

13th October, 2022

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

Attn.: The Manager, Listing Dept.

Dear Sir,

Sub: Secretarial Compliance Report for financial year ended March 31, 2022

Please find enclosed the Secretarial Compliance Report of the Company for the financial year ended March 31, 2022, 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**

Digitally signed by
SAKSHI GOEL
Date: 2022.10.13
12:14:07 +05'30'

Sakshi Goel
Company Secretary & Compliance officer





**Secretarial compliance report of Fedders Electric and Engineering
Limited for the financial year ended 31st March 2022**

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 2022 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, to the extent applicable which inter-alia 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; **Not applicable to the Company during the audit period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **Not applicable to the Company during the audit period**





- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the audit period**
- (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 and Engineering Limited went into Corporate Insolvency Resolution Process under the provisions of the Insolvency and Bankruptcy Code, 2016 (“Code”) in terms of order passed by the Hon’ble National Company Law Tribunal (“NCLT”), Allahabad Bench with effect from 14th August, 2019 and the powers of Board of Directors of the Company stand suspended effective from the CIRP commencement date and such powers along with the management of affairs of the Company are vested with the IRP in accordance with the provisions of Section 17 and 23 of the Insolvency Code read with Regulation 15(2A) & (2B) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Its affairs, business, and assets were being managed by the Insolvency Professional, Mr. Ashok Kumar Gulla, appointed as Interim Resolution Professional by the NCLT, Allahabad vide order dated 14th August, 2019 and continued as Resolution Professional by the approval of Committee of Creditors in its meeting held on 12th September, 2019 under provisions of the Code. Further, the Hon’ble NCLT, Allahabad bench vide its order dated 06.10.2021 has approved the Resolution Plan submitted by IM Plus Capitals Ltd. (Successful Resolution Applicant or SRA or RA).
- b) *In the Secretarial Audit Report issued by M/s DR Associates, 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) *During the financial year ended 31st March 2022, there were non-compliances in respect 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
No observations made in the previous reports were complied during financial year under review				

For DR Associates
Company Secretaries
Firm Regn.: P2007DE003300

Deepak Gupta
Partner
CP No.: 4629

UDIN: F005339D000997101



Place: New Delhi
Date: 19th September 2022