FEDDERS ENGINEERING

FEDDERS ELECTRIC AND ENGINEERING LTD.
(Formerly Fedders Lloyd Corporation Ltd.)
C-15 RDC, Raj Nagar, Ghaziabad-201001
Uttar Pradesh (INDIA)
Tel. : 91-9810266747
CIN : L29299UP1957PLC021118

06th June, 2023

BSE Limited
Department of Corporate Services
PhirozeJeejeebhoy Towers,
Dalal Street
Mumbai-400 001
Scrip Code: 500139

NSE Limited
Department of Corporate Services
Exchange Plaza, Bandra,
Kurla Complex, Bandra (West),
Mumbai-400 051
Scrip Code: FEDDERELEC

Dear Sir/Madam,

SUBJECT: NOTICE OF THE EXTRA ORDINARY GENERAL MEETING ("EGM") OF THE COMPANY SCHEDULED TO BE HELD ON THURSDAY, 29TH JUNE, 2023

Dear Sir/Madam,

Please find enclosed herewith, the Notice of the Extra Ordinary General Meeting of the Company scheduled on Thursday 29th June, 2023 at 03:00 P.M at the registered office of the Company at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad Bulandshahr, UP 203205.

The members whose names are registered with the Company / Depository Participants and whose names appears in the register of members as on the cut-off date i.e Thursday, 22nd June, 2023 shall be entitled to vote on the resolutions proposed to be passed at the EGM.

The EGM Notice along with explanatory statements and e-voting instructions is available on the website of the Company i.e https://imcapitals.com/fedders-electric-engineering/, as well as on the website of the stock exchanges i.e BSE Limited at www.bseindia.com & NSE Limited at www.nseindia.com and on the website of the National Securities and Depository Limited (NSDL), at evoting@nsdl.co.in.

Kindly take the above information on your records.

Thanking you,

For **Fedders Electric and Engineering Limited**

SAKSHI GOEL
Digitally signed by SAKSHI GOEL
Date: 2023.06.06 10:39:06 +05'30'

Fedders Electric And Engineering Ltd. FEEL

Sakshi Goel
Company Secretary & Compliance Officer

Encl. As Above

FEDDERS ELECTRIC AND ENGINEERING LIMITED
Reg. Off: 6 and 6/1 UPSIDC Industrial Area Sikandrabad Bulandshahr UP 203205
CIN: L29299UP1957PLC021118 | Tel: 9810266747|
Email: imcapital9830@gmail.com

NOTICE

NOTICE OF 01/2023-24 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2023-24 Extra-Ordinary General Meeting ("**EGM**") of the Members of Fedders Electric and Engineering Limited will be held on Thursday, the 29th June, 2023 at 03:00 P.M (IST) at the Registered office of the Company situated at 6 and 6/1 UPSIDC Industrial Area Sikandrabad Bulandshahr UP 203205 to transact the following businesses.

Special Business:

Item 1: **Reclassification of Authorized Share Capital and Consequently Alteration of Memorandum of Association.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution for reclassification of Authorized Capital of the Company as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, under the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and the Article of Association of the Company, consent of the members of the Company be and is hereby accorded for reclassification of the existing Authorized Share Capital of the Company of Rs. 70,00,00,000 (Rupees Seventy Crore Only) comprising of 7,00,00,000 Equity Shares of Rs. 10/- (Rupee Ten) each, be and is hereby reclassified to Rs. 70,00,00,000 (Rupees Seventy Crore Only) comprising of 3,00,00,000 Equity Shares of Rs. 10/- (Rupee Ten) each and 4,00,00,000 Non-Convertible Cumulative Redeemable Preference Shares of Rs 10/- (Rupee Ten) each, consequently the existing Clause 5 of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by deleting the same and substituting in its place and instead, the following new Clause 5:

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause 5 thereof by the following new Clause 5 as under:

The Authorized Share Capital of the Company is Rs. 70,00,00,000 (Rupees Seventy Crore Only) comprising of 3,00,00,000 Equity Shares of Rs. 10/- (Rupee Ten) each and 4,00,00,000 Non-Convertible Cumulative Redeemable Preference Shares of Rs 10/- (Rupee Ten) each, with the rights, privileges and conditions attached thereto as are provided by the Articles of Association of the Company for the time being with power to increase and reduce the Capital of the Company

and to divide the Shares in the Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be provided by the Articles of Association of the Company and the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the Board, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution) and/or the Company Secretary of the Company, be and is hereby severally authorized to take such steps as may be necessary and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the above resolution(s), on behalf of the Company."

Item No. 2: **TO ISSUE REDEEMABLE NON-CONVERTIBLE CUMULATIVE PREFERENCE SHARES THROUGH PRIVATE PLACEMENT BASIS**

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

"RESOLVED THAT pursuant to the provisions of Section 42, 55 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force) (the "**Act**"); and the Memorandum and Articles of Association of the Company; and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications, as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded to offer, issue and allot 4,00,00,000 (Four Crore Only), 0.5% Redeemable Non-Convertible Cumulative Preference Shares ("**RNCPS**") of face value of Rs.10/- each (Rupees Ten only) to be issued at premium of Rs 40/- per RNCPS for cash consideration aggregating to Rs 200 Crore (Including premium of Rs 160 Crore), forming part of the authorized capital of the company and be offered and issued in one or more tranches, on a Private placement basis to the Promoter of the Company i.e IM+ Capitals Limited, on such terms and conditions and manner as may be decided by the Board of Directors and/or Committee of the Board duly constituted and authorized (hereinafter referred to as "Board"), in its absolute discretion in the best interest of the company and on such terms and conditions as set out in the Explanatory Statement annexed to the Notice convening the meeting.

RESOLVED FURTHER THAT in accordance with the provisions of Section 43 of the Companies Act, 2013 and Companies (Share capital and Debentures) Rules, 2014:

i) The RNCPS shall be non-participating in surplus funds and in surplus assets and profits, on winding-up which may remain after the entire capital has been repaid;
ii) The RNCPS shall carry a preference dividend at the rate of 0.5% per annum;
iii) The payment of dividend shall be on cumulative basis for the RNCPS;
iv) The RNCPS shall be Non-convertible;
v) The RNCPS shall be redeemable on completion of 8 years from the date of allotment at premium of 400% of the Face Value of the preference shares.

vi) The RNCPS may be redeemed before completion of 8 years subject to discretion of Company and subject to consent from majority of RNCPS shareholders.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board of Directors and/or the Company Secretary of the Company be and are hereby jointly and/or severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto to give, from time to time, such directions as may be necessary, expedient, usual or proper and to settle any question or doubt that may arise in relation thereto or as the Board in its absolute discretion may think fit."

RESOLVED FURTHER THAT the Board be and is hereby authorized to decide and approve other terms and conditions of the issue of the Preference Shares and shall also be entitled to vary, modify or alter any of the terms and conditions, as it may deem fit, subject however to the compliance with the provisions of the Companies Act, 2013 and Rules made thereunder and such other provisions as may be applicable.

By Order of the Board of Directors of

Fedders Electric and Engineering Limited

Sd/-

Sakshi Goel

Company Secretary & Compliance Officer

Membership No. : A46999

Date: 31st May, 2023

Place: Uttar Pradesh

CIN: L29299UP1957PLC021118
Regd. Office: 6 and 6/1 UPSIDC Industrial Area Sikandrabad Bulandshahr UP 203205
Phone: +91 9810266747
E-mail: imcapital9830@gmail.com
Website: https://imcapitals.com/fedders-electric-engineering/

NOTES:

1. A statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (as amended from time to time) concerning each item of special business to be transacted at the EGM is annexed hereto (the "Explanatory Statement")

2. **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 PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY, NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

3. **PURSUANT TO PROVISIONS OF SECTION 105 OF THE COMPANIES ACT 2013, READ WITH THE APPLICABLE RULES THEREON, A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN 50 MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER MEMBER.**

4. EVERY MEMBER ENTITLED TO VOTE AT THE MEETING CAN INSPECT THE PROXIES LODGED AT THE COMPANY, AT ANY TIME DURING THE BUSINESS HOURS OF THE COMPANY, DURING THE PERIOD BEGINNING 24 (TWENTY FOUR) HOURS BEFORE THE TIME FIXED FOR THE COMMENCEMENT OF THE MEETING AND ENDING ON THE CONCLUSION OF THE MEETING. HOWEVER, PRIOR NOTICE OF NOT LESS THAN 3 (THREE) DAYS IN WRITING OF THE INTENTION TO INSPECT THE PROXIES LODGED SHALL BE REQUIRED TO BE PROVIDED TO THE COMPANY.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company, in advance, a duly certified copy of the relevant Board Resolution / Letter of Authority / Power of Attorney, together with the respective specimen signatures of those representative(s) authorised under the said resolution to attend and vote on their behalf at the meeting.

6. The Attendance Slip and Proxy Form with clear instructions for filling, stamping, signing and / or depositing the Proxy Form are enclosed.

8. Members are requested to bring their attendance slip along with their copy of Notice along with its explanatory statement to the Meeting. For convenience of the Members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.

9. Members are requested to produce the enclosed attendance slip, duly signed as per the specimen signature recorded with the Company, for admission to the meeting hall. Members holding shares in dematerialized form are

requested to bring their DP-ID and Client-ID numbers for easier identification for attendance at the meeting.

10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

11. The register of directors and key managerial personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 will be available for inspection by the members at the extra ordinary general meeting.

12. Under the 'Green Initiative' of the Ministry of Corporate Affairs, Notice of the Extra Ordinary General Meeting (EGM) of the Company along with Attendance Slip and Proxy Form is being sent to the Members who have registered e-mail addresses, through e-mail and to all other members by permitted mode, whose names appeared in the Register of Members of the Company as on the close of business hours on **22nd June, 2023. ("Record Date").**

13. To support the 'Green Initiative' Members holding shares in physical mode are requested to register their email IDs with the Skyline Financial Services Private Limited, the Registrars & Share Transfer Agents of the Company and Members holding shares in demat mode are requested to register their e-mail IDs with their respective Depository Participants (DPs).

14. If there is any change in the e-mail ID already registered with the Company, members are requested to immediately notify such change to the Registrars & Share Transfer Agents of the Company.

15. Relevant documents referred to in the accompanying Notice and the Statements are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.

16. Mandatory PAN Submission: The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form can submit their PAN details to the Company's Registrar and Share Transfer Agents, Skyline Financial Services Private Limited.

17. Members holding shares in the physical form and desirous of making / changing Nomination in respect of their shareholdings in the Company, as permitted under Section 72 of the Companies Act, 2013 and Rules made thereunder, are requested to submit the prescribed Form No. SH-13, as applicable for this purpose to the Company's Registrar and Share Transfer Agents (RTA), Skyline Financial Services Private Limited, who will provide the form on request. In respect of shares held in electronic / demat form, the Members may please contact their respective depository participant.

18. Members are requested to send in their queries at least a week in advance to the Compliance Officer at the Registered Office of the Company to facilitate clarifications during the meeting.

19. Any person who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on cut-off date, i.e., 22nd June, 2023 may write for the notice to Registrar & Share Transfer Agent of the Company Skyline Financial Services Private Limited, or send an email at imcapital9830@gmail.com.

20. In compliance with the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as Section 108 of the Companies Act, 2013 and the rules framed there under, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by NSDL, on all the resolutions set forth in this Notice.

21. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e., June 22, 2023 and as per the Register of Members of the Company. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

22. The facility for voting through ballot paper shall be made available at the EGM and Members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

23. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Monday, 26th June, 2023 at 09:00 A.M. (IST) and ends on Wednesday, 28th June, 2023 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, 22nd June, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, 22nd June, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play 

Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.comand click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given

below:

a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to chetnabhola@gmail.com or aanandpandeey@gmail.com with a copy marked to evoting@nsdl.co.in.Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to imcapital9830@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to imcapital9830@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.infor procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

By Order of the Board of Directors of

Fedders Electric and Engineering Limited
Sd/-
Sakshi Goel
Company Secretary & Compliance Officer
Membership No. : A46999

Date: 31st May, 2023

Place: Uttar Pradesh

CIN: L29299UP1957PLC021118
Regd. Office: 6 and 6/1 UPSIDC Industrial Area Sikandrabad Bulandshahr UP 203205
Phone: +91 9810266747
E-mail: imcapital9830@gmail.com
Website: https://imcapitals.com/fedders-electric-engineering/

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READWITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

Item No. 1

The present authorized capital of the Company is Rs. 70, 00, 00,000 (Rupees Seventy Crore Only) comprising of 7, 00, 00,000 Equity Shares of Rs. 10/- (Rupee Ten) each. A separate proposal for further issue of up to 4, 00, 00,000 number of Redeemable Non-Convertible Cumulative Preference Shares of face value of Rs. 10/- each has been submitted for the approval of Shareholders under item no. 1 of this Notice. As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association with the consent of Shareholders. On reclassification of authorized capital, it would be necessary to amend Clause 5 of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital and to amend the said Clauses. The Unsubscribed Equity capital component of authorized capital is sought to be reclassified into Non- Convertible Cumulative Preference Shares and it is proposed that the existing Authorized Share Capital of the Company of Rs. 70,00,00,000 (Rupees Seventy Crore Only) comprising of 7,00,00,000 Equity Shares of Rs. 10/- (Rupee Ten) each is reclassified to Rs. 70,00,00,000 (Rupees Seventy Crore Only) comprising of 3,00,00,000 (Three Crore Only) Equity Shares of Rs. 10/- (Rupee Ten) each and 4,00,00,000 (Four Crore Only) Non-Convertible Cumulative Redeemable Preference Shares of Rs 10/- each.

The Resolution requires approval of Members to reclassify the Share Capital and to amend the respective Clauses in the Memorandum of Association of the Company. The Board of Directors recommends the passing of these Resolutions by special resolutions.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice except to the extent of their individual shareholding in the Company.

Item No. 2

Issue of Redeemable Non-Convertible Non-Cumulative Preference Shares

In view of decision taken by the Board of Directors of the Company in their meetings held on 31st May, 2023, where Board have decided to raise funds in order to meet immediate requirement of funds for the purpose of meeting out capital expenditure and working capital requirement of the Company by way of issuance of redeemable non-convertible preference shares. As you are aware presently the Board can- not raise funds by way of equity as after approval of resolution plan by Honorable NCLT, Allahabad Bench, the Company has reduced all existing capital to Nil and a new capital of Rs 30 Crore was issued to the resolution applicant pursuant to approved resolution plan and the same is pending for listing at stock exchanges.

The issuance of Redeemable Non -Convertible Cumulative Preference Shares ("**RNCPS**") would enable the Company to augment immediate requirement of funds towards meeting some capital expenditure as well as working capital requirement and simultaneously will maintain its capital base at reasonable levels and also without any change in the existing equity capital structure.

As per Section 42 of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014 a Company shall not make a private placement of its securities unless the proposed offer of securities or invitation to subscribe securities has been previously approved by the shareholders of the company, by a Special Resolution, for each of the Offers or Invitations. Further, Rule 9(1) (a) of Companies (Share Capital and Debentures) Rules, 2014 requires issuance of preference shares to be authorized by passing a special resolution in the general meeting of the company.

The Board at its meeting held on 31st May, 2023 approved the issuance of fresh 4,00,00,000 (Four Crore Only), 0.5% Redeemable Non-Convertible Cumulative Preference Shares ("**RNCPS**") of face value of Rs.10/- each (Rupees Ten only) at premium of Rs. 40/- per RNCPS, amounting to Rs. 200/- Crore, on Private Placement basis subject to approval of the Shareholders.

A statement of disclosures as required under Rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2014 and the terms of the issue are as under:

a) the size of the issue and number of RNCPS to be issued and nominal value of each share:

   4,00,00,000 (Four Crore Only), 0.5% Redeemable Non-Convertible Cumulative Preference Shares ("**RNCPS**") of face value of Rs.10/- each (Rupees Ten only) at premium of Rs. 40/- per RNCPS, amounting to Rs. 200 Crore.

b) the nature of such shares i.e. cumulative or non-cumulative, participating or nonparticipating, convertible or non-convertible: Cumulative, Non-participating, Non-convertible and Redeemable Preference shares.

   Non-Convertible Cumulative Redeemable Preference Shares.

c) the objectives of the issue:

   To augment immediate requirement of funds towards meeting some capital expenditure as well as working capital requirement and simultaneously will maintain its capital base at reasonable levels and also without any change in the existing equity capital structure.

d) the manner of issue of shares: The said Preference shares are proposed to be issued on a private placement basis through circulation of private placement offer letter.
e) the price at which such shares are proposed to be issued: The preference shares are proposed to be issued at the face value of Rs.10/- per share at a premium of Rs 40/- per share.
f) the basis on which the price has been arrived at: Considering the Non-convertible nature of the preference shares, the preference shares are being issued at Rs. 50/- per RNCPS including premium of Rs 40/- per RNCPS.
g) the terms of issue, including terms and rate of dividend on each share, etc.: The proposed Preference shares shall be issued to the Promoter of the Company on a private placement basis. The rate of dividend shall be 0.5% p.a from the date of allotment. The preference shares shall be Cumulative and Non-participating. The preference shares shall have voting rights as per Section 47(2) of the Companies Act, 2013.

h) the terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion:

The proposed preference shares are redeemable after completion of a period of 8 years from the date of allotment at a premium of 400% of the Face Value of the preference shares. However RNCPS may be redeemed before completion of 8 years subject to discretion of company and subject to consent from majority of RNCPS shareholders.

h) the manner and modes of redemption: The proposed preference shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.

i) the expected dilution in equity share capital upon conversion of preference shares: Not applicable since the proposed preference shares to be issued are non-convertible.

j) Current Equity shareholding pattern of the Company:

S.NO.	NAME OF THE SHAREHOLDER	NO. OF SHARES	PERCENTAGE OF SHARES
1	IM+ Capitals Limited	29999994	100
2	Vishal Singhal	1	0
3	Rakesh Kumar Singhal	1	0
4	Dalvinder Singh Trehan	1	0
5	Ankit Mittal	1	0
6	Kusum Singhal	1	0
7	Tanya Singhal	1	0
Total		**3,00,00,000**	**100**

k) Preference shareholding pattern as on date of this notice: Not Applicable, as the Company is issuing preference shares for the first time.

The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. There is no default in redemption or payment of dividend on preference shares.

As per Section 42, 55 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with The Companies (Share Capital and Debentures) Rules, 2014, The Companies (Prospectus and Allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot 4,00,00,000 (Four Crore Only), 0.5% Redeemable Non-Convertible Cumulative Preference Shares ("**RNCPS**") of face value of Rs.10/- each (Rupees Hundred only) at premium of Rs. 40/- per RNCPS, amounting to Rs. 200 Crore, on a private placement basis to the Promoters of the Company, on such terms and conditions and manner as may be decided by the Board, in its absolute discretion in the best interest of the Company. The resolution has accordingly been placed before the members for its approval and the Board recommends resolution to be passed as Special Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice except to the extent of their individual shareholding in the Company.

By Order of the Board of Directors of

Fedders Electric and Engineering Limited
Sd/-
Sakshi Goel
Company Secretary & Compliance Officer
Membership No. : A46999

Date: 31st May, 2023

Place: Uttar Pradesh

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