



**FEDDERS  
ENGINEERING**

**ANNUAL REPORT 2022-23**

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**FEDDERS ELECTRIC AND ENGINEERING LIMITED  
CIN NO: L29299UP1957PLC021118**

**67<sup>TH</sup> ANNUAL REPORT  
2022-23**



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**CORPORATE INFORMATION**

**Board of Directors**

Mr. Vishal Singhal	Managing Director
Ms. Tanya Singhal (Resigned w.e.f 23.09.2022)	Woman Director
Mrs. Sonal Singhal (Appointed w.e.f 23.09.2022)	Woman Director
Mr. Rakesh Kumar Singhal (Appointed w.e.f 29.12.2022)	Director
Mr. Anil Kumar Kaushik	Independent Director
Mr. Sanjeev Kumar Singhal (Appointed w.e.f 09.06.2022)	Independent Director
Mrs. Seema Rastogi (Appointed w.e.f 29.12.2022)	Independent Director

**Chief Financial Officer**

Mr. Narendra Kumar Mishra

**Company Secretary & Compliance Officer**

Ms. Sakshi Goel

**Statutory Auditor**

M/s. Rajiv Malhotra & Co.

**Secretarial Auditor**

M/s. DR Associates

**Cost Auditor**

M/s. Jain Sharma & Associates

**Registrar & Share Transfer Agents**

Skyline Financial Services Private Limited

**Registered Office**

6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205 (U.P.)

**Corporate Office**

C-4, Noida Phase-II,  
Gautam Buddha Nagar- 201305 Uttar Pradesh

**Bankers**

State Bank of India  
ICICI Bank Limited  
Standard Chartered Bank  
HDFC Bank Limited  
Axis Bank Limited



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**BOARD'S REPORT**

**Dear Shareholders,**

Your Directors present the 67<sup>th</sup> Report of Board of Directors on the business and operations of Fedders Electric and Engineering Limited ("Company") together with its Audited financial statements for the financial year ended 31<sup>st</sup> March, 2023.

**1. FINANCIAL PERFORMANCE**

The financial performance of the Company during the year under review is summarized below:

**(Amount in crores)**

Particulars	Standalone		Consolidated	
	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022	For the year ended 31 <sup>st</sup> March, 2023	For the year ended 31 <sup>st</sup> March, 2022
Revenue from Operations	114.54	46.48	114.53	46.48
Other Income	18.05	68.49	18.05	68.49
Total Revenue	132.59	114.97	132.59	114.97
Total Expenses	109.73	88.76	109.75	88.78
<b>Profit/(Loss) before Tax &amp; Exceptional Item</b>	<b>22.86</b>	<b>26.21</b>	<b>22.84</b>	<b>26.19</b>
Exceptional Item	-	720.85	-	720.85
<b>Profit/(Loss) before Tax</b>	<b>22.86</b>	<b>747.06</b>	<b>22.84</b>	<b>747.04</b>
<b>Tax Expenses:</b>				
Current Tax	-	-	-	-
Deferred Tax	-	-1.67	-	-1.67
<b>Profit/(Loss) after Tax</b>	<b>22.86</b>	<b>748.73</b>	<b>22.84</b>	<b>748.71</b>

**2. STATE OF AFFAIRS AND OPERATIONAL HIGHLIGHTS**

During the year under review, the total revenue from operations of your Company for the financial year ended 31<sup>st</sup> March, 2023 stood at Rs. 114.54 Crore as against the revenue of Rs. 46.48 Crore earned in the previous year ended on 31<sup>st</sup> March, 2022. The Company earned Profit of Rs. 22.86 Crores for the year ended 31<sup>st</sup> March, 2023 in comparison with the profit of Rs. 748.73 Crores (including Rs. 720.85 Crores from exceptional items) in the previous year ended on 31<sup>st</sup> March, 2022.

At present, Company is completing its existing projects and most of its plants are non-operational, the new Management is making best endeavors to re-start the operations of the Company. During the year, the management has started the export of iron ores fines.

**3. SHARE CAPITAL**

The Capital Structure of the Company as follows:-

- The Authorised Share Capital of the Company is Rs. 70 Crores (Seventy Crores) divided into 7,00,00,000 (Seven Crore) Equity shares of Re. 10/- par value.
- The Issued, Subscribed and Paid-up Capital is Rs. 30 Crores (Thirty Crores) divided into 3,00,00,000 (Three Crore) Equity shares, Re. 10/- par value.



Further, the Shareholders of the Company had approved the following resolution as Special Resolution in the Extra-Ordinary General Meeting held on 29<sup>th</sup> June, 2023:

- The Company had reclassified its Authorised Share Capital of Rs. 70,00,00,000 comprising of 3,00,00,000 Equity Shares of Rs. 10/- each and 4,00,00,000 Non-Convertible Cumulative Redeemable Preference Shares of Rs 10/- each.
- To Issue 4,00,00,000, 0.5% Redeemable Non-Convertible Cumulative Preference Shares of face value of Rs.10/- each at a premium of Rs 40/- per share through Private Placement.

#### **4. DIVIDEND**

In view of conservation of profits, the Board of Directors does not recommend any dividend for the financial year 2022-23.

#### **5. DEPOSITS**

During the year under review, your Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the rules made there under.

#### **6. DIRECTORS AND KEY MANAGERIAL PERSONNEL**

In accordance with the provisions of the Section 152(6) of the Companies Act, 2013, Mr. Rakesh Kumar Singhal (DIN: 00063247) will retire by rotation at the ensuing Annual General Meeting of the Company and being eligible, offers himself for re-appointment as Non-Executive Promoter Director. The Board recommends his re-appointment.

Further, the following changes in the composition of Board of Directors during the year under review:

- Ms. Kirti Jain resigned from the post of Company Secretary of the Company w.e.f. 30<sup>th</sup> April, 2022.
- The Company had appointed Mr. Sanjeev Kumar Singhal as an Additional Independent Director and Ms. Sakshi Goel as Company Secretary & Compliance Officer w.e.f. 09<sup>th</sup> June, 2022
- The Company had also changed the designation of Mr. Vishal Singhal from Director to Managing Director in the Board Meeting held on 04<sup>th</sup> August, 2022.
- The Company had appointed Mrs. Sonal Singhal as an Additional Non-Executive Director and also took note of resignation of Mrs. Tanya Singhal as Director on 23<sup>rd</sup> September, 2022 respectively.
- The Company had appointed Mr. Rakesh Kumar Singhal as an Additional Non-Executive Director and Mrs. Seema Rastogi as an Additional Independent Director on 29<sup>th</sup> December, 2022 respectively.

#### **7. DECLARATION BY INDEPENDENT DIRECTORS**

As required under Section 149(7) of the Companies Act, 2013 read with Schedule IV of Companies Act 2013, the Company has received a confirmation/declaration from each of the Independent Directors stating that they meet the criteria of independence. The following Non-Executive Directors of the Company are independent in terms of Section 149(6) of the Companies Act, 2013, and the Listing Regulations:

1. Mr. Anil Kumar Kaushik
2. Mr. Sanjeev Kumar Singhal
3. Mrs. Seema Rastogi



## **8. DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the provisions of Section 134(5) of the Companies Act 2013, the Directors hereby confirms that:

- i. in preparation of Annual Accounts the applicable Accounting Standards have been followed and there has been no material departure.
- ii. they have selected accounting policies which were applied consistently and the directors/IRP made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March 2023 and of the profits/losses for the year ended on that date.
- iii. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv. they have prepared the annual accounts on a going concern basis.
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively.
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **9. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES:**

During the period under review, there are no companies which have become or ceased to be its Subsidiary, Associates & Joint Venture. The detail of existing subsidiary Companies are given in Form AOC-1 as per **Annexure 1**.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited accounts in respect of Fedders Lloyd Trading FZE, are available on the website of the Company i.e [www.imcapitals.com/fedders-electric-engineering/](http://www.imcapitals.com/fedders-electric-engineering/). The Company will make these documents available upon request made by any shareholder of the Company.

## **10. STATUTORY AUDITORS**

In terms of the Section 139 of the Companies Act, 2013, M/s Rajiv Malhotra & Associates Co., Chartered Accountants, having ICAI Registration No. 021479N were re-appointed as Auditors for a period of 5 years from the conclusion of 64<sup>th</sup> Annual General Meeting up to the conclusion of the 69<sup>th</sup> Annual General Meeting to be held for the financial year 2024-25.

## **11. AUDITORS' REPORT**

The Auditor Report for the financial year ended 31<sup>st</sup> March, 2023 contains various qualifications and observation, Audit Report attached herewith which forms part of the Annual Report.

### **Management Reply**

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 14<sup>th</sup> August, 2019. 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). The Board of the Company was reconstituted in terms of the Resolution Plan. The present management acknowledges the qualifications observed by Auditors in the Audit Report on Financial Statements for the financial year ended 31<sup>st</sup> March 2023 and ensures the applicable compliances in the upcoming years. However, the qualifications were repetitive and has been reduced as compared to the previous financial year and management is making its best endeavour to make the all compliances and requirement of auditors good.



## **12. SECRETARIAL AUDITORS**

Pursuant to the provisions of Section 204 of the Companies Act, 2013 the Board of Directors of the Company has appointed M/s Chetna Bhola & Associates, Company Secretaries, as Secretarial Auditors of the Company in the Board Meeting held on 29<sup>th</sup> March, 2023 to conduct Secretarial Audit for the financial year 2022-23.

The Secretarial Audit Report submitted by them for the financial year 2022-23 in the prescribed form MR-3 is attached as **Annexure-2** and forms part of this Report. There were certain qualifications, observations, reservation or comments or other remarks in the Secretarial Audit Reports which are self-explanatory.

## **13. CORPORATE GOVERNANCE**

The Company is committed towards maintaining the highest standards of Corporate Governance and adhering to the disclosure norms as set out by the Securities and Exchange Board of India and other Regulatory Authorities. In compliance with Regulation 34 of Listing Regulations, a detailed Corporate Governance Report is annexed herewith marked as **Annexure-3** to and forms part of this Report.

## **14. BOARD EVALUATION**

Pursuant to the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations 2015, the Board of Directors has carried out an annual evaluation of its own performance, Board Committees and of individual directors.

The evaluation process focused on various aspects of the board and its committees such as the size, structure, composition and expertise of the board, frequency of meetings, effective discharge of functions and duties by Board and Committee prescribed under the law and as per terms of reference, in case of the committees, ensuring the integrity of the company's accounting and financial reporting systems, independent audit, internal audit and risk management systems (for Board and Audit Committee), working in the interests of all the stakeholders of the company and such other factors.

The performance of the board and committees was evaluated by the board after seeking inputs from all the directors.

## **15. MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

The Management Discussion and Analysis Report on the operations of the Company, as required under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is marked as **Annexure-4** and forms part of this report.

## **16. CHANGES IN THE NATURE OF THE BUSINESS**

There has been no change in the nature of business of the Company during the financial year 2022-23.

## **17. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate on the date of this report.

## **18. RELATED PARTY TRANSACTIONS**

The Company has entered into contract or arrangement with related parties as defined under Section 188 of the Companies Act, 2013 during the financial year under review. All contracts/ arrangements/transactions entered into



between related parties were in ordinary course of business and arm's length basis as shown in Note No. 37 to the financial Statements.

#### **19. INTERNAL CONTROL SYSTEM AND ADEQUACY**

The Company has maintaining effective and reliable Internal Control System commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit function is well defined in the organization and is aligned with the statutory requirements. The efficacy of the internal checks and control systems are validated by Statutory Auditors, Auditor has disclaimer opinion on Internal Control system and Adequacy.

#### **20. CORPORATE SOCIAL RESPONSIBILITY**

Pursuant to the provision of Section 135 of the Companies Act, 2013 (the Act) read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has earned profit Rs. 26.21 crore during the financial year 2021-22, hence Section 135 is applicable on the Company and the Company is not required to spend any CSR expenditure during the financial year 2022-23 due to average net losses for last 2 years.

The Company has constituted a CSR Committee. Following is the composition of the Corporate Social Responsibility Committee:-

1. Mr. Vishal Singhal, Chairman & Member -
2. Mr. Rakesh Kumar Singhal, Member
3. Mr. Sanjeev Kumar Singhal, Member

The Board of Directors, based on the recommendations of the Committee, formulated a CSR Policy encompassing the Company's philosophy for describing its responsibility as a Corporate citizen, laying down the guidelines and mechanisms for undertaking socially relevant programs for welfare and sustainable development of the community at large.

#### **21. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO AND RESEARCH & DEVELOPMENT**

In accordance with the requirements of Section 134(3) (m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, a statement showing particulars with respect to Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo are annexed hereto as **Annexure-5** and forms part of this Report.

#### **22. VIGIL MECHANISM**

In accordance with the provisions of the Act and Listing Regulations, the Company has adopted a Whistle Blower Policy, as part of Vigil Mechanism to provide appropriate avenues to the employees to bring to the attention of the management any issue which is an actual or suspected fraud or perceived to be in violation of or in conflict with the Code of Conduct of the Company. During the year ended 31<sup>st</sup> March, 2023, no complaints pertaining to sexual harassment were received.

#### **23. ANNUAL RETURN**

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return is uploaded on website of the Company [www.imcapitals.com/fedders-electric-engineering/](http://www.imcapitals.com/fedders-electric-engineering/).





#### **24. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

There were no guarantees or security given and investments made by the Company however; the Company has given Loans as per Section 186 of the Companies Act, 2013. The details of the transactions are disclosed in the Note no. 36 to the financial statements.

#### **25. PARTICULARS OF EMPLOYEES**

The Statement pertaining to provision of Rule 5(2) & (3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 requiring the names of top ten employees in terms of remuneration drawn forms part of this Board Report. However, as per Section 136(1) of the Act and proviso of Rule 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Report and Financial Statements are being sent to the Members of the Company excluding the said statement. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary at the Registered Office of the Company. It is also stated here that there was no employee during the year who were in receipt of remuneration mention in Rule 5 (2) (I), (II) and (III) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014.

#### **26. RISK MANAGEMENT**

The Board of the Directors are of the view that there is no such risk element which may threaten the existence of the Company. However, the Company has well-defined Risk Management Systems and procedures for the businesses of the Company, which are periodically reviewed to ensure that the risks can be mitigated to the extent possible.

#### **27. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has always provided a congenial atmosphere for work to all the employees, that is free from discrimination and harassment including sexual harassment. There were no cases/complaints pertaining to the sexual harassment reported to the Board during the year under review.

#### **28. LISTING OF EQUITY SHARES**

The Equity Shares of your Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) and the trading of the shares are suspended on both exchanges.

#### **29. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There being no other significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

#### **30. INVESTOR EDUCATION AND PROTECTION FUND**

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"), during the year under review, the dividend declared for the financial year 2011-12 to 2015-16 amounting to Rs. 38.39 lakhs which was remained unclaimed from seven consecutive years was not transferred to Investor Education and Protection Fund. Further, shares of the Company, in respect of which dividend has not been claimed from seven consecutive years from the date of transfer to unpaid dividend account, have also not been transferred to the demat account of IEPF Authority. The Company is in the process of transferring the above to the IEPF.



**31. DISCLOSURE WITH RESPECT TO MAINTENANCE OF COST RECORDS**

Pursuant to the provisions of Section 148(1) of the Act and rules made thereunder, the Company is required to maintain Cost records and accordingly, such accounts and records are maintained by the Company.

**32. RATIO OF REMUNERATION**

The information required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is given in the Statement annexed herewith as **Annexure-6**.

**33. HEALTH, SAFETY AND ENVIRONMENT**

Your Company has complied with all the applicable Health & Safety Standards, Environment Laws and Labour laws and has been taking all necessary measures to protect the environment and provide workers a safe work environment. Your Company is committed towards improvement in Health & Safety as well as Environmental performance by providing a safe & healthy work environment to all its employees and co-workers.

**34. HUMAN RESOURCE AND INDUSTRIAL RELATIONS**

Your Company considers people as its biggest assets and "Believing in People" is at the heart of its human resource strategy. Lot of efforts are put in for talent management, strong performance management, learning and training initiatives in order to ensure that your Company consistently develops inspiring strong and credible leadership. During the year under review, your Company continued to have cordial relationship with all its employees and maintained healthy, cordial and harmonious industrial relations at all levels.

**35. REPORTING OF FRAUDS BY AUDITORS**

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the audit committee, under Section 143 (12) of the Companies Act, 2013, any instances of fraud committed against the company by its officers or employees, the details of which would need to be mentioned in the board's report.

**36. ACKNOWLEDGEMENTS**

Your Directors would like to express their sincere appreciation to the Customers, Employees, Financial Institutions, Banks, Central and State Government Authorities, Regulatory Authorities, Stock Exchanges and all the various stakeholders for their continued co- operation and support to the Company who all made our consistent growth possible.

Your Directors also wish to record their appreciation for the continued co-operation and support extended by the governments of various countries where we have our operations.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

**Sd/-  
VISHAL SINGHAL  
Managing Director  
DIN: 03518795**

**Sd/-  
RAKESH KUMAR SINGHAL  
Director  
DIN: 00063247**

**Date: 01<sup>st</sup> September, 2023  
Place: Sikandrabad, UP**



**Annexure 1**

**Form AOC-1**

(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

**Part "A": Subsidiaries- the Company has one subsidiary**

**(In AED Currency)**

S. No.	Name of the Subsidiary Company	Reporting Period	Capital	Reserves	Total Assets	Total Liab.	Investments	Turnover	Profit / (Loss) before taxati on	Provisi on for Taxati on	Prof it/ (Los s) after taxa tion	Propos ed Divide nd	% of Sha reh oldi ng
1	Fedders Lloyd Trading FZE P.O. Box No. 331007 , Ras Al Khaimah, United Arab Emirates	2022-23	5,00,000	3472482	-	-		-	(7,350)	-	(7,350)	-	100%



**Part "B": Associates and Joint Ventures**

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

S.No.	Name of Associates /Joint Ventures	Latest audited Balance Sheet Date	Shares of Associate/Joint Ventures held by the company on the year end			Description of how there is significant influence	Reason why the Associates /joint venture is not consolidated	Net worth attributable to shareholding as per latest audited Balance Sheet	Profit/Loss for the year	
			No. of shares	Amount of Investment in Associates /Joint Venture	Extent of Holding (%)				Considered in Consolidation	Not Considered in Consolidation
NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	

**Table no. 1.6**

1. Names of associates or joint ventures which are yet to commence operations- NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year- NIL

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

Sd/-  
**VISHAL SINGHAL**  
Managing Director  
DIN: 03518795

Sd/-  
**RAKESH KUMAR SINGHAL**  
Director  
DIN: 00063247

Date: 01<sup>st</sup> September, 2023  
Place: Sikandrabad, UP



**FORM NO. MR-3  
SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023**

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

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Fedders Electric and Engineering Limited (CIN: L29299UP1957PLC021118), 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, Bulandshahr, Uttar Pradesh — 203205 (hereinafter called "**Company**"). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2023, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and amendments from time to time; ***(No event took place under this Regulation during Audit period)***;
  - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share



Based Employee Benefits) Regulations, 2014 **(No event took place under this Regulation during Audit period);**

- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008**(No event took place under this Regulation during Audit period);**
- (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009**(No event took place under this Regulation during Audit period);** and
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998**(No event took place under this Regulation during Audit period);**

(vi) We further report that after considering the compliance system prevailing in the Company, and after carrying out test checks of the relevant records and documents maintained by the Company, it has complied with the following laws that are applicable specifically to the Company:

- (a) Indian Stamp Act, 1899;
- (b) Negotiable Instrument Act, 1881.

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with BSE Limited ("BSE") read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

**We further report that:**

Compliance of applicable financial laws including Direct and Indirect Tax laws by the Company has not been reviewed in this Audit and the same has been subject to review by the Statutory Auditors.

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, in our opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance of provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

**Composition of the Board of Directors of the Company as on 01.04.2022:**

- 1. Mr. Vishal Singhal (DIN: 03518795) - Managing Director (Executive)
- 2. Mr. Anil Kumar Kaushik (DIN: 09131927) - Director (Non-Executive / Independent)
- 3. Ms. Tanya Singhal (DIN: 08930315) Director (Non-Executive and Non-Independent)

**Composition of the Board of Directors of the Company as on 31.03.2023:**

- 1. Mr. Vishal Singhal (DIN: 03518795) - Managing Director (Executive)
- 2. Mr. Rakesh Kumar Singhal (DIN: 00063247) - Director (Non-Executive/Non-Independent)
- 3. Mr. Anil Kumar Kaushik (DIN: 09131927) - Director (Non-Executive / Independent)



4. Mr. Sanjeev Kumar Singhal (DIN: 09131964) - Director (Non-Executive/Independent)
5. Ms. Sonal Singhal (DIN: 09745010) - Director (Non-Executive/Non-Independent)
6. Ms. Seema Rastogi (DIN: 09837973) - Director (Non-Executive / Independent)

The company is required to strengthen the mechanism to comply with the Secretarial Standards-1 (SS-1) issued by the Institute of Company Secretaries of India and Section 118(10) of the Companies Act, 2013, w.r.t. sending notice all directors to schedule the Board Meetings, agenda and detailed notes on agenda at least seven days in advance,

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that:

1. 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+ Capitals Limited.
2. The share capital before initiation of Corporate Insolvency Resolution Process (CIRP) of the Company is extinguished on 6th October, 2021 and the Company has allotted new share capital (post CIRP) on 3<sup>rd</sup> December, 2021 in pursuance of the Resolution Plan approved by Hon'ble NCLT, Allahabad vide its order dated 6th October, 2021. As explained by the management, the Company has already intimated to the Stock Exchanges regarding issue of share capital in pursuance of resolution plan, however the listing of the said shares is still pending. Due to pendency of listing application and further process, the listed entity is non-compliant w.r.t. maintain minimum public shareholding in terms of Securities Contracts (Regulation) Act, 1956 read with the Securities Contracts (Regulation) Rules, 1957.

**We further report that during the audit period under review:**

1. The Company was under Corporate Insolvency Resolution Process ("CIRP") and after the approval of Resolution plan and NCLT order dated 06.10.2021, the Company was given a time frame of 12 months to complete all the compliances.
2. The Company had not submitted Corporate Governance Report for the quarter ended June 30, 2022 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company had not submitted investor complaints for the quarter ended June 30, 2022 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The Company had made delayed submission Compliance Certificate pursuant to Regulation 7(3) pursuant to the SEBI (LODR) Regulations, 2015 for the financial year ended March 31, 2022 and the same was submitted on 29.07.2022.



5. The Company had made delayed submission Certificate u/r 40(9)& (10) of the SEBI(LODR) Regulations, 2015, for the financial year ended March 31, 2022 and not submitted for March 31, 2023.
6. The Company had not given prior intimation of Board Meeting in which financial results was approved by the Board of Directors for the quarter ended June 30, 2022, pursuant to Regulation 29 of the SEBI(LODR) Regulations, 2015 and submitted the delayed intimation.
7. The Company had not submitted the unaudited financial results for the quarter ended June 30, 2022 within the prescribed timeline pursuant to Regulation 29 of the SEBI (LODR) Regulations, 2015 and the results were submitted to the Stock Exchanges on October 01, 2022.
8. The Company had made delayed submission of related party transactions for six months ended September 30, 2022 which was not within the timeline prescribed u/r 23(9) of the SEBI (LODR) Regulations, 2015.
9. The Company had made delayed submission of Secretarial Compliance Report for the financial year ended March 31, 2022 on October 13, 2022 u/r 24A of the SEBI (LODR) Regulations, 2015.
10. The Company had made delayed submission of Annual Report for the financial year ended March 31, 2022 on December 13, 2022 pursuant to SEBI (LODR) Regulations, 2022.
11. The Company had not taken the omnibus approval for related party transactions to be entered during the financial year 2022-23 pursuant to Section 177 of the Companies Act, 2013 and Regulation 23(2) of SEBI (LODR) Regulations, 2015.

**For M/s Chetna Bhola & Associates  
Company Secretaries  
Peer Review No.: 2573/2022**

**Sd/-  
Chetna Bhola  
Partner**

**Mem No.: A41283**

**C.P. No.: 15802**

**UDIN: A041283E000386861**

**Date: May 26, 2023**

**Place: New Delhi**





**Annexure-A**

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

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the Secretarial records. The verification was done on test check basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices, we followed provide a reasonable basis of our opinion.
3. We have not verified the correctness and appropriateness of financial records, cost records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test check basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Chetna Bhola & Associates  
Company Secretaries  
Peer Review No.: 2573/2022**

**Sd/-  
Chetna Bhola  
Partner**

**Mem No.: A41283**

**C.P. No.: 15802**

**UDIN: A041283E000386861**

**Date: May 26, 2023  
Place: New Delhi**



## **REPORT ON CORPORATE GOVERNANCE**

In accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the report containing the details of Corporate Governance systems and processes is given below.

### **I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

We believe in the philosophy that good corporate governance is not an end in itself. It is a means to support economic efficiency, sustainable growth and financial stability. It facilitates companies' access to capital for long-term investment and helps ensure that shareholders and other stakeholders, who contribute to the success of the corporation, are treated fairly. For us, it is not enough to merely be profitable; we also demonstrate good corporate citizenship along with the practice of discipline and integrity through environmental awareness, ethical behavior and sound corporate governance practices.

Fedders Electric has formulated a Corporate Compliance Program which is designed and implemented to manage risks, prevent illegal and unethical conduct, and mitigate or eliminate punishments and liabilities when such conduct does take place. The Company has always endeavoured to accept and follow the internationally recognized code of conduct within the organization. It has always been the aim of the Company to exceed and excel through fair and transparent practices.

### **II. BOARD OF DIRECTORS & BOARD COMMITTEES**

The Company has a high-profile Board with varied management expertise. The Board's role, functions, responsibility and accountability are well known to them due to their vast experience. Directors are provided with well-structured and comprehensive agenda papers in advance. All material information is incorporated in the agenda for facilitating meaningful and focused discussion in the meeting. During the year, information as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration from time to time as and when required. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

#### **Composition of Board**

As on 31<sup>st</sup> March 2023, the Board of Directors, comprises of Six (06) Directors, out of which Two (2) are Non-Executive Independent Directors, one (1) Non-Executive Non- Independent Woman Director, one (1) Non-Executive Non-Independent Director, one (1) Non-Executive Independent Woman Director and One (1) Executive Promoter Director as Chairman. All statutory and material information was made available to the Board of Directors to ensure adequate disclosures and transparent decision making.

The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints. All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

#### **Non-Executive Directors' compensation and disclosures**

The Non-Executive Independent Directors are paid sitting fee within the limits prescribed under Section 197(1) (ii) of the Companies Act, 2013. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Independent Directors did not have any pecuniary relationship or transactions with the Company except the payment of sitting fees during the financial year 2022-23.

Independent Directors of the Company are not serving as Independent Directors in more than seven listed companies.

Terms and conditions of appointment of independent directors have been disclosed on website of the Company.

#### **Other provisions as to Board of Directors**

During the year 2022-23, 14 (Fourteen) meetings of the Board of Directors were held on 09-06-2022, 04-08-2022, 05-09-2022, 19-09-2022, 01-10-2022, 14-11-2022, 17-11-2022, 02-12-2022, 29-12-2022, 20-01-2023, 02-02-2023, 13-02-2023, 28-02-2023, 29-03-2023. The maximum time gap between any two consecutive meetings does not exceed



120 days during the year.

**The Independent Directors met on 02-02-2023.**

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which they are Directors. Necessary disclosures regarding Committee positions including the changes in other listed companies as on 31<sup>st</sup> March, 2023 have been made by the Directors as per Listing Regulations.

**\*BOARD COMMITTEES**

➤ **Audit Committee**

**A. Qualified and Independent Audit Committee**

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Audit Committee. Its functions are as under:

- i. The Audit Committee consists of the three Non-Executive Independent Directors as on 31.03.2023;
- ii. All members of the Committee are financially literate and having the requisite accounting and financial management expertise;
- iii. The Chairman of the Audit Committee is an Independent Director;
- iv. The Chairman of the Audit Committee was present at the last Annual General Meeting held on 31<sup>st</sup> December, 2022.

**B. Terms of reference**

The terms of reference of the Audit Committee include inter-alia:

- i. The recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- ii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iii. Examination of the financial statement and the auditors' report thereon;
- iv. Approval or any subsequent modification of transactions of the Company with related parties;
- v. Scrutiny of inter-corporate loans and investments;
- vi. Valuation of undertakings or assets of the Company, wherever it is necessary;
- vii. Evaluation of internal financial controls and risk management systems;
- viii. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the Company.
- ix. The Audit Committee shall have authority to investigate into any matter in relation to the items specified.
- x. The auditors of a Company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.
- xi. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- xii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- xiii. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- xiv. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report.
  - b. Changes, if any, in accounting policies and practices and reasons for the same.
  - c. Major accounting entries involving estimates based on the exercise of judgment by management.



- d. Significant adjustments made in the financial statements arising out of audit findings.
- e. Compliance with listing and other legal requirements relating to financial statements.
- f. Disclosure of any related party transactions.
- g. Qualifications in the draft audit report.
- xv. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- xvi. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- xvii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- xviii. Discussion with internal auditors any significant findings and follow up there on.
- xix. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- xx. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- xxi. To look into the reasons for substantial defaults in the payment to shareholders (in case of non-payment of declared dividends) and creditors.
- xxii. To review the functioning of the Whistle Blower mechanism.
- xxiii. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.
- xxiv. To review the Management discussion and analysis of financial condition and results of operations;
- xxv. To review a Statement of significant related party transactions (as defined by the audit committee), submitted by management.
- xxvi. To review Internal audit reports relating to internal control weaknesses;
- xxvii. To review the appointment, removal and terms of remuneration of the internal auditor;
- xxviii. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

**C. Composition, names of Members and Chairman, its meetings:**

As on 31<sup>st</sup> March 2023 the Audit Committee consists of three Members, Mr. Sanjeev Kumar Singhal, Mr. Anil Kumar Kaushik, Mrs. Seema Rastogi as members of the Committee. During the year, 6 Audit Committee meetings were held on 04-08-2022, 05-09-2022, 19-09-2022, 14-11-2022, 17-11-2022, 13-02-2023. The maximum time gap between any two consecutive meetings did not exceed 120 days during the year.

The Committee meetings were attended by invitation by Chief Financial Officer, the representatives of Statutory Auditors and representatives of the Internal Auditors. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

There is no recommendation of Audit Committee which has not been accepted by the Board of Directors during the year under review.

➤ **Nomination and Remuneration Committee**

**A. Constitution**

As on 31<sup>st</sup> March 2023, Nomination and Remuneration Committee consists three members Mr. Anil Kumar Kaushik, Mr. Sanjeev Kumar Singhal and Mrs. Seema Rastogi.

**B. Terms of reference**

**Terms of reference of the Nomination and Remuneration Committee include:**

- To identify persons who are qualified to become directors and who may be appointed in senior management in



accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To consider and fix the remuneration package of non-executive and executive Directors including any compensation payment.
- All elements of remuneration package of Director such as benefits, bonus, stock options, pension etc.
- Any other works and policy related and incidental to the objectives of the committee as per provisions of the Act and rules made thereunder.

**C. Meetings and attendance during the year**

During the financial year 2022-23, the Nomination and Remuneration Committee met 3 times on 19-09-2022, 01-10-2022, 20-01-2023.

**D. Remuneration policy**

The Executive Directors of the Company are paid, as approved by the Board of Directors, on the recommendation of the Remuneration Committee. The remuneration was decided considering various factors such as qualification, experience, expertise, remuneration prevailing in the industry, financial position of the Company. The Company pays sitting fees only to its Non-Executive Directors for attending the meetings of the Board/Committee thereof.

Non-Executive Independent Directors do not hold any equity shares in the Company. There has been no pecuniary relationship or transactions other than above of the Non-Executive Independent Directors with the Company during the year under review.

**E. Board Performance evaluation**

In compliance with the provisions of the Companies Act, 2013 and the Listing Regulations, Nomination and Remuneration Committee has approved the process, attributes, criteria and format for the performance evaluation of the Board, Committees of the Board and Individual Directors including the Chairman and Managing Director.

The process provides that the performance evaluation shall be carried out on an annual basis. During the year, the evaluation process was completed by the Company which included evaluation of the Board as a whole, Board Committees and individual Directors including the Chairman and Managing Director.

Performance of the Board and Board Committees were evaluated on various parameters such as structure, composition, quality, diversity, experience, competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness.

Performance of individual Directors was evaluated on parameters such as attendance at the meetings, participation and contribution, responsibility towards stakeholders and independent judgment.

Performance of Chairman and Managing Director was evaluated on certain additional parameters such as performance of the Company, leadership, relationships and communications.

All directors participated in the evaluation survey and review was carried out through a peer-evaluation excluding the Director being evaluated. The result of evaluation was discussed in the Independent Director's meeting, respective Committees meetings and in the Board Meeting. The Board members noted the suggestions/inputs of independent directors, HR, Nomination and Remuneration Committee and respective committee Chairmen and also discussed various initiatives to further strengthen Board effectiveness.



➤ **Stakeholders Relationship Committee**

**A. Composition, Members, its meetings and attendance**

As on 31<sup>st</sup> March 2023, the Stakeholders Relationship Committee consists of three Members, Mr. Sanjeev Kumar Singhal, Mr. Anil Kumar Kaushik, and Mr. Vishal Singhal as members of the Committee. During the financial year 2022-23, the Committee met 2 (Two) times on 19-09-2022, 02-12-2022.

**B. Terms of reference**

The Committee supervises the mechanism for redressal of investor grievances and ensures cordial investor relations, apart from looking into redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of annual reports, non-receipt of dividend and allied matters and complaints received from the Stock Exchanges.

**C. Complaints received and redressed during the year 2022-23**

Number of Shareholders Complaints received during the Financial Year 2022-23	0
Number of Shareholders Complaints solved to the satisfaction of shareholders during the Financial Year 2022-23	0
Number of Shareholders Complaints not solved to the satisfaction of shareholders during the Financial Year 2022-23	0
Number of Shareholders Complaints pending at the end of Financial Year 2022-23	0

**D. Details of Compliance Officer**

Name : Ms. Sakshi Goel  
Designation : Company Secretary and Compliance Officer

**E. Transfer of Unclaimed Dividend to IEPF**

During the year under review, no amount was transferred to IEPF.

**III. GENERAL BODY MEETINGS**

A. Details of the last three Annual General Meetings of the shareholders of the Company are as follows:

FINANCIAL YEAR	LOCATION(S)	MEETING DATE	TIME
2021-22	Regd. Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr, Uttar Pradesh-203205	31 <sup>st</sup> December, 2022	11:30 A.M.
2020-2021	Regd. Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr, Uttar Pradesh-203205	03 <sup>rd</sup> October, 2022	11:30 A.M.
2019-2020	Regd. Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr, Uttar Pradesh-203205	01 <sup>st</sup> September, 2022	12:00 Noon



#### **POSTAL BALLOT**

The Company had passed following resolutions through postal ballot conducted on 25<sup>th</sup> February, 2023:

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

All these above resolutions were passed by shareholders by passing Special Resolution through Postal Ballot.

#### **Whether any resolutions are proposed to be conducted through postal ballot:**

None of the businesses proposed to be transacted at the ensuing Annual General Meeting require passing a resolution through Postal Ballot.

#### **IV. MEANS OF COMMUNICATION**

Timely disclosure of the information on corporate financial performance and the corporate developments is a sign of good governance practice, which the Company follows.

Publication of quarterly results: The financial results are normally published in following newspapers.  
Financial Express- National Daily, Jansatta – Hindi Daily

##### **• Website:**

The website is not separate and linked with the website of its holding company i.e. IM+ Capitals Limited and domain of the website is [www.imcapitals.com/fedders-electric-engineering/](http://www.imcapitals.com/fedders-electric-engineering/).

##### **• Stock Exchanges:**

The Company is listed in BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and comply the rules and regulations issued by the Securities and Exchange Board of India ("SEBI").

##### **• NEAPS (NSE Electronic Application Processing System), BSE Corporate Compliance & the Listing Centre:**

NEAPS and BSE Listing Centre are web-based applications designed by NSE and BSE respectively, for the Corporates to electronically file all compliance related filings, inter alia, Shareholding Pattern, Corporate Governance Report, corporate announcements, amongst others in accordance with the Rules, Regulations and Guidelines issued by SEBI.

##### **• SCORES (SEBI Complaints Redress System)**

SCORES is a web-based centralized system provided by SEBI to the investors to lodge complaints against listed companies and registered intermediaries and is available 24\*7. It facilitates redressal of investor grievances in a speedy manner. The complainant may use SCORES portal to submit the grievance directly to companies/intermediaries and the complaint shall be forwarded to the entity for resolution. The entity is required to redress the grievance within 30 days, failing which the complaint shall be registered in SCORES.

##### **• Exclusive Email ID for investors**

The Company has designated the Email ID **imcapital9830@gmail.com** exclusively for investor servicing, and the



same is prominently displayed on the Company's website.

## **V. CODE OF CONDUCT**

Code of Conduct is a comprehensive document that serves as the ethical road map for the employees and the Company. It also, inter alia, governs the conduct of business in consonance with national interest, fair and accurate presentation of financial statements, being an employer providing equal opportunities to its employees, prohibition on acceptance of gifts and donations that can be intended or perceived to obtain business or uncompetitive favours, practicing political non-alignment, safe and healthy environment for its people, maintaining quality of products and services, being a good corporate citizen, ethical conduct and commitment for enhancement of stakeholder's value. The Company has a Code of Conduct for the Company for its employees to abide.

## **VII. DISCLOSURES**

### **a) Related Party Transactions**

During the year, the listed entity has obtained prior approval of Audit Committee for all related party transactions entered during the financial year.

### **b) Details of non-compliance by the Company, penalties, and structures imposed on the Company by Stock Exchanges or SEBI, or any statutory authority, on any matter related to capital markets, during the financial year 2022-23.**

1. The Company had not submitted Corporate Governance Report for the quarter ended June 30, 2022 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The Company had not submitted investor complaints for the quarter ended June 30, 2022 pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The Company had made delayed submission Compliance Certificate pursuant to Regulation 7(3) pursuant to the SEBI (LODR) Regulations, 2015 for the financial year ended March 31, 2022 and the same was submitted on 29.07.2022.
4. The Company had made delayed submission Certificate u/r 40(9) & (10) of the SEBI(LODR) Regulations, 2015, for the financial year ended March 31, 2022 and not submitted for March 31, 2023.
5. The Company had not given prior intimation of Board Meeting in which financial results was approved by the Board of Directors for the quarter ended June 30, 2022, pursuant to Regulation 29 of the SEBI(LODR) Regulations, 2015 and submitted the delayed intimation.
6. The Company had not submitted the unaudited financial results for the quarter ended June 30, 2022 within the prescribed timeline pursuant to Regulation 29 of the SEBI (LODR) Regulations, 2015 and the results were submitted to the Stock Exchanges on October 01, 2022.
7. The Company had made delayed submission of related party transactions for six months ended September 30, 2022 which was not within the timeline prescribed u/r 23(9) of the SEBI (LODR) Regulations, 2015.





8. The Company had made delayed submission of Secretarial Compliance Report for the financial year ended March 31, 2022 on October 13, 2022 u/r 24A of the SEBI (LODR) Regulations, 2015.
9. The Company had made delayed submission of Annual Report for the financial year ended March 31, 2022 on December 13, 2022 pursuant to SEBI (LODR) Regulations, 2022.

**c. Whistle Blower Policy Mechanism**

Your Company believes in conducting its business and working with all its stakeholders, including employees, customers, suppliers and shareholders in an ethical and lawful manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour. Your Company prohibits any kind of discrimination, harassment, victimization or any other unfair practice being adopted against an employee. In accordance with Listing Regulations and provisions of the Act your Company has adopted a Whistle Blower Policy with an objective to provide its employees a vigil mechanism whereby concerns can be raised in line with the Company's commitment to highest standards of ethical, moral and legal business conduct and its commitment to open communication.

During the financial year ended 31<sup>st</sup> March, 2023, no personnel have been denied access to the Chairman of the Audit Committee of the Company.

**d. Disclosure of Accounting Treatment**

Pursuant to the Notification of Ministry of Corporate Affairs ("MCA") on 16<sup>th</sup> February, 2015 Companies (Indian Accounting Standards) Rules, 2015 ("IND-AS") came into existence which later on came into force with effect from 1<sup>st</sup> April, 2015. In accordance with the Guidelines issued by MCA and SEBI vide circular CIR/CFD/FAC/62/2016 dated 5<sup>th</sup> July, 2016, the Company was mandatorily required to prepare its financial statements along with the financial results for the accounting period beginning from 1<sup>st</sup> April, 2017 in accordance with IND-AS as notified by the MCA.

Therefore, during the year under review, the Company has adopted IND-AS in the preparation of financial statements and has not adopted a treatment different from that prescribed under it.

**e. Reconciliation of Share Capital Audit**

During financial year 2022-23, the Company has filed all the Reconciliation of Share Capital Audit Report under Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018.

**f. Compliance with mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

The Corporate Governance Report of the Company for the financial ended 31<sup>st</sup> March, 2023 is generally in compliance with the requirements of the Listing Regulations. However, there are certain non-compliances of Listing Regulations were also observed.

**DISCRETIONARY REQUIREMENTS:**

**A. Qualified Opinion in Audit Report**

Statutory Auditors have given a Qualified Opinion in their Audit Report for the year. The Board comments on the qualifications made by them are available in the Board Report.



**B. GENERAL SHAREHOLDERS INFORMATION**

<b>1</b>	<b>Annual General Meeting</b>	<b>Remark</b>
	<b>Date</b>	30 <sup>th</sup> September, 2023
	<b>Time</b>	11:30 A.M
	<b>Venue</b>	Regd. Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr, Uttar Pradesh-203205.
<b>2</b>	<b>Financial Year</b>	1 <sup>st</sup> April, 2022 to 31 <sup>st</sup> March, 2023
<b>3</b>	<b>Date of Book Closure</b>	24 <sup>th</sup> September, 2023 to 30 <sup>th</sup> September, 2023
<b>4</b>	<b>Date of Dividend Payment</b>	N.A.
<b>5</b>	<b>Name and address of Stock Exchanges at which Company's securities are listed;</b>	BSE Limited ("BSE") Phiroze, Jeejeebhoy Towers Dalal Street, Mumbai 400 001  National Stock Exchange of India Limited ("NSE") Exchange Plaza, Plot No. C/1, G Block, Bandra-Kurla Complex, Sandra (E), Mumbai 400051
<b>6</b>	<b>Stock Code/ Symbol</b>	BSE : 500139 NSE: FEDDERELC ISIN No.: INE249C01011
<b>7</b>	<b>Listing Fees to Stock exchanges</b>	The Company has paid the Annual Listing Fees for the financial year 2022-23 to the BSE Ltd & NSE Ltd.
<b>8</b>	<b>Custodial Fees to Depositories</b>	The Company has paid custodial fees for the financial year 2022-23 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

**IX. MARKET PRICE DATA:**

During the year under review, the Equity Shares of the Company has been suspended at BSE and NSE. Therefore, such shares having no market price data.

**X. SHARE TRANSFER SYSTEM**

The Company has appointed Skyline Financial Services Private Limited as the Registrar and Share Transfer Agent ("RTA") of the Company. The work related to share transfer in terms of both physical and electronic mode is being dealt at single point by the RTA. After the completion of preliminary formalities of transfer/transmission by the RTA, the approval of transfer of shares in the physical form is given by the Stakeholders' Relationship Committee ("SRC") of the Board of Directors.



During the financial year, the Company had made delayed in submission of compliance certificate as obtained from a Company Secretary in practice to the effect that all certificates have been issued within 30 (thirty) days of the date of valid lodgment of transfer, sub-division, consolidation and renewal as required under Regulation 40(9) of the Listing Regulations.

However, pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018, notified on 08<sup>th</sup> June, 2018, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. The said amendment shall come into force on the one hundred and eightieth day from the date of its publication in the Official Gazette i.e. 05<sup>th</sup> December, 2018. All the Shareholders holding shares in physical form have been duly informed of the said amendment in accordance with the Circulars issued by the Stock Exchanges.

**XI. UNCLAIMED/UNPAID DIVIDEND**

As per the provisions of Section 124 of the Act, dividends unclaimed for a period of 7 (seven) years statutorily gets transferred to the Investor Education and Protection Fund ("IEPF") administered by the Central Government and thereafter cannot be claimed by the investors from the Company. The unclaimed dividend up to the financial year 2013-14 has been not transferred to the IEPF.

The dividend for the subsequent years remaining unclaimed for 7 (seven) years will be transferred by the Company to the IEPF according to the schedule given below.

Shareholders who have not so far claimed their dividend warrant(s) or have not received the same are requested to make an application to the Company for payment of the same. Once the unclaimed dividend is transferred to the IEPF, no claim shall lie on the Company in respect of the same.

Financial Year	Date of declaration	Due date for transfer to IEPF
<b>M</b>		
<b>A</b>		
<b>N</b>		
<b>D</b>		
<b>A</b>		
<b>T</b>		
<b>E</b>		

**TRANSFER OF SHARES TO DEMAT ACCOUNT OF INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY ("IEPF") IN CASE OF UNPAID/ UNCLAIMED DIVIDEND ON SHARES FOR A CONSECUTIVE PERIOD OF SEVEN YEARS**

In view of extinguishment of all the shares existing before approval of resolution plan vide Hon'ble NCLT order dated 06<sup>th</sup> October, 2021, this provision shall not be applicable.

**XII. DISTRIBUTION OF SHAREHOLDING AS ON 31<sup>st</sup> MARCH, 2023**

No. of Shares held of Nominal Value of Rs. 10 each	Shareholders		Total Shares	
	Number	% to Total	No. of Shares Held	% to Total
(1)	(2)	(3)	(4)	(5)



Up To 5,000	6	0.01	6	0.01
5001 To 10,000	0	0	0	0
10001 To 20,000	0	0	0	0
20001 To 30,000	0	0	0	0
30001 To 40,000	0	0	0	0
40001 To 50,000	0	0	0	0
50001 To 1,00,000	0	0	0	0
1,00,000 and Above	1	99.99	2,99,99,994	99.99
<b>TOTAL</b>	<b>7</b>	<b>100.00</b>	<b>30,00,00,000</b>	<b>100.00</b>

**XII. DEMATERIALIZATION OF SHARES AND LIQUIDITY**

The Company has established connectivity with both the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) through its Registrar & Share Transfer Agent-Skyline Financial Services (P) Ltd. This has facilitated the shareholders to hold and trade their shares in 'electronic form. As on 31<sup>st</sup> March, 2023, 3,00,00,000 equity shares of the Company, forming 100% of the shareholding stand non-dematerialized.

**XIV. COMMODITY PRICE RISK**

The Company does not deal in commodities and hence the disclosure pursuant to SEBI Circular dated November 15, 2018 is Nil and is not required to be given.

**XV. PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE:**

- a. Number of complaints filed during the financial year-NIL
- b. Number of complaints disposed of during the financial year-NIL
- c. Number of complaints pending as on end of the financial year-NIL

**XVI. PLANT LOCATIONS**

- a. Plot No. 6 and 6/1, UPSIDC Industrial Area, Sikandrabad-203205, Uttar Pradesh
- b. C-4, Phase-II, Noida Dist. Gautam Budhh Nagar, Uttar Pradesh-201305
- c. 836,837, Jambusar-Bharuch Road, Village-Magnad, Dist. Bharuch, Gujarat 392150.
- d. Saketi Road, Industrial Area, Tehsil Nahan, Dist. Simor, Himanchal Pradesh
- e. S-23 & 24, Phase-III, SIPCOT Industrial Complex, Mukundarayapuram, Ranipet-632405
- f. Plant No. 24, Sector 2, IIE Pantnagar, Dist. Udham Singh Nagar, Uttarakhand

**XVII. OVERSEAS SUBSIDIARY:**

**Fedders Lloyd Trading FZE**  
P.O. Box No.331007, Ras AlKaimah,  
United Arab Emirates



**FEDDERS  
ENGINEERING**

**ANNUAL REPORT 2022-23**

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XVII ADDRESS FOR CORRESPONDENCE

Corporate Office

**INVESTOR RELATIONS DEPARTMENT**

C-4, Noida Phase-II

Gautam Budh Nagar-201305, Uttar Pradesh

Tel No.: +91-120-4169337

Email id: imcapital9830@gmail.com

Website: [www.imcapitals.com/fedders-electric-engineering/](http://www.imcapitals.com/fedders-electric-engineering/)

**Registrar & Share Transfer Agent**

**SKYLINE FINANCIAL SERVICES PRIVATE LIMITED**

D-153A, First Floor,

Okhla Industrial Area, Phase-I, New Delhi-110020

Tel No.: +91-11-26812682, 26812683, 84

Fax: +91-11-26812684

Email ID: admin@skylinerta.com

Website: [www.skylinerta.com](http://www.skylinerta.com)

**COMPLIANCE OFFICER**

Ms. Sakshi Goel

Company Secretary

ICSI Membership No.: A46999



Annexure – I to CG Report

**DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT**

I hereby confirm that the Company has obtained from all the members of the Board and Senior Management Personnel, affirmation(s) that they have complied with the Code of Conduct for Board Members and Senior Management Personnel in respect of the year ended 31<sup>st</sup> March, 2023.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

**Sd/-  
VISHAL SINGHAL  
Managing Director  
DIN: 03518795**

**Sd/-  
RAKESH KUMAR SINGHAL  
Director  
DIN: 00063247**

**Date: 01<sup>st</sup> September, 2023  
Place: Sikandrabad, UP**



**Annexure – II to CG Report**

**COMPLIANCE CERTIFICATE**

(Issued in accordance with the provisions of Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,  
The Board of Directors,  
**Fedders Electric and Engineering Limited**  
6 and 6/1, UPSIDC Industrial Area,  
Sikandrabad, Bulandshahr, Uttar Pradesh 203205

Dear Sir,

We have reviewed the financial statements together with the Cash Flow Statement of Fedders Electric and Engineering Limited for the financial year ended 31<sup>st</sup> March, 2023 and that to the best of our knowledge and belief, we state that;

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year ended 31<sup>st</sup> March, 2023 which is fraudulent, illegal or violate of the Company's code of conduct.
4. We accept the responsibility for establishing and maintaining internal controls for financial accounting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and the observation have been informed for deficiency in design or operation of such internal controls during the period under review and to strengthen the internal control processes.

We further certify that the following information has been indicated to the Auditors and the Audit committee:

- a) There have been no significant changes in internal control over financial reporting during the year;
- b) There have been no significant changes in accounting policies during the year; and
- c) There have been no instances of significant fraud of which we have become aware and the involvement there in; of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

Sd/-  
**VISHAL SINGHAL**  
Managing Director  
DIN: 03518795

Sd/-  
**NARENDRA KUMAR MISHRA**  
CFO  
DIN: AINPM2689J

**Date: 26<sup>th</sup> May, 2023**  
**Place: Sikandrabad, UP**



**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS**

**(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

**To  
The Members**

**Fedders Electric and Engineering Limited  
6 and 6/1 UPSIDC Industrial Area, Sikandrabad,  
Bulandshahr, Uttar Pradesh — 203205**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Fedders Electric and Engineering Limited (CIN: L29299UP 1957PLC021118), 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, Bulandshahr, Uttar Pradesh — 203205 (hereinafter referred to as 'the Company'), produced before me/us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

It is the responsibility of Directors to submit relevant documents with complete and accurate information in accordance with the provisions of the Companies Act, 2013.

**Our responsibility is to express an opinion on these based on our verification.**

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2023 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

<b>Sr. No.</b>	<b>Name and Designation of Director</b>	<b>DIN</b>	<b>Date of Appointment in Company</b>
1.	Vishal Singhal Managing Director (Executive)	03518795	06/10/2021
2.	Rakesh Kumar Singhal Director (Non-Executive/Non-Independent)	00063247	29/12/2022
3.	Anil Kumar Kaushik Director (Non-Executive / Independent)	09131927	06/10/2021
4.	Sanjeev Kumar Singhal Director (Non-Executive/Independent)	09131964	09/06/2022
5.	Sonal Singhal Director (Non-Executive/Non-Independent)	09745010	23/09/2022
6.	Seema Rastogi Director (Non-Executive / Independent)	09837973	23/09/2022





Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For M/s Chetna Bhola & Associates  
Company Secretaries  
Peer Review No.: 2573/2022**

**Sd/-  
Chetna Bhola  
Partner**

**Mem No.: A41283**

**C.P. No.: 15802**

**UDIN: A041283E000386925**

**Date: May 26, 2023  
Place: New Delhi**



Annexure – IV to CG Report

**CERTIFICATE ON CORPORATE GOVERNANCE**

**To  
The Board of Directors  
Fedders Electric and Engineering Limited  
6 and 6/1 UPSIDC Industrial Area, Sikandrabad, Bulandshahr  
Uttar Pradesh - 203205**

We have examined the compliance of conditions of Corporate Governance by Fedders Electric and Engineering Limited (CIN: L29299UP1957PLC021118), 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, Bulandshahr, Uttar Pradesh — 203205 ("Company"), for the year ended March 31, 2023 as per Regulations 17 to 27, Regulation 46 and Paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as specified in the Regulations 17 to 27, Regulation 46 and Paragraphs C, D and E of Schedule V of the of the Listing Regulations, as applicable, except in the matters as stated in Secretarial Compliance Report issued by us on May 26, 2023 for the financial year ended March 31, 2023.

We further state that such compliance is neither an assurance as to the future viability of the Company nor as to the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For M/s Chetna Bhola & Associates  
Company Secretaries  
Peer Review No.: 2573/2022**

**Sd/-  
Chetna Bhola  
Partner**

**Mem No.: A41283  
C.P. No.: 15802**

**UDIN: A041283E000386903**

**Date: May 26, 2023  
Place: New Delhi**



**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

This Management Discussion & Analysis Report presents the key performance highlights of the year 2022-23 pertaining to the Company's business. This review should be read in conjunction with the Integrated Report presented in the earlier sections of this Annual Report, the Company's financial statements, the schedules and notes thereto and the other information included elsewhere in this Annual Report. The Company's financial statements have been prepared in accordance with Indian Accounting Standards (IndAS), complying with the requirements of the Company's Act 2013 and the guidelines issued by Securities and Exchange Board of India (SEBI).

**INDIAN ECONOMY**

The domestic market had its fair share of upheavals in the financial year under review. A combination of deferral of award decisions and the implementation of long-term reforms causing short term economic turbulence have led to a muted environment for project execution.

**GLOBAL ECONOMIC OVERVIEW**

International markets have witnessed noticeable volatility, triggered by geo-political events, significant movements in currency and commodities, protectionist policies including tariff barriers, a prolonged bout of low oil prices, and constrained fiscal positions of oil producing nations. The recent hardening of oil prices is likely to now give better way to policy makers in GCC countries to allocate increased outlay on essential.

**INDUSTRY STRUCTURE AND DEVELOPMENTS**

Global business environment continued to remain challenging during fiscal 2019 led by weak global growth, slowdown in China, divergent monetary policies and volatile currencies.

A strong infrastructure sector is vital to the development of a country's economy. However, since last four years, the Indian economy has witnessed particularly an infrastructure sector a severe downturn. Further, a year-on-year basis, the infrastructure sector in India has been affected primarily due to high interest rates, rising inflation, depreciating rupee, sluggish pace of orders and the absence of viable big-ticket projects. Your Company continued to perform with stability and maintained its momentum in the highly volatile market. The Company focused on cost control measures and product mix enrichment to sustain growth and profitability in the challenging year.

Infrastructure sector is a key driver for the Indian economy. The sector is highly responsible for propelling India's overall development and enjoys intense focus from Government for initiating policies that would ensure time-bound creation of world class infrastructure in the country. Infrastructure sector includes power, bridges, dams, roads and urban infrastructure development. In 2019, India ranked 44th out of 167 countries in World Bank's Logistics Performance Index (LPI) 2018. Favorable valuations make the sector an attractive opportunity. Also, increasing impetus to develop infrastructure in the Country is attracting major global players making this sector as one of the largest receivers of FDI Inflows in India.

Electricity demand in the country has increased rapidly and is expected to rise further in the years to come. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required. HVAC systems are becoming one of the key building blocks in modern infrastructure. Rise in infrastructure, rapid urbanization and growth in commercial properties are some of the key factors fueling the market for HVAC systems in India. With healthy growth anticipated in the real estate sector, the country is expected to witness strong infrastructure development, which would boost the market for HVAC systems over the next five years.



## **COMPANY'S PERFORMANCE AND BUSINESS OUTLOOK**

The Company's strategy for longer term growth has been to continually expand its addressable market by investing in newer geographies and newer industry verticals. The Company is well diversified in the fields of Environment Control Systems (ECS), Fabrication of Steel Structures for Power, Commercial and Industrial Construction Projects and implementation of high-power transmission lines. The company is also engaged in trading of various steel, brass and other related products. The Company has also been into exports of power equipment's/ components to various funded projects by multilateral agencies and Export of Iron Ore Fines.

## **OPPORTUNITIES, RISKS AND CONCERNS**

Risk management at Fedders Electric is an enterprise-wide function and a holistic approach has been adopted based on Enterprise Risk Management (ERM) Framework. The framework encompasses practices relating to identification, assessment, monitoring and mitigation of various risks towards achievement of business objectives. The ERM is aimed at dealing with uncertainty and to minimize adverse risk impact on business objectives and enables the Company to leverage business opportunities effectively. The Company relentlessly endeavors not only to minimize risks but convert them into business opportunities that allow it to maximize returns for shareholders from diverse situations. The Company has aligned risk management process with every part of the critical business processes to ensure that the processes are designed & operated effectively towards the achievement of business objectives.

Risks are identified & assessed across all key business functions in a holistic manner.

## **INTERNAL CONTROL SYSTEMS AND ADEQUACY**

Internal Control system had been evaluated by the Auditor & erstwhile Management before CIRP commenced. Scope of work of Auditors covers review of controls on accounting, statutory and other compliances and operational areas in addition to reviews relating to efficiency and economy in operations.

## **FINANCIAL PERFORMANCE**

The Financial Performance with respect to operational performance of the Company is discussed in the Directors' Report which forms part of the Annual Report.

## **MATERIAL DEVELOPMENTS IN HUMAN RESOURCES (HR)**

It has been the tradition of the Company to maintain excellent industrial relations at all levels. The Company is hopeful of getting revived upon approval of the Resolution Plan submitted to Hon'ble NCLT, Kanpur Bench for its approval

## **DISCLOSURE OF ACCOUNTING TREATMENT**

The accounts have been prepared in accordance with Indian Accounting Standards (Ind AS) and Disclosures thereon comply with requirements of Ind AS, stipulations contained in Schedule- III (revised) as applicable under Section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014, Companies (Indian Accounting Standards) Rules 2015 as amended from time to time, MSMED Act, 2006, other pronouncement of ICAI, provisions of the Companies Act and Rules and guidelines issued by SEBI as applicable.

## **CAUTIONARY STATEMENT**

The statements forming part of this Report may contain certain forward looking remarks within the meaning of applicable laws and regulations. The actual results, performances or achievements of the Company depend on many factors which may cause material deviation from any future results, performances or achievements.



**FEDDERS  
ENGINEERING**

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Significant factors which could make a difference to the Company's operations include domestic and international economic conditions, changes in Government regulations, tax regime and other statutes. The Company assumes no responsibility to publicly amend, modify or revise any forward looking statements on the basis of any subsequent developments, information or events.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

**Sd/-  
VISHAL SINGHAL  
Managing Director  
DIN: 03518795**

**Sd/-  
RAKESH KUMAR SINGHAL  
Director  
DIN: 00063247**

**Date: 01<sup>st</sup> September, 2023  
Place: Sikandrabad, UP**



**ANNEXURE-5**

Information as per Section 134 of the Companies Act, 2013, read with the Companies (Account) Rules, 2014 and forming part of the Directors' Report for the period from 1<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023:

<b>A</b>	<p><b>Conservation of Energy</b></p> <p>Steps taken to impact on conservation Steps taken for utilization of alternate sources of energy Capital investment on the conservation equipment</p>	<p>The operations of the Company are not energy intensive as the Company is not engaged in any manufacturing activity.</p> <p>However, the Company considered the conservation of energy as its priority and always ensuring minimum consumption by way of better energy conservation.</p>	
<b>B</b>	<p><b>Technology Absorption</b></p> <p>Technology Absorption Benefits derived Expenditure or Research &amp; Development, if any Details of technology imported, if any year of import Whether imported technology fully absorbed Areas where absorption of imported technology has not taken place if any</p>	<p>The Company is taking care of latest development and advancements in technology and all steps are being taken to adopt the same.</p>	
<b>C</b>	<b>Foreign Exchange</b>	For the period from 1-04-2022 to 31-03-2023	For the period from 01-04-2021 to 31-03-2022
	<i>Earnings</i>	25.15	0.20
	<i>Outgo</i>	0.02	0.02

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

Sd/-  
**VISHAL SINGHAL**  
Managing Director  
DIN: 03518795

Sd/-  
**RAKESH KUMAR SINGHAL**  
Director  
DIN: 00063247

Date: 01<sup>st</sup> September, 2023  
Place: Sikandrabad, UP



**READ WITH RULES 5 OF THE COMPANIES (APPOINTMENT & REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014**

- (i) The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:

Median Salary (Annual) of employees for the Financial Year 2022-23 is Rs. 0.03 Crores.

- (ii) The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

S. No.	Name of the Directors	Designation	% Increase in remuneration
1.	Mrs. Sonal Singhal	Director	N.A.
2.	Mr. Narender Kumar Mishra	Chief Financial Officer	N.A.

- (iii) The percentage increase in the median remuneration of employees in the financial year: **NA**

- (iv) The numbers of permanent employees on the rolls of Company: **6**

- (v) **Average percentile increase already made in the salaries of employees other than the Managerial Personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration:**

The average increase in salaries of employees in the 2022-23 was **NA**.

Percentage increase in the managerial remuneration for the year was **NA**.

- (vi) **If remuneration is as per the remuneration policy of the Company:** It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel, Senior Management Personnel and other employees.

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
FEDDERS ELECTRIC AND ENGINEERING LIMITED**

Sd/-  
**VISHAL SINGHAL**  
Managing Director  
DIN: 03518795

Sd/-  
**RAKESH KUMAR SINGHAL**  
Director  
DIN: 00063247

Date: 01<sup>st</sup> September, 2023  
Place: Sikandrabad, UP



**INDEPENDENT AUDITOR'S REPORT ON THE STANDALONE FINANCIAL STATEMENT**

**To**

**The Members of**

**FEDDERS ELECTRIC AND ENGINEERING LIMITED**

**Report on the audit of Standalone Financial Statements**

**Qualified Opinion**

We have audited the accompanying standalone IND AS financial statements of **FEDDERS ELECTRIC AND ENGINEERING LIMITED** ('the Company'), which comprise the balance sheet as at 31st March 2023, the statement of profit and loss [including other comprehensive income], the statement of cash flows and the statement of changes in equity for the year ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "standalone Ind AS financial statements")

In our opinion and to the best of our information and according to the explanations given to us, except for the effects of the matters described in Basis for **Qualified Opinion** section of our report, the aforesaid standalone Ind AS financial statements give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at 31 March, 2023, and its Profit and Loss (including other comprehensive income), Statement of Cash Flow and its statement of changes in equity for the year ended on the date.

**Basis for Qualified Opinion**

1. The company has not maintained proper records (Fixed Assets Register) with respect to Fixed Assets owned by the company also the calculation of depreciation is based on the best estimates of management of the company.
2. Sum of amount Rs. 38.39 lakhs to be transferred by the company to Investor Protection Fund which is not transferred yet.
3. The public shareholding in a listed company should be minimum of 25% which is not complied with the provisions of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/43/2018.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and





the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

### **Emphasis of Matter**

We draw attention to note 34 to the standalone financial statements regarding:

- Exceptional Items (net) for the year ended 31<sup>st</sup> March 2022 comprises of:
  - a) De-recognition of liabilities amounting to Rs. 1450.57 crore.
  - b) Impairment of Capital Work in Progress and Property, Plant and Equipment and Intangible Assets and non realizable investments of Rs. 64.85 crore.
  - c) Impairment of refund receivable against Commercial Tax / VAT and Central Sales Tax and Income Tax (Advance Tax and TDS) amounting to Rs 8.55 crore.
  - d) De-recognition Other current assets and financial assets of Rs. 656.31 crore

The above adjustments, having one- time, non-routine material impact on the financials hence, the same has been disclosed as "Exceptional Items" of Rs. 720.85 crore in the previous year Financial Results.

### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section we have determined the matter described below to be the key audit matter to be communicated in our report.

We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

#### **Key Audit Matter**

Revenue is measured taking into account discounts and rebates earned by the customers on sales. These arrangements result in deductions to gross sales in arriving at turnover and give rise to obligations for the Company to provide customers with rebates, discounts, allowances.

#### **Auditor's Response**

Obtained an understanding of the policies and procedures applied to revenue recognition including testing the design and operating effectiveness of controls related to revenue recognition processes employed by the Company.



- Performed procedures by analyzing the cost of sales related to discounts, incentives, rebates and margins to total revenue recognized as compared with prior year.
- Assessed the relevant estimates made by the management in connection with discounts incentives and rebates at year's end.
- Performed procedures for a sample of revenue transactions at the year end to assess whether they were recognized at the correct period by corroborating the date of revenue recognition to third party support such as bills of lading, lorry receipt etc.
- Analyzed other adjustments and credit notes issued after the reporting date.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act 2013 ("Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, performance and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's Financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements,



whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the fifteen months financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

- i. As per section 148 of the Companies Act, 2013, Cost Audit is applicable on the Company for which Cost Auditor is appointed for the financial year 2022-23 our report is subject to the observations mentioned in his report.



- ii. As per Section 204 of the Companies Act, 2013, Company is required to obtain Secretarial Audit Report from independent practicing Company Secretary, our report is subject to observations mentioned in his report.

#### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditors' Report) Order, 2020 ("the Order") issued by the Central Government in terms of section 143 (11) of the Act, and except for the possible effects, of the matter described in the Basis for Qualified Opinion section, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
  - a) We have sought and except for the possible effects, if any, of the matter described in the Basis for Qualified Opinion paragraph, we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;
  - b) Except for the possible effects, if any, of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
  - d) Except for the possible effects, if any, of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company;
  - f) On the basis of the written representations received from the directors as on March 31, 2023 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
  - g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph and paragraph (b) above.



- h) With respect to the adequacy of the internal financial controls with reference to standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- i) In our opinion, the managerial remuneration for financial year ended March 31,2023 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.
- j) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations as at March 31, 2023 on its financial position in its standalone financial statements - Refer Note 33 to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been delay in transferring amounts (Rs. 38.39 lacs), required to be transferred, to the Investor Education and Protection Fund by the Company.
  - iv. (a)Management has represented to us that, to the best of it's knowledge and belief, as disclosed in the notes to the accounts no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
(b)Management has represented to us that, to the best of it's knowledge and belief, as disclosed in the notes to the accounts no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries ;  
  
(c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and sub-clause (b) contain any material misstatement



- v. The Company has not declared or paid any dividend during the year.
- vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable for the Company only w.e.f. April 1, 2023, reporting under this clause is not applicable.

**For Rajiv Malhotra & Associates**

**Chartered Accountants**

**FRN: 021479N**

**Sd/-**

**CA Sunil Kr Sakral**

**[Partner]**

**Membership Number: 509537**

**Place: Sikandrabad, U.P.**

**Dated: 26<sup>th</sup> May, 2023**

**UDIN: 23509537BGUHBH9966**



**“ANNEXURE A” TO THE INDEPENDENT AUDITORS’ REPORT ON THE STANDALONE FINANCIAL STATEMENTS OF FEDDERS ELECTRIC & ENGINEERING LIMITED.**

**(Referred to in Paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)**

- i)
  - a) (A) The Company is not maintaining proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment on the basis of available information.
  - (B) The Company is not maintaining proper records showing full particulars of intangible assets on the basis of available information.
  - b) As explained to us, Property, Plant & Equipment have been physically verified by the management in a phased manner over a period, which in our opinion is not reasonable, having regard to the size of the Company and nature of its assets. Management do not have proper WDV and other details of the Property, plant & Equipment.
  - c) According to the information and explanations given to us, we are unable to report that, whether the title deeds of all the immovable properties comprising of land and buildings other than self-constructed properties recorded as Property, Plant and Equipment, which are freehold, are held in the name of the Company as at the balance sheet date.
  - d) According to information and explanations given to us and books of accounts and records examined by us, During the year the Company has revalued its Property, Plant and Equipment (including Right of Use assets) and intangible assets. We were not provided the proper basis/valuation reports from the management for doing so.
  - e) In our opinion and subject to the effects of matters explained under paragraph Basis for Qualified opinion and According to information & explanations and representation given to us by the management, we are unable to comment upon that, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii)
  - a) As explained to us & on the basis of the records examined by us, in our opinion, physical verification having regard to the size and nature of business of the Company at reasonable intervals by the management and having regard to the size and nature of business of the Company and nature of its inventory, the coverage and procedures of such verification by the management is not appropriate. As explained to us and on the basis of the records examined by us, the value of the discrepancies noticed on physical verification by management did not exceed 10% or more in aggregate of each class of inventory.
  - b) The Company has not been sanctioned working capital limits in excess of Rs. five Crore in aggregate from banks or financial institutions during any point of time of the year on the basis of security of current assets. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.



iii) With respect to investments made in or any guarantee or security provided or any loans or advances in the nature of loans, secured or unsecured, granted during the year by the Company to companies, firms, Limited Liability Partnerships or any other parties:

a) During the year, the Company has provided loans, advances in the nature of loans, provided guarantees and securities to companies are as follows :

Particulars	Guarantees (crores)	Loans (crores)
Aggregate amount granted/ provided during the year		
Subsidiaries	0.03	0.03
Joint Ventures	-	-
Associates	-	-
Others	-	-
Balance outstanding as at balance sheet date in respect of above cases		
Subsidiaries	-	2.24
Joint Ventures	-	-
Associates	-	-
Others	-	10.04

- b) In our opinion and according to information and explanations given us and on the basis of our audit procedures, the investments made, guarantee provided, security given and the terms and conditions of all loans and advances in the nature of loans and guarantee provided are, prima facie, not prejudicial to Company's interest.
- c) According to the books of accounts and records examined by us in respect of the loans and advances in the nature of loans, where the schedule of repayment of principal and payment of interest has been stipulated, the repayments or receipts are regular, as per stipulated term.
- d) According to the books of accounts and records examined by us in respect of the loans, there is no amount overdue for more than ninety days.
- e) In our opinion and according to information and explanation given and the books of accounts and records examined by us, no loans granted which have fallen due during the year and have not been renewed or extended.
- f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to Companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the order is not applicable to the Company.





- iv) Based on the information and explanations given to us in respect of loans, investments, guarantees and securities, the Company has complied with the provisions of Section 185 and 186 of the Act, to the extent applicable. Further, as the Company is engaged in the business of providing infrastructural facilities, the provisions of Section 186 [except for sub-section (1)] are not applicable to it.
- v) According to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits within the meaning of provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Therefore, the clause (v) of paragraph 3 of the Order is not applicable to the Company.
- vi) We were not provided the books of accounts maintained by the company pursuant to the rules made by the central Government for the maintenance of cost records under section 148 of the Act and the prescribed accounts and records have been made and maintained further our report is subject to the cost auditor report.
- vii) In respect of Statutory dues:
  - a) The company is regular in depositing undisputed dues to various authorities.
  - b) According to the information and explanations given to us, there were no undisputed amounts payable  
in respect of the aforesaid dues, which were outstanding as March 31, 2023 for a period of more than six months from the date they became payable.
  - c) According to the information and explanations given to us, all the claims against the company / disputed liabilities which was not acknowledged as debt has been reduced to Zero (NIL) on pursuant to the order of Hon'ble NCLT approving the resolution plan by IM + capitals Ltd.
- viii) According to the information and explanations given to us and representation given to us by the management, there were no transactions relating to previously unrecorded income that were surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961) during the year.
- ix) a) According to the information and explanations given to us and based on examination of the records of the Company, the Company has defaulted in repayment of loans or borrowings to financial institution or bank or dues to debenture holders for the following instances in repayment of principal and interest amount. The Company did not have any loans or borrowings from government during the year.
  - i) The Company has not defaulted in repayment of dues to the banks during the year, further old dues were repaid as per the order of the Hon'ble NCLT dt. 06.10.2021.
  - ii) The Company has not defaulted in repayment of dues to the banks during the year, matter is explained in point i) as stated.
- b) In our opinion, and according to the information and explanations given to us, the Company was in the process of CIRP from past 4 years due to non-payment of principal and interest of the financial institutions whereas during the financial year 2021-22 amount settled as per the order passed by Hon'ble NCLT dt. 06.10.2021.



- c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that, prima facie, no funds raised on short-term basis have been used during the year for long-term purposes by the Company.
- e) According to the information and explanations given to us and on an overall examination of the financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x) a) The Company has not raised money by way of initial public offer or further public offer (including debt instruments) and hence clause (x)(a) of paragraph 3 of the Order is not applicable to the Company.
- b) The Company has not made any preferential allotment or Private placement of shares/ Fully or Partially or optionally convertible debenture during the year under audit and hence, the requirement to report on clause 3(x)(b) of the order is not applicable to the Company.
- xi) a) According to the information and explanation given to us and on the basis of our examination of the records of the company, no fraud by the Company or fraud on the Company has been noticed or reported during the year.
- b) During the year, no report under sub-section 12 of section 143 of the Companies Act, 2013 has been filed by cost auditor/Secretarial auditor or by us in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.
- xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause (xii) of paragraph 3 of the Order is not applicable to the Company.
- xiii) According to the information and explanation given to us and on the based on our examination of the records of the company, transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable and the details of related party transactions as required by the applicable accounting standards have been disclosed in the standalone financial statements.
- xiv) a) In our opinion, and according to the information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transaction with directors or persons connected with him as referred to in Section 192 of the Act.



xvi) a) To the best of our knowledge and as explained, the Company is not required to be registered under section 45- IA of the Reserve Bank of India Act, 1934.

b) In our opinion, and according to the information and explanations provided to us, the Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.

c) As represented by the management, the group does not have any core investment company (CIC) as part of the group as per the definition of group contained in Core Investment Companies (Reserved Bank) Directions, 2016.

xvii) In our opinion, and according to the information and explanations provided to us, the Company has incurred cash losses in the current financial year and in the immediately preceding financial year.

xviii) There has been no resignation of the statutory auditors during the year. Therefore, provisions of clause (xviii) of Paragraph 3 of the Order are not applicable to the Company.

xix) On the basis of the financial ratios disclosed in Note 48 to the standalone financial statements, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) According to the information and explanations given to us and on the basis of our audit procedures, The Corporate Social Responsibility (CSR) contribution under section 135 of the Act is applicable to the Company. Therefore, the provisions of clause (xx) (a) & (b) of paragraph 3 of the Order are not applicable to the Company.

a. In our opinion and according to the information and explanation given to us, there is no unspent amount under sub section (5) of the section 135 of companies act 2013 in respect of other than ongoing project.



- b. Based on the audit procedure performed and explanation and information given by the management section 135 is applicable to the company and there is no amount required to be spent under sub section (5) of section 135 of the companies act, pursuant to the any ongoing project.

**For Rajiv Malhotra & Associates**

**Chartered Accountants**

**FRN: 021479N**

**Sd/-**

**CA Sunil Kr Sakral**

**[Partner]**

**Membership Number: 509537**

**Place: Sikandra bad, U.P.**

**Dated: 26<sup>th</sup> May, 2023**

**UDIN: 23509537BGUHBH9966**



### **Annexure B to Auditors Report**

Annexure B to the Independent Auditor's Report on the standalone financial statements of FEDDERS ELECTRIC AND ENGINEERING LIMITED for year ended March 31, 2023

### **Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

We have audited the internal financial controls with reference to Standalone Financial Statement of Fedders Electric and Engineering Limited (hereinafter referred to as "the Company") as of March 31, 2023, in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### **Management's Responsibility for Internal Financial Controls**

The Company's management are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting with reference to standalone financial statements based on our audit conducted in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India.

Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects. An audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls with reference to these standalone financial statements.



### **Meaning of Internal Financial controls over financial reporting with Reference to Financial Statements**

A company's internal financial controls over financial reporting with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls over financial reporting with reference to standalone financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements**

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Qualified Opinion**

According to the information and explanations given to us and based on our audit, as stated in the 'Basis for Qualified Opinion' paragraph of our audit report, considering the consequential impact, if any, it may have on Company's processes and internal controls including procurements, related party transactions and compliance with laws and regulations, to that extent we are unable to comment on whether there exists any material weakness in the Company's internal controls as at March 31, 2023. A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to standalone financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. In our opinion, except for the possible effects of the matter described above on the achievement of the objectives of the control criteria, the Company has maintained, in all material respects, adequate internal financial controls with reference to these standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as of March 31, 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

### **Explanatory paragraph**

We also have audited, in accordance with the Standards on Auditing issued by ICAI, as specified under



Section 143(10) of the Act, the standalone financial statements of Fedders Electric and Engineering Limited, which comprise the Balance Sheet as at March 31, 2023, and the related Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Statement of Cash Flow and the Statement of Changes in Equity for the financial year ended, and notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information. The matter described above was considered in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2023 standalone financial statements of Fedders Electric and Engineering Limited and this report affect our report dated 26 th May, 2023, which expressed modified opinion on those financial statements.

**For Rajiv Malhotra & Associates**

**Chartered Accountants**

**FRN: 021479N**

**Sd/-**

**CA Sunil Kr Sakral**

**[Partner]**

**Membership Number: 509537**

**Place: S i k a n d r a b a d , U . P .**

**Dated: 26<sup>th</sup> May, 2023**

**UDIN: 23509537BGUHBH9966**



**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
CIN: L29299UP1957PLC021118  
STANDALONE BALANCE SHEET AS AT 31st March, 2023

Particulars	Note No.	Amount (In Rs. Crores)	
		As at 31 March 2023	As at 31 March 2022
<b>ASSETS</b>			
<b>(1) Non - Current Assets</b>			
(a) Property, Plant and Equipment	3	64.76	65.97
(b) Capital work - in - progress		2.37	-
(c) Other Intangible Assets	4	-	-
<b>(d) Financial assets</b>			
(i) Non Current Investments	5	2.09	1.21
(ii) Other financial assets		-	-
(iii) Security Deposits		-	-
<b>Total Non- Current Assets</b>		<b>69.22</b>	<b>67.18</b>
<b>(2) Current Assets</b>			
(a) Inventories	6	7.28	7.93
<b>(b) Financial assets</b>			
(i) Trade receivables	7	63.63	38.04
(ii) Cash and cash equivalents	8	0.54	1.29
(iii) Bank Balances other than (ii) above	9	3.47	9.79
(iv) Loan	10	12.28	2.21
(v) Other financial assets	11	15.09	4.79
(c) Other current assets	12	18.86	6.20
<b>Total Current Assets</b>		<b>121.15</b>	<b>70.24</b>
Assets Classified as Held for Sale	13	5.64	0.83
<b>TOTAL ASSETS</b>		<b>196.01</b>	<b>138.25</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	14	30.00	30.00
(b) Other Equity	15	108.85	85.96
<b>Total Equity</b>		<b>138.85</b>	<b>115.96</b>
<b>LIABILITIES</b>			
<b>(1) Non Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	16	-	-
(ii) Provision	17	-	-
(b) Deferred tax liabilities (Net)	18	11.99	11.99
<b>Total Non- Current Liabilities</b>		<b>11.99</b>	<b>11.99</b>
<b>(2) Current Liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	19	31.97	2.64
(i) Trade payables	20	-	-
Dues of micro and small enterprises		-	-
Dues other than micro and small enterprises		5.49	1.15
(ii) Other financial liabilities	21	0.98	1.19
(b) Other current liabilities	22	0.97	0.14
(c) Provisions	23	4.28	4.28
(d) Current tax liabilities (Net)	24	-	-
<b>Total Current Liabilities</b>		<b>43.69</b>	<b>9.40</b>
Liabilities directly associates with assets classified as held for sale	25	1.49	0.90
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>196.01</b>	<b>138.25</b>

**Summary of significant accounting policies**

2

The accompanying notes are an integral part of the financial statements 3 to 53

As per our report of even date attached.

**Rajiv Malhotra & Associates**

**Chartered Accountants**

**Firm's Registration Number: 021479N**

**For and on behalf of the Board of Directors of  
Feddars Electric And Engineering Limited**

sd/-  
(CA Sunil Kr. Sakral)

**Partner**

M. No. 509537

UDIN : 23509537BGUHBH9966

Place : Sikandrabad

Dated : 26-05-2023

sd/-  
(Vishal Singhal)  
**Managing Director**  
DIN: 03518795

sd/-  
(Narendra Kumar Mishra)  
**CFO**

sd/-  
(Rakesh Kumar Singhal)  
**Director**  
DIN: 00063247

sd/-  
(Sakshi Goel)  
**Company Secretary**





**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
CIN: L29299UP1957PLC021118  
**STATEMENT OF STANDALONE PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2023**

Particulars	Note No.	Amount (In Rs. Crores)	
		For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from operations	26	114.54	46.48
Other income	27	18.05	68.49
<b>Total Income</b>		<b>132.59</b>	<b>114.97</b>
<b>Expenses</b>			
Cost of material consumed	28	102.39	45.42
Changes in inventories of Finished goods and Work - in -progress	29	-5.55	2.14
Employee benefit expenses	30	0.25	2.53
Finance Cost	31	0.17	1.78
Depreciation & amortization expenses	32	1.79	9.71
Other Expenses	33	10.69	27.18
<b>Total Expenses</b>		<b>109.73</b>	<b>88.76</b>
Profit before exceptional items & tax		22.86	26.21
Add: Exceptional Items		-	720.85
<b>Profit/(Loss) before tax</b>		<b>22.86</b>	<b>747.06</b>
<b>Less: Tax expenses</b>			
(1) Current tax			
of Current year		-	-
of Earlier years			
(2) Deferred tax			
of Current year		-	-1.67
of Earlier years			
<b>Total Tax Expenses</b>		<b>-</b>	<b>-1.67</b>
Profit after tax	A	<b>22.86</b>	<b>748.73</b>
Other Comprehensive Income			
A (i) Items that will be reclassified to profit or loss		-	-
B (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		-	-
Fair value gain on investment		0.03	0.17
Revaluation Reserve		-	-
Foreign Currency Translation Reserve			
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	B	<b>0.03</b>	<b>0.17</b>
Total Comprehensive Income for the year	(A+B)	<b>22.89</b>	<b>748.90</b>
Earning per equity share (Face Value of Rs. 1/- each)	34		
(1) Basic		7.62	249.58
(2) Diluted		7.62	249.58
<b>Summary of significant accounting policies</b>	2		

The accompanying notes are an integral part of the financial statements 3 to 53

As per our report of even date attached.

**Rajiv Malhotra & Associates**  
Chartered Accountants  
Firm's Registration Number: 021479N

Sd/-  
(CA Sunil Kr. Sakral)  
Partner  
M. No. 509537  
UDIN : 23509537BGUHBH9966

Place : Sikandrabad  
Dated : 26-05-2023

For and on behalf of the Board of Directors of  
Fedders Electric And Engineering Limited

sd/-  
(Vishal Singhal)  
Managing Director  
DIN: 03518795

sd/-  
(Narendra Kumar Mishra)  
CFO

sd/-  
(Rakesh Kumar Singhal)  
Director  
DIN: 00063247

sd/-  
(Sakshi Goel)  
Company Secretary



FEDDERS ELECTRIC AND ENGINEERING LIMITED  
CIN: L29299UP1957PLC021118  
STATEMENT OF STANDALONE CASH FLOW FOR THE PERIOD ENDED 31 March 2023

Particulars	Period ended 31.03.2023		Amount (In Rs. Crores) Period ended 31.03.2022	
	Amount in Crores		Amount in Crores	
<b>A. Cash Flow from Operating Activities:</b>				
Net Profit/(Loss) before tax		22.86		747.03
Adjustments for :				
Add: Depreciation	1.79		9.71	
FCTR	-		-	
Remeasurement of defined benefit plan	-		-	
Expected Credit loss	-		-	
Interest expenses	0.14	1.93	-	9.71
Less:				
Interest Income	-0.33		-0.20	
Gratuity Paid	-		-	
Exceptional Income	-		-720.85	
Profit on Sale of Fixed Assets	-2.25		-0.03	
Dividend Income	-	-2.58	-	-721.08
<b>Operating profit before working capital changes</b>		<b>22.21</b>		<b>35.66</b>
Trade & other receivables	-25.59		62.69	
Inventories	0.65		16.37	
Loans & Advances	-10.07		147.78	
Other financial assets	-10.30		141.92	
Other current assets	-12.66		38.68	
Other financial liability	-0.21		-234.12	
Other Current Liability	1.42		-5.11	
Provisions	-		-2.83	
Trade & other payable	4.34	-52.43	-263.38	-98.00
<b>Cash generated from operations</b>		<b>-30.22</b>		<b>-62.34</b>
Direct tax paid	-	-	-	-
<b>Net Cash Flow from Operating Activities</b>		<b>-30.22</b>		<b>-62.34</b>
<b>B. Cash Flow from Investing Activities:</b>				
Purchase/Sale of Property Plant and equipment	-5.61		65.87	
Sale of investments	0.14		-	
Increase in Other Investments	-1.00		-	
Interest received	0.33		0.20	
Income From Investments	0.10		-	
Dividend received	-	-6.04	-	66.06
<b>Net Cash Flow from Investing Activities</b>		<b>-6.04</b>		<b>66.06</b>
<b>C. Cash Flow from Financial Activities:</b>				
Long Term Loans and Advances	-		-	
Proceeds from Borrowing	29.33		0.34	
Dividend Paid	-		-	
Dividend Tax	-		-	
Proceeds from Share Capital/Warrants	-		-3.97	
Interest paid	-0.14	29.19	-	-3.63
<b>Net Cash Flow from Financing Activities</b>		<b>29.19</b>		<b>-3.63</b>
<b>Net increase/decrease in Cash and Cash Equivalents (A+B+C)</b>		<b>-7.07</b>		<b>0.10</b>
Opening Balance of Cash and Cash Equivalents		11.08		10.98
Closing Balance of Cash and Cash Equivalents		4.01		11.08
<b>Net increase/ decrease in Cash and Cash Equivalents</b>		<b>-7.07</b>		<b>0.10</b>

Note: The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standards-7" " Statements of Cash Flow".

As per our report of even date attached

**Rajiv Malhotra & Associates**

**Chartered Accountants**

Firm's Registration Number: 021479N

sd/-

(CA Sunil Kr. Sakral)

**Partner**

M. No. 509537

**UDIN : 23509537BGUHBH9966**

Place : Sikandrabad

Dated : 26.05.2023

**For and on behalf of the Board of Directors of**

**Fedders Electric And Engineering Limited**

sd/-

(Vishal Singhal)

**Managing Director**

DIN: 03518795

sd/-

(Narendra Kumar Mishra)

**CFO**

sd/-

(Rakesh Kumar Singhal)

**Director**

DIN: 00063247

sd/-

(Sakshi Goel)

**Company Secretary**



**FEDDERS  
ENGINEERING**

**ANNUAL REPORT 2022-23**

FEDDERS ELECTRIC AND ENGINEERING LIMITED  
CIN: L29299UP1957PLC021118  
STATEMENT OF STANDALONE CHANGES IN EQUITY AS ON 31 ST MARCH, 2023

**A. Equity Share Capital**

Amount (In Rs. Crores)

Particulars	No of Shares	Amount
Balance as at 1st April, 2021	3,39,69,700	33.97
Changes in equity share capital during the year	-39,69,700	-3.97
Balance as at 31st March, 2022	3,00,00,000	30.00
Changes in equity share capital during the year	-	-
Balance as at 31st March, 2023	3,00,00,000	30.00

**B. Other Equity**

Particulars	Share warrant	Reserves and Surplus			Revaluation reserve	Capital Reserve	Other Items of Other comprehensive income				Total
		Security premium	General reserve	Retained Earnings			Remeasurement of net defined benefit plans	Revaluation reserve	Fair Value through Other Comprehensive Income of Equity Investments	Foreign currency transaction reserve	
Balance at at 31st March, 2021	-	46.44	360.55	-1,139.53	6.92	3.38	0.74	-0.33	0.32	-	-721.52
Profit for the year	-	-	-	773.36	-	-	-	-	-	-	773.36
Addition/deletion during the year	-	-46.44	-360.55	417.70	-6.92	-3.38	-0.74	0.33	0.17	-	0.17
Old Equity Share Capital Extinguished	-	-	-	33.95	-	-	-	-	-	-	33.95
Dividend	-	-	-	-	-	-	-	-	-	-	-
Balance at at 31st March, 2022	-	-0.00	0.00	85.48	-0.00	-0.00	-0.00	0.00	0.48	-	85.96
Profit for the year	-	-	-	22.86	-	-	-	-	-	-	22.86
Addition/deletion during the year	-	-	-	-	-	-	-	-	0.03	-	0.03
Balance at at 31st March, 2023	-	-0.00	0.00	108.34	-0.00	-0.00	-0.00	0.00	0.51	-	108.85

As per our report of even date attached.  
Rajiv Malhotra & Associates  
Chartered Accountants  
Firm's Registration Number: 021479N

For and on behalf of the Board of Directors of  
Fedders Electric And Engineering Limited

sd/-  
(CA Sunil Kr. Sakral)  
Partner  
M.No. 509537

sd/-  
(Vishal Singhal)  
Managing Director  
DIN: 03518795

sd/-  
(Rakesh Kumar Singhal)  
Director  
DIN: 00063247

sd/-  
(Narendra Kumar Mishra)  
CFO

sd/-  
(Sakshi Goel)  
Company Secretary

Place : Sikandrabad  
Dated : 26-05-2023



**FEDDERS ELECTRIC AND ENGINEERING LIMITED  
(Formerly known as Fedders Lloyd Corporation Limited)**

**Notes to the financial statements for the year ended March 31, 2023**

**1. Corporate Information**

Fedders Electric and Engineering Limited (Formerly known as Fedders Lloyd Corporation Limited) ("the Company") is a domestic Public Limited Company and is incorporated under the provisions of the Companies Act, 1956 having Registered Office at 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, Bulandshahr UP - 203205. Its shares are listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) in India and well diversified in the fields of Environment Control Systems (ECS), Fabrication of Steel Structures for Power, Commercial and Industrial Construction Projects and implementation of high power transmission lines. The company is also engaged in trading of various steel, brass and other related products. The Company has also been into exports of power equipment's/ components to various funded projects by multilateral agencies and Export of Iron Ore Fines.

**2. Significant accounting policies**

**2.1 Basis of preparation**

The Standalone financial statements ("financial statements") have been prepared to comply in all material aspects with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and as amended by the Ministry of Corporate Affairs ('MCA') from time to time.

The financial statements have been prepared under historical cost convention on accrual and going concern basis, except for the certain financial instruments which have been measured at fair value as required by relevant Ind ASs.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All the amounts included in the financial statements are reported in Crores of Indian Rupees, and are rounded to the nearest Crores except per share data and unless stated otherwise.

The Financial statements have been prepared in accordance with Indian Accounting Standards to the extent possible and requirements of all Ind AS have not been complied with in totality.

**2.2 Use of Estimates & Basis of Measurement**

IND AS enjoins management to make estimates and assumptions related to financial statements that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to the year. Actual result may differ from such estimates. Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements, is reported in the notes to accounts in the year of incorporation of revision.



The financial statements have been prepared under the historical cost convention on the accrual basis, except for certain financial instruments and provisions which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

### **2.3 Recognition of Income and Expenses**

Revenue is measured at the fair value of the consideration received or receivable, taking into account the contractually defined terms of payment net of returns and allowances, trade discounts, volume rebates and taxes or duties collected on behalf of the government.

Revenue towards satisfaction of performance obligation is measured at the amount of transaction price (i.e net of variable consideration) allocated to the performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts/schemes/ damages incurred/offered by the company as a part of contract

Company recognizes revenue from sale of goods when significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods.

Interest Income from debt instruments is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash flows over the expected life of financial instrument, to the gross carrying amount of the financial assets or to the amortized cost of the financial liability.

Dividend income is recognized when the Company's right to receive payment is established on or before the Balance Sheet date (Provided that it is probable that the economic benefit will flow to the Company).

Export sales are accounted on the basis of date of bill of lading.

Interest income on investment in fixed deposit is recognized on time proportion basis at the contractual rate.

Other incomes have been recognized on accrual basis in financial statements except for cash flow information.

### **2.4 Property, Plant and Equipment**

An item of Property, Plant and Equipment (PPE) is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Company and its cost can be measured reliably. PPE are initially recognized at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use.



Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Company recognizes such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognized from the balance sheet and cost of the new item of PPE is recognized. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred.

PPE / intangible assets are depreciated /amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Company's historical experience with similar assets and take into account anticipated technological changes. The depreciation /amortisation for future periods are revised if there are significant changes from previous estimates.

Any gain or loss on disposal/impairment of an item of property, plant and equipment is recognised in Statement of profit and loss.

Depreciation is provided on straight line method, at the rates determined based on the economic useful lives of assets estimated by the management; or at the rates prescribed under Schedule II of the Companies Act, 2013, whichever is higher. Accordingly, the Company has used the following rates:-

Name of Assets	Useful Life (In Years)
Building	30
Plant & Machinery	15
Office equipment's	5
Furniture & Fixture	10
Vehicle	8

Assets of Rs. 5,000 or less are fully depreciated in the year of purchase.

### **2.5 Investment Property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as Investment Property. Investment Property is measured initially at its cost, including transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment Properties (except freehold land) are depreciated using the straight-line method over their estimated useful lives.



## **2.6 Intangible Assets**

Intangible Assets with finite useful lives acquired by the Company are measured at cost less accumulated amortization and accumulated impairment losses. Amortization is charged on a straight-line basis over the estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis. On transition to Ind AS, the Company has elected to continue with the carrying value of all of intangible assets recognized as at April 01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.

## **2.7 Goodwill**

No self-generated goodwill is recognized. Goodwill arises during the course of acquisition of an entity in terms of accounting treatment provided in IND AS-103 dealing with 'Business Combination'. Goodwill represents the excess of consideration money over the fair value of net assets of the entity under acquisition. Such goodwill is construed to have indefinite life and as such is not subject to annual amortization but annual test of impairment under IND AS - 36. Any shortfall in consideration money vis-à-vis fair value of net assets on account of bargain purchase is recognized in OCI at acquisition point and subsequently transferred to capital reserve.

## **2.8 Impairment Of Non- Financial Assets**

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

An asset is considered as impaired when at the date of Balance Sheet, there are indications of impairment and the carrying amount of the asset, or where applicable, the cash generating unit to which the asset belongs, exceeds its recoverable amount (i.e. the higher of the net asset selling price and value in use). The carrying amount is reduced to the recoverable amount and the reduction is recognized as an impairment loss in the statement of profit and loss. The impairment loss recognized in the prior accounting period is reversed if there has been a change in the estimate of recoverable amount. Post impairment, depreciation is provided on the revised carrying value of the impaired asset over its remaining useful life.

## **2.9 Government Subsidy / Grant**

Government Grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received.

- a) Subsidy related to assets is recognized as deferred income which is recognized in the statement of profit & loss on systematic basis over the useful life of the assets. Purchase of



assets and receipts of related grants are separately disclosed in statement of cash flow.

- b) Grants related to income are treated as other income in statement of profit & loss subject to due disclosure about the nature of grant.

## **2.10 Financial Instrument**

### **a) Financial Assets**

#### **Initial Recognition and Measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

#### **Subsequent Measurement**

For purpose of subsequent measurement financial assets are classified in two broad categories:-

- i. Financial Assets at fair value
- ii. Financial assets at amortized cost

Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss, or recognized in other comprehensive income. A financial asset that meets the following two conditions is measured at amortized cost.

- i. **Business Model Test:** The objective of the company's business model is to hold the financial asset to collect the contractual cash flows.
- ii. **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through OCI:-

- i. **Business Model Test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- ii. **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit and loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.





### **Investment in Associates, Joint Venture and Subsidiaries**

The company has accounted for its investment in subsidiaries, associates and joint venture at cost.

### **Impairment**

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and debt instrument carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the Company applies the simplified approach which requires expected lifetime losses to be recognized from initial recognition of the receivables

### **b) Financial Liabilities**

All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.

## **2.11 Fair Value Measurement**

The Company measures certain financial instruments at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which



sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets

Level 2: Significant inputs to the fair value measurement are directly or indirectly observable

Level 3: Significant inputs to the fair value measurement are unobservable

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Company has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

#### **2.12 Lease assets**

The determination of whether an arrangement is a lease is based on whether fulfillment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Leases where the lessor transfers substantially all the risks and rewards of ownership of the leased asset are classified as finance lease and other leases are classified as operating lease.

Operating lease receipts / payments are recognized as an income / expense on a straight-line basis over the lease term.

Contingent rents are recognized as income / expense in the period in which they are earned/ incurred.

#### **2.13 Inventory**

##### **a) Basis of valuation**

Inventories are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

##### **b) Method of valuation**

Raw materials and consumables has been determined by using FIFO cost method and comprises all cost of purchase, freight costs, customs duty (wherever paid) taxes (other than those subsequently recoverable from Tax Authorities) and all other cost incurred in bringing the inventory to their present location and condition. The cost is determined using the FIFO metod.



**Work in progress** include direct and indirect materials, direct and indirect labour and other manufacturing overheads incurred in bringing them to their respective present location and condition.

**Finished goods** includes direct and indirect materials, direct and indirect labour and other manufacturing overheads incurred in bringing them to their respective present location and condition. Cost is determined on moving cost basis.

#### **2.14 Employee benefits**

The Company's employee benefits mainly include wages, salaries, bonuses, contribution to plans, defined benefit plans, compensated absences, deferred compensation and share-based payments. The employee benefits are recognized in the year in which the associated services are rendered by the Company employees.

##### **Defined contribution plans**

The contributions to defined contribution plans are recognized in profit or loss as and when the services are rendered by employees. The Company has no further obligations under these plans beyond its periodic contributions.

##### **Provident Fund and Employees' State Insurance Schemes**

All employees of the Company are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary. The contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Company are covered under the employees' state insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India.

##### **Defined benefit plans**

In accordance with the local laws and regulations, all the employees in India are entitled for the Gratuity plan. The said plan requires a lump-sum payment to eligible employees (meeting the required vesting service condition) at retirement or termination of employment, based on a pre-defined formula.

The Company provides for the liability towards the said plans on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method.

The obligation towards the said benefits is recognized in the balance sheet, at the present value of the defined benefit obligations less the fair value of plan assets (being the funded portion). The present value of the said obligation is determined by discounting the estimated future cash outflows, using interest rates of government bonds.

The interest income / (expense) are calculated by applying the above mentioned discount rate to the plan assets and defined benefit obligations liability. The net interest income / (expense) on the net defined benefit liability is recognized in the statement of profit and loss. However, the related re-measurements of the net defined benefit liability are recognized directly in the other comprehensive income in the period in which they arise. The said re-measurements comprise of actuarial gains and losses (arising from experience adjustments and changes in actuarial



assumptions), the return on plan assets (excluding interest). Re-measurements are not re-classified to the statement of profit and loss in any of the subsequent periods.

#### **Other long-term employee benefits**

The employees of the Company are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises of encashment and availment of leave balances that were earned by the employees over the period of past employment.

The Company provides for the liability towards the said benefit on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognized in the statement of profit and loss in the period in which they arise.

#### **2.15 Tax Expenses**

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

##### **Current Tax**

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date in the respective countries where the Company operates and generate taxable income. The payment made in excess / (shortfall) of the respective Company's income tax obligation for the period are recognized in the Balance Sheet as current income tax assets / liabilities.

##### **Deferred Tax**

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Current and deferred tax is recognized in statement of profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.



### **Minimum Alternate Tax**

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### **2.16 Provisions, Contingent Liability and Contingent Assets**

- i. A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.
- ii. Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, are disclosed in the notes to financial statements.
- iii. A provision is recognized, when Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement.
- iv. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **2.17 Foreign Currency Translation**

These financial statements are presented in Indian rupees (INR), which is the Company's functional currency.

Transactions in foreign currency are recorded on initial recognition at the spot rate prevailing at the time of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss in the period in which they arise.

At the end of each reporting period:

- i. Monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.
- ii. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.



- iii. Non-monetary items that are measured terms of historical cost in a foreign currency are not retranslated.

#### **2.18 Current versus non-current classification**

The Company presents assets and liabilities in the balance sheet based on current / non-current classification.

Deferred tax assets and liabilities, and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realized or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realized within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

#### **2.19 Operating Segment**

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements.

The Operating segments have been identified on the basis of the nature of products/services:

- i. Segment revenue includes sales and other income directly identifiable with the segment including intersegment revenue.
- ii. Expenses that are directly identifiable with the segments are considered for determining the segment results. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- iv. Segment result includes margins on inter-segment and sales which are reduced in arriving at the profit before tax of the Group.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.



### **2.20 Earnings Per Share**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted Earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

### **2.21 Borrowing Cost**

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to statement of profit & loss in the period in which it is incurred except loan processing fees which is recognized as per Effective Interest Rate method.

Borrowing costs consist of interest and other costs that Company incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

### **2.22 Cash and cash Equivalents**

Cash and cash equivalents include cash on hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Company's cash management, are also included as a component of cash and cash equivalents.

### **2.23 Critical accounting estimates, assumptions and judgements**

The estimates and judgements used in the preparation of the said financial statements are continuously evaluated by the Company, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Company believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

Although the Company regularly assesses these estimates, actual results could differ materially from these estimates - even if the assumptions under-lying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognised in the financial statements in the year in which they become known.

### **2.24 Investment**

Investments which are of equity in nature are carried at Fair Value and gain/loss on fair valuation is recognized through OCI.



#### **2.25 Trade Receivable**

Trade Receivables are recognized initially at their transaction value. Transaction value is the cost that are attributable to the acquisition of the financial assets and subsequently less provision for impairment if any required.

#### **2.26 Trade and Other payable**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognized, initially at transaction value.







**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
**NOTES TO STANDALONE BALANCE SHEET AS AT 31st MARCH 2023**

**5 NON CURRENT INVESTMENTS**

Particulars			As at		As at	
	Face	No. of Shares	March-23	Value	March-22	Value
<b>Trade Investments</b>						
<b>Quoted (measured at fair value through OCI)</b>						
<u>Equity Instruments (At FVOCI)</u>						
SBI Mutual Fund (Gold Fund) (NAV as on 31.03.2022 Rs. 15.68 per unit)	-	-	-	-	50,000	0.08
State Bank Of India PSU (NAV as on 31.03.2022 Rs. 13.23 per unit)	-	-	-	-	49,950	0.07
State Bank Of India (NAV as on 31.03.2022 Rs. 523.75 per share) (NAV as on 31.03.2022 Rs. 493.55 per share)	10	10,500	0.55	0.55	10,500	0.52
<b>Total Value of Quoted Investments</b>				<b>0.55</b>		<b>0.66</b>
<b>Unquoted-Non Trade</b>						
<u>Equity Instruments (At Cost)</u>						
<u>Subsidiary Company</u>						
Fedders Lloyd Trading FZE (1,00,000 shares @ AED 5 face value)				0.54		0.54
<b>Total Value of Unquoted Investments</b>				<b>0.54</b>		<b>0.54</b>
<b>Investment in Policy</b>				<b>1.00</b>		
				<b>2.09</b>		<b>1.21</b>
Aggregate amount of quoted investments				0.55		0.66
Aggregate amount of unquoted investments				0.54		0.54
Others				1.00		-

**6 INVENTORIES**

Particulars	As at		As at	
	March-23		March-22	
Raw materials		1.73		7.93
Finished goods		5.55		-
		<b>7.28</b>		<b>7.93</b>

**7 TRADE RECEIVABLES**

Particulars	As at		As at	
	March-23		March-22	
(Unsecured)				
Considered good	63.63		38.05	
Expected credit loss	-		-	
Less: Pro for Impairment of Trade receivable		63.63		38.04
		<b>63.63</b>		<b>38.04</b>

\*Refer note no. 50 to the notes to accounts for ageing of trade receivables

**8 CASH AND BANK BALANCES**

Particulars	As at		As at	
	March-23		March-22	
Balances with banks*		0.48		1.21
Cash on Hand		0.05		0.07
		<b>0.54</b>		<b>1.29</b>

\*Balance with bank includes CIRP costs pending utilisation of Rs. 0.24 crore (Last year 0.46 crore) is kept in separate bank account.

The amount unpaid in this account is deemed to be utilised towards the payment as approved in the resolution plan and the Company has no right, title and claim on the same.



**9 Bank Balances**

Particulars	As at	As at
	March-23	March-22
Unclaimed dividend account*	0.48	0.48
Deposits with maturity for Less than 12 months	2.99	9.31
	<b>3.47</b>	<b>9.79</b>

\* Amount of Rs. 38.39 lakhs in unclaimed dividend account is required to transferred to the Investor education and protection fund.

**10 Loan**

Particulars	As at	As at
	March-23	March-22
Loan to related party	12.28	2.21
	<b>12.28</b>	<b>2.21</b>

**11 OTHER FINANCIAL ASSETS**

Particulars	As at	As at
	March-23	March-22
Retention Money	-	-
Interest accrued on fixed deposit	0.14	0.30
Advances to employee	0.11	-
Other Advances	10.90	-
LD Recoverable	-	-
Security Deposits - Earnest Money & Other Deposit	3.95	4.49
	<b>15.09</b>	<b>4.79</b>

**12 OTHER CURRENT ASSETS**

Particulars	As at	As at
	March-23	March-22
Balances with Statutory/ Govt. Authorities	6.39	2.41
Supplier advances	11.29	0.79
Prepaid expenses	0.02	0.00
Insurance claim recoverable	-	-
Advance tax and TDS	1.16	3.02
	<b>18.86</b>	<b>6.20</b>

**13 ASSETS CLASSIFIED AS HELD FOR SALE**

Particulars	As at	As at
	March-23	March-22
Property Plant & Equipment	5.64	0.83
	<b>5.64</b>	<b>0.83</b>

During the year, the company has entered into an Agreement with Allencure Biotech Pvt Ltd to sell the Factory Land located at Village Nagal, Kaia Amb, Tehsil Nahan, Distt Sirmour, Himachal Pradesh against which consideration of Rs. 90.00 lakhs has been received in F.Y. 2021-22 and Further payment of Rs. 50 lakhs has been received in FY 2022-23. As on 31st March 2023, the title on the property is in the name of the company i.e, registry is yet to be done in the favour of Allencure Biotech Pvt Ltd. During the year company has entered into an agreement to sell its property located at Chamuha Virandavan against which 9 lakhs has been taken as advance.

**14 EQUITY SHARE CAPITAL**

Particulars	As at	As at
	March-23	March-22
<b>Authorized Share Capital</b>		
700,00,000 Equity shares, Re. 10- par value (31 March 2023: 700,00,000 equity shares Re. 10- each) (1 April 2022: 700,00,000 equity shares Re. 10- each)	70.00	70.00
	<b>70.00</b>	<b>70.00</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>		
30000000 Equity shares, Re. 10- par value fully paid up (31 March 2023: 30000000 equity shares Re. 10- each) (1 April 2022: 30000000 equity shares Re. 10- each)	30.00	30.00
	<b>30.00</b>	<b>30.00</b>

**Note No 14.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2023:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	3,00,00,000.00	30.00	3,39,69,700.00	33.97
Add: Shares issued during the year*	-	-	3,00,00,000.00	30.00
Less : Shares Extinguished As per Resolution Plan	-	-	3,39,69,700.00	33.97
Less : Shares bought back (if any)	-	-	-	-
<b>Number of shares at the end</b>	<b>3,00,00,000.00</b>	<b>30.00</b>	<b>3,00,00,000.00</b>	<b>30.00</b>

\* Refer point no. 1 of note no. 34 to the notes of accounts



**Note No 14.2: Terms/rights attached to equity shares**

(A) The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No 14.3: The details of shareholders holding more than 5% shares in the company :**

Name of the shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares held	% held as at	No. of shares held	% held as at
IM+ Capitals Limited	2,99,99,994.00	100.00	2,99,99,994.00	100.00

**15 OTHER EQUITY**

Particulars	As at March-23	As at March-22
<b>Reserves &amp; surplus*</b>		
a) Share warrant	-	-
b) Securities Premium Reserve	-	-
c) General Reserve	-	-
d) Retained Earnings *	108.33	85.48
e) Capital reserve	-	-
f) Revaluation reserve	-	-
	<b>108.33</b>	<b>85.48</b>
<b>* Refer point no. 1 of note no. 34 to the notes of accounts</b>		
<b>Other Comprehensive Income (OCI)</b>		
Actuarial gain & loss	-	-
Investment carried at Fair value	0.51	0.48
Revaluation reserve	-	-
	<b>0.51</b>	<b>0.48</b>
	<b>108.85</b>	<b>85.96</b>
<b>Share warrant</b>		
Balance as per last financial statement	-	-
Adjusted during the year	-	-
	<b>-</b>	<b>-</b>
<b>Security premium</b>		
Balance as per last financial statement	-	-
Premium on issue of share	-	-
	<b>-</b>	<b>-</b>
<b>General reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
Deletion during the year	-	-
	<b>-</b>	<b>-</b>
<b>Retained earning</b>		
Balance as per last financial statement	85.48	-1,139.53
Profit for the period	22.86	773.36
Transfer of other reserves	-	417.70
Old Equity Shares Capital W/off	-	33.95
Transfer to general reserve	-	-
	<b>108.33</b>	<b>85.48</b>
<b>Capital reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	<b>-</b>	<b>-</b>
<b>Revaluation reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	<b>-</b>	<b>-</b>



**Remeasurement of defined benefit plan**

Balance as per last financial statement	-	-
Addition during the year	-	-
<b>Investment carried at fair value</b>		
Balance as per last financial statement	0.48	0.31
Addition during the year	0.03	0.17
	<b>0.51</b>	<b>0.48</b>
<b>Revaluation reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	-	-
<b>Total other equity</b>	<b>108.85</b>	<b>85.96</b>

Note : Capital Reduction has been done as per the approved resolution plan and the old/existing equity share capital has been presumed to NIL and cancelled, along with all other existing reserve as on the date of approval of resolution plan the existing share capital has been transferred to the RETAINED EARNINGS IN SOCE. Further, as an integral part of resolution plan and simultaneous with capital reduction the new Equity Share Capital of 300,00,000 equity shares of Rs 10.00 each i.e Equity Share Capital of Rs. 30.00 crore has been infused at face value without premium by the RA.

**16 BORROWINGS**

Particulars	As at March-23	As at March-22
<u>Secured</u>		
Indian Currency Loan	-	-
	-	-

**17 Provision**

Particulars	As at March-23	As at March-22
Gratuity	-	-
	-	-

**18 DEFERRED TAX LIABILITIES (NET)**

Particulars	As at March-23	As at March-22
<u>Deferred tax liabilities</u>		
Depreciation	11.99	11.99
Others	-	-
	<b>11.99</b>	<b>11.99</b>
<u>Less: Deferred tax assets</u>		
Others	-	-
	-	-
Net	<b>11.99</b>	<b>11.99</b>

**19 BORROWINGS**

Particulars	As at March-23	As at March-22
<u>Secured</u>		
From banks	31.69	1.49
(Overdraft against fixed deposits of Holding Company and on personal guarantee of directors)		
<u>Un Secured</u>		
From Related Party	-	-
Others	0.28	1.15
	<b>31.97</b>	<b>2.64</b>

**20 TRADE PAYABLES**

Particulars	As at March-23	As at March-22
<u>Current</u>		
Dues of micro and small enterprises	-	-
Dues other than micro and small enterprises	5.49	1.15
	<b>5.49</b>	<b>1.15</b>

\*Refer note no. 51 to the notes to accounts for ageing of trade receivables



**21 OTHER FINANCIAL LIABILITIES**

Particulars	As at	As at
	March-23	March-22
Current maturities of long term debt	-	-
Payable on account of employees	-	-
Security Deposit	-	-
Expenses payables	0.47	0.58
Audit fee payable	0.03	0.13
Unclaimed dividend	0.48	0.48
Advance from related party	-	-
	<b>0.98</b>	<b>1.19</b>

**22 OTHER CURRENT LIABILITIES**

Particulars	As at	As at
	March-23	March-22
Advance from customer	0.24	-
Statutory dues payable	0.73	0.14
Sr Cr. Employee	-	-
	<b>0.97</b>	<b>0.14</b>

**23 PROVISIONS**

Particulars	As at	As at
	March-23	March-22
Leave encashment	-	-
Provision for loss on investment	4.28	4.28
	<b>4.28</b>	<b>4.28</b>

**24 CURRENT TAX LIABILITIES (NET)**

Particulars	As at	As at
	March-23	March-22
Provision for tax	-	-
Less Advance tax	-	-
	<b>-</b>	<b>-</b>

**25 LIABILITY ASSOCIATED WITH ASSETS CLASSIED AS HELD FOR SALE**

Particulars	As at	As at
	March-23	March-22
Advance against assets classified as held for sale	1.49	0.90
	<b>1.49</b>	<b>0.90</b>

During the year, the company has entered into an Agreement with Allencure Biotech Pvt Ltd to sell the Factory Land located at Village Nagal, Kala Amb, Tehsil Nahan, Distt Sirmour, Himachal Pradesh against which cosideration of Rs. 90.00 lakhs has been received in F.Y. 2021-22 and Further payment of Rs. 50 lakhs has been received in FY 2022-23. As on 31st March 2023, the title on the property is in the name of the company i.e, registry is yet to be done in the favour of Allencure Biotech Pvt Ltd. During the year company has entered into an agreement to sell its property located at Chamuha Virandavan against which 9 lakhs has been taken as advance.



FEDDERS ELECTRIC AND ENGINEERING LIMITED  
NOTES TO STANDALONE PROFIT AND LOSS AS AT 31st MARCH 2023

**26 REVENUE FROM OPERATIONS**

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022
<b>Sale of product</b>		
Projects/Manufacturing Goods	115.19	46.48
	<b>115.19</b>	<b>46.48</b>
Less:- Discount	0.65	
	<b>114.54</b>	<b>46.48</b>

**27 OTHER INCOME**

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022
Interest Income	0.33	0.20
Other income	0.12	21.56
Commission Income	15.28	46.71
Profit on Sale of Fixed Assets	2.14	0.03
Profit on Sale of Investments	0.11	-
Foreign Exchange Fluctuation	0.07	-
	<b>18.05</b>	<b>68.49</b>

**28 COST OF MATERIALS CONSUMED**

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022
Raw materials, consumables & component consumed		
Opening stocks	7.93	22.85
Add:-Purchases	83.67	30.17
Carriage Inwards	12.51	0.33
Less: Closing stocks	1.73	7.93
	<b>102.39</b>	<b>45.42</b>

**29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE**

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022
<b>Inventories at the end of the year</b>		
Finished Goods	5.55	-
Work In Progress	-	-
	<b>5.55</b>	<b>-</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	-	1.28
Work In Progress	-	0.86
	<b>-</b>	<b>2.14</b>
	<b>-5.55</b>	<b>2.14</b>

**30 EMPLOYEE BENEFIT EXPENSES**

Particulars	For the year ended 31st March 2023	For the year ended 31 March 2022
Wages (Workers)	0.01	0.22
Salary & wages	0.22	2.18
Contribution to provident and other fund	-	0.09
Employer contribution in ESI	-	0.00
Bonus	-	0.02
Staff Welfare	0.01	0.01
	<b>0.25</b>	<b>2.53</b>



**31 FINANCE COST**

Particulars	For the year ended 31st	For the year ended 31
	March 2023	March 2022
Interest Expense	0.14	0.11
Bank Charges	0.03	1.67
	<b>0.17</b>	<b>1.78</b>

**32 DEPRECIATION & AMORTIZATION EXPENSES**

Particulars	For the year ended 31st	For the year ended 31
	March 2023	March 2022
Depreciation on Property, Plant and Equipment	1.79	9.71
	<b>1.79</b>	<b>9.71</b>

**33 OTHER EXPENSES**

Particulars	For the year ended 31st	For the year ended 31
	March 2023	March 2022
<b>Repair and Maintenance</b>		
- Plant & Machinery	0.07	0.04
- Building & Office	0.33	0.05
- Others	0.02	0.02
Electricity Charges	0.03	0.42
Factory Overheads	2.80	22.20
Insurance	0.03	0.29
Rent Rate & Taxes	0.20	0.21
Postage & Courier & Telephone Expenses	0.01	0.07
Printing and stationery	0.01	0.01
Audit Fee	0.04	0.04
Legal & Professional Expenses	0.43	2.64
Travelling & Conveyance Expenses	0.12	0.08
Motor Car Expenses	0.01	0.01
Advertisement Expenses	0.01	0.00
Selling expenses	0.16	0.08
Commission Paid	3.18	-
Watch & Ward	-	0.48
Computer /Software Expenses	-	0.22
License/Testing Fees	0.03	-
Fees & Taxes	0.18	0.06
Director Remuneration & Sitting Fees	0.18	-
Loss on foreign exchange fluctuation	-	0.01
Misc. Expenses	0.00	-0.00
LD/ Performance Penalties/ BG Encashment	2.87	0.30
	<b>10.69</b>	<b>27.18</b>

(Amount)

Payment to Auditors	2022-23	2021-22
<b>1. Remuneration to Statutory Auditors</b>		
- For Statutory Audit	0.014	0.014
- For Limited Review, Tax Audit and Others	0.010	0.010
<b>2. Remuneration to Cost Auditors</b>	0.012	0.012
<b>3. Remuneration to Internal Auditors</b>	0.004	0.004
	<b>0.040</b>	<b>0.040</b>

**34 EARNING PER SHARE**

Particulars	2022-23	2021-22
(A) Profit attributable to Equity Shareholders (Rs.)	22.86	748.73
(B) No. of Equity Share outstanding during the year.	3,00,00,000	3,00,00,000
(C) Face Value of each Equity Share ( Rs.)	10	10
(D) Basic & Diluted earning per Share ( Rs.)	7.62	249.58





**NOTES TO ACCOUNTS:**

**33) Contingent liability not provided for**

Particulars	As at 31.03.2023 (Rs. in Crore)	As at 31.03.2022 (Rs. in Crore)
A. Claims against the company / disputed liabilities not acknowledged as debts*		
a. Recovery Suits filed by the parties in different court	0.00	0.00
b. Recovery Suits filed by the co. different court	0.00	0.00
c. Central Excise & Customs Matters	0.00	0.00
d. Sale Tax Matters	0.00	0.00
• Sales Tax Demand for Uttar Pradesh for Rs. 1,07,00,000/-, Rs. 77,00,000/- and Rs. 2,58,00,000/- for Year 2012-13, 2013-14, 2014-15 respectively.		
• Sales Tax Demand for Punjab for Rs. 4,89,68,963/- for Year 2010-11		
• Sales Tax Demand for Gujarat for Rs. 1,61,42,755/- for Year 2013-14		
e. Income Tax Matters (Pending Rectifications) 2,04,89,249/-	0.00	0.00
B. Guarantees		
-Bank Guarantees	2.79	4.44

**Note : All the Claims against the company / disputed liabilities which was not acknowledged as debt except as shown above has been reduced to zero (NIL) on pursuant to the order of Hon'ble NCLT APPROVING THE RESOLUTION PLAN SUBMITTED BY IM+ CAPITALS LTD.**

**34) PURSUANT TO THE RESOLUTION PLAN SUBMITTED BY THE IM+ CAPITALS LIMITED, AND ITS APPROVAL BY THE HON'ABLE NATIONAL COMPANY LAW TRIBUNAL, VIDE THEIR ORDER DATED 06<sup>TH</sup> OCTOBER 2021, OTHERWISE AS STATED IN BELOW NOTES, THE FOLLOWING CONSEQUENTIAL IMPACTS HAVE BEEN GIVEN IN ACCORDANCE WITH APPROVED RESOLUTION PLAN / ACCOUNTING STANDARDS**

- Capital Reduction has been done as per the approved resolution plan and the old/existing equity share capital has been presumed to NIL and cancelled, along with all other existing reserve as on the date of approval of resolution plan the existing share capital has been transferred to the RETAINED EARNINGS IN SOCE.  
Further, as an integral part of resolution plan and simultaneous with capital reduction the new Equity Share Capital of 300,00,000 equity shares of Rs 10.00 each i.e Equity Share Capital of Rs. 30.00 crore has been infused at face value without premium by the RA.
- In the previous year, the existing board of directors of the corporate has been reconstituted with the existing board of directors deemed to have resigned on the NCLT approval date without any further action and all power of management, control and operation of the corporate debtors granted to the erstwhile promoter or promoter group or their nominees shall stands withdrawn , revoked, terminated and rescinded.
- All the Claims including **Demand Pending under Income Tax Act** including interest and penalty or for the ongoing proceedings under the Act against the company will be waived off Disputed liabilities which was not acknowledged as debt except as shown in the note no. 33 has been reduced to zero (NIL) on pursuant to the order of Hon'ble NCLT APPROVING THE RESOLUTION PLAN SUBMITTED BY IM+ CAPITALS LTD.



- The gratuity to be to all the existing employees of the corporate debtor on or prior to the effective date shall be waived off and be considered as full and final settlement with respect to the same and has been written off accordingly
- All the security interest with respect to the claim admitted in respect of the assets of the corporate debtor and/or otherwise shall stand cancelled and discharged after full settlement of Financial Creditors as per approved resolution plan and the unpaid/waive amount has been written off.
- All the property, plant and equipment and inventory has been carried forward as per the new management best estimate and physical verification/inspection conducted by the team of new management and the difference between the balance as on the date of approval of resolution plan and the amount carried forward has been impaired according to the Indian Accounting Standard
- CIRP costs pending utilisation of Rs. 0.24 crore is kept in separate bank account. The amount unpaid in this account is deemed to be utilised towards the payment as approved in the resolution plan and the Company has no right, title and claim on the same.
- All the financial and operational liabilities other than those as approved in the resolution plan has been derecognised in the statement of Profit and Loss account in accordance with the IND AS -109 on Financial Instruments under section 133 of the Companies Act, 2013.
- As a part of the resolution plan, the identified subsidiary entity " Fedders LLYOD Trading FZE" has been transferred to the new management its entire equity investment/ownership.
- In assessing the recoverability of company's assets trade receivable, inventories etc the company has considered internal and external information upto the date of approval of these financial results. Based on the current indicators of future economic conditions, the amount of trade receivable, inventories etc has been carried forward as per the management best estimate. However, the management will continue to closely monitor the evolving situation and assess its impact on the business of the company.
- In respect of de-recognition of operational, financial creditors and various assets reflecting in balance sheet as on the date of approval of resolution plan , difference amounting to Rs. 720.85 crore between the carrying amount of financial liabilities, operational liabilities extinguished and consideration paid and assets written off, is recognised in statement of profit or loss account in accordance with "Ind AS - 109" on "Financial Instruments" and Indian Accounting Standard (Ind AS -36) on "Impairment of Assets" prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an "Exceptional items".
- Exceptional Items (net) for the year ended 31<sup>st</sup> March 2022 comprises of :
  - a) De-recognition of liabilities amounting to Rs. 1450.57 crore.
  - b) Impairment of Capital Work in Progress and Property, Plant and Equipment and Intangible Assets and non realizable investments of Rs. 64.85 crore.
  - c) Impairment of refund receivable against Commercial Tax / VAT and Central Sales Tax and Income Tax (Advance Tax and TDS) amounting to Rs 8.55 crore.
  - d) De-recognition Other current assets and financial assets of Rs. 656.31 crore

The above adjustments, having one- time, non-routine material impact on the financial results hence, the same has been disclosed as "Exceptional Items" of Rs. 720.85 crore in the Financial Results.

**35) Micro and Small Scale Business Entities**

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosure are required to be made relating to MSME, On the basis of information and record available with the company, the following disclosure are made for the amounts due to Micro, Small and Medium Enterprises:

Particulars	As at 31.03.2023	As at 31.03.2022



Principal amount due to any supplier as at the year end	NIL	NIL
Interest due on the principal amount unpaid at the year end to any supplier:	NIL	NIL
<b>TOTAL</b>	<b>NIL</b>	<b>NIL</b>

**36) Disclosure as per regulation 34 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015**

a) Loan given to Subsidiary and outstanding

(Rs. in Crores)

Name of the Company	Relationship	Amount Outstanding as on 31.03.2023	Amount Outstanding as on 31.03.2022
Fedders Lloyd Trading FZE	100% Owned Subsidiary	2.24	2.21

b) Loan taken from Subsidiary and payable

(Rs. In Crores)

Name of the Company	Relationship	Amount Outstanding as on 31.03.2023	Amount Outstanding as on 31.03.2022
		NIL	NIL

**37) Related Party Disclosures: (in which some Directors are interested)**

i. Wholly Owned Subsidiaries

- a. Fedders Lloyd Trading FZE

ii. List of Key management personnel as defined under Indian Accounting Standard (Ind AS) 24, 'Related party disclosures:

- |                          |   |
|--------------------------|---|
| a. Neeraj Gupta          | CFO (w.e.f 29.11.2018 to 16.10.2021)                  |
| b. Vansh Vardhan Joshi   | Independent Director (w.e.f 04.06.2019 to 06.10.2021) |
| c. Vishal Singhal        | Whole Time Director (w.e.f 06.10.2021)                |
| d. Tanya Singhal         | Director (w.e.f 06.10.2021 to 23.09.2022)             |
| e. Anil Kumar Kaushik    | Director (w.e.f 06.10.2021)                           |
| f. Sanjeev Kumar Singhal | Independent Director (w.e.f 09.06.2022)               |
| g. N.K. Mishra           | Chief Financial Officer (w.e.f 20.10.2021)            |
| h. Kirti Jain            | Company Secretary (w.e.f 20.10.2021 to 30.04.2022)    |
| i. Sakshi Goel           | Company Secretary (w.e.f 09.06.2022)                  |
| j. Rakesh Kumar Singhal  | Director (w.e.f 29.12.2022)                           |
| k. Sonal Singhal         | Director (w.e.f 23.09.2022)                           |

iii. Enterprises owned or significantly influenced by key management personnel or their relatives;

**Rs. In Crores**

Name of Party	Nature of Transaction	Amount of Transaction	Closing Balance 31.03.2023
<b>Sunny Iron and Steel Processors</b>	Purchase	3.88	<b>NIL</b>
	Sales	3.70	
<b>Bihari Ji Containers Private Limited</b>	Purchase	0.18	<b>13.18 Dr</b>
	Sales	29.20	
<b>Tirupati Containers Private Limited</b>	Purchase	0.28	<b>8.35 Dr</b>
	Sales	10.38	
<b>Bihari Ji Pressure Vessels Private Limited</b>	Purchase	0.10	<b>NIL</b>
	Sales	9.63	
<b>Vishal LPG Industries</b>	Sales	4.74	<b>10.04 Dr</b>
	Loan Given	10.00	
	Interest On Loan	0.04	
<b>Balaji Industries</b>	Commission	2.43	<b>2.43 Cr</b>
	Sales	2.04	
<b>Kant Cylinders Private Limited</b>	Sales	5.71	<b>4.94 Dr</b>
	Commission	0.62	



**B. Transactions during the period with Related Parties are as under:**

Name of Related Party	Rs. in Crores	
	2022-23 Amount	2021-22 Amount
<b>Key Management Personnel</b>		
<b>Managerial Remuneration Paid</b>		
-Ms. Kirti Jain	0.00	0.01
-Mr. Neeraj Gupta	0.00	0.12
- Mrs. Sonal Singhal	0.18	0.00
- Mr N.k. Mishra	0.06	0.00

**38) Additional Information:-**

**Value of Import (C.I.F) Value:**

Particular	2022-23	2021-22
i) Raw Materials Components & Parts	0.00	0.00
ii) Capital Goods	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Value of Raw Material consumed:**

	March 31, 2023		March 31, 2022	
	Percentage	Value	Percentage	Value
Import	0.00	0.00	0.00	0.00
Indigenous	100.00	102.39	100.00	45.42
<b>Total</b>	<b>100.00</b>	<b>102.39</b>	<b>100.00</b>	<b>45.42</b>

**Remittance in Foreign Currency on account of:**

Particulars	March 31, 2023	March 31, 2022
Import Raw Material components & parts	0.00	0.00
Travelling Expenses	0.00	0.00
Other Expenses	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Earning in Foreign Exchange:**

Particulars	March 31, 2023	March 31, 2022
Export Sale	25.15	0.20
<b>Total</b>	<b>25.15</b>	<b>0.20</b>

**External Commercial Borrowings:-**

The Company has total ECB of USD NIL INR NIL (Last year USD NIL INR NIL) is out standing as on reporting date. The ECB is treated as NIL as per approved resolution plan.



**39) Remuneration to Auditors:**

(Rs. in Crores)

Particulars	March 31, 2023	March 31, 2022
Audit fees (Including Tax Audit Fees)	0.04	0.04
<b>Total</b>	<b>0.04</b>	<b>0.04</b>

**40)**

**(I) Primary Segment Reporting (Business Segment)**

After take over by the management, the company has no reportable segments, hence segment reporting under IND AS 108 is not applicable

**(II) Employee Benefit Expenses**

Since there is no employee with a continuous service for more than 5 years, hence no actuarial valuation for leave encashment and gratuity has been done.

**41) Capital Management**

For the purposes of Company's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The Company manages its capital to ensure that the company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Company consists of net debt (borrowings offset by cash and bank balances) and total equity of the company.

The Company reviews the capital structure of the Company on a semi-annual basis. As part of this review, the company considers the cost of capital and the risks associated with each class of capital.

The Company monitors capital using gearing ratio, which is net debt divided by total capital plus net debt.

(Rs. in crores)

Particulars	As at March 31, 2023	As at March 31, 2022
Debt	31.97	2.64
Cash and bank balances	4.01	11.08
<b>Net debt</b>	<b>27.96</b>	<b>(7.44)</b>
Total equity	138.85	115.96
<b>Equity and net debt</b>	<b>166.81</b>	<b>123.44</b>
<b>Gearing ratio (Net Debt/Capital and Net Debt)</b>	<b>16.76%</b>	<b>-6.03%</b>

**42 Financial Instruments**

a) Financial instruments by category

(Rs. in crores)

Financial assets	As at March 31, 2023	As at March 31, 2022
<b>Measured at amortized cost</b>		
a) cash and cash equivalent including bank balance	4.01	11.08
b) Loan	12.28	2.64
c) Other financial assets	15.09	4.79
d) Trade receivable	63.63	38.04
<b>Fair value through Other Comprehensive Income</b>		
Investment in equity Instrument & mutual fund	0.55	0.66
<b>Investment in Subsidiary at cost</b>		
Investment in Subsidiaries	0.54	0.54



<b>Investment Others</b>	<b>1.00</b>	<b>0.00</b>
<b>Total</b>	<b>97.10</b>	<b>57.75</b>
<b>Financial liabilities</b>		
<b>Measured at amortized cost</b>		
a) Borrowing	0.00	0.00
b) Short term borrowing	31.97	2.64
b) Trade payable	5.49	1.15
c) Other financial liability	2.47	2.09
<b>Total</b>	<b>39.93</b>	<b>5.88</b>

42 **Fair value measurement of financial assets and financial liabilities**

Particulars	Fair value hierarchy	Valuation technique(s) and key input(s)	
	As at March 31, 2023	As at March 31, 2022	
Investment in equity and mutual fund	0.55	0.66	Level 1 Based on quoted market price in active markets
Borrowing	0.00	0.00	Level 2 Discounted estimated cash flow through the expected life of the borrowings

43 The fair values of current debtors, bank balances, current creditors and current borrowings are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

Particulars	As at March 31, 2023	As at March 31, 2022
<b>i) Financial assets – Current</b>		
Trade receivables	63.63	38.04
Cash and Bank balances	4.01	11.08
Loans	12.28	2.21
Other Financial assets	15.09	4.79
<b>ii) Financial liabilities – Current</b>		
Borrowings	31.97	2.64
Trade payable	5.49	1.15
Other Financial liabilities (other than current maturity of long term borrowings)	2.47	2.09

44) **Financial risk management objectives and policies**

The Company's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Company's financial risk management is an integral part of how to plan and execute its business strategies. The Company is exposed to market risk, credit risk and liquidity risk. The company's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.



The Board of Directors reviews and agrees policies for managing each of these risks which are summarized as below

a) **Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk.

i) **Currency rate risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Company's operating activities (when revenue or expense is denominated in foreign currency). The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations are adversely affected as the rupee appreciates/ depreciates against these currencies

**Interest rate risk**

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's long term debt obligation at floating interest rates. The Company's borrowings outstanding as at March 31, 2023 is without interest and accordingly, are not expose to risk of fluctuation in market interest rate.

ii) **Commodity price risk**

The Company is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of industrial and domestic air conditioners and therefore require a continuous supply of copper and Aluminum being the major input used in the manufacturing. Due to the significantly increased volatility of the price of the Copper and aluminum, the Company has entered into various purchase contracts for these material for which there is an active market. The Company's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The Company partly mitigated the risk of price volatility by entering into the contract for the purchase of these material based on average price of for each month.

b) **Credit risk**

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Customer credit risk is managed subject to the Company's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment.

**Liquidity risk**

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time. The Company's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Company closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term bank deposits and cash credit facility. Processes and policies related to such risks are overseen by senior management. Management monitors the Company's liquidity position through rolling forecasts on the basis of expected cash flows. The Company assessed the concentration of risk with respect to its debt and concluded it to be low.

The following tables detail the Company's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods



(Rs. in crores)

Particulars	Within 1 year	1-5 years	Total	Carrying amount
<b>As at March 31, 2023</b>				
Borrowings	0.00	-	0.00	0.00
Short term borrowings	31.97	-	31.97	31.97
Trade payable	5.49	-	5.49	5.49
Other financial liabilities	2.47	-	2.47	2.47
<b>Total</b>	<b>39.93</b>	<b>-</b>	<b>39.93</b>	<b>39.93</b>

Particulars	Within 1 year	1-5 years	Total	Carrying amount
<b>As at March 31, 2022</b>				
Borrowings	0.00	-	0.00	0.00
Short term borrowings	2.64	-	2.64	2.64
Trade payables	1.15	-	1.15	1.15
Other financial liabilities	2.09	-	2.09	2.09
<b>Total</b>	<b>5.88</b>	<b>-</b>	<b>5.88</b>	<b>5.88</b>

**45) Dividend Paid and Proposed**

(Rs. in crores)

Particulars	31.03.23	31.03.22
<b>Dividend declared and paid during the year:</b>		
Final Dividend paid	0.00	0.00
Corporate Dividend Tax on Final Dividend	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**46) Deferred tax**

Particulars	31-Mar-22	Recognized in Profit or loss	Recognized in other comprehensive income	31-Mar-23
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Due to Depreciation	(11.99)	0.00	0.00	(11.99)
Others	(0.00)	0.00	0.00	(0.00)
<b>Total</b>	<b>(11.99)</b>	<b>0.00</b>	<b>0.00</b>	<b>(11.99)</b>

In the view of the management, there was no certainty to set off the loss or unabsorbed depreciation arising due to timing difference and hence no provision for deferred tax has been provided in respect of the same for the year under audit.





**47) RATIOS**

Particulars	Numerator	Denominator	As at March'23	As at March'22	% of Change	REMARKS
Current Ratio	Current Assets	Current Liabilities	2.77	7.47	62.88	Due to Increase Borrowing repayable withing 12 months
Debt Equity Ratio	Total Long Term Debt	Shareholder's Equity	0.23	0.02	(913.10)	Due to Increase In Borrowings
Debt Service Coverage Ratio	Net profit Before Interest & Taxes	Fixed Interest Charges	165.59	6,680.65	97.52	Due to exceptional income in last year.
Return on Equity	Net Earning(PAT)	Shareholders Equity	16.46	645.68	97.45	Due to exceptional income in last year.
Trade Receivables turnover ratio	Revenue	Account Receivables	1.80	1.22	(47.30)	Due to increase in trade receivable.
Trade payables turnover ratio	Net Credit Purchases of Services and Other Expenses	Accounts Payable	20.59	62.97	67.30	Due to increase in trade payable.
Net capital turnover ratio	Revenue	Working Capital	1.48	0.76	(93.50)	Due to increase in working capital
Net profit ratio,	Net profit	Revenue	0.20	16.11	98.76	Decline in profit in comparison to last year because of exceptional income in last year.
Return on Capital employed	EBIT	Gross Capital Employed	0.18	5.87	96.92	Decline in profit in comparison to last year because of exceptional income in last year.
Return on investment	Net Profit After Interest And Taxes	Shareholders Funds or Investments	0.16	6.46	97.45	Decline in profit in comparison to last year because of exceptional income in last year.

48) The Fixed Asset Register maintained by company was not maintained properly for over the past years, and it is not comparable with the existing assets. The Description of assets is not properly mentioned. The Current Management has tried to verify the assets but could not conclude the physical verification of assets. The Most of the plant of the company is not in operation from last 3 years and no repair and maintenance has taken place. After takeover the Fixed Assets taken is as per new management best estimate and physical verification/inspection done by the management and FAR has been maintained as per revised life of the assets as per management best estimate and any addition done after takeover by the new management has been duly maintained as per Schedule II of the Company Act. After the corporate insolvency resolution process, no intangible assets has been handed over to new management, accordingly the same has been impaired in the books of accounts in the year 2022.



49) After the corporate insolvency resolution process, inventory taken in the books of accounts is as per the new management best estimate and physical verification/inspection done by the management's team and as per valuation done according to IND As-2.

**50) Ageing of Trade Receivable**

Particulars	As at March 2023 (In Crore)	As at March 2022 (In Crore)
<b>Disputed</b>	0.00	0.00
<b>Undisputed</b>		
- Less Than 6 months	51.28	29.15
- 6 months – 1 year	1.10	0.00
- 1 year – 2 year	5.47	0.00
- 2 year – 3 years	0.00	0.00
- More than 3 years	5.78	8.89
<b>TOTAL</b>	<b>63.63</b>	<b>38.04</b>

**51) Ageing of Trade Payable**

Particulars	As at March 2023 (In Crore)	As at March 2022 (In Crore)
<b>Disputed</b>	0.00	0.00
<b>Considered Good</b>		
- 0 – 1 year	4.51	1.15
- 1 year – 2 year	0.00	0.00
- 2 year – 3 years	0.00	0.00
- More than 3 years	0.98	0.00
<b>TOTAL</b>	<b>5.49</b>	<b>1.15</b>

52 Previous year's figures re-grouped / re-arranged where found necessary. All the figures mentioned are in Rs. Crores except otherwise specifically mentioned therein.

**53) Notes '1' to '52' form an integral part of accounts and are duly authorized.**

Refer to our Report of even date.

**For Rajeev Malhotra & Associates  
Chartered Accountants,  
Firm's Registration Number : 021479N**

**For and on behalf of the Board of Directors of  
Fedders Electric and Engineering Limited.**

**Sd/-  
Sunil Sakral  
Partner  
Membership No. : 509537**

**sd/-  
Vishal Singhal  
Managing Director  
DIN:03518795**

**sd/-  
Rakesh Singhal  
Director  
DIN:00063247**

**Place: Sikandrabad, U.P.  
Date: 26.05.2023  
UDIN : 23509537BGUHBH9966**

**Sd/-  
Narendra Kumar Mishra  
Chief Financial Officer**

**sd/-  
Sakshi Goel  
Company Secretary**



**INDEPENDENT AUDITOR'S REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS**

**To**

**The Members of**

**FEDDERS ELECTRIC AND ENGINEERING LIMITED**

**Report on the Audit of the Consolidated Financial Statements**

**Qualified Opinion**

We have audited the accompanying consolidated financial statements of Fedders Electric and Engineering Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), Which comprise of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Statement of Cash Flow and the consolidated Statement of Changes in Equity for the financial year ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, except for the possible effects of the matter described in the 'Basis for Qualified Opinion' section of our report, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the financial year ended on the date.

**Basis for Qualified Opinion**

1. The Holding Company has not maintained proper records (Fixed Assets Register) with respect to Fixed Assets owned by the company also the calculation of depreciation is based on the best estimates of management of the respective company.
2. Sum of amount Rs. 38.39 lakhs to be transferred by the Holding Company to Investor Protection Fund which is not transferred till the balance sheet date.
3. The public shareholding in a listed company should be minimum of 25% which is not complied with the provisions of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/43/2018 by Holding Company.
4. In relation to the "subsidiary financial statement", the Entity has not carried out any commercial activity during the last 8 years and incurred a net loss of Rs. 0.02 crores (AED 7,350) during the year ended March 31,2023, and had accumulated losses of Rs. 5.71 Crores (AED 34,72,482) as of that date. The



Entity also has an equity deficit and negative working capital AED 26,730. The commercial license of the Entity has expired on March 05, 2018, and has not been renewed till date. These conditions, along with other matters as set forth above, indicate that the Entity is no longer a going concern. These financial statements have been prepared on liquidation basis. It reflects impact of adjustments which are necessary to adjust the assets and liabilities to their net realizable values. The above-mentioned opinion has been considered as per the Auditor's Report (with adverse opinion) of the Subsidiary Company i.e. Fedders Lloyd Trading FZE, on which we have relied thereon.

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group, in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our Qualified audit opinion on the consolidated financial statements.

#### **Emphasis of Matter**

We draw attention to note 36 to the Consolidated financial statements regarding:

- Exceptional Items (net) for the year ended 31<sup>st</sup> March 2022 comprises of :
  - a) De-recognition of liabilities amounting to Rs. 1450.57 crore.
  - b) Impairment of Capital Work in Progress and Property, Plant and Equipment and Intangible Assets and non realizable investments of Rs. 64.85 crore.
  - c) Impairment of refund receivable against Commercial Tax / VAT and Central Sales Tax and Income Tax (Advance Tax and TDS) amounting to Rs 8.55 crore.
  - d) De-recognition Other current assets and financial assets of Rs. 656.31 crore

The above adjustments, having one-time, non-routine material impact on the financial results hence, the same has been disclosed as "Exceptional Items" of Rs. 720.85 crore in the consolidated Financial Results.

#### **Key Audit Matters**

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matter described in the 'Basis for Qualified Opinion' section we have determined the matter described below to be the key audit matter to be communicated in our report.

We have fulfilled the responsibilities described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures, performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.



### **Key Audit Matter**

Revenue is measured taking into account discounts and rebates earned by the customers on sales. These arrangements result in deductions to gross sales in arriving at turnover and give rise to obligations for the Holding Company to provide customers with rebates, discounts, allowances.

### **Auditor's Response**

Obtained an understanding of the policies and procedures applied to revenue recognition including testing the design and operating effectiveness of controls related to revenue recognition processes employed by the Holding Company.

- Performed procedures by analyzing the cost of sales related to discounts, incentives, rebates and margins to total revenue recognized as compared with prior year.
- Assessed the relevant estimates made by the management in connection with discounts incentives and rebates at year's end.
- Performed procedures for a sample of revenue transactions at the year end to assess whether they were recognized at the correct period by corroborating the date of revenue recognition to third party support such as bills of lading, lorry receipt etc.
- Analyzed other adjustments and credit notes issued after the reporting date.

### **Other Information**

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **Responsibilities of Management for the Consolidated Financial Statements**

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.



In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other



auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

#### **Other Matters**

- i. As per section 148 of the Companies Act, 2013, Cost Audit is applicable on the Holding Company for which Cost Auditor is appointed for the financial year 2022-23 our report is subject to the observations mentioned in his report.
- ii. As per Section 204 of the Companies Act, 2013, Holding Company is required to obtain Secretarial Audit Report from independent practicing Company Secretary, our report is subject to observations mentioned in his report

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management

#### **Report on Other Legal and Regulatory Requirements**

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, incorporated in India, we give in the "Annexure A" a statement on the matters specified in paragraph 3(xxi) of the Order.
- 2) As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of such subsidiaries, we report, to the extent applicable, that:
  - a) We/the other auditors whose report we have relied upon have sought and except for the possible effects, if any, of the matter described in the Basis for Qualified Opinion paragraph, we/the other auditors have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;
  - b) Except for the possible effects, if any, of the matter described in the Basis for Qualified Opinion paragraph, in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Statement of Cash Flow and Consolidated Statement of Changes in



Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

- d) Except for the possible effects, if any, of the matter described in the Basis for Qualified Opinion paragraph above, in our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
- e) The matter described in the Basis for Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Holding Company;
- f) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;
- g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph and paragraph (b) above;
- h) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;
- i) With respect to the matter to be included in the Auditor's report under section 197 (16) of the Act: in our opinion and according to the information and explanation given to us, the remuneration paid by the Holding company to its directors during the current year is in accordance with the provisions of section 197 of the Act.
- j) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries:
  - I. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 35 to the consolidated financial statements;
  - II. The Group did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
  - III. There has been delay in transferring amounts (Rs. 38.39 Lakhs) , required to be transferred, to the Investor Education and Protection Fund by the Holding Company, during the financial year ended March 31, 2023.
  - IV. (a) The respective managements of the Holding Company and auditors of such subsidiary to the best of their knowledge and belief represented to us that , no funds have been advanced or loaned or invested either from borrowed funds or share premium or any other sources or kind of funds) by the Group, with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiary ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
(b) The respective managements of the Holding Company and its subsidiary have represented to us that, to the best of its knowledge and belief, no funds have been received by the respective Holding Company or any of such subsidiary from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and





(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiary nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

V. The Group has not declared or paid any dividend during the year.

VI. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company, incorporated in India, hence reporting under this clause is not applicable.

**For Rajiv Malhotra & Associates**

**Chartered Accountants**

**FRN: 021479N**

sd/-  
**CA Sunil Kr Sakral**

**[Partner]**

**Membership Number: 509537**

**Place : Sikandra bad, U.P.**

**Dated : 26<sup>th</sup> May 2023**

**UDIN : 23509537BGUHBI5866**



**"ANNEXURE A" TO THE INDEPENDENT AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF  
FEDDERS ELECTRIC & ENGINEERING LIMITED FOR THE YEAR ENDED 31 MARCH 2023.**

(Referred to in Paragraph 1 under the heading of "Report on other legal and regulatory requirements" of our report of even date)

- xxi According to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have certain remarks included in their reports under Companies (Auditor's Report) Order, 2020 ("CARO"), which have been reproduced as per the requirements of the Guidance Note on CARO:

<b>Sr. No.</b>	<b>Name of the Entities</b>	<b>CIN</b>	<b>Holding/ Subsidiary/ Associate/ JV</b>	<b>Clause number of CARO Report which is qualified or adverse remarks</b>
<b>1</b>	<b>FEDDERS ELECTRIC AND ENGINEERING LTD.</b>	<b>L29299UP1957PL C021118</b>	<b>Holding</b>	<b>i), ii),vi)</b>
<b>2</b>	<b>FEDDERS LLYOD TRADING FZE</b>	<b>Incorporated out of india</b>	<b>Subsidiary</b>	<b>NOT APPLICABLE</b>

**For Rajiv Malhotra & Associates**

**Chartered Accountants**

**FRN: 021479N**

**sd/-  
CA Sunil Kr Sakral**

**[Partner]**

**Membership Number: 509537**

**Place : Sikandra bad, U.P.**

**Dated : 26<sup>th</sup> MAY 2023**

**UDIN: 23509537BGUHB15866**



## **Annexure B to Auditors Report**

Annexure B to the Independent Auditor's Report on the consolidated financial statements of FEDDERS ELECTRIC AND ENGINEERING LIMITED for year ended March 31, 2023

### **Report on the internal financial controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013**

In conjunction with our audit of the consolidated financial statements of FEDDERS ELECTRIC AND ENGINEERING LIMITED (hereinafter referred to as "the Holding Company") as of and for the financial year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

#### **Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the companies included in the Group which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal financial control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### **Auditors' Responsibility**

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to these consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the Holding Company's internal financial controls with reference to consolidated financial statements.

#### **Meaning of Internal Financial controls over financial reporting with Reference to Consolidated Financial Statements**

A company's internal financial control with reference to consolidated financial statements is a process designed to provide



reasonable assurance regarding the reliability of financial reporting and the preparation of the consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of the consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

#### **Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements**

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Qualified Opinion**

According to the information and explanations given to us and based on the report issued by other auditors on internal financial controls with reference to consolidated financial statements in case of its subsidiaries which are companies incorporated in India, as stated in the 'Basis for Qualified Opinion' paragraph of our audit report, the consequential impact, if any, it may have on Holding Company's processes and internal controls including procurements, and compliance with laws and regulations, to that extent we are unable to comment on whether there exists any material weakness in the Holding Company's internal controls as at March 31, 2023.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control with reference to consolidated financial statements, such that there is a reasonable possibility that a material misstatement of the holding company's annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

In our opinion, except for the possible effects of the matter described above on the achievement of the objectives of the control criteria, the companies included in the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

#### **Other Matters**

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to subsidiary which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

We also have audited, in accordance with the Standards on Auditing issued by the ICAI as specified under section 143(10) of the Act, the consolidated financial statements of the Holding Company, which comprise the Consolidated Balance Sheet as at March 31, 2023, and the Consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Statement of Cash Flow and the consolidated Statement of Changes in Equity for the financial year then ended, and notes to the consolidated financial statements including a summary of significant accounting policies and other



explanatory information. The matter described above was considered in determining the nature, timing, and extent of audit tests applied in our audit of the March 31, 2023 consolidated financial statements of the Group and this report affect our report dated 26<sup>th</sup> May 2023 ,which expressed modified opinion on those financial statements .

**For Rajiv Malhotra & Associates**

**Chartered Accountants**

**FRN: 021479N**

*sd/-*  
**CA Sunil Kr Sakral**

**[Partner]**

**Membership Number: 509537**

**Place : S i k a n d r a b a d , U . P .**

**Dated : 26<sup>th</sup> May 2023**

**UDIN : 23509537BGUHBI5866**



**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
CIN: L29299UP1957PLC021118  
CONSOLIDATED BALANCE SHEET AS AT 31st March, 2023

Particulars	Note No.	Amount (In Rs Crores)	
		As at 31 March 2023	As at 31 March 2022
<b>ASSETS</b>			
(1) Non - Current Assets			
(a) Property, Plant and Equipment	3	64.76	65.97
(b) Capital work - in - progress		2.37	-
(c) Other Intangible Assets	4		-
(d) <b>Financial assets</b>			
(i) Non Current Investments	5	1.55	0.66
(ii) Other financial assets			-
(iii) Security Deposits			-
<b>Total Non- Current Assets</b>		<b>68.68</b>	<b>66.63</b>
(2) Current Assets			
(a) Inventories	6	7.28	7.93
(b) <b>Financial assets</b>			
(i) Trade receivables	7	63.63	38.04
(ii) Cash and cash equivalents	8	0.54	1.29
(iii) Bank Balances other than (ii) above	9	3.47	9.79
(iv) Loan	10	10.04	-
(v) Other financial assets	11	15.09	4.79
(c) Other current assets	12	18.86	6.20
<b>Total Current Assets</b>		<b>118.91</b>	<b>68.04</b>
Assets Classified as Held for Sale	13	5.64	0.83
<b>TOTAL ASSETS</b>		<b>193.24</b>	<b>135.50</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity share capital	14	30.00	30.00
(b) Other Equity	15	106.52	83.96
<b>Total Equity</b>		<b>136.52</b>	<b>113.96</b>
<b>LIABILITIES</b>			
(1) <b>Non Current Liabilities</b>			
(a) <b>Financial Liabilities</b>			
(i) Borrowings	16	-	-
(ii) Provision	17	-	-
(b) Deferred tax liabilities (Net)	18	11.99	11.99
<b>Total Non- Current Liabilities</b>		<b>11.99</b>	<b>11.99</b>
(2) <b>Current Liabilities</b>			
(a) <b>Financial Liabilities</b>			
(i) Borrowings	19	31.97	2.64
(i) Trade payables	20		
Dues of micro and small enterprises		-	-
Dues other than micro and small enterprises		9.26	4.65
(ii) Other financial liabilities	21	1.04	1.22
(b) Other current liabilities	22	0.97	0.14
(c) Provisions	23	-	-
(d) Current tax liabilities (Net)	24	-	-
<b>Total Current Liabilities</b>		<b>43.24</b>	<b>8.65</b>
Liabilities directly associates with assets classified as held for sale	25	1.49	0.90
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>193.24</b>	<b>135.50</b>

**Summary of significant accounting policies**

2

The accompanying notes are an integral part of the financial statements 3 to 51

As per our report of even date attached.

**Rajiv Malhotra & Associates**  
Chartered Accountants  
Firm's Registration Number: 021479N

**For and on behalf of the Board of Directors of  
Fedders Electric And Engineering Limited**

sd/-  
(CA Sunil Kr. Sakral)  
**Partner**  
M. No. 509537  
UDIN : 23509537BGUHBIS866  
Place : Sikandrabad  
Dated : 26-05-2023

sd/-  
(Vishal Singhal)  
**Managing Director**  
DIN: 03518795  
  
(Narendra Kumar Mishra)  
**CFO**

sd/-  
(Rakesh Kumar Singhal)  
**Director**  
DIN: 00063247  
  
(Sakshi Goel)  
**Company Secretary**



**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
CIN: L29299UP1957PLC021118  
**STATEMENT OF CONSOLIDATED PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2023**

Particulars	Note No.	Amount in (Rs. Crores)	
		For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue from operations	26	114.53	46.48
Other income	27	18.05	68.49
<b>Total Income</b>		<b>132.59</b>	<b>114.97</b>
<b>Expenses</b>			
Cost of material consumed	28	102.39	45.42
Changes in inventories of Finished goods and Work-in-progress	29	-5.55	2.14
Employee benefit expenses	30	0.25	2.53
Finance Cost	31	0.17	1.78
Depreciation & amortization expenses	32	1.79	9.71
Other Expenses	33	10.71	27.20
<b>Total Expenses</b>		<b>109.75</b>	<b>88.78</b>
Profit before exceptional items & tax		22.84	26.19
Add: Exceptional Items		-	720.85
<b>Profit/(Loss) before tax</b>		<b>22.84</b>	<b>747.04</b>
<b>Less: Tax expenses</b>			
(1) Current tax			
of Current year		-	-
of Earlier years			
(2) Deferred tax			
of Current year		-	-1.67
of Earlier years			
<b>Total Tax Expenses</b>		<b>-</b>	<b>-1.67</b>
Profit after tax	A	<b>22.84</b>	<b>748.71</b>
Other Comprehensive Income			
A. (i) Items that will be reclassified to profit or loss		-	-
B. (i) Items that will not be reclassified to profit or loss			
Remeasurements of the defined benefit plans		-	-
Fair value gain on investment		0.03	0.17
Revaluation Reserve		-	-
Foreign Currency Translation Reserve		-0.31	0.37
(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
Total Other Comprehensive Income for the year	B	<b>-0.28</b>	<b>0.54</b>
Total Comprehensive Income for the year	(A+B)	<b>22.56</b>	<b>749.25</b>
Earning per equity share (Face Value of Rs. 1/- each)	34		
(1) Basic		7.61	249.57
(2) Diluted		7.61	249.57

**Summary of significant accounting policies** 2  
The accompanying notes are an integral part of the financial statements 3 to 51

As per our report of even date attached.

**Rajiv Malhotra & Associates**

**Chartered Accountants**

**Firm's Registration Number: 021479N**

sd/-  
(CA Sunil Kr. Sakral)  
Partner  
UDIN : 23509537BG UHBI5866

Place : Sikandrabad  
Dated : 26-05-2023

**For and on behalf of the Board of Directors of  
Feddere Electric And Engineering Limited**

sd/-  
(Vishal Singhal)  
**Managing Director**  
DIN: 03518795

sd/-  
(Narendra Kumar Mishra)  
**CFO**

sd/-  
(Rakesh Kumar Singhal)  
**Director**  
DIN: 00063247

sd/-  
(Sakshi Goel)  
**Company Secretary**



**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
CIN: L29299UP1957PLC021118  
**STATEMENT OF CASH FLOW FOR THE PERIOD ENDED 31 March 2023**

Particulars	Period ended 31.03.2023		Period ended 31.03.2022	
	Amount in Crores		Amount in Crores	
<b>A. Cash Flow from Operating Activities:</b>				
Net Profit/(Loss) before tax		22.83		747.04
<b>Adjustments for :</b>				
Add : Depreciation	1.79		9.71	
FCTR	-		-	
Remeasurement of defined benefit plan	-		-	
Expected Credit loss	-		-	
Interest expenses	0.14	1.93	-	9.71
Less:				
Interest Income	-0.33		-0.20	
Gratuity Paid	-		-	
Exceptional Income	-		-720.85	
Profit on Sale of Fixed Assets	-2.25		-0.03	
Dividend Income	-	-2.58	-	-721.08
<b>Operating profit before working capital changes</b>		<b>22.18</b>		<b>35.67</b>
Trade & other receivables	-25.59		62.69	
Inventories	0.65		16.37	
Loans & Advances	-13.31		148.68	
Other financial assets	-10.30		141.92	
Other current assets	-12.66		38.68	
Other financial liability	-0.71		-234.16	
Other Current Liability	1.42		-5.11	
Provisions	-		-2.83	
Trade & other payable	8.11	-52.40	-263.38	-97.14
<b>Cash generated from operations</b>		<b>-30.22</b>		<b>-61.47</b>
Direct tax paid	-	-	-	-
<b>Net Cash Flow from Operating Activities</b>		<b>-30.22</b>		<b>-61.47</b>
<b>B Cash Flow from Investing Activities:</b>				
Purchase/Sale of Property Plant and equipment	-5.61		64.97	
Sale of investments	0.14		-	
Increase in Other Investments	-1.00		-	
Interest received	0.33		0.20	
Income From Investments	0.10		0.03	
Dividend received	-	-6.04	-	65.20
<b>Net Cash Flow from Investing Activities</b>		<b>-6.04</b>		<b>65.20</b>
<b>C Cash Flow from Financial Activities:</b>				
Long Term Loans and Advances	-		-	
Proceeds from Borrowing	29.33		0.34	
Dividend Paid	-		-	
Dividend Tax	-		-	
Proceeds from Share Capital/Warrants	-		-3.97	
Interest paid	-0.14	29.19	-	-3.63
<b>Net Cash Flow from Financing Activities</b>		<b>29.19</b>		<b>-3.63</b>
<b>Net increase/decrease in Cash and Cash Equivalents (A+B+C)</b>		<b>-7.07</b>		<b>0.10</b>
Opening Balance of Cash and Cash Equivalents		11.08		10.98
Closing Balance of Cash and Cash Equivalents		4.01		11.08
<b>Net increase/ decrease in Cash and Cash Equivalents</b>		<b>-7.07</b>		<b>0.10</b>

Note: The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Indian Accounting Standards-7" " Statements of Cash Flow".

As per our report of even date attached

**Rajiv Malhotra & Associates**

**Chartered Accountants**

**Firm's Registration Number: 021479N**

sd/-

(CA Sunil Kr. Sakral)

**Partner**

M. No. 509537

**UDIN : 23509537BGUHBIS866**

Place : Sikandrabad

Dated : 26.05.2023

**For and on behalf of the Board of Directors of  
Fedders Electric And Engineering Limited**

sd/-

(Vishal Singhal)

**Managing Director**

DIN: 03518795

sd/-

(Narendra Kumar Mishra)

**CFO**

sd/-

(Rakesh Kumar Singhal)

**Director**

DIN: 00063247

sd/-

(Sakshi Goel)

**Company Secretary**





**FEDDERS  
ENGINEERING**

**ANNUAL REPORT 2022-23**

**FEDDERS ELECTRIC AND ENGINEERING LIMITED**  
CIN: L29299UP1957PLC021118  
**STATEMENT OF CHANGES IN EQUITY AS ON 31 ST MARCH, 2023**

**A. Equity Share Capital**

Particulars	No of Shares	Amount
<b>Balance at at 1st April, 2021</b>	<b>3,39,69,700</b>	<b>33.97</b>
Changes in equity share capital during the year	-39,69,700	-3.97
<b>Balance at at 31st March, 2022</b>	<b>3,00,00,000</b>	<b>30.00</b>
Changes in equity share capital during the year	-	-
<b>Balance at at 31st March, 2023</b>	<b>3,00,00,000</b>	<b>30.00</b>

**B. Other Equity**

Particulars	Share warrant	Reserves and Surplus					Other items of Other comprehensive income					Total
		Security premium	General reserve	Retained Earnings	Revaluation reserve	Capital Reseve	Remeasurement of net defined benefit plans	Revaluation reserve	Fair Value through Other Comprehensive Income of Equity Investments	Foreign currency transtation reserve		
<b>Balance at at 31st March, 2021</b>	-	46.44	360.55	-1,140.28	6.92	3.38	0.74	-0.33	0.31	-1.65	-723.92	
Profit for the year				773.38							773.38	
Addition/deletion during the year		-46.44	-360.55	417.70	-6.92	-3.38	-0.74	0.33	0.17	0.37	0.54	
Old Equity Share Capital Extinguished Dividend				33.97							33.97	
<b>Balance at at 31st March, 2022</b>	-	-0.00	0.00	84.77	-0.00	-0.00	-0.00	0.00	0.48	-1.28	83.96	
Profit for the year				22.84							22.84	
Addition/deletion during the year		-	-	-	-	-	-	-	0.03	-0.31	-0.28	
<b>Balance at at 31st March, 2023</b>	-	-0.00	0.00	107.60	-0.00	-0.00	-0.00	0.00	0.51	-1.59	106.52	

As per our report of even date attached.

**Rajiv Malhotra & Associates**  
Chartered Accountants  
Firm's Registration Number: 021479N

sd/-  
(CA Sunil Kr. Sakral)  
Partner  
M. No. 509537  
UDIN : 235095378GUHB15866

Place : Sikandrabad  
Dated : 26-05-2023

**For and on behalf of the Board of Directors of  
Feddere Electric And Engineering Limited**

sd/-  
(Vishal Singhal)  
Managing Director  
DIN: 03518795

sd/-  
(Rakesh Kumar Singhal)  
Director  
DIN: 00063247

sd/-  
(Narendra Kumar Mishra)  
CFO

sd/-  
(Sakshi Goel)  
Company Secretary



**FEDDERS ELECTRIC AND ENGINEERING LIMITED  
(Formerly known as Fedders Lloyd Corporation Limited)**

**Notes to the Consolidated financial statements for the year ended March 31, 2023**

**1. Corporate Information**

Fedders Electric and Engineering Limited (Formerly known as Fedders Lloyd Corporation Limited) (“the Company”) is a public group domicile in India and is incorporated under the provisions of the Companies Act, 1956 having Registered Office at 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, Bulandshahr UP - 203205. Its shares are listed on National Stock Exchange of India Limited (NSE) & BSE Limited (BSE) in India and well diversified in the fields of Environment Control Systems (ECS), Fabrication of Steel Structures for Power, Commercial and Industrial Construction Projects and implementation of high power transmission lines. The Company has also been into exports of power equipment’s/ components to various funded projects by multilateral agencies and Export of Iron Ore Fines.

**2. Significant accounting policies**

**2.1 Basis of preparation**

The Consolidated Financial Statements have been prepared to comply in all material aspects with the Indian Accounting Standard (Ind AS) notified under section 133 of the Companies Act, 2013, read together with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and as amended by the Ministry of Corporate Affairs (‘MCA’) from time to time.

The Consolidated financial statements have been prepared under historical cost convention on accrual and going concern basis, except for the certain financial instruments which have been measured at fair value as required by relevant Ind ASs.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

All the amounts included in the consolidated financial statements are reported in Crores of Indian Rupees, and are rounded to the nearest Crores except per share data and unless stated otherwise.

The consolidated financial statements have been prepared in accordance with Indian Accounting Standards to the extent possible and requirements of all Ind AS have not been complied with in totality.

**Basis of consolidation**

The consolidated financial statements comprise the financial statements of the Parent Company, its subsidiaries, associates and a joint venture as at and for the year ended March 31, 2023. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

-Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)

-Exposure, or rights, to variable returns from its involvement with the investee, and

The ability to use its power over the investee to affect its returns



Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent Group, i.e., year ended on 31 March. When the end of the reporting period of the parent Group is different from that of a subsidiary, the subsidiary prepares, for consolidation purposes, additional financial information as of the same date as the financial statements of the parent Group to enable the parent Group to consolidate the financial information of the subsidiary, unless it is impracticable to do so.

**Consolidation procedure:-**

The financial statements of the Group companies are consolidated on a line-by-line basis and all inter-company transactions, balances, income and expenses are eliminated in full on consolidation.

Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the financial statements at the acquisition date.

Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary. Business combinations policy explains how to account for any related goodwill.

Changes in the Company's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amount of the Company's interests and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to shareholders of the Company.



Assets and liabilities of entities with functional currency other than the functional currency of the Company have been translated using exchange rates prevailing on the balance sheet date. Statement of profit and loss of such entities has been translated using weighted average exchange rates. Translation adjustments have been reported as foreign currency translation reserve in the statement of changes in equity. When a foreign operation is disposed off in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to statement of profit and loss as part of the gain or loss on disposal.

Profit or loss and each component of other comprehensive income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it:

- Derecognizes the assets (including goodwill) and liabilities of the subsidiary
- Derecognizes the carrying amount of any non-controlling interests
- Derecognizes the cumulative translation differences recorded in equity
- Recognizes the fair value of the consideration received
- Recognizes the fair value of any investment retained
- Recognizes any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognized in OCI to profit or loss or retained earnings, as appropriate, as would be required if the group had directly disposed of the related assets and liabilities.

## **2.2 Use of Estimates & Basis of Measurement**

The preparation of consolidated financial statements in conformity with the recognition and measurement principles of Ind AS requires management to make estimates and judgements that affect the reported balances of assets and liabilities, disclosures of contingent liabilities as at the date of consolidated financial statements and the reported amounts of income and expenses for the periods presented. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

## **2.3 Recognition of Income and Expenses**

Revenue is measured at the fair value of the consideration received or receivable, taking into account the contractually defined terms of payment net of returns and allowances, trade discounts, volume rebates and taxes or duties collected on behalf of the government.

Group recognizes revenue from sale of goods when significant risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract, which coincides with the delivery of goods.



Interest Income from debt instruments is recognized using the effective interest rate (EIR). EIR is the rate that exactly discounts the estimated future cash flows over the expected life of financial instrument, to the gross carrying amount of the financial assets or to the amortized cost of the financial liability.

Dividend income is recognized when the Group's right to receive payment is established on or before the Balance Sheet date (Provided that it is probable that the economic benefit will flow to the Group).

Export sales are accounted on the basis of date of bill of lading.

Interest income on investment in fixed deposit is recognized on time proportion basis at the contractual rate.

Other incomes have been recognized on accrual basis in financial statements except for cash flow information.

#### **2.4 Property, Plant and Equipment**

An item of Property, Plant and Equipment (PPE) is recognized as an asset, if and only if, it is probable that the future economic benefits associated with the item will flow to the Group and its cost can be measured reliably. PPE are initially recognized at cost. The initial cost of PPE comprises its purchase price (including non-refundable duties and taxes but excluding any trade discounts and rebates), and any directly attributable cost of bringing the asset to its working condition and location for its intended use. Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the Group recognizes such parts as separate component of assets. When an item of PPE is replaced, then its carrying amount is de-recognized from the balance sheet and cost of the new item of PPE is recognized. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

The Group reviews the useful life of property, plant and equipment at the end of each reporting period. This reassessment may result in change in depreciation expense in future periods

Subsequent to initial recognition, PPE are stated at cost less accumulated depreciation and any impairment losses. When significant parts of property, plant and equipment are required to be replaced in regular intervals, the group recognizes such parts as separate component of assets.

When an item of PPE is replaced, then its carrying amount is de-recognized from the balance sheet and cost of the new item of PPE is recognized. Further, in case the replaced part was not being depreciated separately, the cost of the replacement is used as an indication to determine the cost of the replaced part at the time it was acquired.

The expenditures that are incurred after the item of PPE has been put to use, such as repairs and maintenance, are normally charged to the statement of profit and loss in the period in which such costs are incurred.



PPE / intangible assets are depreciated /amortised over their estimated useful lives, after taking into account estimated residual value. Management reviews the estimated useful lives and residual values of the assets annually in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives and residual values are based on the Group's historical experience with similar assets and take into account anticipated technological changes. The depreciation /amortisation for future periods are revised if there are significant changes from previous estimates.

Any gain or loss on disposal/impairment of an item of property, plant and equipment is recognised in Statement of profit and loss.

Depreciation is provided on straight line method, at the rates determined based on the economic useful lives of assets estimated by the management; or at the rates prescribed under Schedule II of the Companies Act, 2013, whichever is higher. Accordingly, the Group has used the following rates:-

Name of Assets	Useful Life (in Years)
Building	30
Plant & Machinery	15
Office equipment's	5
Furniture & Fixture	10
Vehicle	8

Assets of Rs. 5,000 or less are fully depreciated in the year of purchase.

### **2.5 Investment Property**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group, is classified as Investment Property. Investment Property is measured initially at its cost, including transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment Properties (except freehold land) are depreciated using the straight-line method over their estimated useful lives.

### **2.6 Intangible Assets**

Intangible Assets with finite useful lives acquired by the Group are measured at cost less accumulated amortization and accumulated impairment losses. Amortization is charged on a straight-line basis over the estimated useful lives. The estimated useful life and amortization method are reviewed at the end of each annual reporting period, with the effect of any changes in the estimate being accounted for on a prospective basis. On transition to Ind AS, the Group has elected to continue with the carrying value of all of intangible assets recognized as at April 01, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of intangible assets.

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit and loss when the asset is derecognised.



## **2.7 Goodwill**

No self-generated goodwill is recognized. Goodwill arises during the course of acquisition of an entity in terms of accounting treatment provided in IND AS-103 dealing with 'Business Combination'. Goodwill represents the excess of consideration money over the fair value of net assets of the entity under acquisition. Such goodwill is construed to have indefinite life and as such is not subject to annual amortization but annual test of impairment under IND AS - 36. Any shortfall in consideration money vis-à-vis fair value of net assets on account of bargain purchase is recognized in OCI at acquisition point and subsequently transferred to capital reserve.

## **2.8 Impairment Of Non- Financial Assets**

Intangible assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

## **2.9 Government Subsidy / Grant**

Government Grant is recognized only when there is a reasonable assurance that the entity will comply with the conditions attaching to them and the grants will be received.

- a) Subsidy related to assets is recognized as deferred income which is recognized in the statement of profit & loss on systematic basis over the useful life of the assets. Purchase of assets and receipts of related grants are separately disclosed in statement of cash flow.
- b) Grants related to income are treated as other income in statement of profit & loss subject to due disclosure about the nature of grant.

## **2.10 Financial Instrument**

### **a) Financial Assets**

#### **Initial Recognition and Measurement**

All financial assets are recognized initially at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset.

Financial assets are classified, at initial recognition, as financial assets measured at fair value or as financial assets measured at amortized cost.

#### **Subsequent Measurement**

For purpose of subsequent measurement financial assets are classified in two broad categories:-

- i. Financial Assets at fair value
- ii. Financial assets at amortized cost



Where assets are measured at fair value, gains and losses are either recognized entirely in the statement of profit and loss, or recognized in other comprehensive income. A financial asset that meets the following two conditions is measured at amortized cost.

- i. **Business Model Test:** The objective of the Group's business model is to hold the financial asset to collect the contractual cash flows.
- ii. **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

A financial asset that meets the following two conditions is measured at fair value through OCI:-

- i. **Business Model Test:** The financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets.
- ii. **Cash flow characteristics test:** The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

All other financial assets are measured at fair value through profit and loss.

All equity investments are measured at fair value in the balance sheet, with value changes recognized in the statement of profit and loss, except for those equity investments for which the entity has elected irrevocable option to present value changes in OCI.

### **Impairment**

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and debt instrument carried at FVTOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk since initial recognition. If credit risk has not increased significantly, twelve month ECL is used to provide for impairment loss, otherwise lifetime ECL is used.

However, only in case of trade receivables, the Group applies the simplified approach which requires expected lifetime losses to be recognized from initial recognition of the receivables.

### **b) Financial Liabilities**

All financial liabilities are initially recognized at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

Financial liabilities are classified as measured at amortized cost or fair value through profit and loss (FVTPL). A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or is designated as such on initial recognition. Financial Liabilities at FVTPL are measured at fair value and net gain or losses, including any interest expense, are recognized in statement of profit and loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in statement of profit and loss. Any gain or loss on de-recognition is also recognized in statement of profit and loss.





### **2.11 Fair Value Measurement**

The Group measures certain financial instruments at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- i. In the principal market for the asset or liability, or
- ii. In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1: Quoted (unadjusted) prices for identical assets or liabilities in active markets

Level 2: Significant inputs to the fair value measurement are directly or indirectly observable

Level 3: Significant inputs to the fair value measurement are unobservable

For assets and liabilities that are recognized in the Consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the Group has determined classes of assets & liabilities on the basis of the nature, characteristics and the risks of the asset or liability and the level of the fair value hierarchy as explained above.

### **2.12 Lease assets**

The determination of whether an arrangement is a lease is based on whether fulfillment of the arrangement is dependent on the use of a specific asset and the arrangement conveys a right to use the asset, even if that right is not explicitly specified in an arrangement.

Leases where the lessor transfers substantially all the risks and rewards of ownership of the leased asset are classified as finance lease and other leases are classified as operating lease.

Operating lease receipts / payments are recognized as an income / expense on a straight-line basis over the lease term.

Contingent rents are recognized as income / expense in the period in which they are earned/ incurred.



### **2.13 Inventory**

#### **a) Basis of valuation**

Inventories are valued at lower of cost and net realizable value after providing cost of obsolescence, if any. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. The comparison of cost and net realizable value is made on an item-by-item basis.

#### **b) Method of valuation**

Raw materials and consumables has been determined by using FIFO cost method and comprises all cost of purchase, freight costs, customs duty (wherever paid) taxes (other than those subsequently recoverable from Tax Authorities) and all other cost incurred in bringing the inventory to their present location and condition. The cost is determined using the FIFO method.

**Work in progress** include direct and indirect materials, direct and indirect labour and other manufacturing overheads incurred in bringing them to their respective present location and condition.

**Finished goods** includes direct and indirect materials, direct and indirect labour and other manufacturing overheads incurred in bringing them to their respective present location and condition. Cost is determined on moving weighted average basis.

**Stock in transit** lying in customs warehouse does not include custom duty payable, however, non-provision of duty does not affect the profit for the year.

### **2.14 Employee benefits**

The Group's employee benefits mainly include wages, salaries, bonuses, contribution to plans, defined benefit plans, compensated absences, deferred compensation and share-based payments. The employee benefits are recognized in the year in which the associated services are rendered by the Group employees.

#### **Defined contribution plans**

The contributions to defined contribution plans are recognized in profit or loss as and when the services are rendered by employees. The Group has no further obligations under these plans beyond its periodic contributions.

#### **Provident Fund and Employees' State Insurance Schemes**

All employees of the Group are entitled to receive benefits under the Provident Fund, which is a defined contribution plan. Both the employee and the employer make monthly contributions to the plan at a predetermined rate (presently 12%) of the employees' basic salary. The contributions are made to the fund administered and managed by the Government of India. In addition, some employees of the Group are covered under the employees' state insurance schemes, which are also defined contribution schemes recognized and administered by the Government of India.



### **Defined benefit plans**

In accordance with the local laws and regulations, all the employees in India are entitled for the Gratuity plan. The said plan requires a lump-sum payment to eligible employees (meeting the required vesting service condition) at retirement or termination of employment, based on a pre-defined formula.

The Group provides for the liability towards the said plans on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method.

The obligation towards the said benefits is recognized in the balance sheet, at the present value of the defined benefit obligations less the fair value of plan assets (being the funded portion). The present value of the said obligation is determined by discounting the estimated future cash outflows, using interest rates of government bonds.

The interest income / (expense) are calculated by applying the above mentioned discount rate to the plan assets and defined benefit obligations liability. The net interest income / (expense) on the net defined benefit liability is recognized in the statement of profit and loss. However, the related re-measurements of the net defined benefit liability are recognized directly in the other comprehensive income in the period in which they arise. The said re-measurements comprise of actuarial gains and losses (arising from experience adjustments and changes in actuarial assumptions), the return on plan assets (excluding interest). Re-measurements are not re-classified to the statement of profit and loss in any of the subsequent periods.

### **Other long-term employee benefits**

The employees of the Group are entitled to compensated absences as well as other long-term benefits. Compensated absences benefit comprises of encashment and availment of leave balances that were earned by the employees over the period of past employment.

The Group provides for the liability towards the said benefit on the basis of actuarial valuation carried out quarterly as at the reporting date, by an independent qualified actuary using the projected-unit-credit method. The related re-measurements are recognized in the statement of profit and loss in the period in which they arise.

## **2.15 Tax Expenses**

Income Tax expense comprises of current tax and deferred tax charge or credit. Provision for current tax is made with reference to taxable income computed for the financial year for which the financial statements are prepared by applying the tax rates as applicable.

### **Current Tax**

The current tax is calculated on the basis of the tax rates, laws and regulations, which have been enacted or substantively enacted as at the reporting date in the respective countries where the Group operates and generate taxable income. The payment made in excess / (shortfall) of the respective Group's income tax obligation for the period are recognized in the Balance Sheet as current income tax assets / liabilities.



### **Deferred Tax**

Deferred tax is provided using the Balance Sheet approach on temporary differences at the reporting date between the tax bases of assets and liabilities and their carrying amounts for financial reporting purpose at reporting date. Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized.

Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Current and deferred tax is recognized in statement of profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

### **Minimum Alternate Tax**

Minimum Alternate Tax credit is recognized as an asset only when and to the extent there is convincing evidence that the Group will pay normal income tax during the specified period. Such asset is reviewed at each Balance Sheet date and the carrying amount of the MAT credit asset is written down to the extent there is no longer a convincing evidence to the effect that the Group will pay normal income tax during the specified period.

### **2.16 Provisions, Contingent Liability and Contingent Assets**

- i. A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.
- ii. Contingent liabilities, if material, are disclosed by way of notes and contingent assets, if any, are disclosed in the notes to financial statements.
- iii. A provision is recognized, when Group has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made for the amount of obligation. The expense relating to the provision is presented in the profit and loss net of any reimbursement.



- iv. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### **2.17 Foreign Currency Translation**

These Consolidated financial statements are presented in Indian rupees (INR), which is the Group's functional currency.

Transactions in foreign currency are recorded on initial recognition at the spot rate prevailing at the time of the transaction.

Exchange differences arising on the settlement of monetary items or on translating monetary items at rates different from those at which they were translated on initial recognition during the period or in previous financial statements are recognized in profit or loss in the period in which they arise.

At the end of each reporting period:

- i. Monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date.
- ii. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing at the date when the fair value was determined.
- iii. Non-monetary items that are measured terms of historical cost in a foreign currency are not retranslated.

### **2.18 Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current / non-current classification.

Deferred tax assets and liabilities, and all assets and liabilities which are not current (as discussed in the below paragraphs) are classified as non-current assets and liabilities.

An asset is classified as current when it is expected to be realized or intended to be sold or consumed in normal operating cycle, held primarily for the purpose of trading, expected to be realized within twelve months after the reporting period, or cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

A liability is classified as current when it is expected to be settled in normal operating cycle, it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

### **2.19 Operating Segment**

The Chief Operational Decision Maker monitors the operating results of its business segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit and loss and is measured consistently with profit and loss in the financial statements.



The Operating segments have been identified on the basis of the nature of products/services:

- i. Segment revenue includes sales and other income directly identifiable with the segment including intersegment revenue.
- ii. Expenses that are directly identifiable with the segments are considered for determining the segment results. Expenses which relate to the Group as a whole and not allocable to segments are included under unallocable expenditure.
- iii. Income which relates to the Group as a whole and not allocable to segments is included in unallocable income.
- iv. Segment result includes margins on inter-segment and sales which are reduced in arriving at the profit before tax of the Group.
- v. Segment assets and liabilities include those directly identifiable with the respective segments. Unallocable assets and liabilities represent the assets and liabilities that relate to the Group as a whole and not allocable to any segment.

## **2.20 Earnings Per Share**

Basic Earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. For the purpose of calculating Diluted Earnings per share, the net profit for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

## **2.21 Borrowing Cost**

Borrowing costs specifically relating to the acquisition or construction of a qualifying asset that necessarily takes a substantial period of time to get ready for its intended use are capitalized as part of the cost of the asset. All other borrowing costs are charged to statement of profit & loss in the period in which it is incurred except loan processing fees which is recognized as per Effective Interest Rate method.

Borrowing costs consist of interest and other costs that Group incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

## **2.22 Cash and cash Equivalents**

Cash and cash equivalents include cash on hand, bank balances and any deposits with original maturities of three months or less (that are readily convertible to known amounts of cash and cash equivalents and subject to an insignificant risk of changes in value). However, for the purpose of the statement of cash flows, in addition to above items, any bank overdrafts / cash credits that are integral part of the Group's cash management, are also included as a component of cash and cash equivalents.

## **2.23 Critical accounting estimates, assumptions and judgements**

The estimates and judgements used in the preparation of the said financial statements are continuously evaluated by the Group, and are based on historical experience and various other assumptions and factors (including expectations of future events), that the Group believes to be reasonable under the existing circumstances. The said estimates and judgements are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.



Although the Group regularly assesses these estimates, actual results could differ materially from these estimates - even if the assumptions under-lying such estimates were reasonable when made, if these results differ from historical experience or other assumptions do not turn out to be substantially accurate. The changes in estimates are recognized in the financial statements in the year in which they become known.

#### **2.24 Investments**

Investments which are of equity in nature are carried at Fair Value and gain/loss on fair valuation is recognized through OCI.

#### **2.25 Trade Receivable**

Trade Receivables are recognized initially at their transaction value. Transaction value is the cost that are attributable to the acquisition of the financial assets and subsequently less provision for impairment if any required.

#### **2.26 Trade and Other payable**

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid. Trade and other payables are recognized, initially at transaction value.







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NOTES TO BALANCE SHEET AS AT 31st MARCH 2023

**5 NON CURRENT INVESTMENTS**

Particulars	As at		As at	
	Face	March-23	March-22	Value
<b>Trade Investments</b>				
Quoted (measured at fair value through OCI)				
Equity Instruments (At FVOCI)				
SBI Mutual Fund (Gold Fund)	-	-	50,000	0.08
(NAV as on 31.03.2022 Rs. 15.68 per unit)				
State Bank Of India PSU	-	-	49,950	0.07
(NAV as on 31.03.2022 Rs. 13.23 per unit)				
State Bank Of India	10	10,500	10,500	0.52
(NAV as on 31.03.2023 Rs. 523.75 per share)				
(NAV as on 31.03.2022 Rs. 493.55 per share)				
<b>Total Value of Quoted Investments</b>		<b>0.55</b>		<b>0.66</b>
<b>Investment in Policy</b>		<b>1.00</b>		
		<b>1.55</b>		<b>0.66</b>
Aggregate amount of quoted investments		0.55		0.66
Aggregate amount of unquoted investments		-		-
Others		1.00		-

**6 INVENTORIES**

Particulars	As at		As at	
		March-23	March-22	
Raw materials		1.73		7.93
Finished goods		5.55		-
		<b>7.28</b>		<b>7.93</b>

**7 TRADE RECEIVABLES**

Particulars	As at		As at	
		March-23	March-22	
(Unsecured)				
Considered good	63.63		38.05	
Expected credit loss	-		-	
Less: Pro for Impairment of Trade receivable		63.63		38.04
		<b>63.63</b>		<b>38.04</b>

\*Refer note no. 50 (a) to the notes to accounts for ageing of trade receivables

**8 CASH AND BANK BALANCES**

Particulars	As at		As at	
		March-23	March-22	
Balances with banks*		0.48		1.21
Cash on Hand		0.05		0.07
		<b>0.54</b>		<b>1.29</b>

\*Balance with bank includes CRP costs pending utilisation of Rs. 0.24 crore (Last year 0.46 crore) is kept in separate bank account.

The amount unpaid in this account is deemed to be utilised towards the payment as approved in the resolution plan and the Company has no right, title and claim on the same.

**9 Bank Balances**

Particulars	As at		As at	
		March-23	March-22	
Unclaimed dividend account*		0.48		0.48
Deposits with maturity for Less than 12 months		2.99		9.31
		<b>3.47</b>		<b>9.79</b>

\* Amount of Rs. 38.39 lakhs in unclaimed dividend account is required to transferred to the investor education and protection fund.

**10 Loan**

Particulars	As at		As at	
		March-23	March-22	
Loan to related party		10.04		-
		<b>10.04</b>		<b>-</b>

**11 OTHER FINANCIAL ASSETS**

Particulars	As at		As at	
		March-23	March-22	
Retention Money		-		-
Interest accrued on fixed deposit		0.14		0.30
Advances to employee		0.11		-
Other Advances		10.90		-
LD Recoverable		-		-
Security Deposits - Earnest Money & Other Deposit		3.95		4.49
		<b>15.09</b>		<b>4.79</b>



**12 OTHER CURRENT ASSETS**

Particulars	As at	As at
	March-23	March-22
Balances with Statutory/ Govt. Authorities	6.39	2.41
Supplier advances	11.29	0.79
Prepaid expenses	0.02	0.00
Insurance claim recoverable	0.00	-
Advance tax and TDS	1.16	3.02
	<b>18.86</b>	<b>6.20</b>

**13 ASSETS CLASSIFIED AS HELD FOR SALE**

Particulars	As at	As at
	March-23	March-22
Property Plant & Equipment	5.64	0.83
	<b>5.64</b>	<b>0.83</b>

During the year, the company has entered into an Agreement with Allencure Biotech Pvt Ltd to sell the Factory Land located at Village Nagal, Kala Amb, Tehsil Nahani, Distt Sirmour, Himachal Pradesh against which consideration of Rs. 90.00 lakhs has been received in F.Y. 2021-22 and Further payment of Rs. 50 lakhs has been received in FY 2022-23. As on 31st March 2023, the title on the property is in the name of the company i.e, registry is yet to be done in the favour of Allencure Biotech Pvt Ltd. During the year company has entered into an agreement to sell its property located at Chamuha Virandavan against which 9 lakhs has been taken as advance.

**14 EQUITY SHARE CAPITAL**

Particulars	As at	As at
	March-23	March-22
<b>Authorized Share Capital</b>		
700,00,000 Equity shares, Re. 10- par value	70.00	70.00
(31 March 2023: 700,00,000 equity shares Re. 10- each)		
(1 April 2022: 700,00,000 equity shares Re. 10- each)	<b>70.00</b>	<b>70.00</b>
<b>Issued, Subscribed and Fully Paid Up Shares</b>		
30000000 Equity shares, Re. 10- par value fully paid up	30.00	30.00
(31 March 2023: 30000000 equity shares Re. 10- each)		
(1 April 2022: 30000000 equity shares Re. 10- each)	<b>30.00</b>	<b>30.00</b>

**Note No 14.1: The reconciliation of the number of shares outstanding at the beginning and at the end of reporting period 31-03-2023:**

Particulars	As at 31st March, 2023		As at 31st March, 2022	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning	3,00,00,000.00	30.00	3,39,69,700.00	33.97
Add: Shares issued during the year*	-	-	3,00,00,000.00	30.00
Less : Shares Extinguished As per Resolution Plan	-	-	3,39,69,700.00	33.97
Less : Shares bought back (if any)	-	-	-	-
<b>Number of shares at the end</b>	<b>3,00,00,000.00</b>	<b>30.00</b>	<b>3,00,00,000.00</b>	<b>30.00</b>

\* Refer point no. 1 of note no. 34 to the notes of accounts

**Note No 14.2: Terms/rights attached to equity shares**

(A) The company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

(B) In the event of liquidation of the company, the holders of equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**Note No 14.3: The details of shareholders holding more than 5% shares in the company :**

Name of the shareholder	As at 31st March, 2023		As at 31st March, 2022	
	No. of shares held	% held as at	No. of shares held	% held as at
IM+ Capitals Limited	2,99,99,994.00	100.00	2,99,99,994.00	100.00

**15 OTHER EQUITY**

Particulars	As at	As at
	March-23	March-22
<b>Reserves &amp; surplus*</b>		
a) Share warrant	-	-
b) Securities Premium Reserve	0.00	-
c) General Reserve	-	-
d) Retained Earnings*	107.60	84.77
e) Capital reserve	-	-
f) Revaluation reserve	-	-
	<b>107.60</b>	<b>84.77</b>

\* Refer point no. 1 of note no. 34 to the notes of accounts

**Other Comprehensive Income (OCI)**

Actuarial gain & loss	-	-
Investment carried at Fair value	0.51	0.48
Revaluation reserve	-	-
Foreign Currency Translation Reserve	-1.59	-1.28
	<b>-1.08</b>	<b>-0.80</b>
	<b>106.52</b>	<b>83.96</b>

**Share warrant**

Balance as per last financial statement	-	-
Adjusted during the year	-	-
	<b>-</b>	<b>-</b>



<b>Security premium</b>		
Balance as per last financial statement	-	-
Premium on issue of share	-	-
	<u>-</u>	<u>-</u>
<b>General reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
Deletion during the year	-	-
	<u>-</u>	<u>-</u>
<b>Retained earning</b>		
Balance as per last financial statement	84.77	-1,140.28
Profit for the period	22.84	773.38
Transfer of other reserves	-	417.70
Old Equity Shares Capital W/off	-	33.97
Transfer to general reserve	-	-
	<u>107.60</u>	<u>84.77</u>
<b>Capital reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	<u>-</u>	<u>-</u>
<b>Revaluation reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	<u>-</u>	<u>-</u>
<b>Remeasurement of defined benefit plan</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	<u>-</u>	<u>-</u>
<b>Investment carried at fair value</b>		
Balance as per last financial statement	0.48	0.31
Addition during the year	0.03	0.17
	<u>0.51</u>	<u>0.48</u>
<b>Revaluation reserve</b>		
Balance as per last financial statement	-	-
Addition during the year	-	-
	<u>-</u>	<u>-</u>
<b>Revaluation reserve</b>		
Balance as per last financial statement	-1.28	-1.65
Addition during the year	-0.31	0.37
	<u>-1.59</u>	<u>-1.28</u>
<b>Total other equity</b>	<u>106.52</u>	<u>83.96</u>

Note : Capital Reduction has been done as per the approved resolution plan and the old/existing equity share capital has been presumed to NIL and cancelled, along with all other existing reserve as on the date of approval of resolution plan the existing share capital has been transferred to the RETAINED EARNINGS IN SOCE. Further, as an integral part of resolution plan and simultaneous with capital reduction the new Equity Share Capital of 300,00,000 equity shares of Rs 10.00 each i.e Equity Share Capital of Rs. 30.00 crore has been infused at face value without premium by the RA.

**16 BORROWINGS**

Particulars	As at	As at
	March-23	March-22
<b>Secured</b>		
Indian Currency Loan	-	-
	<u>-</u>	<u>-</u>

**17 Provision**

Particulars	As at	As at
	March-23	March-22
Gratuity	-	-
	<u>-</u>	<u>-</u>

**18 DEFERRED TAX LIABILITIES (NET)**

Particulars	As at	As at
	March-23	March-22
<b>Deferred tax liabilities</b>		
Depreciation	11.99	11.99
Others	-	-
	<u>11.99</u>	<u>11.99</u>
<b>Less: Deferred tax assets</b>		
Others	-	-
	<u>-</u>	<u>-</u>
<b>Net</b>	<u>11.99</u>	<u>11.99</u>

**19 BORROWINGS**

Particulars	As at	As at
	March-23	March-22
<b>Secured</b>		
From banks	31.69	1.49
(Overdraft against fixed deposits of Holding Company and on personal guarantee of directors)	-	-
<b>Un Secured</b>		
From Related Party	-	-
Others	0.28	1.15
	<u>31.97</u>	<u>2.64</u>



**FEDDERS ELECTRIC AND ENGINEERING LIMITED  
NOTES TO BALANCE SHEET AS AT 31st MARCH 2023**

<b>26 REVENUE FROM OPERATIONS</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
<b>Sale of product</b>		
Projects/Manufacturing Goods	115.19	46.48
	<b>115.19</b>	<b>46.48</b>
Less:- Discount	0.65	
	<b>114.53</b>	<b>46.48</b>
<b>27 OTHER INCOME</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
Interest Income	0.33	0.20
Other income	0.12	21.56
Commission Income	15.28	46.71
Profit on Sale of Fixed Assets	2.14	0.03
Profit on Sale of investments	0.11	-
Foreign Exchange Fluctuation	0.07	-
	<b>18.05</b>	<b>68.49</b>
<b>28 COST OF MATERIALS CONSUMED</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
Raw materials, consumables & component consumed		
Opening stocks	7.93	22.85
Add:-Purchases	83.67	30.17
Carriage Inwards	12.51	0.33
Less: Closing stocks	1.73	7.93
	<b>102.39</b>	<b>45.42</b>
<b>29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK-IN-TRADE</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
<b>Inventories at the end of the year</b>		
Finished Goods	5.55	-
Work In Progress	-	-
	<b>5.55</b>	<b>-</b>
<b>Inventories at the beginning of the year</b>		
Finished Goods	-	1.28
Work In Progress	-	0.86
	<b>-</b>	<b>2.14</b>
	<b>-5.55</b>	<b>2.14</b>
<b>30 EMPLOYEE BENEFIT EXPENSES</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
Wages (Workers)	0.01	0.22
Salary & wages	0.22	2.18
Contribution to provident and other fund	-	0.09
Bonus	-	0.02
Staff Welfare	0.01	0.01
	<b>0.25</b>	<b>2.53</b>



<b>31 FINANCE COST</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
Interest Expense	0.14	0.11
Bank Charges	0.03	1.67
	<b>0.17</b>	<b>1.78</b>
<b>32 DEPRECIATION &amp; AMORTIZATION EXPENSES</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
Depreciation on Property, Plant and Equipment	1.79	9.71
	<b>1.79</b>	<b>9.71</b>
<b>33 OTHER EXPENSES</b>		
<b>Particulars</b>	<b>For the year ended 31st March 2023</b>	<b>For the year ended 31 March 2022</b>
<b>Repair and Maintenance</b>		
- Plant & Machinery	0.07	0.04
- Building & Office	0.33	0.05
- Others	0.02	0.02
Electricity Charges	0.03	0.42
Factory Overheads	2.80	22.20
Insurance	0.03	0.29
Rent Rate & Taxes	0.20	0.21
Postage & Courier & Telephone Expenses	0.01	0.07
Printing and stationery	0.01	0.01
Audit Fee	0.04	0.04
Legal & Professional Expenses	0.45	2.66
Travelling & Conveyance Expenses	0.12	0.08
Motor Car Expenses	0.01	0.01
Advertisement Expenses	0.01	0.00
Selling expenses	0.16	0.08
Commission Paid	3.18	-
Watch & Ward	-	0.48
Computer /Software Expenses	-	0.22
License/Testing Fees	0.03	-
Fees & Taxes	0.18	0.06
Director Remuneration & Sitting Fees	0.18	-
Loss on foreign exchange fluctuation	-	0.01
LD/ Performance Penalties/ BG Encashment	2.87	0.30
	<b>10.71</b>	<b>27.20</b>
		<b>(Amount</b>
<b>Payment to Auditors</b>	<b>2022-23</b>	<b>2021-22</b>
<b>1. Remuneration to Statutory Auditors</b>		
- For Statutory Audit	0.014	0.014
- For Limited Review, Tax Audit and Others	0.010	0.010
<b>2. Remuneration to Cost Auditors</b>	0.012	0.012
<b>3. Remuneration to Internal Auditors</b>	0.004	0.004
	<b>0.040</b>	<b>0.040</b>
<b>34 EARNING PER SHARE</b>		
<b>Particulars</b>	<b>2022-23</b>	<b>2021-22</b>
(A) Profit attributable to Equity Shareholders	22.84	748.71
(B) No. of Equity Share outstanding during the year.	3,00,00,000	3,00,00,000
(C) Face Value of each Equity Share ( Rs.)	10	10
(D) Basic & Diluted earning per Share ( Rs.)	7.61	249.57



<b>20 TRADE PAYABLES</b>		
Particulars	As at March-23	As at March-22
Current		
Dues of micro and small enterprises	-	-
Dues other than micro and small enterprises	9.26	4.65
	<u>9.26</u>	<u>4.65</u>
<b>*Refer note no. 50 (b) to the notes to accounts for ageing of trade receivables</b>		
<b>21 OTHER FINANCIAL LIABILITIES</b>		
Particulars	As at March-23	As at March-22
Current maturities of long term debt	-	-
Payable on account of employees	-	-
Security Deposit	-	-
Expenses payables	0.53	0.65
Audit fee payable	0.03	0.09
Unclaimed dividend	0.48	0.48
Advance from related party	0.00	-
	<u>1.04</u>	<u>1.22</u>
<b>22 OTHER CURRENT LIABILITIES</b>		
Particulars	As at March-23	As at March-22
Advance from customer	0.24	-
Statutory dues payable	0.73	0.14
Sr Cr. Employee	-	-
	<u>0.97</u>	<u>0.14</u>
<b>23 PROVISIONS</b>		
Particulars	As at March-23	As at March-22
Leave encashment	-	-
Provision for loss on investment	-	-
	<u>-</u>	<u>-</u>
<b>24 CURRENT TAX LIABILITIES (NET)</b>		
Particulars	As at March-23	As at March-22
Provision for tax	-	-
Less Advance tax	-	-
	<u>-</u>	<u>-</u>
<b>25 LIABILITY ASSOCIATED WITH ASSETS CLASSIFIED AS HELD FOR SALE</b>		
Particulars	As at March-23	As at March-22
Advance against assets classified as held for sale	1.49	0.90
	<u>1.49</u>	<u>0.90</u>

During the year, the company has entered into an Agreement with Allencure Biotech Pvt Ltd to sell the Factory Land located at Village Nagal, Kala Amb, Tehsil Nahan, Distt Sirmour, Himachal Pradesh against which consideration of Rs. 90.00 lakhs has been received in F.Y. 2021-22 and Further payment of Rs. 50 lakhs has been received in FY 2022-23. As on 31st March 2023, the title on the property is in the name of the company i.e, registry is yet to be done in the favour of Allencure Biotech Pvt Ltd. During the year company has entered into an agreement to sell its property located at Chamuha Virandavan against which 9 lakhs has been taken as advance.



**NOTES TO ACCOUNTS:**

**35) Contingent liability not provided for**

Particulars	As at 31.03.2023 (Rs. in Crore)	As at 31.03.2022 (Rs. in Crore)
A. Claims against the company / disputed liabilities not acknowledged as debts*		
a. Recovery Suits filed by the parties in different court	0.00	0.00
b. Recovery Suits filed by the co. different court	0.00	0.00
c. Central Excise & Customs Matters	0.00	0.00
d. Sale Tax Matters	0.00	0.00
• Sales Tax Demand for Uttar Pradesh for Rs. 1,07,00,000/-, Rs. 77,00,000/- and Rs. 2,58,00,000/- for Year 2012-13, 2013-14, 2014-15 respectively.		
• Sales Tax Demand for Punjab for Rs. 4,89,68,963/- for Year 2010-11		
• Sales Tax Demand for Gujarat for Rs. 1,61,42,755/- for Year 2013-14		
e. Income Tax Matters (Pending Rectifications) 2,04,89,249/-	0.00	0.00
B. Guarantees		
-Bank Guarantees	2.79	4.44

**Note : All the Claims against the group / disputed liabilities which was not acknowledged as debt except as shown above has been reduced to zero (NIL) on pursuant to the order of Hon'ble NCLT APPROVING THE RESOLUTION PLAN SUBMITTED BY IM+ CAPITALS LTD.**

**36) PURSUANT TO THE RESOLUTION PLAN SUBMITTED BY THE IM+ CAPITALS LIMITED, AND ITS APPROVAL BY THE HON'ABLE NATIONAL COMPANY LAW TRIBUNAL, VIDE THEIR ORDER DATED 06<sup>TH</sup> OCTOBER 2021, OTHERWISE AS STATED IN BELOW NOTES, THE FOLLOWING CONSEQUENTIAL IMPACTS HAVE BEEN GIVEN IN ACCORDANCE WITH APPROVED RESOLUTION PLAN / ACCOUNTING STANDARDS**

- Capital Reduction has been done as per the approved resolution plan and the old/existing equity share capital has been presumed to NIL and cancelled, along with all other existing reserve as on the date of approval of resolution plan the existing share capital has been transferred to the RETAINED EARNINGS IN SOCE. Further, as an integral part of resolution plan and simultaneous with capital reduction the new Equity Share Capital of 300,00,000 equity shares of Rs 10.00 each i.e Equity Share Capital of Rs. 30.00 crore has been infused at face value without premium by the RA.
- In the previous year, the existing board of directors of the corporate has been reconstituted with the existing board of directors deemed to have resigned on the NCLT approval date without any further action and all power of management, control and operation of the corporate debtors granted to the erstwhile promoter or promoter group or their nominees shall stands withdrawn , revoked, terminated and rescinded.
- All the Claims including **Demand Pending under Income Tax Act** including interest and penalty or for the ongoing proceedings under the Act against the company will be waived off Disputed liabilities which was not acknowledged as debt except as shown in the note no. 35 has been reduced to zero (NIL) on pursuant to the order of Hon'ble NCLT APPROVING THE RESOLUTION PLAN SUBMITTED BY IM+ CAPITALS LTD.
- The gratuity to be to all the existing employees of the corporate debtor on or prior to the effective date shall be waived off and be considered as full and final settlement with respect to the same and has been written off accordingly



- All the security interest with respect to the claim admitted in respect of the assets of the corporate debtor and/or otherwise shall stand cancelled and discharged after full settlement of Financial Creditors as per approved resolution plan and the unpaid/waive amount has been written off.
- All the property, plant and equipment and inventory has been carried forward as per the new management best estimate and physical verification/inspection conducted by the team of new management and the difference between the balance as on the date of approval of resolution plan and the amount carried forward has been impaired according to the Indian Accounting Standard
- CIRP costs pending utilisation of Rs. 0.24 crore is kept in separate bank account. The amount unpaid in this account is deemed to be utilised towards the payment as approved in the resolution plan and the Company has no right, title and claim on the same.
- All the financial and operational liabilities other than those as approved in the resolution plan has been derecognised in the statement of Profit and Loss account in accordance with the IND AS -109 on Financial Instruments under section 133 of the Companies Act, 2013.
- As a part of the resolution plan, the identified subsidiary entity " Fedders LLYOD Trading FZE" has been transferred to the new management its entire equity investment/ownership.
- In assessing the recoverability of company's assets trade receivable, inventories etc the company has considered internal and external information upto the date of approval of these financial results. Based on the current indicators of future economic conditions, the amount of trade receivable, inventories etc has been carried forward as per the management best estimate. However, the management will continue to closely monitor the evolving situation and assess its impact on the business of the company.
- In respect of de-recognition of operational, financial creditors and various assets reflecting in balance sheet as on the date of approval of resolution plan , difference amounting to Rs. 720.85 crore between the carrying amount of financial liabilities, operational liabilities extinguished and consideration paid and assets written off, is recognised in statement of profit or loss account in accordance with "Ind AS - 109" on "Financial Instruments" and Indian Accounting Standard (Ind AS -36) on "Impairment of Assets" prescribed under section 133 of the Companies Act, 2013 and accounting policies consistently followed by the Company and disclosed as an "Exceptional items".
- Exceptional Items (net) for the year ended 31<sup>st</sup> March 2022 comprises of :
  - a) De-recognition of liabilities amounting to Rs. 1450.57 crore.
  - b) Impairment of Capital Work in Progress and Property, Plant and Equipment and Intangible Assets and non realizable investments of Rs. 64.85 crore.
  - c) Impairment of refund receivable against Commercial Tax / VAT and Central Sales Tax and Income Tax (Advance Tax and TDS) amounting to Rs 8.55 crore.
  - d) De-recognition Other current assets and financial assets of Rs. 656.31 crore

The above adjustments, having one- time, non-routine material impact on the financial results hence, the same has been disclosed as "Exceptional Items" of Rs. 720.85 crore in the Financial Results.

**37) Micro and Small Scale Business Entities**

Under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) which came into force from October 2, 2006, certain disclosure are required to be made relating to MSME, On the basis of information and record available with the company, the following disclosure are made for the amounts due to Micro, Small and Medium Enterprises:

Particulars	As at 31.03.2023	As at 31.03.2022
Principal amount due to any supplier as at the year end	NIL	NIL
Interest due on the principal amount unpaid at the year end to any supplier:	NIL	NIL
TOTAL	NIL	NIL

**38) Related Party Disclosures: (in which some Directors are interested)**

- i. Wholly Owned Subsidiaries





- a. Fedders Lloyd Trading FZE
- ii. List of Key management personnel as defined under Indian Accounting Standard (Ind AS) 24, 'Related party disclosures:
- |                          |   |
|--------------------------|---|
| a. Neeraj Gupta          | CFO (w.e.f 29.11.2018 to 16.10.2021)                  |
| b. Vansh Vardhan Joshi   | Independent Director (w.e.f 04.06.2019 to 06.10.2021) |
| c. Vishal Singhal        | Whole Time Director (w.e.f 06.10.2021)                |
| d. Tanya Singhal         | Director (w.e.f 06.10.2021 to 23.09.2022)             |
| e. Anil Kumar Kaushik    | Director (w.e.f 06.10.2021)                           |
| f. Sanjeev Kumar Singhal | Independent Director (w.e.f 09.06.2022)               |
| g. N.K. Mishra           | Chief Financial Officer (w.e.f 20.10.2021)            |
| h. Kirti Jain            | Company Secretary (w.e.f 20.10.2021 to 30.04.2022)    |
| i. Sakshi Goel           | Company Secretary (w.e.f 09.06.2022)                  |
| j. Rakesh Kumar Singhal  | Director (w.e.f 29.12.2022)                           |
| k. Sonal Singhal         | Director (w.e.f 23.09.2022)                           |
- iii. Enterprises owned or significantly influenced by key management personnel or their relatives;

Rs. In Crores			
Name of Party	Nature of Transaction	Amount of Transaction	Closing Balance 31.03.2023
Sunny Iron and Steel Processors	Purchase	3.88	NIL
	Sales	3.70	
Bihari Ji Containers Private Limited	Purchase	0.18	13.18 Dr
	Sales	29.20	
Tirupati Containers Private Limited	Purchase	0.28	8.35 Dr
	Sales	10.38	
Bihari Ji Pressure Vessels Private Limited	Purchase	0.10	NIL
	Sales	9.63	
Vishal LPG Industries	Sales	4.74	10.04 Dr
	Loan Given	10.00	
	Interest On Loan	0.04	
Balaji Industries	Commission	2.43	2.43 Cr
	Sales	2.04	
Kant Cylinders Private Limited	Sales	5.71	4.94 Dr
	Commission	0.62	

**B. Transactions during the period with Related Parties are as under:**

Name of Related Party	Rs. in Crores	
	2022-23 Amount	2021-22 Amount
<b>Key Management Personnel</b>		
<b>Managerial Remuneration Paid</b>		
-Ms. Kirti Jain	0.00	0.01
-Mr. Neeraj Gupta	0.00	0.12
- Mrs. Sonal Singhal	0.18	0.00
- Mr N.k. Mishra	0.06	0.00



**39) Additional Information:-**

**Value of Import (C.I.F) Value:**

Particular	2022-23	2021-22
i) Raw Materials Components & Parts	0.00	0.00
ii) Capital Goods	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Value of Raw Material consumed:**

	March 31, 2023		March 31, 2022	
	Percentage	Value	Percentage	Value
Import	0.00	0.00	0.00	0.00
Indigenous	100.00	102.39	100.00	45.42
<b>Total</b>	<b>100.00</b>	<b>102.39</b>	<b>100.00</b>	<b>45.42</b>

**Remittance in Foreign Currency on account of:**

Particulars	March 31, 2023	March 31, 2022
Import Raw Material components & parts	0.00	0.00
Travelling Expenses	0.00	0.00
Other Expenses	0.00	0.00
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**Earning in Foreign Exchange:**

Particulars	March 31, 2023	March 31, 2022
Export Sale	25.15	0.20
<b>Total</b>	<b>25.15</b>	<b>0.20</b>

**External Commercial Borrowings:-**

The group has total ECB of USD NIL INR NIL (Last year USD NIL INR NIL) is out standing as on reporting date. The ECB is treated as NIL as per approved resolution plan.

**40) Remuneration to Auditors:**

(Rs. in Crores)

Particulars	March 31, 2023	March 31, 2022
Audit fees (Including Tax Audit Fees)	0.04	0.04
<b>Total</b>	<b>0.04</b>	<b>0.04</b>

**41) Primary Segment Reporting (Business Segment)**

After take over of by the new management, the group has no reportable segments, hence segment reporting under IND AS 108 is not applicable

**42 Employee Benefit Expenses**

Since there is no employee with a continuous service for more than 5 years, hence no actuarial valuation for leave encashment and gratuity has been done.



**43) Capital Management**

For the purposes of Group's capital management, Capital includes equity attributable to the equity holders of the Company and all other equity reserves. The Group manages its capital to ensure that the company will be able to continue as going concerns while maximizing the return to stakeholders through the optimization of the debt and equity balance.

The capital structure of the Group consists of net debt (borrowings offset by cash and bank balances) and total equity of the group.

The Group reviews the capital structure of the group on a semi-annual basis. As part of this review, the Group considers the cost of capital and the risks associated with each class of capital.

The Group monitors capital using gearing ratio, which is net debt divided by total capital plus net debt.

Particulars	(Rs. in crores)	
	As at March 31, 2023	As at March 31, 2022
Debt	31.97	2.64
Cash and bank balances	4.01	11.08
<b>Net debt</b>	<b>27.96</b>	<b>(8.44)</b>
Total equity	136.51	113.96
<b>Equity and net debt</b>	<b>164.47</b>	<b>122.40</b>
<b>Gearing ratio (Net Debt/Capital and Net Debt)</b>	<b>17.00%</b>	<b>-6.89%</b>

**44) Financial Instruments**

a) Financial instruments by category

Financial assets	(Rs. in crores)	
	As at March 31, 2023	As at March 31, 2022
<b>Measured at amortized cost</b>		
a) cash and cash equivalent including bank balance	4.01	11.08
b) Loan	10.04	0.00
c) Other financial assets	15.09	4.79
d) Trade receivable	63.63	38.04
<b>Fair value through Other Comprehensive Income</b>		
Investment in equity Instrument & mutual fund	0.55	0.66
<b>Total</b>	<b>93.32</b>	<b>54.57</b>
<b>Financial liabilities</b>		
<b>Measured at amortized cost</b>		
a) Borrowing	0.00	0.00
b) Short term borrowing	31.97	2.64
b) Trade payable	9.26	4.65
c) Other financial liability	2.53	2.12
<b>Total</b>	<b>43.76</b>	<b>9.41</b>

b) Fair value measurement of financial assets and financial liabilities

Particulars	Fair value hierarchy	Valuation technique(s) and key input(s)		
	As at March 31, 2023	As at March 31, 2022		
Investment in equity and mutual fund	0.55	0.66	Level 1	Based on quoted market price in active markets



Borrowing	0.00	0.00	Level 2	Discounted estimated cash flow through the expected life of the borrowings
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- c) The fair values of current debtors, bank balances, current creditors and current borrowings are assumed to approximate their carrying amounts due to the short-term maturities of these assets and liabilities.

Particulars	As at March 31, 2023	As at March 31, 2022
<b>i) Financial assets – Current</b>		
Trade receivables	63.63	38.04
Cash and Bank balances	4.01	11.08
Loans	10.04	0.00
Other Financial assets	15.09	4.79
<b>ii) Financial liabilities – Current</b>		
Borrowings	31.97	2.64
Trade payable	9.26	4.65
Other Financial liabilities (other than current maturity of long term borrowings)	2.53	2.12

**45) Financial risk management objectives and policies**

The Group's principal financial liabilities, comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance the Group's operations. The Group's principal financial assets include loans, trade and other receivables and cash and cash equivalents that are derived directly from its operations.

The Group's financial risk management is an integral part of how to plan and execute its business strategies. The Group is exposed to market risk, credit risk and liquidity risk. The Group's focus is to foresee the unpredictability of financial markets and seek to minimize potential adverse effects on its financial performance.

The Board of Directors reviews and agrees policies for managing each of these risks which are summarized as below

**a. Market risk**

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk.

**i) Currency rate risk**

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to the Group's operating activities (when revenue or expense is denominated in foreign currency). The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Group's operations are adversely affected as the rupee appreciates/ depreciates against these currencies

**Interest rate risk**

Interest rate is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's long term debt obligation at floating interest rates. The Group's borrowings outstanding as at March 31, 2023 is without interest and accordingly, are not expose to risk of fluctuation in market interest rate.

**ii) Commodity price risk**

The Group is affected by the price volatility of certain commodities. Its operating activities require the ongoing manufacture of industrial and domestic air conditioners and therefore require a continuous supply of copper and Aluminum being the



major input used in the manufacturing. Due to the significantly increased volatility of the price of the Copper and aluminum, the Group has entered into various purchase contracts for these material for which there is an active market. The Group's Board of Directors has developed and enacted a risk management strategy regarding commodity price risk and its mitigation. The Group partly mitigated the risk of price volatility by entering into the contract for the purchase of these material based on average price of for each month.

a) Credit risk

Credit Risk is the risk that the counter party will not meet its obligation under a financial instrument or customer contract, leading to a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables. Trade receivables are typically unsecured and are derived from revenue earned from customers.

Customer credit risk is managed subject to the Group's established policy, procedures and control relating to customer credit risk management. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment

**Liquidity risk**

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time. The Group's objective is to at all times maintain optimum levels of liquidity to meet its cash and liquidity requirements. The Group closely monitors its liquidity position and deploys a robust cash management system. It maintains adequate source of financing through the use of short term bank deposits and cash credit facility. Processes and policies related to such risks are overseen by senior management. Management monitors the Group's liquidity position through rolling forecasts on the basis of expected cash flows. The Group assessed the concentration of risk with respect to its debt and concluded it to be low.

The following tables detail the Group 's remaining contractual maturity for its non-derivative financial liabilities with agreed repayment periods.

(Rs. in crores)				
Particulars	Within 1 year	1-5 years	Total	Carrying amount
<b>As at March 31, 2023</b>				
Borrowings	0.00	-	0.00	0.00
Short term borrowings	31.97	-	31.97	31.97
Trade payable	9.26	-	9.26	9.26
Other financial liabilities	2.53	-	2.53	2.53
<b>Total</b>	<b>43.76</b>	<b>-</b>	<b>43.76</b>	<b>43.76</b>
Particulars	Within 1 year	1-5 years	Total	Carrying amount
<b>As at March 31, 2022</b>				
Borrowings	0.00	-	0.00	0.00
Short term borrowings	2.64	-	2.64	2.64
Trade payable	4.65	-	4.65	4.65
Other financial liabilities	2.12	-	2.12	2.12
<b>Total</b>	<b>9.40</b>	<b>-</b>	<b>9.40</b>	<b>9.40</b>

**46) Dividend Paid and Proposed**

(Rs. in crores)

Particulars	31.03.23	31.03.22
<b>Dividend declared and paid during the year:</b>		
Final Dividend paid	0.00	0.00
Corporate Dividend Tax on Final Dividend	0.00	0.00
	<b>0.00</b>	<b>0.00</b>



**47) Deferred tax**

Particulars	31-Mar-22	Recognized in Profit or loss	Recognized in other comprehensive income	31-Mar-23
<b>Deferred tax (liabilities)/assets in relation to:</b>				
Due to Depreciation	(11.99)	-	-	(11.99)
Others	(0.00)	-	-	(0.00)
<b>Total</b>	<b>(11.99)</b>	<b>0.00</b>	<b>0.00</b>	<b>(11.99)</b>

In the view of the management, there was no certainty to set off the loss or unabsorbed depreciation arising due to timing difference and hence no provision for deferred tax has been provided in respect of the same for the year under audit.

**48) RATIOS**

Particulars	Numerator	Denominator	As at March'23	As at March'22	% of Change	REMARKS
Current Ratio	Current Assets	Current Liabilities	2.75	7.86	65.03	Due to Increase Borrowing repayable within 12 months
Debt Equity Ratio	Total Long Term Debt	Shareholder's Equity	0.23	0.02	(912.61)	Due to Increase In Borrowings
Debt Service Coverage Ratio	Net profit Before Interest & Taxes	Fixed Interest Charges	165.45	6,680.65	97.52	Due to exceptional income in last year.
Return on Equity	Net Earning(PAT)	Shareholders Equity	0.17	6.57	97.45	Due to exceptional income in last year.
Trade Receivables turnover ratio	Revenue	Account Receivables	1.80	1.22	(47.30)	Due to increase in trade receivable.
Trade payables turnover ratio	Net Credit Purchases of Services and Other Expenses	Accounts Payable	12.22	15.62	21.76	Due to increase in trade payable.
Net capital turnover ratio	Revenue	Working Capital	1.51	0.78	(93.33)	Due to increase in working capital
Net profit ratio,	Net profit	Revenue	0.20	16.11	98.76	Decline in profit in comparison to last year because of exceptional income in last year.
Return on Capital employed	EBIT	Gross Capital Employed	0.18	5.96	96.92	Decline in profit in comparison to last year because of exceptional income in last year.
Return on investment	Net Profit After Interest And Taxes	Shareholders Funds or Investments	0.17	6.57	97.45	Decline in profit in comparison to last year because of exceptional income in last year.



49 Previous year's figures re-grouped / re-arranged where found necessary.

**50) (a) Ageing of Trade Receivable**

Particulars	As at March 2023 (In Crore)	As at March 2022 (In Crore)
<b>Disputed</b>	0.00	0.00
<b>Undisputed</b>		
- Less Than 6 months	51.28	29.15
- 6 months – 1 year	1.10	0.00
- 1 year – 2 year	5.47	0.00
- 2 year – 3 years	0.00	0.00
- More than 3 years	5.78	8.89
<b>TOTAL</b>	<b>63.63</b>	<b>38.04</b>

**50) (b) Ageing of Trade Payable**

Particulars	As at March 2023 (In Crore)	As at March 2022 (In Crore)
<b>Disputed</b>	0.00	0.00
<b>Undisputed</b>		
- Less Than 6 months	5.49	1.15
- 6 months – 1 year	0.27	0.00
- 1 year – 2 year	0.00	0.00
- 2 year – 3 years	0.00	0.00
- More than 3 years	3.50	3.50
<b>TOTAL</b>	<b>9.26</b>	<b>4.65</b>

51) Notes '1' to '50' form an integral part of accounts and are duly authorized.

Refer to our Report of even date.

**For Rajeev Malhotra & Associates**  
Chartered Accountants,  
Firm's Registration Number : 021479N

**For and on behalf of the Board of Directors of**  
Fedders Electric and Engineering Limited.

Sd/-  
**Sunil Sakral**  
Partner  
Membership No. : 509537

sd/-  
**Vishal Singhal**  
Director  
DIN:03518795

sd/-  
**Rakesh Kumar Singhal**  
Director  
DIN:00063247

Place: Sikandrabad, U.P.  
Date: 26<sup>th</sup> May, 2023  
UDIN : 23509537BGUHB15866

Sd/-  
**Narendra Kumar Mishra**  
Chief Financial Officer

sd/-  
**Sakshi Goel**  
Company Secretary



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