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 January, 2019

To,
Mr. Hiren Shah
National Stock Exchange of India Limited
Exchange Plaza, Bandra- Kurla Complex,
Bandra (E), Mumbai- 400 051,
Maharashtra

NSE Symbol: FEDDERELEC
Fax No.: 022-26598237/38

Re.: Sub.: Non-compliance observed in Corporate Governance Report submitted under Regulation 27(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We write with reference to the letter received vide email dated 15th January, 2019 from your esteemed office pertaining to the captioned subject. In this connection, we would like to inform you that the Directors of the Company namely, Mrs. Bindu Dogra, Mrs. Ritushri Sharma, Mr. Arun Kumar Joshi and Mr. Randhir Jain had resigned from the Directorship of the Company during the quarter ended 30th September, 2018, after which, there was no Board of Directors in the Company. Consequently, the Promoters of the Company had appointed 3 (three) Independent Directors on the Board of the Company, namely, Mr. Satya Narayan Gupta, Mr. Prabhu Nath Sinha and Mr. Sanjiv Kavaljit Singh on 8th October, 2018, 20th October, 2018 and 8th November, 2018 respectively to compose the Board of the Company in accordance with the provisions of the Companies Act, 2013 ("Act") and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), subject to the approval of Members in the General Meeting in compliance with the provisions of Section 168 (3) of the Act. While the Company was in the process of appointing a Woman Director on Board, Mr. Satya Narayan Gupta, Non- Executive Independent Director of the Company resigned from the Directorship on 30th December, 2018 resulting in the falling of the number of Directors on Board, below the minimum statutory limit.

In view of the above, we would like to draw your attention to the fact that in accordance with the provisions of the Act and Listing Regulations, in the event of falling of Board of Directors below the statutory minimum limit, Companies shall appoint required number of Directors within 3 (three) months from the date of such vacancy.

Accordingly, we would like to inform you that the Company is in the process of appointing new Directors including a Woman Director on its Board of Directors to fulfill the requirements under Regulation 17 of the Listing Regulations and the Act. Upon appointment of the same, the Company will re-constitute its various Committees in compliance with the provisions of Regulations 18, 19, 20 or any other applicable provisions of the Listing Regulations and the Act.

We would like to state that the said non-compliance was inadvertent on the part of the Company. In this regard, we request you to kindly acknowledge our submissions and take on records the CGR submitted by the Company for the quarter ended 31st December, 2018.

We hope that you find our reply in order and satisfactory. We shall be glad to provide any further clarification/details, should you require the same.

Thanking You,

Yours faithfully,

FOR FEDDERS ELECTRIC AND ENGINEERING LIMITED



SANJIV KAVALJIT SINGH
DIRECTOR
DIN: 00015689