

25.01.2023

BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy 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/Mam,

Subject: Notice of Postal Ballot under Section 110 of the Companies Act, 2013

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice (including instruction for remote evoting) for your record.

Copy of the Postal Ballot Notice is available on the Company's website at <https://imcapitals.com/fedders-electric-engineering/>.

You are requested to take the same on your records.

For Fedders Electric and Engineering Limited



Sakshi Goel
Company Secretary & Compliance officer



FEDDERS ELECTRIC AND ENGINEERING LIMITED

[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/>

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.)

Dear Members,

Notice is hereby given that the resolution set out below is proposed to be passed by the Members of Fedders Electric and Engineering Limited ("the Company") by means of Postal Ballot including Electronic Voting (e-voting), pursuant to Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force).

The explanatory statement pertaining to the proposed resolution setting out the material facts and the reasons thereof as required under Section 102 of the Companies Act, 2013, is annexed hereto along with the Postal Ballot Form for your consideration.

The Company has appointed **M/S DR Associates, Practicing Company Secretary** (ACS: 5339 /COP: 4629) to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed as Scrutinizer.

Members have the only option to vote through e-voting. Members desiring to exercise their vote by means of e-voting are requested to carefully read the instructions printed in the Postal Ballot Notice and e-vote carefully not later than the close of working hours i.e. 5.00 P.M. on Saturday, February 25, 2023. E-voting will not be accepted after 5:00 P.M. on Saturday, February 25, 2023 and all e-vote casted after the schedule time and date will be treated as "Invalid". Pursuant to Section 108 of the Act read with Rule 20 of the Rules and pursuant to the General circular No 14/2020 dated 08.04.2020 duly extended time to time by MCA and latest by circular no 11/2022 dated 28.12.2022, the Company is providing e-voting facility for voting electronically on the resolution proposed in this Postal Ballot Notice and instructions

given thereunder.

The Scrutinizer will submit his report to the Managing Director of the Company after the completion of scrutiny of e-Postal Ballot/E-Voting but not later than two days from the date of conclusion of Postal Ballot Process, and the result of postal ballots (including voting through electronic means) will be announced on Saturday, February 25, 2023 at the Registered Office of the Company and also by placing the same on the Company's website www.imcapitals.com/fedders-electric-engineering/. The results will simultaneously be communicated to the Stock Exchanges and NSDL.

SPECIAL BUSINESSES

1. To amend Object Clause of the Memorandum of Association of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13, 15 and other applicable provisions if any of the Companies Act, 2013 (“the Act”) read with applicable Rules and Regulations made there under, including any statutory modification or re-enactment thereof for the time being in force and subject to such other requisite approvals, permission, and sanction of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded to amend Clause III (Object Clause) of the Memorandum of Association of the Company for effecting the alteration in the existing Object Clause of Memorandum of Association (MOA) in the following manner:

Clause III(A) of the Memorandum of Association (MOA) of the Company:

1. To manufacture Room Air- conditioners and all its parts thereof.
2. To carry on the business of manufacturers, dealers, merchants, exporters, distributors and to act as or appoint agents for the sale or Company's products thereof.
3. To acquire new inventions and patents connected with objects of the Company.
4. To carry on the business of manufacturers, assemblers, dealers, merchants, Importers and agents for the purchase, sale and hiring of all kinds of Air- conditioners, Air-conditioning and refrigeration, Machinery and all types of machinery, equipments, appliances and Instruments of all kinds, sizes, types and their parts, accessories of all descriptions.
5. To buy import or export all kinds of goods.
6. To carry on all or any of the businesses as manufacturers, exporters or Importers and agents for sales and purchase of all kinds of electrical and machinery of all types and sort.
7. To enter into any contract, agreement, arrangement or other dealings in the nature of collaboration or otherwise entering, into partnership and/or filling in tenders for various contracts, which may seem profitable or beneficial to the Company.
8. To provide customized solutions on a turnkey basis in the areas of infrastructure

involving manufacturing, engineering, designing of Steel Structures, Pre Fabricated Steel Structures, Engineering, Procurement & Construction (EPC) for Power Projects, Manufacturing and supply of towers for wind turbines and Environment Control Systems for industrial and customized applications.

9. To carry on all business and services associated with transportation, haulage, distribution, storage, warehousing, trading, broking, indenting, dispatching of goods & commodities as well as freight management services and related activities by land (Rail and Road) ports, sea, inland waterways, air and canals, through mix of all modes of logistics in the capacity of a logistic service provider and undertake all services related to end to end supply chain management for all types of cargo.
10. To carry on all business or trade or business or manufacturing, prospecting, raising, operating, buying, selling, importing, exporting, purchasing otherwise dealing;
 - (i) in iron and steel of all qualities, grades, types and kinds as iron mongers, iron masters, steel makers and steel converters;
 - (ii) in Ferro Silicon, Ferro-Chrome and/or all products made of Iron and Steel, Coking coal, Manganese, Ferro manganese, Limestone, Refractories, Iron-ore and other alloys;
 - (iii) as miners, smelters, iron founders in all respective branches;
 - (iv) in stainless steel, silicon steel, special steel, mild steel and in allied products, iron ore in all respective branches, and other allied input or other materials, and, for that purpose to construct, install, operate, manage and maintain all plants, mines, establishments, works etc.

“RESOLVED FURTHER THAT Mr. Vishal Singhal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and matters connected therewith or incidental thereto and settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION AS PER COMPANIES ACT, 2013

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 5, 13, 14 and other applicable provisions, if any, of the Companies Act 2013, read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force (‘the Act’) and subject to the necessary approval(s) required under all other applicable laws and regulations if any, consent of the members of the Company be and is hereby accorded to alter

the existing Memorandum of Association of the Company, by replacing, it with the new set of Memorandum of Association in accordance with Table 'A' of Schedule I of the Act and that the new set of Memorandum of Association be and is hereby approved and adopted as the Memorandum of Association of the Company in exclusion and in substitution of the existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Vishal Singhal, Managing Director of the Company be and is hereby authorized to do and perform all such acts, deeds, matters and things as they may in their absolute discretion deem necessary desirables or appropriate to settle any question difficulty or doubt that may arise in this regard."

3. REGULARISATION OF MR. RAKESH KUMAR SINGHAL (DIN: 00063247) AS A DIRECTOR OF THE COMPANY

To consider and approve the regularization of appointment of Mr. Rakesh Kumar Singhal as Director of the Company and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and based on the recommendations of Nomination and Remuneration Committee, Mr. Rakesh Kumar Singhal (DIN: 00063247), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th December, 2022 in terms of Section 161 of the Act and who holds office up to the ensuing General Meeting and eligible for appointment as a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Vishal Singhal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

4. RE-APPOINTMENT OF MS. SEEMA RASTOGI (DIN: 09837973) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") (including any statutory modification(s) or reenactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and

approval of the Board of Directors, Ms. Seema Rastogi (DIN: 09837973), who was appointed as an Additional Director in the capacity of Non-Executive Independent Director with effect from 29th December, 2022, and has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, 2015, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from 29th December, 2022 to 28th December, 2027, whose period of office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution.”

FOR & ON BEHALF OF FEDDERS ELECTRIC AND ENGINEERING LIMITED

Date : 20th January, 2023
Place : Uttar Pradesh

Sd/-
Sakshi Goel
Company Secretary & Compliance Officer
Membership No.: A46999

NOTES:

1. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 (“the Act”) setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is attached.
2. In line with the Ministry of Corporate Affairs (“MCA”) Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose email addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company’s website www.imcapitals.com/fedders-electric-engineering/ and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e BSE & NSE Limited at www.bseindia.com and www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.
3. Members, whose names appear on the Register of Members /List of Beneficial Owners as on Monday, January 23, 2023, will be considered for the purpose of voting.
4. The voting rights of Members shall be in proportion to their share of the paid-up share capital of the Company as on Monday, January 23, 2023.
5. Members who have received this Postal Ballot Notice by e-mail and who wish to vote can do it only through e-voting on or before 5:00 P.M (IST) on Saturday, February 25, 2023.

6. Members can opt for only through e-voting. In case Members cast their votes both by E-voting, the votes cast through e-voting shall prevail.
7. The Scrutinizer will submit the report to the Managing Director after completion of the scrutiny of the Postal Ballots and the results of the Postal Ballot will be announced on or before Monday, February 27, 2023 at the Registered Office of the Company. The results of the Postal Ballot will be hosted on the Company's website at www.imcapitals.com/fedders-electric-engineering/. And on the website of NSDL immediately after the declaration of the result by the Managing Director or any person authorized by him in writing for information of the members, besides being communicated to the Stock Exchanges on which the shares of the Company are listed.
8. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
9. The resolution, if passed by the requisite majority shall be deemed to have been passed on the date of declaration of the Postal Ballot results.
10. All the material documents referred to in this Postal Ballot Notice will be made available for inspection by the Members at the registered office of the Company during business hours on all working days except Saturday and Sunday, from the date of dispatch of this Postal Ballot Notice until the last date for receipt of votes by E-voting i.e Saturday, February 25, 2023.
11. Members who have not registered their e-mail addresses are requested to register the same with the Depository Participant(s) for sending future communication(s) in electronic form.

INSTRUCTIONS FOR VOTING:

Voting through Physical Postal Ballot Form

In line with the Ministry of Corporate Affairs ("MCA") Circulars, the Postal Ballot Notice is being sent only by electronic mode to those members whose e-mail addresses are registered with the Company/Depositories. The physical copy of the Postal Ballot Notice along with Postal Ballot form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.imcapitals.com/fedders-electric-engineering/ and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE & NSE Limited at www.bseindia.com and www.nseindia.com and also on the website of NSDL at www.evoting.nsdl.com.

E-Voting Facility

The business as set out in the Notice may be transacted through electronic voting system and the Company will provide a facility for voting by electronic means. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 the facility of voting through electronic means will be offered by National Securities Depository Limited (NSDL) to its Members to cast their votes electronically. A person whose name appears in the register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. Monday, January 23, 2023 shall be entitled to avail the facility of e-voting. The Company has appointed M/s DR Associates, Practising Company Secretary (ACS: 5339 /COP: 4629), to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.

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.	<ol style="list-style-type: none"> 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

	<p>3. 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>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.</p> <p>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</p>

	<p>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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 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 use 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.
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 Deepak@drassociates.org 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.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre at 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.

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.

2. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
3. 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.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102(1) of the Companies Act, 2013)

ITEM NO.1: TO AMEND OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

Your Board has to consider from time to time proposals for diversification into areas which would be profitable for the Company as a part of diversification plans. For this purpose, the object clause of the Company, which is presently restricted in scope, requires to be comprehensive so as to cover a wide range of activities to enable your Company to consider embarking upon new projects and activities.

The alteration in the object clause of the Memorandum of Association as set out in the Resolution is to facilitate diversification. This will enable the Company to enlarge the area of operations and carry on its business economically and efficiently and the proposed activities can be, under the existing circumstances, conveniently and advantageously combined with the present activities of the Company.

The Board in its meeting held on 20th January, 2022 has approved alteration of the Memorandum of Association of the Company and now seek Members' approval for the same.

The draft copy of the Memorandum of Association of the Company is available for inspection at the registered office on any working day during business hours till the date of AGM. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013,

None of the Directors, Key Managerial Person(s) of the Company and their relatives is, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Special Resolution set forth in Item no.1 of the Notice for approval of the Members.

ITEM NO. 2: ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION OF ASSOCIATION AS PER COMPANIES ACT, 2013

The Company was incorporated as Fedders Electric And Engineering Limited on 16th January, 1957 under the provisions of the Companies Act, 1956. The existing Memorandum of Association ("MOA") were based on the Companies Act, 1956. With the enactment of the Companies Act, 2013 major parts of the Companies Act, 1956 is no longer in force. Thus, with the coming into force of the Companies Act, 2013, the existing MOA require alteration in its several clauses. Hence, it is considered expedient to wholly replace the existing MOA with the

new MOA in line with the new Companies Act, 2013.

The Memorandum of Association of the Company, proposed to be amended as stated above, is being uploaded on the Company's website for perusal by the Shareholders. A copy of the existing and proposed MOA would be available for inspection by the members at the registered office of the company on all working days (Monday to Saturday) up to 25th February, 2023 (i.e. last date for receiving Postal Ballot Forms by Scrutinizer).

The alteration of MOA requires the approval of the Shareholders by means of a Special Resolution pursuant to Section 13 and Section 14 of the Companies Act, 2013 and accordingly the approval of the Shareholders is being sought through Postal Ballot.

The Board of Directors in its meeting held on 20th January, 2023 has accorded its approval for alteration of MOA. Your Directors recommend the same for approval of the Shareholders by passing Special Resolution(s) at Items no. 2 through postal ballot.

None of the Director or their relatives is interested in the resolution of the accompanying Notice except to the extent of their shareholding in the Company.

The Directors recommends the aforesaid resolution set forth in Item No.2 of the Notice for the approval by the members as a Special Resolution.

ITEM NO.3: REGULARISATION OF MR. RAKESH KUMAR SINGHAL (DIN: 00063247) AS A DIRECTOR OF THE COMPANY

Based on the recommendations of the NRC, the Board, on 29th December, 2022, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mr. Rakesh Kumar Singhal (DIN: 00063247) as an Additional Director (Non-Executive, Promoter) of the Company to hold office up to the date of the ensuing General Meeting.

The appointment of Mr. Rakesh Kumar Singhal (DIN : 00063247) as a Director of the Company is desirable and would be beneficial in the interest of the Company, he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director of the Company.

Except Mr. Vishal Singhal, Mrs. Sonal Singhal and Mr. Rakesh Kumar Singhal, none of the other Directors, Key Managerial Person(s) of the Company and their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board recommends the Ordinary Special Resolution set forth in Item no.3 of the Notice for approval of the Members.

The relevant details of Mr. Rakesh Kumar Singhal, is attached as **ANNEXURE-A**.

ITEM NO.4: RE-APPOINTMENT OF MS. SEEMA RASTOGI (DIN: 09837973) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY

Based on the recommendations of the NRC, the Board, on 29th December, 2022, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Ms. Seema Rastogi (DIN: 09837973) as an Additional Director (Non-Executive, Independent Director) of the Company with immediate effect.

Further, based on the recommendations of the NRC and subject to the approval of the Members, the Board, in accordance with the provisions of Section 149 read with Schedule IV to the Act, and Regulation 16 of the SEBI Listing Regulations, appointed Ms. Seema Rastogi as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 years commencing from 29th December, 2022 to 28th December, 2027 (both days inclusive).

The Company has received a declaration from Ms. Seema Rastogi, confirming the criteria of independence as prescribed under Section 149(6) of the Act under the Regulation 16(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"). Ms. Seema Rastogi, is not disqualified from being appointed as a Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management.

A copy of the draft letter for re-appointment of Ms. Seema Rastogi, setting out the terms and conditions of appointment is available for inspection without any fee by the members at the registered Office of the Company, till the date of General Meeting. The details as required under SEBI Regulations and Secretarial Standard-2 issued by The Institute of Company Secretaries of India are mentioned under the head "Additional Information".

Your Directors recommend the resolution set out at Item No.4 as Ordinary Resolution to the Members for their approval.

Except Ms. Seema Rastogi, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The relevant details of Ms. Seema Rastogi is also attached as **ANNEXURE-A**.

This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

ANNEXURE-A

PARTICULARS		
Name of the Director	Mr. Rakesh Kumar Singhal	Ms. Seema Rastogi
DIN	00063247	09837973
Date of Birth	17/11/1968	26/01/1979
Brief Profile	Mr. Rakesh Kumar Singhal is an Indian citizen and 54 years of age. He also has a residence at Ghaziabad (U.P.). Rakesh Kumar Singhal has an experience in the field of manufacturing of cylinders.	Ms. Seema Rastogi is an Indian citizen and 43 years of age. She also has a residence at Meerut. She is a post graduate in Business Administration from U.P. Technical University, Lucknow (U.P.).
Date of Appointment	29/12/2022	29/12/2022
Qualification and Experience and expertise in Specific functional area	Graduate	M.B.A
Term and Condition of Appointment	Mr. Rakesh Kumar Singhal is Director of the Company liable to retire by rotation.	5 Years i.e 29 th December, 2022 to 28 th December, 2027
Remuneration last drawn	NA	NA
Remuneration sought to be paid	NA	NA
Directorship in other Companies	19	NA
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a director.	NA	NA
Member/Chairman of Committees of the Board of Directors of the Company	NA	

Number of shares held in the Company	01	NONE
Relationship with directors and KMPs	Father of Mr. Vishal Singhal	NONE
No. of Board Meetings attended	0	0

**FOR & ON BEHALF OF FEDDERS ELECTRIC AND
ENGINEERING LIMITED**

Date : 20th January, 2023
Place : Uttar Pradesh

Sd/-
Sakshi Goel
Company Secretary & Compliance Officer
Membership No.: A46999