



## IM+ CAPITALS LIMITED

[CIN: L74140DL1991PLC340407]

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New Delhi-110008

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### POSTAL BALLOT NOTICE

**[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]**

<b>E –VOTING STARTS ON</b>	<b>E –VOTING ENDS ON</b>
Wednesday, 20 <sup>th</sup> March, 2024	Thursday, 18 <sup>th</sup> April, 2024

**Dear Member(s)**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') (including any statutory modification(s) or re – enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS – 2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 (collectively 'MCA Circulars'), and Securities and Exchange Board of India ('SEBI') circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as 'SEBI Circular') (MCA Circulars and SEBI Circular collectively referred as 'Circulars') to transact the special business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e – voting').

The Board has appointed Ms. Chetna Bhola, Practicing Company Secretary, (Membership No.: FCS A41283 and C. P. No. 15802, Partner of Chetna Bhola & Associates, Company Secretaries as Scrutinizer (the 'Scrutinizer') for conducting the Postal Ballot through e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.



Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Transfer Agent ('RTA'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre – paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e – voting. The detailed procedure for remote e – voting process forms part of the 'Notes' section of this Notice.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS – 2, the Company has engaged the services of Link Intime (India) Private Limited (LIPL) for the purpose of providing remote e – voting facility to its Members to enable them to cast their votes electronically. The instructions for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at [https:// www.imcapitals.com](https://www.imcapitals.com).

Members desiring to exercise their vote through the remote e – voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e – voting not later than 5:00 p.m. (IST) on **Thursday, April 18, 2024**. The remote e – voting facility will be disabled by Link Intime (India) Private Limited (LIPL) immediately thereafter.

#### **SPECIAL BUSINESS:**

**Item No. 1.: Change in name of the Company from 'IM+ Capitals Limited' to 'Fedders Holding Limited' and consequential alteration to MOA and AOA of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14, 15 and all other applicable provisions of the Companies Act, 2013 ('Act') read with applicable Rules framed thereunder, Regulation 45 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and applicable statutory provisions (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and enabling provisions of the Memorandum and Articles of Association of the Company and subject to the approval or permission of the Registrar of Companies and Ministry of Corporate Affairs, Central Government and/or any other regulatory or statutory authorities, as may be required, the consent of the members of the company be and is hereby accorded for changing the name of the Company from “IM+ Capitals Limited” to '**Fedders Holding Limited**' as made available by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs;

**RESOLVED FURTHER THAT** Clause I of the Memorandum of Association of the Company be altered as under: **“The Name of the Company is 'Fedders Holding Limited'.”**

**RESOLVED FURTHER THAT** upon receipt of fresh Certificate of Incorporation or relevant document consequent upon change of name, the old name, i.e. “IM+ Capitals Limited” be substituted with the new name, i.e. **“Fedders Holding Limited”** in the Memorandum and Articles of Association of the Company and be deemed substituted in all other relevant documents including agreements, deeds, documents, contracts wherein the Company is a party or interested, common seal and at all other places wherever appearing;



**RESOLVED FURTHER THAT** Mr. Vishal Singhal, Director of the Company, be and is hereby severally authorized to do all such acts, deeds and actions as it may, in its absolute discretion, consider necessary, expedient, usual, proper or incidental for giving effect to this Resolution, and to settle questions, remove any difficulty or doubt that may arise from time to time and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions or sanctions which may be necessary or desirable, as it may think fit;

**RESOLVED FURTHER THAT** Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors or to any Director or Directors or any officer(s) or employees of the company or any other person as it may consider appropriate to give effect to this resolution.”

**By order of the Board of Directors of  
IM+ Capitals Limited**

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

**Date: 18<sup>th</sup> March, 2024  
Place: New Delhi**

## NOTES:

- The Explanatory statement pursuant to Section 102 and 110 of the Companies Act 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rule, 2014, as amended from time to time, setting out material facts and reasons in respect of the special business under the Resolution(s) as set out above is annexed hereunder and forms part of the Notice.
- Pursuant to the Provisions of Sections 110 of the Act read with the Rules and with the Circulars issued by the MCA, from time to time, your Company has an option to seek the approval of the Members through Postal Ballot (via remote e – voting) for the above – mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the members through Postal Ballot via Remote e – voting, it shall be deemed to have been passed as if the same has been passed as General Meeting of the Manners convened in this regard.
- In view of the extraordinary circumstances created due to COVID – 19 global pandemic, the Postal Ballot of the companies can be conducted as per the guidelines issued by the Ministry of Corporate Affairs (‘MCA’) vide General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, the General Circular No. 39/2020 dated December 31, 2020, the General Circular No. 10/2021 dated June 23, 2021, the General Circular No. 20/2021 dated December 8, 2021, General Circular 11/2022 dated 28-12-2022 and 09/2023 dated September 25, 2023 and other relevant Circulars, if any, issued by the Ministry of Corporate Affairs (‘MCA Circulars’ or ‘General Circulars’) and Securities and Exchange Board of India (‘SEBI’) circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/167 dated October 7, 2023 (collectively referred as ‘SEBI Circular’) (MCA Circulars and SEBI Circular collectively referred as ‘Circulars’) through video conferencing (VC) or other audio visual means (OAVM) without the physical presence of the Members at a common venue.
- For this purpose, the company has engaged the service of Link Intime (India) Private Limited (LI IPL) and has made necessary arrangements with Link Intime (India) Private Limited (LI IPL) to facilitate E – voting. In terms of the General Circular No.14/2020 dated April 08, 2020 read with General Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs, Government of India (the ‘MCA Circulars’), voting can be done only by E – voting. As the E – voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E – voting procedure by themselves and not through any other person/ proxies.
- The Postal Ballot Notice is being sent to all the Members whose names appear in the Register of Members/ Beneficiary Position maintained by the Depositories as at close of business hours on **Friday, 15<sup>th</sup> March, 2024 (‘Cut-off Date’)** and who have registered their e – mail addresses with M/s Link Intime India Private Limited, Registrar and Share Transfer Agent (‘RTA’) of the Company. It is however, clarified that all the persons who are Members of the Company as on the Cut – off Date (including those members who may not have received this notice due to non-registration of their e – mail addresses with the Company or the Depositories) shall be entitled to vote in relation to the resolutions specified in this notice. A person, who is not a member as on the cutoff date and happens to receive this Notice, should treat this Notice for information purpose only.
- Voting rights shall be reckoned on the paid – up value of equity shares registered in the name of the Members/ beneficial owner as on the Cut – off Date fixed for the purpose and only those Members

whose names are recorded in the Register of Members/ Beneficiary Position maintained by the Depositories as on the cut – off date will be entitled to cast their votes. A person who is not a Member as on the cut – off date should treat this notice for information purpose only.

- Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI LODR Regulations and MCA Circulars, the Company is providing facility of Postal Ballot by remote e – voting to its Members to cast their votes in respect of the resolutions listed in this Notice. Further, in light of the MCA Circulars, no physical copies of this notice will be circulated.
- Resolutions passed by the Members with requisite majority through Postal Ballot shall be deemed to have been passed at a General Meeting of the Members convened on that behalf.
- Voting rights in the Postal Ballot cannot be exercised by a proxy, accordingly Proxy Form and Attendance Slip including Route Map are not annexed to this Notice. In case of joint holders voting, the joint holder who is higher in the order of names will be entitled to vote by way of remote e – voting.
- The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e – voting for Postal Ballot, shareholders who have not registered their email address and in consequence the e – voting notice could not be served to them may temporarily get their email address registered with the Company’s Registrar and Share Transfer Agent, M/s Link Intime India Private Limited, having their office at Noble Heights, First Floor, Plot No. NH – 2, C – 1 Block, LSC, Near Savitri Market, Janak Puri, New Delhi – 110058. Ph No.: 011 – 41410592. Shareholders may write the request to register/update their E-mail address with RTA to the email: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in). Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e – voting for the Postal Ballot.

The Notice and Explanatory Statement with the requisite enclosures, has also been made available on the website of the Company <https://imcapitals.com/> and on the website of e – voting agency Link Intime (India) Private Limited (LIPL) i.e. <https://instavote.linkintime.co.in> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com), in the relevant sections. Relevant documents referred to in the notice, if any, will be available for inspection on the website of the Company <https://imcapitals.com/>.

In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under, Regulation 44 of SEBI Listing Regulations, SS – 2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.

The detailed procedure with respect to E-voting is as follows:

**1) Voting through electronic means:**

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on day, **Wednesday 20<sup>th</sup> March, 2024** at 09:00 AM and ends on Thursday, **18<sup>th</sup> April, 2024** at 05:00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut – off date (record date) of **Friday, March 15, 2024** may cast their vote electronically. The e-voting module shall be disabled by Link Intime (India) Private Limited (LIPL) for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/ retail shareholders is at a negligible level.

Currently, there are multiple e – voting service providers (ESPs) providing e – voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e – voting process.

- (iii) In terms of **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020**, on e – Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e – Voting facility.

Pursuant to above said SEBI Circular, Login method for e – Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

#### **PROCEDURE FOR E-VOTING:**

##### **Remote e-Voting Instructions for shareholders:**

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As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

##### **Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and



you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
    1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
    2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
    3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
    4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
  3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Linkintime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-

voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly



authorised representative(s) in PDF format in the ‘Custodian / Mutual Fund / Corporate Body’ login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘Login’ under ‘SHARE HOLDER’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
10. Notice will be available on the Company’s website at [www.imcapitals.com](http://www.imcapitals.com), and at websites of the Stock Exchange at [www.bseindia.com](http://www.bseindia.com) and also of Link Intime (India) Private Limited (LIPL) at <https://instavote.linkintime.co.in>. All documents referred to in this Notice will be available for inspection electronically until the last date of remote e-Voting. Shareholders seeking to inspect such documents can send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
11. The Results of remote e-voting shall be declared within stipulated time and the said result along with the Scrutinizer’s Report thereon shall be placed on the Company’s website [www.imcapitals.com](http://www.imcapitals.com) and on the website of Link Intime (India) Private Limited (LIPL) at <https://instavote.linkintime.co.in>, and also be communicated to the stock exchange(s)



## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READWITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014.

#### **Item No. 1**

The Board of Directors of the Company at its meeting held on Monday, the 18<sup>th</sup> day of March, 2024 subject to the approval of shareholders of the Company by way of special resolutions and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws approved the change of name of the Company from 'IM+ Capitals Limited' to '**Fedders Holding Limited**' and consequential alteration in the Memorandum of Association and Articles of Association of the Company.

The proposed name '**Fedders Holding Limited**' has been duly approved and made available by the Central Registration Centre, Registrar of Companies, vide its approval letter dated 20.02.2024 and the same shall be valid for a period of 60 days from 20.02.2024.

As you are aware our company is currently engaged in the business of providing consultancy services along with other related business and also company's wholly owned subsidiary M/s Fedders Electric and Engineering Limited, currently engaged in the business of trading of various steel, brass iron ore and other related products including exports of Iron Ore Fines. Further the company's standalone income is insignificant as compared to its consolidated income and consolidated income comprised of revenue of M/s M/s Fedders Electric and Engineering Limited and also company's major investment is in its wholly owned subsidiary. In view of the same, the Board of Directors of the Company is of the view that the company's name should now reflect as holding company of its wholly owned subsidiary M/s Fedders Electric and Engineering Limited. The current name "IM+ Capitals Limited" does not give an impression of it being holding company and hence, the name of the Company should reflect as holding company, which contributes major part of its earnings by way of consolidated revenue. The Board of Directors, at its meeting held on 18<sup>th</sup> March, 2024, decided to change the name of the Company subject to necessary statutory approvals. The Board is of the view that the new name will more aptly reflect the Company's business activities. Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution. The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company. The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable. A certificate from a practicing Chartered Accountant to this effect is annexed herewith as Annexure 1.

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 1 of this Notice for approval of the shareholders.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and other applicable provisions, the Company is offering facility of e-voting to all Shareholders to enable them to cast their votes electronically. Shareholders are requested to follow the procedure as stated in the notes for casting of votes by e – voting.



Necessary documents in this regard are available for inspection by the Shareholders in electronic mode on the website of the Company at <https://imcapitals.com/>.

**By order of the Board of Directors of  
IM+ Capitals Limited**

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

**Date: 18<sup>th</sup> March, 2024  
Place: New Delhi**

Annex the Certificate from Chartered Accountant that Company has complied with all the conditions as provided in Reg 45(1) of SEBI (LODR) Reg, 2015.



**Annexure 1 to the explanatory statement of Postal Ballot Notice Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015**

To  
The Board of Directors of IM+ Capitals Limited  
72, Ground Floor, World Trade Center, Babar Road,  
Connaught Place, New Delhi-110008

**Subject: Confirmation/Undertaking**  
**Ref: Change of Name of the Company.**

We PRASS & Associates LLP, Chartered Accountant, have verified the relevant records and documents of IM+ Capitals Limited (the Company) with respect to the proposed change of name by the Company from IM+ Capitals Limited to Fedders Holding Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and we hereby certify in respect of the proposed change of name of the Company that:

- The Company has not changed its name during last ten years. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name.
- The Company is proposing the change of name of the Company to encompass all the current activities of the Company and the new name does not reflect any specific business activity therefore clause 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time, are not applicable.

This certificate is issued at the special request of the Company in order to include the same in the Explanatory Statement to be attached to the Notice of Postal ballot for the purpose of proposed change of name of the Company.

For & On behalf of  
PRASS & Associates LLP  
Chartered Accountants  
FRN: 0107816W/W100222

**TARUN  
JAIN**

Tarun Jain  
M. No. 520266  
UDIN: **24520266BKCLHU8630**

Digitally signed by TARUN JAIN  
DN: c=IN, o=Personal, title=CA, 2.5.4.20=ee7f68452d6c8a7e1d8665e2d68da49de0733f6c2e0823ac2544996d213e2c, postalCode=110092, st=Delhi, serialNumber=b4794343bb625e0115679eba9f83ca16546c07700b8a409e9b8b1e9f60e3c6, cn=TARUN JAIN  
Date: 2024.03.18 14:17:13 +05'30'

Place: New Delhi  
Date: 18.03.2024