



## FEDDERS HOLDING LIMITED

*(Formerly known as IM+ Capitals Limited)*

**CIN: L74140UP1991PLC201030**

**Regd Off: C-15, RDC, Raj Nagar, Ghaziabad- 201001 (U.P.)**

### NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the members of Fedders Holding Limited *(Formerly known as IM+ Capitals Limited)* (L74140UP1991PLC201030) will be held on **Tuesday, 30<sup>th</sup> September, 2025 at 03:00 P.M. (IST)**, through Video Conferencing ("VC")/Other Audio-Visual Means ("OAVM"), to transact the following businesses:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon; and
2. To appoint a director in place of Mrs. Sonal Singhal (DIN: 09745010), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment.

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Sonal Singhal (DIN: 09745010) is liable to retire by rotation and being eligible offers herself for re-appointment be and is hereby re-appointed as a Director of the Company."

#### SPECIAL BUSINESS:

3. Appointment of Secretarial Auditor of the Company for a period of 5 (Five) consecutive years, from the FY 2025-26 to FY 2029-30.

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

**"RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 ("Act") and all other applicable provisions of the Act and Rules made thereunder, Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force, and pursuant to the recommendation of the Board of Directors, **M/s. Chandan J & Associates, Practising Company Secretary (Proprietor: CS Chandan Jha, M. No. A62350, C.P. No. 27629, Peer Review No. 6292/2024)** be and is hereby appointed as the Secretarial Auditor of the Company to conduct the secretarial audit of the Company for a period of 5 (Five) consecutive years, commencing from the financial year 2025-26 till financial year 2029-30 at a professional fees as determined by the Board of Directors."

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

4. Re-appointment of Mr. Vishal Singhal (DIN: 03518795) as Director (Executive), Chairman, and Whole-Time Director 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 152, 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 17(1D) thereof, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members be and is hereby accorded for the re-appointment of Mr. Vishal Singhal (DIN: 03518795) as a Director (Executive) and Chairman of the Company for a period of five years, liable to retire by rotation, with effect from 2nd November 2025 to 1st November 2030 (both days inclusive), and upon such re-appointment, to designate him as the **Whole-Time Director of the Company** for a term of five years with effect from **10th November 2025 to 9th November 2030** (both days inclusive), on such terms and conditions, including remuneration, as set out in the Explanatory Statement annexed to this Notice."

**"RESOLVED FURTHER THAT** the remuneration payable to Mr. Vishal Singhal shall be such as may be determined by the Board of Directors (including any Committee thereof), from time to time, within the overall limits approved by the Members of the Company, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V to the Act, the Rules made thereunder, and the SEBI LODR Regulations."

**"RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of his re-appointment, the remuneration payable to Mr. Vishal Singhal shall be the minimum remuneration as set out in the Explanatory Statement, subject to and in accordance with the provisions of Sections 197 and Schedule V of the Act and any statutory modifications or re-enactments thereof."

**"RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to alter or vary the terms and conditions of the re-appointment, including the remuneration, perquisites and other benefits, within the limits approved by the Members and in conformity with the provisions of the Act, the Rules made thereunder and the SEBI LODR Regulations."

**"RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be necessary, proper or expedient to give effect to this Resolution."

**By order of the Board of Directors  
For Fedders Holding Limited  
(Formerly known as IM+ Capitals Limited)**

**Sd/-  
Vishal Singhal  
Whole Time Director  
(Chairman)  
DIN: 03518795**

**Place: Ghaziabad  
Date: 27/08/2025**

**NOTES:**

1. In view of the MCA Circular dated September, 19 2024 read with Circulars dated May 5, 2020, May 5, 2022 and December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular dated October 3, 2024 and other notification in force, the 34th AGM of the Company is being conducted through VC/OAVM facility, without physical presence of members at a common venue. The deemed venue for the 34th AGM shall be the Registered Office of the Company.
2. In terms of the MCA and SEBI Circular(s) as mentioned above, physical attendance of Members at the AGM and appointment of proxies has been dispensed with. Accordingly, the Attendance Slip, Proxy Form and Route Map are not annexed to this Notice. As the meeting is held through VC/OVAM, appointment of proxy to attend and cast vote on behalf of the member is not available. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Member may be appointed for the purpose of casting vote through remote e-voting prior to the AGM, participation in the 34th AGM through VC/OAVM facility and for e-voting during the AGM.
3. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') relating to the special business to be transacted at the Annual General Meeting is annexed hereto.
4. The relevant details, pursuant to Regulation 36(3) of the SEBI (LODR) Regulations and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment / re-appointment at this AGM is also annexed.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from **September 24, 2025 to September 30, 2025 (both days inclusive)**, being the date of Book closure.
6. In line with the Circulars of MCA & SEBI, the Notice of the 34th AGM along with Annual Report is being sent by e-mail to all those members, whose e-mail IDs were registered with the Company/Depository. Further, a letter providing a weblink for accessing the Notice and Annual Report for FY 2024-25 is being sent to those shareholders who have not registered their email address. Annual Report including Notice are also available on the website of the Company at <https://imcapitals.com/> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and also on the website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("MIPL") at <https://instavote.linkintime.co.in>
7. Attendance of the Members participating in the 34th AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
9. Institutional/Corporate Shareholders (i.e., other than individuals/ Hindu undivided family, non-resident individuals. etc.) are required to send a scanned copy (PDF/ JPG Format) of its Board or governing body resolution/ authorization. etc., authorizing its representative to attend the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said resolution/ authorization shall be sent to the Company's RTA by email at [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in)
10. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

All the documents referred to in the Notice will also be available electronically for inspection without any fee by the Members from the date of circulation of this Notice up to the date of the AGM. Members seeking to inspect such documents can send an e-mail to [imcapitalscompliances@gmail.com](mailto:imcapitalscompliances@gmail.com)

Members desiring any information mentioned in the Notice, accompanying financial statement other matter required to be place in AGM are requested to write to the Company on or before **September 23, 2025** through email at [imcapitalscompliances@gmail.com](mailto:imcapitalscompliances@gmail.com) same will be replied by the Company suitably also be prepared to reply to the queries on the day of AGM without consuming precious time.

11. In accordance with the provisions of Section 108 of the Act, 2013 read with Rule 20 of the Companies

(Management and Administration) Rules, 2014 and Regulation 44 of the SEBI Listing Regulations and in view of the aforesaid MCA and SEBI Circulars, the Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("MI IPL") to provide the facility of voting by electronic voting system to all the Members to enable them to cast their votes electronically during the AGM in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of casting the votes by the Members using such electronic voting system from a place other than venue of the AGM ("remote e-voting") is also provided by RTA.

12. The business set out in the Notice will be transacted through electronic voting. The Company is providing its members the facility to cast their vote electronically, including remote e-voting and e-voting during the AGM. Members attending the AGM through Video Conferencing (VC) / Other Audio-Visual Means (OAVM) are also eligible to vote electronically during the meeting. Detailed instructions for e-voting are provided in this Notice.
13. The Company has fixed **Tuesday, September 23, 2025 as the Cut-off date** for determining the eligibility to vote on item(s) of business to be transacted at the 34th AGM as detailed in notice. Any person who acquires shares of the Company and becomes a member of the Company after sending the Notice and is holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com). Any shareholder who disposes off his shareholding such that he/she is not a member as on the cut-off date should treat this Notice for information purposes only.
14. **M/s. Chandan J & Associates, Practising Company Secretary (Proprietor: CS Chandan Jha, M. No. A62350, CP No. 27629, Peer Review No. 6292/2024)** has been appointed as the Scrutinizer to scrutinize the votes cast by the shareholders in respect of items of business to be transacted at the 34th AGM, in a fair and transparent manner.
15. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, unblock the votes cast through remote e-voting and make, not later than 2 working days of conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit the same to the Chairman of the Meeting or a person authorised by him in writing, who shall countersign the same.
16. The results of the voting indicating the number of votes cast in favour or against each of the Resolution(s), invalid votes and whether the Resolution(s) have been carried out or not, together with the Scrutinizer's Report, will be placed on the website of the Company at <https://imcapitals.com/> and on the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and MUFG Intime India Private limited at <https://instavote.linkintime.co.in> immediately after the declaration of result by the Chairman or any person authorized by him in writing.
17. VC/OAVM facility provided by the Company is having a capacity to allow 1000 members to participate at the Meeting on a first come-first-served basis. However, the large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, KMPs, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. may be allowed to attend the Meeting without restriction on account of first-come-first-served principle.
18. Members are requested to notify immediately any change in their address, transfer and transmission of shares, issue of duplicate share certificates, bank mandates, dividend and all other matters relating to the shareholding in the Company may be made directly to the M/s. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Registrar & Share Transfer Agent (RTA) for shares held in physical form and to their respective Depository Participant(s) for shares held in electronic form.
19. Company is providing two-way teleconferencing facility for the ease of participation of the members. The instructions for members attending/ participating in the AGM through VC/ OAVM are provided in below mentioned note.
20. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar & Share Transfer Agent.

21. The securities of the Company are listed on BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 and the annual listing fee has been paid to it for the financial year 2025-26.
22. Recorded transcript of the Meeting shall be uploaded on the website of the Company and the same shall also be maintained in safe custody of the Company. The registered office of the Company shall be deemed to be the place of Meeting for the purpose of recording of the minutes of the proceedings of this AGM.
23. **Process and Manner for Attending the Annual General Meeting through InstaMeet and vote during AGM**
  - a. **Open the internet browser and launch the URL:** <https://instameet.in.mpms.mufg.com>
    - Select the “**Company**” and ‘**Event Date**’ and register with your following details: -
      - A. Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No
        - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
        - Shareholders/ members holding shares in **NSDL demat account shall provide 8 CharacterDP ID followed by 8 Digit Client ID**
        - Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company
      - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
      - C. Mobile No.:** Enter your mobile number.
      - D. Email ID:** Enter your email id, as recorded with your DP/Company.
    - Click “Go to Meeting” (You are now registered for Insta Meet and your attendance is marked for the meeting).

#### **Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the Company on the specific email id created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on videomode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

#### **Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”



2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMeet and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:** Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders / Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

#### 24. Remote e-Voting Instructions for shareholders:

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time. The Company is pleased to provide E-voting facility through **MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("MI IPL")**, for all shareholders of the Company to enable them to cast their votes electronically on the items mentioned in this notice of the 34<sup>th</sup> Annual General Meeting of the Company.

The remote e-voting period begins on **Saturday, September 27, 2025 at 09:00 A.M. (IST) and ends on Monday, September 29, 2025 at 05:00 P.M. (IST)**. The remote e-voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Tuesday, September 23, 2025**, are entitled to cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 23, 2025**.

*Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility*

The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM through VC/ OAVM but shall not be entitled to cast their votes again.

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

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

## Individual Shareholders holding securities in demat mode with NSDL

### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

#### **Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and Verification Code as shown on the screen.
  - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
  - b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## Individual Shareholders holding securities in demat mode with CDSL

### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through "e-voting" option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **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 **NSDL form**, shall provide 'D' above*

*\*\*Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in '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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on "**Login**" under 'SHARE HOLDER' tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click "Submit"
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. 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).
  - E. 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 ("Custodian / Corporate Body/ Mutual Fund")****STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in)
- e) Thereafter, Login credentials (User ID; Organization ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:

- A. 'Investor ID' –
  - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID *i.e., IN00000012345678*
  - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
- B. 'Investor's Name' - Enter Investor's Name as updated with DP.
- C. 'Investor PAN' - Enter your 10-digit PAN.
- D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

### STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

#### METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on **"Votes Entry"** tab under the Menu section.
- c) Enter the **"Event No."** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter **"16-digit Demat Account No."** for which you want to cast vote.
- e) 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).
- f) 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.

**OR**

#### METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the "Notification for e-voting".
- c) Select **"View"** icon for **"Company's Name / Event number"**.
- d) E-voting page will appear.
- e) Download sample vote file from **"Download Sample Vote File"** tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

#### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat

mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

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

### Forgot Password:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on "**Login**" under 'SHARE HOLDER' tab.
- Click "**forgot password?**"
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

#### User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- Click "**forgot password?**"
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

*In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

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

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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".

**General Information**

Nature of Industry: *Finance, asset management and Consultancy*

Services Date or Expected Date of commencement of Commercial

Business:

At beginning Company was incorporated as Private Company and then Converted to Public Company so Certificate of Commencement of business not obtained and commercial business was commenced immediately.

In case of new Companies expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable

Financial performance based on given indicators:

The details of financial performance of the Company for the years 2023-24 and 2024-25 are provided in the Annual Report 2025 which accompanies this Notice.

Foreign Investments or collaborations, if any:

The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company. Foreign Investors, mainly comprising NRIs, FIIs and/or Foreign Nationals are investors in the Company on account of past issuances of securities/secondary market purchases. The Company has two subsidiaries namely M/s IM+ Investments & Capital Pvt Ltd & M/s Fedders Electric and Engineering Limited (Wholly owned Subsidiary) as on 31.03.2025.

**By order of the Board of Directors  
For Fedders Holding Limited  
(Formerly known as IM+ Capitals Limited)**

**Sd/-  
Vishal Singhal  
Whole Time Director  
(Chairman)  
DIN: 03518795**

**Place: Ghaziabad  
Date: 27/08/2025**

**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102(1) of the Companies Act 2013)**

*The following statement sets out the material facts relating to the special business mentioned in the Notice.*

**3. Appointment of Secretarial Auditor of the Company for a period of 5 (Five) consecutive years, from the FY 2025-26 to FY 2029-30.**

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act"), every listed company and certain other classes of companies as prescribed under the Act, is required to annex a Secretarial Audit Report, issued by a Practising Company Secretary, to their Board's Report prepared under Section 134(3) of the Act.

Further, pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), every listed entity shall undertake a Secretarial Audit by a peer-reviewed Company Secretary in practice, who shall be appointed or re-appointed with the approval of the shareholders in the Annual General Meeting, on the recommendation of the Board of Directors.

Accordingly, the Board of Directors of the Company, at its meeting held on 27.08.2025, has recommended the appointment of **M/s. Chandan J & Associates, Practising Company Secretary (Proprietor: CS Chandan Jha, M. No. A62350, C.P. No. 27629, Peer Review No. 6292/2024)**, as the Secretarial Auditor of the Company for a term of five (5) consecutive years, commencing from the financial year 2025-26 till 2029-30.

The Board of Directors recommends the passing of the resolution contained in *Item No. 3* of the accompanying Notice. None of the Directors, Key Managerial Personnel, or their relatives is concerned or interested, financially or otherwise, in the said resolution.

**4. Re-appointment of Mr. Vishal Singhal (DIN: 03518795) as Director (Executive), Chairman, and Whole-Time Director of the Company**

The proposed resolution seeks the approval of Members pursuant to Sections 152, 196, 197, and 203 of the Companies Act, 2013 ("the Act"), read with Schedule V thereto and the applicable Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), as well as the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), including Regulation 17(1D), for the re-appointment of Mr. Vishal Singhal (DIN: 03518795) as a Director (Executive) and Chairman of the Company, liable to retire by rotation, for a term of five years with effect from November 2, 2025 to November 1, 2030 (both days inclusive), and for his appointment as **Whole-Time Director for a term of five years with effect from November 10, 2025 to November 9, 2030 (both days inclusive)**.

The Nomination and Remuneration Committee, at its meeting held on 14.08.2025, after considering Mr. Vishal Singhal extensive experience, leadership qualities, and contributions to the growth of the Company, recommended his re-appointment, which was subsequently approved by the Board of Directors at its meeting held on 14.08.2025 subject to approval of the Members in the General Meeting.

Pursuant to Section II of Part II of Schedule V to the Act, the remuneration payable to Mr. Vishal Singhal, as the Whole-Time Director, for the period of his re-appointment has been recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, as under:

1. **Salary:** ₹1,00,000/- (Rupees One Lakh only) per month, with such annual increments as may be decided by the Nomination and Remuneration Committee and/or the Board of Directors from time to time.
2. **Performance Linked Bonus:** The Whole Time Director shall be paid performance linked bonus as may be decided by the Board of Directors or a Committee thereof from time to time provided that the total remuneration including salary and perquisites paid to the Whole time Director shall not exceed the limits laid down under Section 197 read with Schedule V of the Act.
3. **Perquisites / Benefits:** The Whole Time Director shall be entitled to perquisites like rent free accommodation for self, spouse and family or house rent allowance in lieu thereof, Company car with chauffeur, telephone at residence/ cellular Phones, Statutory contribution to retirement funds, club membership fees, medical coverage, overseas medical expenses, leave encashment, education allowance, leave travel allowance and long service award and other benefits/ allowances in accordance with the scheme(s) and rule(s) of the Company from time to time, for the aforesaid benefits.
4. **Sitting Fees:** The Whole Time Director shall not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/ General Meeting(s) etc.
5. **Minimum Remuneration:** In the event of absence or inadequacy of profits in any financial year, the remuneration including perquisites will be payable to Mr. Vishal Singhal in accordance with the applicable provisions of Schedule V to the Act.

The Board of Directors recommends the passing of the resolution contained in *Item No. 4* of the accompanying Notice.

Except for Mr. Vishal Singhal and Mrs. Sonal Singhal, none of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The relevant details of Mr. Vishal Singhal pursuant to Regulation 36 of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2), are annexed to this Notice as **Annexure-1**.

**By order of the Board of Directors  
For Fedders Holding Limited  
(Formerly known as IM+ Capitals Limited)**

**Sd/-  
Vishal Singhal  
Whole Time Director  
(Chairman)  
DIN: 03518795**

**Place: Ghaziabad  
Date: 27/08/2025**



**Annexure-1**

**Details of the Director seeking Re-appointment/Appointment at 34th AGM under item no. 2 and 4 in terms of SEBI (Listing Obligations and Disclosure Regulations) Regulations, 2015 & Secretarial Standard-2 are as follows:**

<b>PARTICULARS</b>		
<b>Name of the Director</b>	<b>Mrs. Sonal Singhal</b>	<b>Mr. Vishal Singhal</b>
<b>DIN</b>	09745010	03518795
<b>Date of Birth</b>	27/09/1993	04/01/1993
<b>Brief Profile</b>	Mrs. Sonal Singhal is a Bachelor in Commerce and Company Secretary by profession. She has vast experience in the fields of finance. She is the renowned person and having the high moral value. She is persistently known for the honesty and leading the business in the transparent and ethical way.	Mr. Vishal Singhal is a graduate from Delhi University and holds an MBA from S.P. Jain Institute of Management & Research. He has around 12 years of diverse experience spanning accounts, finance, and business operations in the cylinders industry, as well as strategic management. He possesses a deep understanding of business dynamics and is presently serving as the Managing Director of Fedders Electric and Engineering Limited. Mr. Vishal Singhal has played a pivotal role in strategic initiatives, including the successful acquisition of Fedders Electric and Engineering Limited.
<b>Date of Appointment</b>	13/02/2025	Director (Executive) and Chairman of the Company for a period of five years, liable to retire by rotation, with effect from <i>2nd November 2025 to 1st November 2030 (both days inclusive)</i> .  Further, the Board approved his designation as Whole-Time Director of the Company for a term of five years, effective from <i>10th November 2025 to 9th November 2030 (both days inclusive)</i>
<b>Qualification and Experience and expertise in Specific functional area</b>	B. Com, CS	Graduate from Delhi University and holds an MBA from S.P. Jain Institute of Management & Research.
<b>Term and Condition of Appointment</b>	Mrs. Sonal Singhal is Director of the Company liable to retire by rotation.	Director (Executive) and Chairman of the Company for a period of five years, liable to retire by rotation, with effect from <i>2nd November</i>

		<p><i>2025 to 1st November 2030 (both days inclusive).</i></p> <p>Further, the Board approved his designation as Whole-Time Director of the Company for a term of five years, effective from <i>10th November 2025 to 9th November 2030 (both days inclusive),</i></p>
<b>Directorship in other Companies</b>	1. Fedders Electric and Engineering Limited 2. Bihari Ji Containers Private Limited	1. Fedders Electric and Engineering Limited 2. Raga Tradecon Private Limited 3. Advance Dealtrade Private Limited
<b>Membership/Chairmanship of Committees of the Board in this Company and in other Public Limited Companies.</b>	<i>Fedders Holding Limited</i> (Nomination and remuneration committee-Member)	<i>Fedders Holding Limited</i> (Audit Committee-Member) (Stakeholders Relationship Committee-Member)  <i>Fedders Electric and Engineering Limited</i> (Stakeholders Relationship Committee-Member) (Corporate Social Responsibility Committee-Member and Chairperson)
<b>Number of shares held in the Company as on 31.03.2025</b>	11,50,000	1,11,88,310
<b>Relationship with directors and KMPs</b>	Wife of Mr. Vishal Singhal, Director of the Company.	Husband of Mrs. Sonal Singhal, Director of the Company.
<b>No. of Board Meetings attended FY 25</b>	NA	12