FEDDERS ELECTRIC & ENGINEERING LTD.
(Formerly Fedders Lloyd Corporation Ltd.)
159, Okhla Industrial Estate, Phase-III,
New Delhi - 110 020 (INDIA)
Tel. : +91-11-40627200, 40627300
Fax : +91-11-41609909
CIN : L29299UP1957PLC021118

FEDDERS ENGINEERING

21st September, 2018

To,
BSE Limited
Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001 Maharashtra

BSE Code: 500139
Fax No.: 022-22722039

To,
National Stock Exchange of India Limited
Exchange Plaza, Plot no. C/1, G Block,
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051, Maharashtra
NSE Code: FEDDERELEC
Fax No.: 022-2659 8237/38

Sub.: Voting Results of Postal Ballot

Dear Sir,

Pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Resolutions set out in the Postal Ballot Notice dated 10th August, 2018, please find enclosed herewith the following documents:

1. Voting Results of Postal Ballot in the prescribed format; and

2. Scrutinizer's Report on E-voting and Postal Ballot issued by Mr. Sanjay Chugh, Practicing Company Secretary, who was appointed as the Scrutinizer to conduct the Postal Ballot process (including remote e-voting) in a fair and transparent manner.

Based on the Scrutinizer's Report, we wish to inform you that the following Ordinary Resolutions have been passed by the members of the Company with requisite majority:

Resolution No. 1- Appointment of M/s. G. K. Kedia & Co., Chartered Accountants as the Statutory Auditors to fill-in the casual vacancy caused by the resignation of M/s. Goel Garg & Co., Chartered Accountants.

Resolution No. 2- Appointment of Mr. Randhir Jain as the Whole-time Director of the Company.

Note: Resolution no. 2 for Appointment of Mr. Randhir Jain as the Whole-time Director of the Company has been passed by requisite majority. However, Mr. Randhir Jain has after the date of issuance of Postal Ballot Notice i.e. 10th August, 2018 tendered his resignation from the Board of Directors of the Company vide letter dated 17th September, 2018.

For Fedders Electric And Engineering Ltd.

Company Secretary

The above information may be treated as disclosure as required in compliance with the provisions of Regulation 30 read with Part A of Schedule III or any other applicable provision of the Listing Regulations.

You are requested to take the aforesaid information on records and oblige.

FOR FEDDERS ELECTRIC AND ENGINEERING LIMITED

PULKIT BHASIN
COMPANY SECRETARY
ICSI MEM NO: A27686

FEDDERS ELECTRIC AND ENGINEERING LTD. New Delhi

Copy to: National Securities Depository Limited
Trade World, A Wing, Kamala Mills Compound, Lower Parel,
Mumbai 400013

Annexure-1

Fedders Electric and Engineering Limited

Disclosure in terms of regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sl. No.	Description	Particulars
1	Date of EGM (conducted via Postal Ballot Process)	20th September, 2018
2	Total Number of shareholders on Record date i.e. 10th August, 2018	29,805
3	No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
	Promoters and Promoter Group	
	Public	
4	No. of shareholders attended the meeting through Video Conferencing:	Not Applicable
	Promoters and Promoter Group	
	Public	

Agenda-wise disclosure

1. Appointment of M/s. G. K. Kedia & Co., Chartered Accountants as the Statutory Auditors to fill-in the casual vacancy caused by the resignation of M/s. Goel Garg & Co., Chartered Accountants.

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 against on votes polled (7)= [(5)/(2)]* 100
Promoter and Promoter Group	E-voting	1,76,51,682	1,60,18,815	90.75	1,60,18,815	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,76,51,682	1,60,18,815	90.75	1,60,18,815	-	100	-
Public – Institutions	E-voting	5,554	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5,554	-	-	-	-	-	-
Public -Non Institutions	E-voting	1,63,12,464	4,48,933	2.75	4,45,283	3,650	99.19	0.81
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,63,12,464	4,48,933	2.75	4,45,283	3,650	99.19	0.81
Total		3,39,69,700	1,64,67,748	48.48	1,64,64,098	3,650	99.98	0.02

FEDDERS ELECTRIC AND ENGINEERING LTD. New Delhi

2. Appointment of Mr. Randhir Jain as the Whole-time Director 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	1,76,51,682	1,60,18,815	90.75	1,60,18,815	-	100	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,76,51,682	1,60,18,815	90.75	1,60,18,815	-	100	-
Public – Institutions	E-voting	5,554	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	5,554	-	-	-	-	-	-
Public -Non Institutions	E-voting	1,63,12,464	4,37,133	2.68	4,26,166	10,967	97.49	2.51
	Poll		-	-	-	-	-	-
	Postal Ballot (if applicable)		-	-	-	-	-	-
	Total	1,63,12,464	4,37,133	2.68	4,26,166	10,967	97.49	2.51
Total		3,39,69,700	1,64,55,948	48.44	1,64,44,981	10,967	99.93	0.07



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

Dated: September 21, 2018

The Chairman of
Fedders Electric and Engineering Limited
6 and 6/1,
UPSIDC Industrial Area,
Sikandrabad, District Bulandshahr,
Uttar Pradesh-203205

Dear Sir,

Sub: **Consolidated Scrutinizer's Report on e-voting and Postal Ballot conducted pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ("the Act") read with 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 in its Board Meeting held on August 10, 2018 pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended, to scrutinize the Postal Ballot process in a fair and transparent manner and ascertaining the requisite majority on e-voting and postal ballot carried out for the below mentioned resolutions as set out in the Notice dated August 10, 2018.

2. The members were informed vide the Postal Ballot Notice that they were required to give their assent for or dissent against the proposed Ordinary Resolutions through physical Postal Ballot Forms, which were required to be sent to us on or before close of working hours on September 20, 2018(5.00 P.M.) or through e-voting facility which was kept open from August 21, 2018 (9.00 A.M.) to September 20, 2018 (5.00 P.M.)

3. As required under Section 108 and 110 of the Act, Notice dated August 10, 2018 along with Explanatory Statement under Section 102 of the Act was sent to the shareholders. The shareholders holding shares as on the cut-off date (record date) i.e. August 10, 2018 were entitled to vote on the proposed resolutions on Item Nos. 1 to 2 as set out in the notice of the Postal Ballot.

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 Tuesday, August 21, 2018, at 9.00 A.M. and ended on Thursday September 20, 2018 at 5.00 P.M. and the NSDL e-voting platform was blocked thereafter.

4. The company has completed on August 20, 2018 the dispatch of postal ballots to its Members whose name(s) appeared on Register of Members as on August 10, 2018.

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

4.1 No physical Postal Ballot paper has been received and NIL entries has been entered in a Register separately maintained for the purpose.

4..2 The ballot box were kept under safe custody in sealed and tamper proof before commencing the scrutiny of such postal ballots.

4.3 I have considered electronic votes only recorded from Tuesday, August 21, 2018, at 9.00 A.M. and ended on Thursday September 20, 2018 at 5.00 P.M. being the last date and time fixed by the Company for receipt of e-voting for my scrutiny. There was no postal ballot paper for my scrutiny.

5. I have scrutinized and reviewed the voting through electronic means and ballot papers maintained in 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 through postal ballot forms:

Consolidated Results of E-Voting & Voting through Postal Ballot

Item No. 1 - Appointment of M/s. G. K. Kedia & Co., Chartered Accountants as the Statutory Auditors to fill-in the casual vacancy caused by the resignation of M/s. Goel Garg & Co., Chartered Accountants – Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	0	126	126	0	16,464,098	16,464,098	99.98%
Dissent	0	15	15	0	3,650	3,650	0.02%
Total	0	141	141	0	16,467,748	16,467,748	100.00%

Accordingly, out of 16,467,748, E- Votes and Postal Ballot Forms; 16,464,098 Votes were cast ASSENTING to the Ordinary Resolution constituting 99.98% of the votes polled; 3,650 Vote were cast DISSENTING to the Ordinary Resolution constituting 0.02% of the votes polled on the Ordinary Resolution.

Accordingly **Ordinary Resolution** as contained in Item No. 1 passed with requisite majority.

Item No. 2- Appointment of Mr. Randhir Jain as the Whole-time Director of the Company - Ordinary Resolution:

Particulars	Number of			Number of votes contained in			Percentage
	Postal Ballot	E-Votes	Total	Postal Ballot	E-Votes	Total	
Assent	0	119	119	0	16,444,981	16,444,981	99.93%
Dissent	0	22	22	0	10,967	10,967	0.07%
Total	0	141	141	0	16,455,948	16,455,948	100.00%

SANJAY CHUGH ★ C.P. No. 3073 ★ COMPANY SECRETARY

Accordingly, out of 16,455,948, E- Votes and Postal Ballot Forms; 16,444,981 Votes were cast **ASSENTING** to the Ordinary Resolution constituting 99.93% of the votes polled; 10,967 Vote were cast **DISSENTING** to the Ordinary Resolution constituting 0.07% of the votes polled on the **Ordinary Resolution.**

Accordingly **Ordinary Resolution** as contained in Item No.2 passed with requisite majority.

6. Further note that besides the above, there was not any invalid postal ballot paper(s) in respect of Resolutions No. 1-2. However in the case of e-voting 1,632,667 votes were invalid.

7. Based on the above, resolutions mentioned at item no. 1 to 2 have been passed with requisite majority. The results of the aforesaid e-voting and postal ballot for the Resolutions No.1 to 2 as set out in Notice dated August 10, 2018 may accordingly be declared by the Chairman of the Meeting.

8. 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 for preserving safely after the Chairman considers, approves and signs the minutes.

Thanking you,
Yours Sincerely



Sanjay Chugh
Company Secretary
C.P. 3073