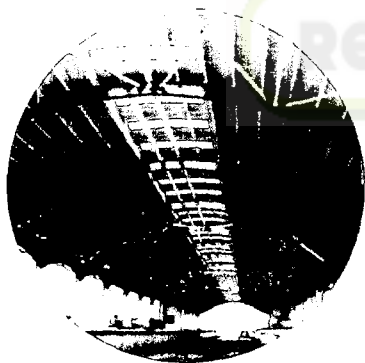
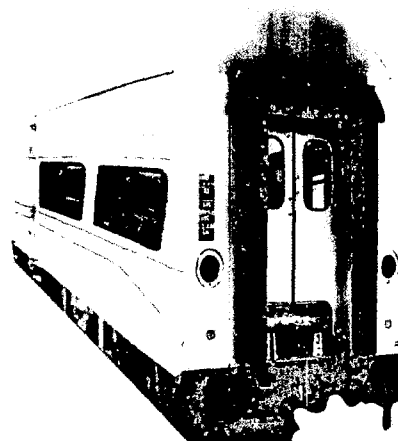
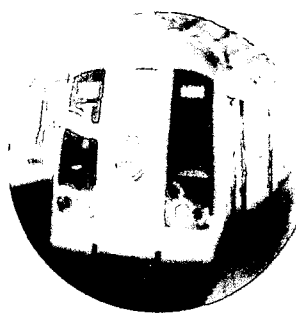
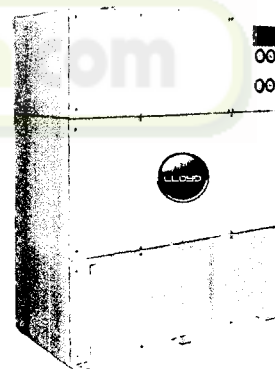


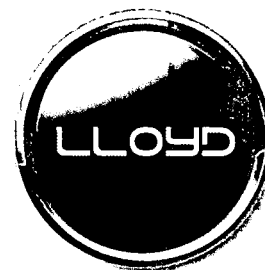
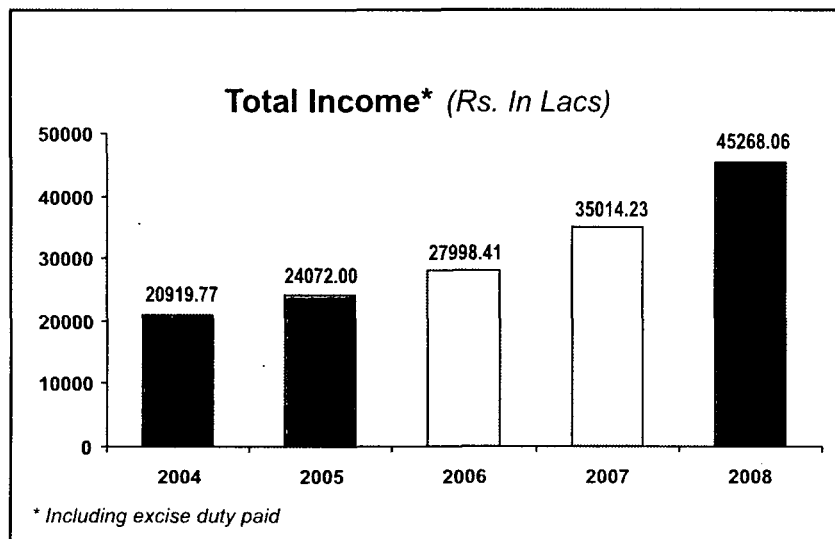
FEDDERS LLOYD CORPORATION LTD.



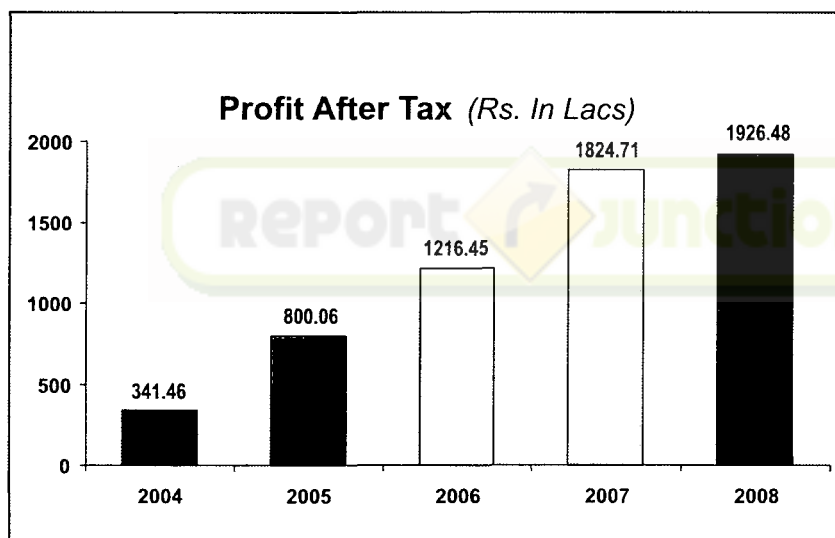
LIVE THE FUTURE



The growth pattern

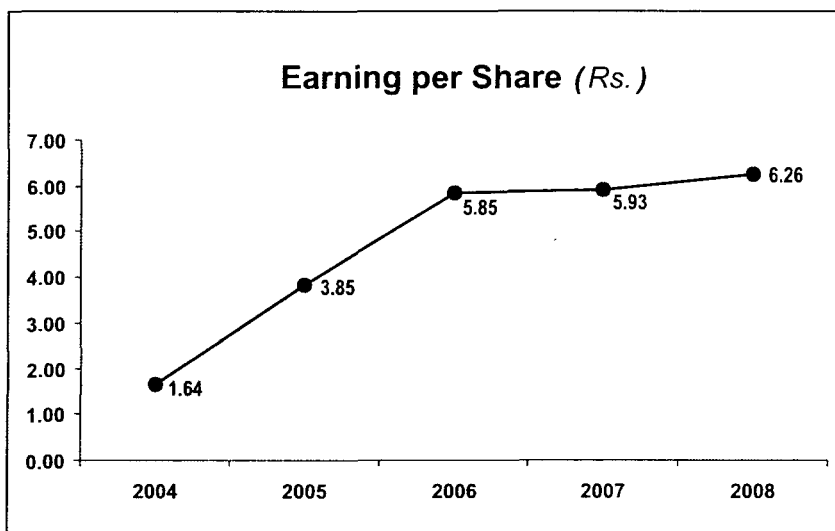


Financial Highlights 2007-08



Total Income
Rs. 45,268.06 Lacs

**Earnings before Interest
Depreciation & Tax**
Rs. 3,082.85 Lacs



Profit before Tax
Rs. 2,063.68 Lacs

Profit after Tax
Rs. 1,926.48 Lacs

Earning per Share
Rs. 6.26

Board of Directors

Mr. Brij Raj Punj

Chairman & Managing Director

Mr. S.S. Dhawan

Whole Time Director

Mr. T.V. P. Punj

Mr. K. Lall

Mr. S.S. Kumar

Mr. S.K. Sharma

Mr. Ajay Dogra

Registered Office

C-4, Phase – II, Noida
Distt. Gautam Budh Nagar
U.P. 201 305

Auditors

M/s Suresh C. Mathur & Co.
Chartered Accountants
New Delhi

Registrar & Transfer Agent

Skyline Financial Services Private Limited
246, 1st Floor, Sant Nagar
Main ISKCON Temple Road
East of Kailash
New Delhi 110 065
Telephone: 011 26292682, 83
Fax: 011 26292681

Manufacturing Facilities

- I. C-4, Phase – II, Noida
Distt. Gautam Budh Nagar U.P. 201 305
- III. Shed No.77, Annai Anjugam Nagar
Kundrathur-Somangallam Road
Nandapakkam Village, Chennai- 600 069

Corporate Office

159, Okhla Industrial Estate
Phase-III, New Delhi 110 020
Phone: 011 40627200, 300
Fax: 011 41609909

WEB SITE: www.fedderslloyd.com

Bankers

State Bank of India
State Bank of Patiala
State Bank of Hyderabad
State Bank of Mysore
Axis Bank Ltd.

- II. Saketi Road Industrial Area
Kala- Amb, Tehsil Nahan
Distt. Sirmor, Himachal Pradesh

Overseas Subsidiary

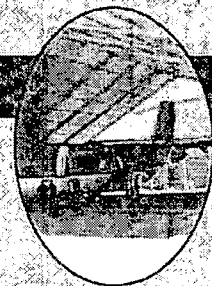
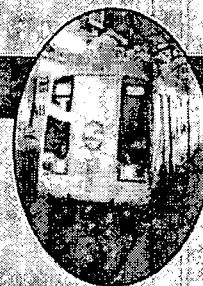
Fedders Lloyd Trading FZE
Ras Al Khaimah Free Trade Zone, U.A.E.

Company Secretary

Ms. Purnima Sharma

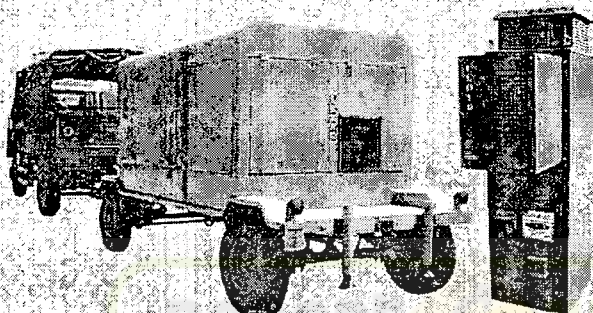


HVACR

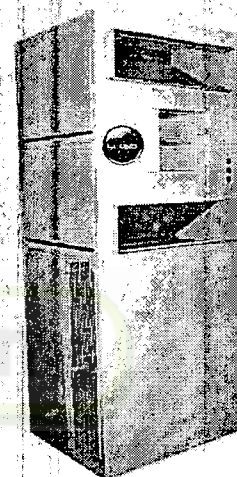


Split AC unit for Driver-Sleeper
cab of Military Vehicles

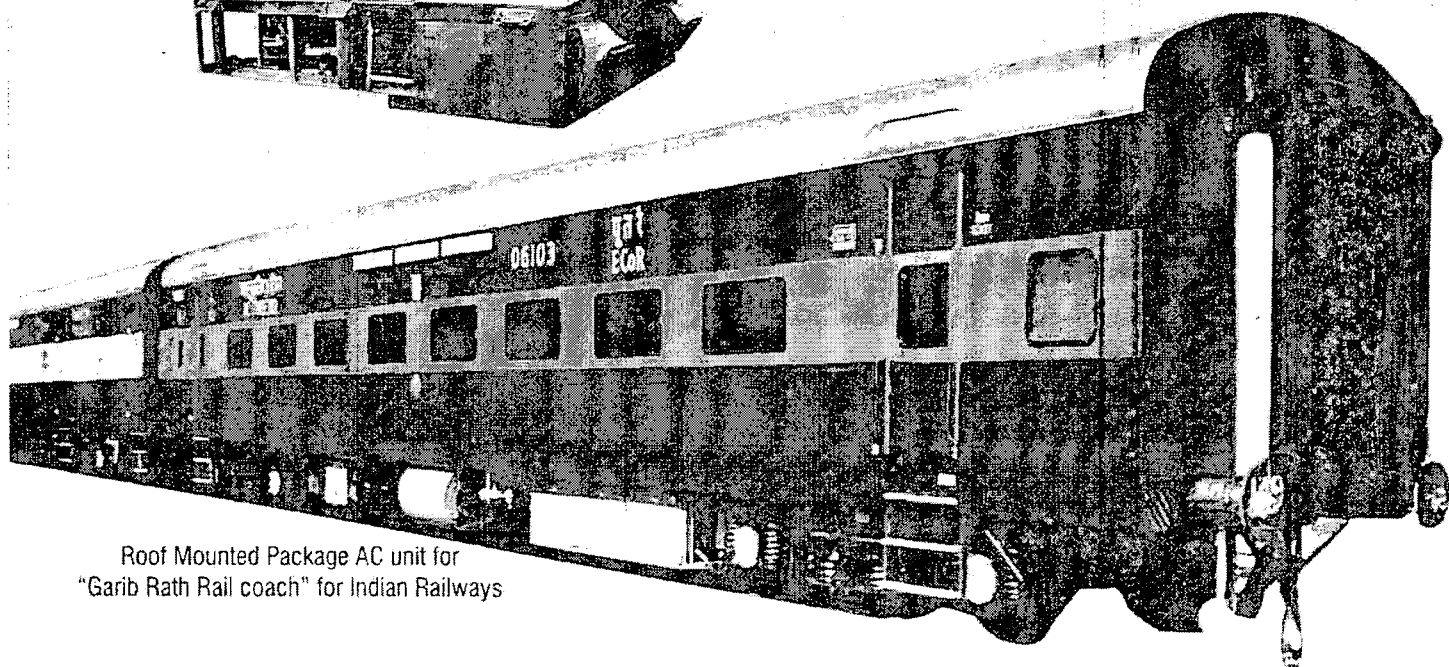
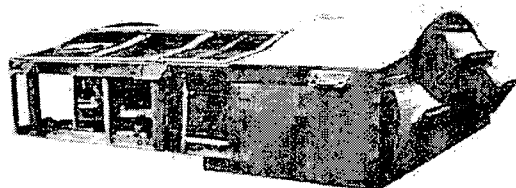
Tunnel Cooling & Aircraft Maintenance Hanger
by Ruggedised Trolley Mounted
Mobile Air Conditioner



Ruggedised AC unit for
Mobile Radar Applications



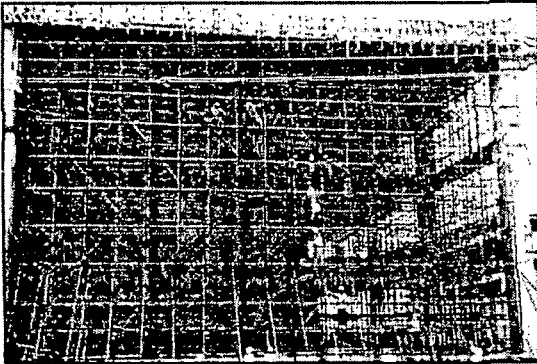
Telecom Tower Package AC unit



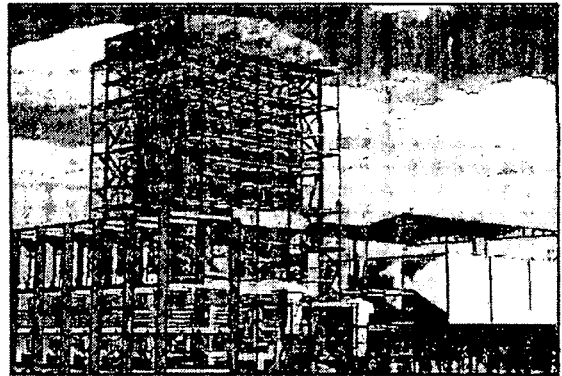
Roof Mounted Package AC unit for
"Garib Rath Rail coach" for Indian Railways



STRUCTURAL STEEL FABRICATION DESIGN & ERECTION



Erection at site



Heavy structural steel fabrication



Erection at DMRC station

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 52nd Annual General Meeting of the members of Fedders Lloyd Corporation Limited will be held on Friday, the 26th day of December, 2008 at 9.00 A.M. at C – 4, Phase – II, Noida, Distt. Gautam Budh Nagar, U.P.- 201 305 to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at June 30, 2008 and the Profit and Loss Account for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. K. Lall, who retires by rotation and being eligible offers himself for re-appointment.
3. 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, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company.

Resolved further that the Statutory Auditors be paid such remuneration and traveling and other out-of-pocket expenses incurred by them for the purpose of the audit, as may be decided by the Board/ Audit Committee of Board of Directors of the Company, who be and is hereby authorised to fix the same."

SPECIAL BUSINESS

4. Appointment of Mr. S.K. Sharma as a Director of the Company

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

"Resolved that Mr. S.K. Sharma who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from April 26, 2008 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation."

5. Appointment of Mr. Ajay Dogra as a Director of the Company

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

"Resolved that Mr. Ajay Dogra who was appointed by the Board of Directors of the Company as an Additional Director of the Company with effect from November 25, 2008 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 260 of the Companies Act, 1956 and in respect of whom the Company has received a notice in writing from a member under Section 257 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company liable to retire by rotation."

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6. Appointment of Mr. S.S. Dhawan as Whole Time Director of the Company

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

"Resolved that Mr. S.S. Dhawan, who was appointed as an Additional and Whole Time Director by the Board of Directors of the Company with effect from April 26, 2008 and who, as per the provisions of Section 260 of the Companies Act 1956, holds office upto the date of this Annual General Meeting and in respect of whom the Company has, pursuant to Section 257 of the Act received a notice from a member, in writing, proposing the candidature of Mr. S.S. Dhawan for the office of a Director, be and is hereby appointed as a Director of the Company liable to retire by rotation.

Resolved further that in accordance with the provisions of Section 198, 269, 309, read with 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 and other authorities wherever required and in consonance with Articles of Association of the Company, the consent of the Company be and is hereby accorded to the appointment of Mr. S.S. Dhawan as Whole Time Director of the Company for a period of 5 years with effect from April 26, 2008 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 of Directors to alter or vary 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 authorised to do all such acts, deeds, matters and things as it may deem necessary, proper and expedient to give effect to this resolution."

By order of the Board of Directors

Place: New Delhi

Date: November 25, 2008

Purnima 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 and the proxy need not be a member of the company.** Proxies in order to be effective should be duly stamped, complete and signed and must reach to the Company at the Registered Office of the Company at C-4, Phase - II, Noida, Distt. Gautam Budh Nagar, U.P.-201 305 not less than forty-eight hours before the meeting. A format of proxy is enclosed with the Annual Report.
2. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, in respect of item nos. 4, 5 & 6, are annexed hereto. The relevant details as required by Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under item nos. 2, 4 and 5 and Whole Time Director under item no. 6 of this Notice, are also annexed hereto and form part of this notice.
3. The Register of Members and Share transfer Books of the Company will remain closed from Wednesday, December 24, 2008 to Friday, December 26, 2008 (both days inclusive).
4. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent, Skyline Financial Services Private Limited. Members holding shares in electronic form must notify about change in address to their respective Depository Participant and not to the Company or Registrar & Share Transfer Agent of the Company.



5. Members who are holding equity shares in identical order of names in more than one folio are requested to write to the Registrar and Share Transfer Agent of the Company to enable the Company to consolidate their share holdings in one folio.
6. Members are requested to send their queries, if any, so as to reach the Registered Office of the Company at least seven days before the meeting to enable the Company to have the relevant information ready.
7. Member(s) / Proxy(s) desirous of attending the meeting are requested to bring the attendance slip and fill-in and sign the same and deliver it at the entrance of the Meeting Hall.
8. Members attending the Annual General Meeting are requested to bring along with them their copies of the Annual Reports as the same will not be distributed at the meeting.
9. Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID numbers for easier identification of attendance at the Annual General Meeting.
10. All the documents as mentioned in the notice are available for inspection at the registered office of the Company during working hours up to the date of Annual General Meeting.

By order of the Board of Directors

Place: New Delhi
Date: November 25, 2008

Purnima Sharma
Company Secretary

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

As required by Section 173 of the Companies Act, 1956, the following explanatory statement sets out all material facts relating to the businesses mentioned under item nos. 4, 5 and 6 of the accompanying notice dated November 25, 2008.

Item no. 4 & 5

Mr. S.K. Sharma and Mr. Ajay Dogra were appointed as Additional Directors of the Company with effect from April 26, 2008 and November 25, 2008 respectively. As per provisions of Section 260 of the Companies Act, 1956, they hold office upto the date of forthcoming Annual General Meeting of the Company. The Company has received respective notices along with the deposit prescribed under Section 257 of the Companies Act, 1956, proposing appointments of Mr. S.K. Sharma and Mr. Ajay Dogra as Directors of the Company. Both, Mr. S.K. Sharma and Mr. Ajay Dogra have consented to act as directors, if appointed. None other directors except Mr. S.K. Sharma in item no. 4 and Mr. Ajay Dogra in item no. 5 are concerned or interested in the respective resolutions.

The Board of Directors of your company recommends the resolutions at item no. 4 and item no. 5 for members' approval as Ordinary Resolutions.

Item no. 6

Your directors at their meeting held on April 26, 2008 had appointed Mr. S.S. Dhawan as an additional and Whole Time Director of the Company for a period of five years w.e.f. April 26, 2008. His appointment as Whole Time Director is subject to the shareholders' approval. Pursuant to the applicable provisions of the Companies Act 1956, a notice in writing has been received by the Company alongwith the requisite deposit from a member of the Company proposing the appointment of Mr. S.S. Dhawan as Director of the Company.

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Mr. S.S. Dhawan holds master degree in Business Administration and has over 35 years of experience in sales, marketing and business operations. Prior to his appointment as Whole Time Director, Mr. Dhawan was the Senior Vice President in the Company. He has been associated with the Company for over two decades at various levels during various periods. Mr. S.S. Dhawan does not hold any share in the Company. He fulfills the eligibility criteria set out under Part I of Schedule XIII of the Companies Act, 1956.

On recommendation of the Remuneration Committee, the Board at its meeting held on April 26, 2008, approved the following terms and conditions of appointment of Mr. S.S. Dhawan as Whole Time Director, subject to the approval of shareholders:

1. Gross Remuneration : Gross monthly remuneration not exceeding Rs. 3,35,000/- (Rupees three lacs thirty five thousand only) whether paid as salary; allowance(s), perquisites or a combination thereof.
2. Commission : He shall be entitled to a commission as may be decided by the Board/Remuneration Committee from time to time, provided that the total remuneration of the appointee including salary, commission, perquisites and allowances shall not exceed 5% of the net profits individually to the appointee and 10% of the net profits 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 rules of the Company.
 - b. Gratuity payable as per rules of the Company.
 - 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 residence and mobile phone.
 - b. Out of pocket expenses incurred in course of the official duties.

Other Benefits:

- i. Premium for insurance shall be paid in accordance with rules and policies of the Company.
- ii. Housing Loan or other facilities as applicable and in accordance with the rules and policies of the Company.
- iii. Any other benefits, facilities, allowances and expenses as may be allowed under the rules of the Company/ 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.

The Directors are of the view that the appointment of Mr. S.S. Dhawan as Whole Time Director will be beneficial to the operations of the Company. In compliance with the provisions of Section 269 and 309 read with Schedule XIII of the Companies Act, 1956, the terms of appointment including remuneration of the appointee as specified above, are placed before the members in the Annual General Meeting and their approval is sought by way of an ordinary resolution. The Board recommends the resolution to the members for their approval.

None of the Directors except Mr. S.S. Dhawan himself is concerned or interested in the resolution.