

19th August, 2022

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

Attn.: The Manager, Listing Dept.

Dear Sir,

Sub: Secretarial Compliance Report for financial year ended March 31, 2019

Please find enclosed the Secretarial Compliance Report of the Company for the financial year ended March 31, 2019, pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

You are requested to take the above information on records.

Thanking you

For **Fedders Electric and Engineering Limited**


Sakshi Goel
Company Secretary & Compliance officer





Secretarial compliance report of Fedders Electric and Engineering Limited for the financial year ended 31st March 2019

We, DR Associates, Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Fedders Electric and Engineering Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2019 in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;





(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

and based on the above examination, we hereby report that, during the year under review:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
As per Note 1			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment etc.	Observations/ remarks of the Practicing Company Secretary, if any.
As per Note 1				

Note 1:

a) Fedders Electric & Engineering Limited was admitted under Corporate Insolvency Resolution Process of the Insolvency and Bankruptcy Code 2016 and w.e.f. 14th August 2019, its business





and assets were being managed by Resolution Professional, Mr. Ashok Kumar Gulla, appointed by the Hon'ble National Company Law Tribunal Allahabad Bench vide order dated 14.08.2019.

- b) *In the Secretarial Audit Report issued by M/s SKP & Co., Company Secretaries, various observations were mentioned including the constitution of Board of Directors and Committees was not in terms of the provisions of Listing Regulations, non-compliances of the various provisions of the Listing Regulations and non-maintenance of functional website.*
- c) *In the absence of information and records pertaining to the financial year ended 31st March 2019, we are not able to express our opinion in respect of compliance of the various conditions of the Listing Regulations.*

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observation of the Practicing Company Secretary in the previous reports	Observation made in the secretarial compliance report for the year ended... (the year are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For DR Associates
Company Secretaries
Firm Regn.: P2007DE003300



Deepak Gupta
Partner
CP No.: 4629

UDIN: F005339D000814391

Place: New Delhi
Date: 19th August 2022