FEDDERS ELECTRIC & ENGINEERING LTD.
(Formerly Fedders Lloyd Corporation Ltd.)
C-15 RDC, Raj Nagar, Ghaziabad-201001
Uttar Pradesh (INDIA)
Tel. : 91-120-4169337
CIN : L29299UP1957PLC021118

27th February, 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,

Sub: Compliance under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

The Company has sought the shareholders approval through e-voting in lieu of the Postal Ballot notice dated 20.01.2023 for the following agendas:

1. To amend Object Clause of the Memorandum of Association of the Company.
2. Adoption of new set of Memorandum of Association as per Companies Act, 2013.
3. Regularization of Mr. Rakesh Kumar Singhal (DIN: 00063247) as a Director of the Company.
4. Regularization of Ms. Seema Rastogi (DIN: 09837973) as a Non Executive Independent Director of the Company.

And respective resolution is passed with requisite majority.

In this regard, please find enclosed herewith the voting results as required under Regulation 44(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 along with the Report of Scrutinizer pursuant to Section 108 of the Companies Act 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration)Rules,2014.

You are requested to take the above information on record.

Thanking you,
For **Fedders Electric and Engineering Limited**

SAKSHI GOEL
Digitally signed by SAKSHI GOEL
Date: 2023.02.27 15:27:28 +05'30'

Fedders Electric And Engineering Ltd. FEEL

Sakshi Goel
Company Secretary & Compliance Officer
Encl. As Above

General information about company	
Scrip code	500139
NSE Symbol	FEDDERELEC
MSEI Symbol	NOTLISTED
ISIN	INE249C01011
Name of the company	FEDDERS ELECTRIC AND ENGINEERING LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	25-02-2023
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	DEEPAK GUPTA
Firms Name	DR ASSOCIATES
Qualification	CS
Membership Number	5339
Date of Board Meeting in which appointed	20-01-2023
Date of Issuance of Report to the company	27-02-2023

Voting results	
Record date	23-01-2023
Total number of shareholders on record date	7
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	



No. of resolution passed in the meeting	4
Disclosure of notes on voting results	

Resolution required: (~~Ordinary/~~ Special)			**Special Resolution**: Resolution No. 1: To amend object clause of the Memorandum of Association of the Company					
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	30000000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		30000000	100.00	30000000	0	100.00	0.00
	Total		**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0.00**	**0**	**0.00**	**0.00**
Total		**30000000**	**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**



Details of Invalid Votes	
Category	**No. of Votes**
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution required: (~~Ordinary/~~ Special)			**Special Resolution**: Resolution No. 2: Adoption of new set of Memorandum of Association as per Companies Act, 2013					
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	30000000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		30000000	100.00	30000000	0	100.00	0.00
	Total		**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		**0**	**0**	**0.00**	**0**	**0.00**	**0.00**
Total		**30000000**	**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**



Details of Invalid Votes	
Category	**No. of Votes**
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution required: (Ordinary~~/ Special~~)	**Ordinary Resolution:** Resolution No. 3: Regularisation of Mr. Rakesh Kumar Singhal (DIN: 00063247)as a Director of the Company.
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes

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	30000000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		30000000	100.00	30000000	0	100.00	0.00
	Total		**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non Institution	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0	0	0	0.00	0.00



	Total		**0**	**0.00**	**0.00**	**0**	**0.00**	**0.00**
Total		**30000000**	**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**

Details of Invalid Votes	
Category	**No. of Votes**
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution required: (Ordinary~~/ Special~~)					**Ordinary Resolution**: Resolution No. 4: Regularisation of Ms. Seema Rastogi (DIN: 09837973) as a Non Executive Independent Director of the Company.			
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	30000000	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		30000000	100.00	30000000	0	100.00	0.00
	Total		**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**
Public Institutions	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	0	0	0.00	0	0	0.00	0.00
	Total	**0**	**0**	**0.00**	**0**	**0**	**0.00**	**0.00**
Public Non	E-Voting		0	0.00	0	0	0.00	0.00



Institution	Poll	0	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		**0**	**0.00**	**0.00**	**0**	**0.00**	**0.00**
Total		**30000000**	**30000000**	**100.00**	**30000000**	**0**	**100.00**	**0.00**

Details of Invalid Votes	
Category	**No. of Votes**
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



DR ASSOCIATES
Company Secretaries

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Website: www.drassociates.org
Peer Review Certificate No.: 609/2019

SCRUTINIZERS' REPORT

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

Sub: Scrutinizer's Report on Postal Ballot including voting by electronic means in respect of passing of the resolution contained in the notice dated January 20, 2023 through Postal Ballot

Dear Sir,

1. I, Deepak Gupta, partner of DR Associates, Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of Fedders Electric and Engineering Limited (the Company) for scrutinizing postal ballot voting including voting by electronic means in respect of the passing of resolution contained in the notice dated January 20, 2023 through Postal Ballot (Postal Ballot Notice).

2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 & the rules made there under and (ii) the SEBI (Listing Obligations and Disclosure Requirements) Regulations (LODR), relating to postal ballot voting including voting by electronic means for the resolution stated in the Postal Ballot Notice.

3. The Company had sent the Notice by email to shareholder whose email id was available with Depositories/Company.

4. The Company has also published notice in newspapers viz. Financial Express in English and Jansatta in Hindi on January, 26, 2023.

5. The Company had availed the e-voting facilities offered by National Securities Depository Ltd. ("NSDL") for conducting e-voting by the shareholders of the Company.

6. I have scrutinized and reviewed the votes cast through e- voting based on the data download from NSDL e-voting system.

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7. Our responsibility as a scrutinizer is restricted to making a scrutinizer's report of the votes cast by members in respect of the resolution contained in the Postal Ballot Notice. Our report is based on verification of data provided by Skyline Financial Services Pvt. Ltd., the Registrar and Transfer Agents of the Company, Data downloaded from NSDL e-voting system i.e. till 5 p.m. on 25th of February 2023.

   We submit our report as under:

   1. After the time fixed for closing of the e-voting i.e. 5 p.m. on February 25, 2023, the votes cast through electronic means were unblocked on February 26, 2023. Further, an electronic report of the e-voting was generated by us by accessing the data available to me from the website www.evoting.co.in of NSDL. Based on such reports generated from NSDL and relied upon by us, data regarding the e-votes was scrutinized on test check basis.

   The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolution contained in Postal ballot notice, is as under:

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Special Resolution:- To amend Object Clause of the Memorandum of Association of the Company

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	**N.A.**	**N.A.**	**N.A.**
Electronic(E–voting)	**7**	**30000000**	**100**
Total	**7**	**30000000**	**100**

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	**N.A.**	**N.A.**	**N.A.**
Electronic (E – voting)	**NIL**	**NIL**	**NIL**
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	**N.A.**	**N.A.**
Electronic(E – voting)	**Nil**	**Nil**
Total	**N.A.**	**N.A.**

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Special Resolution:- Adoption of New Set of Memorandum of Association as per Companies Act, 2013

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	**N.A.**	**N.A.**	**N.A.**
Electronic(E–voting)	**7**	**30000000**	**100**
Total	**7**	**30000000**	**100**

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	**N.A.**	**N.A.**	**N.A.**
Electronic (E – voting)	**NIL**	**NIL**	**NIL**
Total	**NIL**	**NIL**	**NIL**

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	**N.A.**	**N.A.**
Electronic(E – voting)	**Nil**	**Nil**
Total	**N.A.**	**N.A.**

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Ordinary Resolution:- Regularisation of Mr. Rakesh Kumar Singhal (DIN: 00063247) as a Director of the Company

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	N.A.	N.A.	N.A.
Electronic(E–voting)	7	30000000	100
Total	7	30000000	100

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	N.A.	N.A.	N.A.
Electronic (E – voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	N.A.	N.A.
Electronic(E – voting)	Nil	Nil
Total	N.A.	N.A.

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Ordinary Resolution:- Re-appointment of Ms. Seema Rastogi (DIN: 09837973) as a Non-Executive Independent Director of the Company

(i) Voted in **favour** of the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	N.A.	N.A.	N.A.
Electronic(E–voting)	7	30000000	100
Total	7	30000000	100

(ii) Voted **against** the resolution:

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes
Physical	N.A.	N.A.	N.A.
Electronic (E – voting)	NIL	NIL	NIL
Total	NIL	NIL	NIL

(iii) Invalid Votes:

Postal Ballot Voting	Total Number of members whose votes were declared invalid	Total number of votes cast by them
Physical	N.A.	N.A.
Electronic(E – voting)	Nil	Nil
Total	N.A.	N.A.

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Notes:

1. Based on the data furnished to us and verified by us as above, the aforesaid resolution contained in Postal Ballot Notice are passed with requisite majority of the shareholders as specified under the Companies Act, 2013.

2. The figures in percentage have been rounded off to 2 decimal points.

3. The electronic data and all other relevant records relating to the e-voting will be handed over to the Company Secretary for preserving safely.

For DR Associates
Company Secretaries

DEEPAK GUPTA Digitally signed by DEEPAK GUPTA Date: 2023.02.27 13:03:29 +05'30'

Deepak Gupta
Partner
FCS: F5339, CP No. 4629
UDIN: F005339D003201939

Place: New Delhi
Date: 27th February 2023