

**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

Results of the Postal Ballot Process

Details under clause 35A of the Listing Agreement executed with the Stock Exchanges in respect of Postal Ballot Process conducted by the Company vide Postal Ballot Notice dated August 27, 2014

S. No.	Particulars	Details
1.	Declaration of Postal Ballot Results	October 30, 2014
2.	Total number of shareholders as on record date i.e. September 12, 2014	20353
3.	No. of Shareholders who participated in the Postal Ballot Process either through e-voting or through Ballot Papers	
	➤ Promoters and Promoter Group	11
	➤ Public	118

Agenda Wise

The mode of voting for all resolutions was through e-voting or through Ballot Papers.

Resolution No. 1- Special Resolution**AUTHORITY U/S 180(1)(c) OF THE COMPANIES ACT, 2013 TO BORROW MONEY UPTO INR 2,000 CRORES**

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	14441582	14408682	99.77%	14408682	0	100%	0
Public- Institutional holders	1	0	-	-	-	-	-
Public- Others	16328117	7229893	44.27%	7228942	951	99.98%	0.013%
Total	30769700	21638575	70.32%	21637624	951	99.99%	0.00004%



Resolution No. 2- Special Resolution

AUTHORITY U/S 180(1)(a) OF THE COMPANIES ACT, 2013 TO SALE, LEASE OR OTHERWISE DISPOSE OF, TO MORTGAGE/CREATE CHARGES ON THE PROPERTIES 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	14441582	14408682	99.77%	14408682	0	100%	0
Public- Institutional holders	1	0	-	-	-	-	-
Public- Others	16328117	7229593	44.28%	7224477	5116	99.93%	0.07%
Total	30769700	21638275	70.32%	21633159	5116	99.97%	0.023%

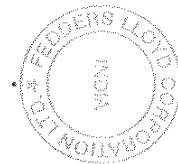
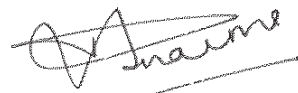
Resolution No. 3- Special Resolution

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

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	14441582	14408682	99.77%	14408682	0	100%	0
Public- Institutional holders	1	0	-	-	-	-	-
Public- Others	16328117	7228993	44.27%	7227287	1706	99.97%	0.023%
Total	30769700	21637675	70.32%	21635969	1706	99.99%	0.007%

Result: As per the above details, all the resolutions set out in the Notice of the Postal Ballot dated August 27, 2014 (Resolutions No. 1 to 3) have been duly passed by the members of the Company as Special Resolutions.

For Fedders Lloyd Corporation Limited



Purnima Sharma
Company Secretary
(ICSI Membership No. F7706)

Date: October 31, 2014

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

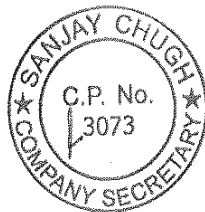
SCRUTINIZER'S REPORT

Date: October 29, 2014

The Chairman
FEDDERS LLOYD CORPORATION LIMITED.
C - 4 PHASE - IINOIDA,
DISTTG B NAGAR,
UTTAR PRADESH - :201305

Dear Sir,

1. The Board of Directors of the Company by means of the resolution dated 27th August, 2014 has appointed me as Scrutinizer for conducting the postal ballot voting process.
2. I submit my report as under;
 - 2.1 The company has completed on 20th September, 2014 the dispatch of postal ballots along Postage pre-paid business reply envelopes to its Members whose name(s) appeared on Register of Members as on 12th September, 2014.
 - 2.2 Particulars of all the postal ballots received from the Members have been entered in a Register separately maintained for the purpose.
 - 2.3 The postal ballots were kept under safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballots.
 - 2.4 The ballot box was opened on 27th October, 2014 in the presence of Two Witnesses not in the employment of the Company.
 - 2.5 The postal ballots were duly opened in my presence and scrutinized and the shareholdings were matched / confirmed with the Register of Members of the Company as on 12th September, 2014.
 - 2.6 All postal ballots received up to 6.00 P.M. on 25th October, 2014, the last date and time fixed by the Company for receipt of the ballots , were considered for scrutiny.



3. A summary of the votes polled through e-voting and postal ballot papers:

(1) Resolution No. 1 –Special Resolution

Consolidated Results of E-Voting & Voting through Postal Ballot papers on item No. 1 of Postal Ballot Notice dated 27.08.2014-Special Resolution

Re-confirmation of the Borrowing Powers of the Company under Section 180(1)(c) of the Companies Act, 2013

Particulars	Number of			Number of votes contained in			Percentage
	Poll through postal ballot	E-Votes	Total	Poll through postal ballot	E-Votes	Total	
Assent	39	79	118	7151	21630473	21637624	99.99%
Dissent	3	5	8	518	433	951	0.01%
Total	42	84	126	7669	21630906	21638575	100.00%

Accordingly, out of 21638575, E- Votes and Poll Polled though ballot paper; 21637624 Votes were cast ASSENTING to the Special Resolution constituting 99.99% of the votes polled; 951 Votes were cast DISSENTING to the Special Resolution constituting 0.01% of the votes polled on the **Special Resolution**.

Thus, accordingly **Special Resolution** as contained in Item No. 1 passed with requisite majority.

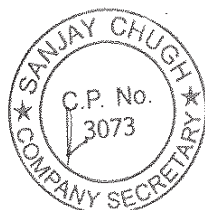
(2) Resolution No. 2 – Special Resolution

To create a charge on the assets of the Company under Section 180(1)(a) of the Companies Act, 2013

Particulars	Number of			Number of votes contained in			Percentage
	Poll through postal ballot	E-Votes	Total	Poll through postal ballot	E-Votes	Total	
Assent	36	77	113	6751	21626408	21633159	99.98%
Dissent	5	7	12	618	4498	5116	0.02%
Total	41	84	125	7369	21630906	21638275	100.00%

Accordingly, out of 21638275, E- Votes and Poll Polled though ballot paper; 21633159 Votes were cast ASSENTING to the Special Resolution constituting 99.98% of the votes polled; 5116 Votes were cast DISSENTING to the Special Resolution constituting 0.02% of the votes polled on the **Special Resolution**.

Scrutinizer's Report -Page 2 of Page 3



Thus, accordingly Special Resolution as contained in Item No. 2 passed with requisite majority.

(3) Resolution No. 3 – Special Resolution

To adopt new set of Articles of Association of the Company under Section 14 of the Companies Act, 2013

Particulars	Number of			Number of votes contained in			Percentage
	Poll through postal ballot	E-Votes	Total	Poll through postal ballot	E-Votes	Total	
Assent	39	79	118	6951	21629018	21635969	99.99%
Dissent	2	4	6	418	1288	1706	0.01%
Total	41	83	124	7369	21630306	21637675	100.00%

Accordingly, out of 21637675, E- Votes and Poll Polled though ballot paper; 21635969 Votes were cast ASSENTING to the Special Resolution constituting 99.99% of the votes polled; 1706 Votes were cast DISSENTING to the Special Resolution constituting 0.01 % of the votes polled on the Special Resolution.

Thus, accordingly Special Resolution as contained in Item No. 3 passed with requisite majority.

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

Based on the above, resolutions mentioned at serial no. 1 to 3 have been passed with requisite majority.

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

Thanking you,

Yours Sincerely



Sanjay Chugh
Company Secretary
C.P. 3073