



## NOTICE

Registered Office:  
A-146, (B & C)  
RIICO Industrial Area,  
Bhiwadi Distt., Alwar,  
Rajasthan-301 019

NOTICE is hereby given that the 23<sup>rd</sup> Annual General Meeting of Lloyd Electric & Engineering Limited will be held on Tuesday, 28<sup>th</sup> September, 2010 at 9:30 A.M. at the Registered Office of the Company situated at A-146 (B & C), RIICO Industrial Area, Bhiwadi, Distt. Alwar, Rajasthan for transacting the following business(s):

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2010 and the Profit and Loss Account for the year ended on that date together with the Reports of Board of Directors and Auditors thereon.
2. To declare the dividend for the Financial Year 2009-2010.
3. To appoint a Director in place of **Mr. K. Lall** who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of **Mr. S.K. Sharma** who retires by rotation and being eligible, offers himself for reappointment.
5. To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **"Ordinary Resolution"**:

**"RESOLVED THAT M/s Suresh C. Mathur & Co.,** Chartered Accountants, the Statutory Auditors of the Company, who retires at the conclusion of this meeting, be and are hereby re-appointed as Statutory Auditors of the Company for the Financial Year 2010 -11, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed by the Board of Directors/ Committee thereof, including out-of-pocket and traveling expenses."

### SPECIAL BUSINESS:

6. To consider and if thought fit, to pass with or without modification(s), the following Resolutions as an **"Ordinary Resolution"**:  
**"RESOLVED THAT** pursuant to the provisions of section 260 of the Companies Act, 1956, and Articles of Association of the Company and other applicable provisions, if any, **Dr. Geeta Ajit Tekchand**, who was appointed as an Additional Director on 28<sup>th</sup> January, 2010 and whose term of office expires at this Annual General Meeting and in respect of whom, Company has received notice from a member under section 257 of the said Act proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company subject to retirement by rotation."

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **"Ordinary resolution"**:  
**"RESOLVED THAT** in accordance with the provisions of Section 198, 269, 309, 311, 316, 317, Schedule XIII and any other provisions of the Companies Act, 1956 and any other provision of any Act, Law, Rules and regulations as may be applicable and subject to the approval of central Government, shareholders and other authorities wherever required and in consonance of Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Appointment of **Mr. Mukat Behari Sharma** as Whole -Time Director of the Company liable to retire by rotation for a period of 5 years with effect from 28<sup>th</sup> January 2010 on such terms and conditions including remuneration as stated in the Explanatory Statement annexed to the Notice convening this meeting with the authority to the Board to alter, vary, modify, change, substitute and/or revise all or any of the terms and conditions of remuneration in accordance with law from time to time in force as may be desirable or necessary.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, agreements, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors to give effect to the aforesaid resolution."

8. **Enhancement in Remuneration of Managing Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **"Ordinary resolution"**:

**"RESOLVED THAT** subject to the consents and permissions, if any, as may be necessary the consent of the Company be and is hereby accorded in accordance with the provisions of Section 198, 269, 309, 311, 316, 317, Schedule XIII and other applicable statutory provisions of the Companies Act, 1956, to enhancement of remuneration and benefits and amenities paid/ payable/ enjoyed to/ by **Mr. Brij Raj Punj**, the Managing Director of the Company with effect from 1<sup>st</sup> October 2010 as detailed in the explanatory statement.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorized to revise and/ or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/ or any statutory modification(s) thereof and provided further that such enhanced remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ fixation by the Board/ Committee."

9. **Enhancement in Remuneration of Whole Time Director**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **"Ordinary resolution"**:

**"RESOLVED THAT** subject to the consents and permissions, if any, as may be necessary the consent of the Company be and is hereby accorded in accordance with the provisions of Section 198, 269, 309, 311, 316, 317, Schedule XIII and other applicable statutory provisions of the Companies Act, 1956, to enhancement of remuneration and benefits and amenities paid/ payable/ enjoyed to/ by **Mr. A.K. Roy**, the Whole Time Director of the Company with effect from 1<sup>st</sup> April 2010 as detailed in the explanatory statement.

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**RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall also be deemed to include the Remuneration Committee constituted by the Board) be and is hereby authorized to revise and/ or re-fix the said remuneration and/ or other perquisites, benefits and amenities provided that so revised/ re-fixed remuneration and/or other perquisites etc. do not exceed the limits prescribed from time to time under Schedule XIII or any other provisions of Companies Act, 1956, and/ or any statutory modification(s) thereof and provided further that such enhanced remuneration, allowances and perquisites are subsequently placed before the shareholders in their General Meeting held after such enhancement/ revision/ fixation by the Board/ Committee.”

**By order of the Board of Directors**

**Dated: August 31, 2010**

**Place: New Delhi**

**Anita K. Sharma**  
**Company Secretary**

## NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. Members/ Proxies should bring duly filled Attendance Slip sent herewith to attend the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, September 20, 2010 to Tuesday September 28, 2010 (both days inclusive).
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
5. The shares of the Company are listed on the Bombay Stock Exchange Ltd., Mumbai and The National Stock Exchange of India Ltd. The annual listing fee for the year 2010-2011 is already paid.
6. All documents referred to in the notice are open for inspection at the registered office of the company during working hours.
7. Members holding shares in the dematerialized mode are requested to intimate all changes with respect to their bank details, ECS mandate, nomination, power of attorney, address, name, etc., to their depository participant (DP). These changes will be automatically reflected in Company's records, which will help the Company to provide better services to the members. Members holding shares in physical mode are requested to intimate the changes to the Registrar and Share Transfer Agent M/s. Skyline Financial Services Private Limited.
8. The shareholders requiring information on accounts are requested to send their queries to the company at least 7 days in advance.
9. **Dividend Entitlement:** Dividend on Equity Shares, as recommended by the Directors, if declared at the meeting will be payable to those members whose names appear on the Register of Members of the Company. In the case of beneficial owner as at the close of September 19, 2010 as per the beneficial ownership data furnished by NSDL/CDSL for the purpose and in respect of shares held in physical form after giving effect to all valid Share transfers in physical form which are lodged with the Company before September 20, 2010.

Dividend Amount of Members holding Shares in Electronic Form and to those Members holding in Physical Form, who have given their Bank detail, will be credited to their respective Bank Account through Electronic Clearing Service (ECS), wherever such facilities are available, soon after the declaration of the Dividend in the AGM.

Dividend warrants in respect of Members holding in Physical Form will be sent through post by October 15, 2010 (tentative date).

In order to avoid any fraudulent encashment, Members are requested to furnish their Bank Account Number and Bank's name so as to incorporate the same in the Dividend Warrant, immediately, if not submitted earlier. If there is any change in the Bank Account of Demat Members, they are requested to intimate the same to their respective Depository Participants for their further action.

Pursuant to the provisions of Section 205 A(5) and 205 C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends up till the financial years 1996-97 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.

Dividends for the financial year ended March 31, 2006 and thereafter, which remain unpaid or unclaimed for a period of 7 years from the date they became due for payment will be transferred by the Company to IEPF. Members who have not so far encashed dividend warrant(s) for the aforesaid years are requested to seek issue of duplicate warrant(s) by writing to the Company or Registrar and Share Transfer Agent M/s. Skyline Financial Services Private Limited immediately.

10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company's Registrars and Share Transfer Agents, for consolidation into a single folio.
11. The relevant details as required by clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking re-appointment as Directors under Item no. 3 and 4 are appended herewith.

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### ITEM NO.6

Pursuant to the provisions of Section 260 of the Companies Act, 1956 and Articles of Association of the Company, the Board of Directors of the Company appointed Dr. Geeta Ajit Tekchand, as an Additional Director of the Company w.e.f. 28<sup>th</sup> January, 2010.

As per the provisions contained in Section 260 of the Companies Act, 1956, Dr. Geeta Ajit Tekchand holds office upto the ensuing Annual General Meeting of the Company.

Dr. Geeta Ajit Tekchand holds Doctorate degree in Physical Therapy. Apart from her current assignment, she is actively involved in imparting various professional trainings, counselling in addition to being on the editorial board for publications by various institutes. Her association with the board will benefit the Company and the Board considers that it is desirable to avail her services as a Director.



Notice in writing under Section 257 (1) of the Companies Act, 1956 has been received from a member of the Company proposing the candidature of Dr. Geeta Ajit Tekchand for the office of the Director alongwith the deposit of Rs.500/-.

The Members of the Company are hereby informed of the candidature of Dr. Geeta Ajit Tekchand for the office of Director and this be treated as individual notice to the members of the Company in terms of Section 257 (1A) of the Companies Act, 1956.

Your Directors recommend the aforesaid resolution for the approval of shareholders by way of Ordinary Resolution.

None of the directors, except Dr. Geeta Ajit Tekchand, is concerned or interested in the said resolution.

#### **ITEM NO.7**

Your Directors at their meeting held on January 28, 2010 had, subject to the shareholders' approval and pursuant to the provisions of the Articles of Association of the Company, appointed Mr. Mukat Behari Sharma as Whole Time Director of the Company liable to retire by rotation for a period of 5 years with effect from January 28, 2010 on the remuneration recommended by the Remuneration Committee and approved by the Board of Directors.

Mr. Mukat Behari Sharma has been associated with the Company in the capacity of the Chief Financial Officer of the Company. A commerce graduate, Mr. Sharma has been serving the organization for more than two decades and has held various executive, senior executive positions both at finance and operational level before being accolade the current assignment. Mr. Sharma aged 46 possess rich and vast experience in the areas of finance, accounts and commercial, business development and planning, strategic mergers and acquisition.

Mr. Sharma is also currently holding position of Executive of Lloyd Coils Europe s.r.o., Czech based subsidiary of the Company. His vast experience in various fields would professionally empower the Board and help in making strategic policies and taking corporate decisions. Mr. Sharma fulfills the eligibility criteria set out under Part I of schedule XIII to the Companies Act, 1956. The remuneration payable to Mr. Sharma is in accordance with the provisions of Schedule XIII of the Companies Act, 1956.

The Remuneration payable to the Whole Time Director as recommended by the Remuneration Committee and approved by the Board of Directors is as follows:

#### **Terms & Conditions of remuneration**

1. Gross Remuneration : Gross monthly remuneration of Rs. 2,70,000/- (with an annual increment upto 30% per year subject to the approval of the Board of Directors/Committee thereof from time to time) whether paid as salary, allowance(s), perquisites or a combination thereof.
2. Commission : Subject to the limits laid down under the provisions of section 309 of the Companies Act, 1956.  
Provided that total remuneration including salary, commission, perquisites and allowances shall not exceed 5% of the net profit individually and 10% of the net profit collectively payable to all the Managing Directors / Whole time Directors in any year computed in the manner laid down under Section 309(5) of the Companies Act, 1956.

Provided that the following perquisites shall not be included in computation of ceiling on remuneration:

#### **A.**

- a. Contribution to Provident fund, Superannuation fund or annuity fund, as per company's rules.
- b. Gratuity payable as per Company's rules.
- c. Encashment of leave at the end of tenure, as per rules of the Company.

#### **B.**

- a. Free use of Company's car with driver and free use of Company's telephone at his residence and mobile phone.
- b. Out of pocket expenses incurred in course of the official duties.

#### **Other Benefits:-**

- Premium for insurance shall be paid in accordance with rules and policies of the Company.
- Housing Loan or other facilities as applicable and in accordance with the rules and policies of the company.
- Any other benefits, facilities, allowances and expenses as may be allowed under Company's rules / scheme and available to other employees.

Provided further that, in the event of absence or inadequacy of profits, no reduction from salary or perquisites shall be made and entire remuneration by way of salary and perquisites mentioned above shall be paid as minimum remuneration subject to the provisions of Schedule XIII to the Companies Act, 1956.

Your Directors recommend the aforesaid resolution for the approval of shareholders by way of Ordinary Resolution.

Except Mr. Mukat Behari Sharma, none of the directors are concerned or interested in the said resolution.

#### **ITEM NO.8**

Mr. Brij Raj Punj has been serving as the Chairman & Managing Director of the Company for the last many years. The Present term of Mr. Brij Raj Punj shall expire on October 31, 2013.

The present Proposal is to seek the member's approval for the revision in the remuneration payable to Mr. Brij Raj Punj as Managing Director, in terms of the applicable provisions of the Companies Act, 1956.

Currently, Mr. Brij Raj Punj is drawing remuneration of Rs. 2,50,000/- per month, which was fixed by the shareholders of the company at the Annual General Meeting held on September 29, 2008. Keeping in view the enormous progress that the Company has made under the able guidance of Mr. Brij Raj Punj in the last few years and the heavy responsibilities shouldered by him, the Remuneration Committee followed by the Board of Directors has accorded their respective approvals for the enhancement of Mr. Brij Raj Punj's salary from Rs. 2,50,000/- per month to Rs. 3,50,000/- per month w.e.f. October 1, 2010. Such allowances and perquisites which have direct linkage to the basic salary are also proposed to be revised.

The Board of Directors of the Company (the "Board"), at their meeting held on August 31, 2010 has, subject to the approval of the members, considered the revision in remuneration payable to Mr. B. R. Punj as the Managing Director of the Company w.e.f. October 1, 2010 for the remainder of his term of office i.e. upto October 31, 2013.

Hence Item No.8

The terms of employment of Mr.Brij Raj Punj are available for inspection for the members of the Company at the Registered Office of the Company during the business hours on any working days of the Company.

Except Mr. Brij Raj Punj, no other director is in any way concerned or interested in the said resolution.

#### ITEM NO.9

Mr.A.K.Roy has been serving as the Whole Time Director of the Company.

Currently Mr.Roy is drawing monthly remuneration of Rs.3,40,000 which was fixed by the shareholders in the general meeting held on September 29,2007.

The Remuneration Committee followed by the Board of Directors has considered that the Company has grown manifold and has increased the job and responsibility of Mr.A.K.Roy, as the Whole Time Director of the Company which should be suitably rewarded.

The Remuneration Committee/ the Board of Directors of the Company (the "Board"), at their meeting held on August 31, 2010 has, subject to the approval of the members, considered the revision in remuneration payable to Mr. A. K. Roy in the scale of Rs. 400000 to Rs. 600000 per month w.e.f. April 1, 2010 for the remainder of his term of office, along with the payment of Commission as may be fixed by the Remuneration Committee/Board of Directors the Company within the overall ceiling fixed under the applicable provisions of the Companies Act, 1956.

Your Directors recommend the aforesaid resolution for the approval of shareholders by way of Ordinary Resolution.

Except Mr.A.K.Roy, none of the directors are concerned or interested in the said resolution.

**By order of the Board of Directors**

**Dated: August 31, 2010**

**Place: New Delhi**

**Anita K. Sharma**

**Company Secretary**

### Details of Directors seeking re-appointment at the forthcoming Annual General Meeting

(Pursuant to clause 49 of the Listing Agreement)

Name of Director	Mr. K. Lall	Mr. S.K. Sharma
Date of Birth	19.07.1944	01.10.1944
Date of Appointment	30.01.2002	31.01.2005
Qualification & Expertise	Mr. K. Lall is a FCS and CWA and possess a vast professional experience of over 37 years in the field of financial and corporate matters such as investment banking, corporate finance, business restructuring, legal and commercial laws etc.	Mr. S.K. Sharma holds a Master degree in Engineering in Electrical Communication from the Indian Institute of Science, Bangalore. He is a retired officer from the Indian Air Force following a career of 35 years in the service. He possesses vast experience in the field of planning, controlling and executing technical projects/ activities of communication, electrical and air conditioning system. He also possesses vast experience in management, human resources and administrative fields.
Shareholding in the Company	1500 shares	NIL
List of Other public Limited companies in which directorship held	a. Fedders Lloyd Corporation Limited b. Arjun Industries Limited, Vishwas c. Securities Limited	Fedders Lloyd Corporation Limited,
Membership/Chairmanship of Committees of other public companies	Chairmanship: 1. Audit Committee-Fedders Lloyd Corporation Limited 2. Share Transfer cum Investors' Grievance Committee-Fedders Lloyd Corporation Limited	Membership: 1. Audit Committee-Fedders Lloyd Corporation Limited
Relationships between directors inter se	NIL	NIL

**By order of the Board of Directors**

**Dated: August 31, 2010**

**Place: New Delhi**

**Anita K. Sharma**

**Company Secretary**

# LLOYD ELECTRIC & ENGINEERING LIMITED

Regd. Office: A-146 (B&C), RIICO Industrial Area, Bhiwadi, Distt.Alwar, Rajasthan - 301 019



## ATTENDANCE SLIP

(For attending the 23rd Annual General Meeting)

PLEASE FILL THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

NO.OF SHARE HELD.....

Folio No.....

I/we record my/our presence at the 23<sup>rd</sup> **Annual General Meeting** of the Company held on Tuesday, September 28, 2010 at 9:30 A.M.at A-146 (B & C), RIICO Industrial Area, Bhiwadi, Distt.Alwar, Rajasthan-301 019.

Name and Address of the Shareholder .....

NAME OF THE PROXY.....  
(to be filled only when Shareholder is appointing proxy)

SIGNATURE OF THE SHAREHOLDER / PROXY

# LLOYD ELECTRIC & ENGINEERING LIMITED

Regd. Office: A-146 (B&C), RIICO Industrial Area, Bhiwadi, Distt.Alwar, Rajasthan - 301 019



## PROXY FORM

I/We .....of .....

in the district of .....being a member/members of the Company, hereby

appoint.....of .....

in the district of.....or failing him.....

in the district of.....

as my/our proxy to attend and vote for me/us on my / our behalf at the 23<sup>rd</sup> **Annual General Meeting** of the Company to be held on Tuesday, September 28, 2010 at 9:30 A.M.at A-146 (B & C), RIICO Industrial Area, Bhiwadi, Distt.Alwar, Rajasthan-301 019.

Signed this .....day of .....2010.

Signature.....

Affix a  
Re. 1/-  
Revenue  
Stamps

Note: The proxy in order to be effective should be duly stamped, complete and signed and must be deposited at the Regd. office of the Company not less than 48 hours before the time for holding the aforesaid meeting. The proxy need not be a member of the Company.