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes on Polled outstanding shares (3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	14461682	14451682	99.93	14451682	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>14451682</b>	<b>99.93</b>	<b>14451682</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	E-voting	45651	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>45651</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public -Non Institutions	E-voting	16262367	3080724	18.94	3080724	-	100.00	-
	Poll		2304098	14.17	2304098	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>5384822</b>	<b>33.11</b>	<b>5384822</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
<b>Total</b>		<b>30769700</b>	<b>19836504</b>	<b>64.47</b>	<b>19836504</b>	<b>-</b>	<b>100.00</b>	<b>-</b>

## 3. Re-appointment of Mr. Sham Sunder Dhawan (DIN: 005208056) as Director, who retires by rotation

Resolution required		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes on Polled outstanding shares (3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	14461682	14451682	99.93	14451682	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>14451682</b>	<b>99.93</b>	<b>14451682</b>	<b>-</b>	<b>100.00</b>	<b>-</b>
Public - Institutions	E-voting	45651	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>45651</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Public -Non Institutions	E-voting	16262367	3080724	18.94	3080624	100	100.00	0.00
	Poll		2304098	14.17	2304098	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Total</b>		<b>5384822</b>	<b>33.11</b>	<b>5384722</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>
<b>Total</b>		<b>30769700</b>	<b>19836504</b>	<b>64.47</b>	<b>19836404</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

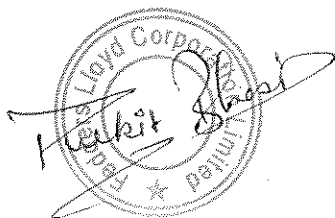


4. Ratification of appointment of M/s. Suresh C Mathur & Co., Chartered Accountants, as Statutory Auditors of the Company

Resolution required		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	14461682	14451682	99.93	14451682	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14461682	14451682	99.93	14451682	-	100.00
Public - Institutions	E-voting	45651	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		45651	-	-	-	-	-
Public -Non Institutions	E-voting	16262367	3080724	18.94	3080624	100	100.00	0.00
	Poll		2304098	14.17	2304098	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16262367	5384822	33.11	5384722	100	100.00
<b>Total</b>		<b>30769700</b>	<b>19836504</b>	<b>64.47</b>	<b>19836404</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

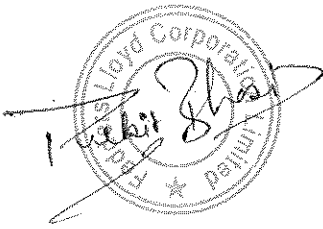
5. Re-appointment of Mr. Sham Sunder Dhawan as Whole-time Director and payment of remuneration

Resolution required		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6) = [(4)/(2)] * 100	% of votes in against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-voting	14461682	14451682	99.93	14451682	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14461682	14451682	99.93	14451682	-	100.00
Public - Institutions	E-voting	45651	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		45651	-	-	-	-	-
Public -Non Institutions	E-voting	16262367	3080724	18.94	3080124	300	100.00	0.00
	Poll		2304098	14.17	2304098	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16262367	5384822	33.11	5384522	300	100.00
<b>Total</b>		<b>30769700</b>	<b>19836504</b>	<b>64.47</b>	<b>19836204</b>	<b>300</b>	<b>100.00</b>	<b>0.00</b>



6. Ratification of remuneration of M/s. Jain Sharma & Associates, Cost Auditors

Resolution required		Ordinary						
Whether Promoter/Promoter Group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of shares held (1)	No. of Votes polled (2)	% of votes Polled on outstanding shares (3)= [(2)/(1)]* 100	No. of votes in favour (4)	No. of votes against (5)	% of votes in favour on votes polled (6)= [(4)/(2)]* 100	% of votes in against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	14461682	14451682	99.93	14451682	-	100.00	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		14461682	14451682	99.93	14451682	-	100.00
Public - Institutions	E-voting	45651	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		45651	-	-	-	-	-
Public -Non Institutions	E-voting	16262367	3080724	18.94	3080724	-	100.00	-
	Poll		2304098	14.17	2304098	-	100.00	-
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		16262367	5384822	33.11	5384822	-	100.00
<b>Total</b>		<b>30769700</b>	<b>19836504</b>	<b>64.47</b>	<b>19836504</b>	<b>-</b>	<b>100.00</b>	<b>-</b>



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

ANNEXURE-2

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

**SCRUTINIZER'S REPORT**

Date: 27.08.2016

The Chairman of the 60<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,

Sub. Scrutinizer's Report pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014

1. I, Sanjay Chugh, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of the Company, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to scrutinize the voting processes in a fair and transparent manner and ascertaining the requisite majority on voting carried out for the below mentioned resolutions as set out in the Notice dated 30<sup>th</sup> May 2016 of the 60<sup>th</sup> Annual General Meeting of the shareholders of the Company held on Saturday, 27<sup>th</sup> August 2016.
2. As required under Section 101 and 108 of the Act, Notice dated 30<sup>th</sup> May 2016 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders in respect of the 60<sup>th</sup> Annual General Meeting of the Company. The shareholders holding shares as on the cut-off date (record date) i.e. 20<sup>th</sup> August 2016 were entitled to vote on the proposed resolutions on Item No.1 to 6 as set out in the notice of the Annual General Meeting of the Company.
3. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by shareholders of the Company. The remote e-voting period commenced on Wednesday, August 24, 2016 at 9.00 a.m. and ended on Friday, August 26, 2016 at 5.00 p.m. and the NSDL e-voting platform was blocked thereafter.
4. The Ballot voting at the venue of the Annual General Meeting held on August 27, 2016 was conducted at 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr - 203205 U.P.
5. The votes were unblocked on August 27, 2016 after the AGM in the presence of two witnesses who are not in the employment of the Company.
6. I have scrutinized and reviewed the voting through electronic means and poll through ballot papers tendered at 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr - 203205 U.P. and maintained register in which necessary entries have been made in accordance with the above rules.



I now submit my Report as under on the result of the voting through electronic means (remote e-voting as well as ballot paper voting at the venue of the Annual General Meeting) as under:

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

**Item No. 1 - Adoption of standalone and consolidated financial statements of the Company for the nine months period ended March 31, 2016 including the audited Balance sheet and profit and loss account for the nine months period ended March 31, 2016 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	34	45	79	2304098	17532296	19836394	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	34	45	79	2304098	17532296	19836394	100.00%

Accordingly, out of 19836394, E- Votes and Poll Polled; 19836394 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. 0.75/- per Equity Share (7.5%) for the nine months period ended March 31, 2016 -Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	34	46	80	2304098	17532406	19836504	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	34	46	80	2304098	17532406	19836504	100.00%

Accordingly, out of 19836504, E- Votes and Poll Polled; 19836504 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.2 passed with requisite majority.

**Item No. 3- - Appointment of a director in place of Mr. Sham Sunder Dhawan (DIN: 00528056), who retires by rotation and being eligible, offers himself for re-appointment.-Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	34	45	79	2304098	17532306	19836404	100.00%
Dissent	0	1	1	0	100	100	0.00%
Total	34	46	80	2304098	17532406	19836504	100.00%





Accordingly, out of 19836504, E- Votes and Poll Polled; 19836404 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.

**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	34	45	79	2304098	17532306	19836404	100.00%
Dissent	0	1	1	0	100	100	0.00%
Total	34	46	80	2304098	17532406	19836504	100.00%

Accordingly, out of 19836504, E- Votes and Poll Polled; 19836404 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- Re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as the Whole-time Director of the Company and payment of remuneration - Ordinary Resolution:**

Particulars	Number of			Number of votes contained in			Percentage
	Poll	E-Votes	Total	Poll	E-Votes	Total	
Assent	34	44	78	2304098	17532106	19836204	100.00%
Dissent	0	2	2	0	300	300	0.00%
Total	34	46	80	2304098	17532406	19836504	100.00%

Accordingly, out of 19836504, E- Votes and Poll Polled; 19836204 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 100.00 % of the votes polled; 300 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.

**Item No. 6- Ratification of 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	34	46	80	2304098	17532406	19836504	100.00%
Dissent	0	0	0	0	0	0	0.00%
Total	34	46	80	2304098	17532406	19836504	100.00%

Accordingly, out of 19836504, E- Votes and Poll Polled; 19836504 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.

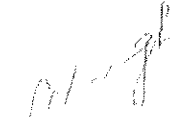
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Accordingly Ordinary Resolution as contained in Item No.6 passed with requisite majority.

7. Further note that besides the above, there were no invalid postal ballot papers.
8. Based on the above resolutions mentioned at Serial no. 1 to 6 have been passed with requisite majority.
9. 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.

Thanking you,  
Yours Sincerely



Sanjay Chugh  
Company Secretary  
C.P. 3073