

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present the 61st Report of Board of Directors on the business and operations of your Company together with its Audited Financial Statements for the year ended 31st March, 2017.

FINANCIAL PERFORMANCE

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

(₹ in Crores)

Particulars	For the year ended 31 st March, 2017	For the nine months period ended 31 st March, 2016
Gross Revenue from Operations	1,364.85	1,041.78
Total Expenses	1,247.40	936.95
Earnings before Interest, Taxes and Depreciation & Amortisation (EBITDA)	108.93	98.06
Finance Costs	64.86	49.04
Depreciation & Amortisation	12.92	9.74
Profit before Tax	31.15	39.28
Tax Expenses:		
Current Tax	8.55	13.35
Deferred Tax	2.04	4.35
Profit after Tax	20.56	21.58
Balance brought forward from previous year	7.23	13.42
Total available for Appropriations	27.79	34.99
(Less) Appropriations:		
Proposed Dividend	3.40	2.30
Provision for Tax on Dividend	0.69	0.47
Transferred to General Reserve	20.00	25.00
Balance carried forward to Balance Sheet	3.70	7.23
Earnings Per Share (₹)		
1. Basic	6.05	7.03
2. Diluted	6.05	6.04

Note: Since the previous financial year comprised of nine months, the figures of the year under review and the previous year are not entirely comparable.

STATE OF AFFAIRS AND OPERATIONAL HIGHLIGHTS

During the year under review, the Gross Revenue from operations of your Company for the year ended 31st March, 2017 stood at ₹ 1,364.85 Crores as compared to the revenue generated of ₹ 1,041.78 Crores in the previous nine months period ended on 31st March, 2016. The EBITDA of the Company for the year under review stood at ₹ 108.93 Crores in comparison to ₹ 98.06 Crores for the period ending on 31st March, 2016. The Profit after tax ("PAT") for the year ended 31st March, 2017 stood at ₹ 20.56 Crores in comparison with the Profit after tax of ₹ 21.58 Crores earned in the previous year.

SHARE CAPITAL

There was no change in the Company's Authorised Share Capital during the year under review. However, the Company had, pursuant to the approval of Board of Directors, Shareholders and other regulatory approvals and subsequent upon receipt of 25% of the issue price from the Promoters and Promoters' Group, allotted 50,00,000 warrants convertible into equivalent number of equity shares on preferential basis to its Promoters and Promoters' Group on 3rd August, 2015 at the issue price of ₹ 75 per warrant. The aforesaid warrant holders had applied for exercising their right for conversion of 32,00,000 warrants

into equity shares and had paid balance 75% aggregating to ₹ 18,00,00,000/-. Consequently, the Company had allotted equity shares to the aforesaid holders in 2 (two) Tranches, on 30th December, 2016 and 13th January, 2017 respectively. The remaining 18,00,000 warrants held by the warrant holders were forfeited in accordance with the applicable provisions of the Security and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Accordingly, the Company's Paid-up Share Capital stands increased to ₹ 33,96,97,000 comprising of 3,39,69,700 equity shares of face value of ₹ 10 each.

DIVIDEND

Based on the financial performance, profitability and cash flow of the Company, your Board of Directors is pleased to recommend the dividend of ₹ 1.00 per equity share of face value of ₹ 10.00 each for the year ended 31st March 2017. The dividend on equity shares, if approved by the Shareholders at the ensuing Annual General Meeting ("AGM"), would involve a cash outflow of ₹ 4.09 Crores including dividend tax of ₹ 0.69 Crore.

TRANSFER TO RESERVES

Your Company proposes to transfer ₹ 20.00 Crores to the General Reserves out of the amount available for appropriations as per the available financial statements for the year ended 31st March, 2017.

DEPOSITS

During the year under review, your Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS

During the year under review, 5 (five) meetings of the Board of Directors were held. For details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sham Sunder Dhawan will retire by rotation at the ensuing AGM in accordance with the provisions of Section 152 of the Companies Act, 2013 ("Act") and being eligible, has offered himself for re-appointment.

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 10th August, 2017 has accorded their consent for re-appointment of Mr. Brij Raj Punj (DIN: 00080956) as the Managing Director of the Company for a further term of 5 (five) years w.e.f. 24th December, 2017. Your approval for his re-appointment is being sought in the ensuing AGM as per the Resolution No. 5 of the Notice, which forms part of the Annual Report.

Further, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company in its meeting held on 10th August, 2017 has accorded their consent for re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as the Whole-time Director of the Company for a further term of 2 (two) years w.e.f. 26th April, 2018. Your approval for his re-appointment is being sought in the ensuing AGM as per the Resolution No. 6 of the Notice, which forms part of the Annual Report.

The Board of Directors of the Company in its meeting held on 9th February, 2017, pursuant to the recommendation of the Nomination and Remuneration Committee, had appointed Mr. Akhter Aziz Siddiqi (DIN: 07726807), who was associated with the Company as the Chief Financial Officer, as the Whole-time Director of the Company for a term of 2 (two) years w.e.f. 9th February, 2017 to be designated as the Whole-time Director and Chief Financial Officer of the Company. Your approval for his appointment is being sought in the ensuing AGM as per the Resolution No. 7 of the Notice, which forms part of the Annual Report.

Brief resume(s) of Mr. Brij Raj Punj, Mr. Sham Sunder Dhawan and Mr. Akhter Aziz Siddiqi, Directors proposed to be appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard-2 of ICSI and as per the provisions of Regulation 36 (3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), are appended as an Annexure to the Notice of the ensuing AGM.

Mr. Pulkit Bhasin (ICSI Membership No. A27686) had been appointed as Company Secretary & Compliance Officer of the Company in place of Ms. Purnima Sharma (ICSI Membership No. F7706) with effect from 30th May, 2016 in accordance with the Act and the Listing Regulations.

All Independent Directors of the Company have given declarations confirming that they meet the criteria of independence as laid down under section 149(6) of the Act, and Listing Regulations.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to section 134 (5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that:

- a. in the preparation of the annual accounts for the year under review, the applicable accounting standards have been followed and there are no material departures.
- b. they have selected such accounting policies and applied them consistently and 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 on 31st March, 2017 and of the profit of the Company as on 31st March, 2017.
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d. they have prepared the annual accounts on a going concern basis.
- e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.
- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

SUBSIDIARIES

Your Company has 2 (two) subsidiary companies namely Fedders Lloyd Trading FZE incorporated in United Arab Emirates and Fedders Lloyd Nigeria Limited ("FLNL"). During the year under review, the Company incorporated Fedders Lloyd Nigeria Limited as its new subsidiary company in Nigeria. The consolidated financial statements presented by the Company include the financial information of Fedders Lloyd Trading FZE only and have been prepared in compliance with the applicable Accounting Standards issued by the Institute of Chartered Accountants of India. The financials of FLNL are not considered for consolidation as the first financial year of FLNL would end on 31st March, 2018.

The Company has no Joint Venture or Associate Company. There has been no material change in the nature of the business of its subsidiaries.

Pursuant to the provisions of section 129 (3) of the Act, a separate statement containing the salient features of the financial statements of the Company's subsidiary in form **AOC-1** is attached with the financial statements of the Company.

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 its subsidiary, are available on the website of the Company i.e. www.feddersselectric.com. The Company will make these documents available upon request by any shareholder of the Company.

STATUTORY AUDITORS

Pursuant to section 139 of the Act and the rules made thereunder, it is mandatory to rotate the Statutory Auditors on completion of 2 (two) terms of 5 (five) consecutive years. The Rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The existing auditors, M/s. Suresh C. Mathur & Co., Chartered Accountants (ICAI Firm Registration No. 000891N) have served the Company for over 5 (five) decades before the Act was notified and will be completing the maximum number of transitional period of 3 (three) years at the ensuing 61st AGM.

In order to comply with the provisions of Section 139 of the Act, the Board of Directors of the Company, on the recommendation of the Audit Committee, at its meeting held on 10th August, 2017, subject to the approval of the members of the Company at the forthcoming AGM, had appointed M/s. Goel Garg & Co., Chartered Accountants (ICAI Firm Registration No. 000397N), as Statutory Auditors of the Company to hold office for a term of 5 (five) years from the conclusion of forthcoming 61st (Sixty First) AGM upto the conclusion of the 66th (Sixty Sixth) AGM of the Company, subject to ratification of such appointment by the Members at every subsequent AGM.

As required under Section 139 of the Act and Companies (Audit and Auditors) Rules, 2014, M/s. Goel Garg & Co., Chartered Accountants have confirmed and issued a certificate that their appointment, if made as aforesaid, will be in accordance within

the limits specified under the Act and they meet the criteria for appointment as specified under Section 141 of the Act and they hold a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India as required under Regulation 33 of the Listing Regulations.

The Board has duly examined the Auditors' Report to the accounts issued by M/s. Suresh C. Mathur & Co., which is self-explanatory. Clarifications, wherever necessary, have been included in the Notes to Accounts of the financial statements and need no further comments.

SECRETARIAL AUDITORS

Mr. Sanjay Chugh, Practicing Company Secretary (C.P. No. 3073) was appointed as the Secretarial Auditor of the Company to conduct Secretarial Audit for the year ended 31st March, 2017 in compliance with the provisions of section 204 of the Act and the relevant rules made thereunder. The Report of the Secretarial Auditor in Form MR-3 is annexed to this Report and marked as **Annexure-1**.

Further, pursuant to the recommendation of the Audit Committee, the Board of Directors in its meeting held on 30th May, 2017 have re-appointed Mr. Sanjay Chugh, as Secretarial Auditor of the Company to conduct the Secretarial Audit of the Company for the financial year 2017-18.

COST AUDITORS

M/s. Jain Sharma & Associates, Cost Accountants (Firm Regn. No. 000270) were appointed by the Board of Directors as the Cost Auditors of the Company to conduct Cost Audit of the Company for the financial year 2016-17.

Further, the Board, on the recommendation of the Audit Committee, has re-appointed M/s. Jain Sharma & Associates, as Cost Auditors of the Company for the financial year 2017-18 at a fee of ₹ 2,06,250/- (Rupees Two Lakhs Six Thousand Two Hundred and Fifty only) plus applicable taxes subject to its ratification by the shareholders at the ensuing AGM.

INTERNAL AUDITOR

Pursuant to the recommendation of the Audit Committee, the Board of Directors in its meeting held on 9th February, 2017 had appointed Mr. Rajeev Kumar Bansal, Chartered Accountant as Internal Auditor to conduct the Internal Audit of the Company for the year ended 31st March, 2017. The Internal Audit Report received from the Internal Auditor was periodically reviewed by the Audit Committee.

Further the Board, on the recommendation of the Audit Committee, has re-appointed Mr. Rajeev Kumar Bansal as the Internal Auditor of the Company for the financial year 2017-18.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report, highlighting the performance and prospects of the Company's business, forms part of the Annual Report.

CORPORATE GOVERNANCE

The Company is committed to 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. Your Directors re-affirm their commitment to the corporate governance standards to the extent they are applicable to the Company. In compliance with Regulation 34 of the Listing Regulations, a detailed Corporate Governance Report is annexed to and forms part of the Annual Report.

BOARD EVALUATION

In terms of the Act and the rules made thereunder and as per the applicable provisions of the Listing Regulations, the Board of Directors, on recommendation of the Nomination and Remuneration Committee, have evaluated the effectiveness of the Board. Accordingly, the performance evaluation of the Board, each Director and the Committees was carried out for the year ended 31st March, 2017. The evaluation of the Directors was based on various aspects which, inter alia, included the level of participation in the Board Meetings, understanding of their roles and responsibilities, business of the Company along with the environment and effectiveness of their contribution.

COMMITTEES OF THE BOARD OF DIRECTORS

Your Company has the following Committees of the Board of Directors:

1. Audit Committee;
2. Nomination and Remuneration Committee;
3. Stakeholders' Relationship Committee;
4. Corporate Social Responsibility Committee; and
5. Committee of Board of Directors.

The role and composition of these Committees, including the number of meetings held during the year under review and the related attendance, are provided under Corporate Governance Report which forms part of the Annual Report.

MATERIAL AND SIGNIFICANT CHANGES

1. Sale of Brand Name "LLOYD"/ "Lloyd"

Pursuant to the resolution passed by the Shareholders through Postal Ballot on 23rd March, 2017 and subsequent upon the receipt of approval from statutory and relevant authorities, the Company sold the brand name, logo, trade mark and any other intellectual property rights associated with "LLOYD" and/or "Lloyd" owned by the Company for a consideration of ₹ 50.00 Crores to Havells India Limited.

2. Change in Name of the Company

Subsequent upon the aforesaid sale of brand name, logo "LLOYD" and/or "Lloyd", the Company was required to change its name by deleting the word "Lloyd" therefrom. Accordingly, pursuant to the Resolution passed by the Shareholders through Postal Ballot on 23rd March, 2017 and subsequent upon the receipt of approval from the Registrar of Companies, Uttar Pradesh ("ROC"), the name of the Company has been changed from '**Fedders Lloyd Corporation Limited**' to '**Fedders Electric and Engineering Limited**' in accordance with the provisions of the Act. The Company has also obtained the final approvals with respect to the name change from the Stock Exchanges in which the Equity Shares of the Company are listed.

Consequently, the Company has also changed the name of its website from www.fedderslloyd.com to www.fedderselectric.com.

RELATED PARTY TRANSACTIONS

All the related party transactions are entered on an arm's length basis and are in compliance with the applicable provisions of the Act and Listing Regulations. Pursuant to the provisions of section 188 of the Act read with rule 8 (2) of the Companies (Accounts) Rules, 2014, the details in Form **AOC-2** is annexed with this Report as **Annexure-2**. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at large. A statement of all related party transactions is presented before the Audit Committee on a quarterly basis, specifying the nature, value and terms and conditions of the transactions. The Related Party Transactions Policy as approved by Board, on recommendation of the Audit Committee, is available on the Company's website.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has 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 the Statutory Auditors.

The Audit Committee reviews the internal audit plans, adequacy and effectiveness of the internal control system, significant audit observations and monitors the sustainability of remedial measures.

CORPORATE SOCIAL RESPONSIBILITY

The Company is committed to its stakeholders to conduct business in an economically, socially and environmentally sustainable manner that is transparent and ethical. The Board of Directors of the Company has constituted Corporate Social Responsibility ("CSR") Committee in compliance with section 135 of the Act. The Company is committed to inclusive, sustainable development and contributing to building and sustaining economic, social and environmental capital and to pursue CSR projects that are replicable, scalable and sustainable with a significant multiplier impact on sustainable livelihood creation and environmental

replenishment. The brief outline of the CSR policy and initiatives taken by the Company on CSR activities during the year under review are provided in the **Annexure-3** of this Report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. The CSR policy is available on the website of the Company.

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-4** and form part of this report.

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 Directors and 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. The details of the Whistle Blower Policy is explained in the Corporate Governance Report and also available on the website of the Company.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as **Annexure-5** and form part of this Report.

POSTAL BALLOT

The details with respect to the resolutions passed by the Shareholders through Postal Ballot under section 110 of the Act are given in the Corporate Governance Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as **Annexure-6** to this Report.

REMUNERATION POLICY

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed a policy for selection and appointment of Directors, Key Managerial Personnel and Senior Management and their remuneration. The Remuneration Policy has been available on the website of the Company i.e. www.feddersselectric.com. This Policy of the Company acts as a guideline for determining, inter alia, qualification, positive attributes and independence of a Director, matters relating to the remuneration, appointment, removal and evaluation of the performance of the Director, Key Managerial Personnel and Senior Managerial Personnel.

RISK MANAGEMENT

The Company has identified potential risks and required mitigation measures. Major risks identified are systematically addressed through mitigating actions on a continuing basis. These are discussed at the meetings of the Audit Committee of the Company. The Company has approved and adopted Risk Management Policy to enhance control mechanism for risk evaluation and mitigation and the risk management process.

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.

LISTING OF EQUITY SHARES

The equity shares of your Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The Annual Listing Fees for the year 2017-18 have been paid to these Stock Exchanges.

DEPOSITORY SYSTEM

The Members are requested to note that as on 31st March, 2017, 97.28% of the Company's total paid-up share capital representing 3,30,44,186 shares are in dematerialized form. In view of the numerous advantages offered by the Depository system as well as to avoid frauds, members holding shares in physical mode are advised to avail of the facility of dematerialization from National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of the Company and its future operations.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The Company had declared dividend of ₹ 1/- per equity share in the financial year 2008-09. The unclaimed dividend due for transferring during the year ended 31st March, 2017, to the Investor Education and Protection Fund ("IEPF") maintained with Central Government, has been duly transferred. Please refer to the Corporate Governance Report for due dates of transferring the unclaimed dividend amount to IEPF for dividend declared in subsequent years.

ADOPTION OF INDIAN ACCOUNTING STANDARDS (IND-AS) w.e.f. 1ST APRIL, 2017

During the year ended 31st March, 2017, the Financial Statements of the Company have been prepared in accordance with the Companies (Accounting Standards) Rules, 2006. However, as per the notifications issued by the Ministry of Corporate Affairs read with the circulars issued by the Securities and Exchange Board of India, the Company is mandatorily required to adopt Indian Accounting Standards (Ind AS) as prescribed under Companies (Accounting Standards) Rules, 2015 for accounting period beginning on or after 1st April, 2017.

Accordingly, the Un-audited Financial Results of the Company for the 1st quarter of the current financial year 2017-18 has been prepared in accordance with Ind AS.

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.

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.

ACKNOWLEDGMENTS

Your Directors take this opportunity to thank 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

MR. SHAM SUNDER DHAWAN
WHOLE-TIME DIRECTOR
DIN: 00528056

MR. AKHTER AZIZ SIDDIQI
WHOLE-TIME DIRECTOR & CFO
DIN:07726807

PLACE: NEW DELHI

DATE: 10TH AUGUST, 2017

ANNEXURE-1 TO THE DIRECTORS' REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT {For The Financial Year ended 31st March, 2017}

(Pursuant to Section 204 (1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

To,
The Members,
Fedders Electric and Engineering Limited
(Formerly known as Fedders Lloyd Corporation Limited)
6 and 6/1, UPSIDC Industrial Area, Sikandrabad,
District Bulandshahr-203205
Uttar Pradesh

I 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** (Formerly known as Fedders Lloyd Corporation Limited) (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the company has, during the audit period ended on **31st March, 2017** (Audit Period) 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended **31st March, 2017** according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (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 the 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;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not applicable to the Company during the Audit Period)
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable as the Company has not issued any debt securities)
 - (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 (Not applicable to the Company during the Audit Period); and
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period)

vi) **OTHER APPLICABLE LAWS**

- (a) Air (Prevention & Control of Pollution) Act, 1981
- (b) The Factories Act, 1948 and Rules made there under.

I have also examined compliance with the applicable clauses/regulations of the following:

- 1 Secretarial Standards issued by The Institute of Company Secretaries of India.
- 2 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above without any non-compliance.

I 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.

Adequate notices are given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I 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.

I report further that during the Audit Period of the Company:

- 1. Had, pursuant to the approval of Board of Directors, Shareholders and other regulatory approvals and subsequent upon receipt of 25% of the issue price from the Promoters and Promoters' Group, allotted 50,00,000 warrants convertible into equivalent number of equity shares on preferential basis to its Promoters and Promoters' Group on 3rd August, 2015 at the issue price of ₹ 75/- per warrant. The aforesaid warrant holders had applied for exercising their right for conversion of 32,00,000 warrants into equity shares and had paid balance 75% aggregating to Rupees 18,00,00,000/-. Consequently, the Company, during the period under review, had allotted equity shares to the aforesaid holders in 2 (two) tranches, 20,60,000 equity shares on 30th December, 2016 and 11,40,000 equity shares on 13th January, 2017 respectively. The remaining 18,00,000 warrants held by the warrant holders were forfeited in accordance with the applicable provisions of the SEBI (ICDR) Regulations, 2009.

Accordingly, the Company's paid up share capital increased to ₹ 33,96,97,000/- comprising of 3,39,69,700 equity shares of face value of ₹ 10/- each.

- 2. Undergone the sale of Consumer Durables Business along with sale of brand name, trademark, logo and all intellectual property rights associated with 'LLOYD/Lloyd' on a slump basis to Havells India Ltd. The Company has obtained the approval of shareholders by way of special resolution passed through postal ballot dated 23rd March, 2017 for the aforesaid transaction.
- 3. As on the date of the Report, the Company has changed its name from "Fedders Lloyd Corporation Limited" to "Fedders Electric and Engineering Limited" which has been approved vide Special Resolution passed by the Shareholders through Postal Ballot Process on 23rd March, 2017. Further, the Company has obtained the final approval from the Registrar of Companies, Uttar Pradesh vide the Certificate of Incorporation dated 23rd May, 2017 certifying the change of name of the Company to 'Fedders Electric and Engineering Limited.'

Place: New Delhi
Date: 30th May, 2017

Sanjay Chugh
Company Secretary
FCS No: 3754
C.P.NO. 3073

Note: This report is to be read with our letter of even date which is annexed as **Annexure- A** and forms an integral part of this report.

'ANNEXURE A' TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
Fedders Electric and Engineering Limited
(Formerly known as Fedders Lloyd Corporation Limited)
6 and 6/1,
UPSIDC Industrial Area, Sikandrabad,
District Bulandshahr-203205
Uttar Pradesh

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. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
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 procedures on random test 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.

Place: New Delhi
Date: 30th May, 2017

Sanjay Chugh
Company Secretary
FCS No: 3754
C.P.NO. 3073

ANNEXURE-2 TO THE DIRECTORS' REPORT

FORM No. AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8 (2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso is given below:

1. Details of contracts or arrangements or transactions not at Arm's length basis :

The Company has not entered into any contract/arrangement/transaction with its related parties, which is not in ordinary course of business or at arm's length during the year ended 31st March, 2017. The Company has laid down policies and processes/procedures so as to ensure compliance to the subject section in the Companies Act, 2013 and the corresponding Rules.

S. No	Particulars	Details
a)	Name(s) of the related party & nature of relationship	Nil
b)	Nature of contracts/arrangements/transaction	Nil
c)	Duration of the contracts/arrangements/transaction	Nil
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
e)	Justification for entering into such contracts or arrangements or transactions	Nil
f)	Date of approval by the Board	Nil
g)	Amount paid as advances, if any	Nil
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	Nil

2. Details of material contracts or arrangements or transactions at Arm's Length basis:

The Company has not entered into any material contract/arrangement/transaction with its related parties.

S. No	Particulars	Details
a)	Name(s) of the related party and nature of relationship	Nil
b)	Nature of contracts/arrangements/transactions	Nil
c)	Duration of the contracts/arrangements/transactions	Nil
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	Nil
e)	Date of approval by the Board	Nil
f)	Amount paid as advances, if any	Nil

ANNEXURE-3 TO THE BOARD'S REPORT

ANNUAL REPORT ON CSR ACTIVITIES FOR THE YEAR ENDED 31ST MARCH, 2017

1. Brief outline of the Company's CSR Policy, including overview of projects or programmes undertaken

While Fedders Electric and Engineering Limited (formerly Fedders Lloyd Corporation Limited) ("the Company/Fedders Electric") strives to achieve its business objectives, it has never lost sight of its commitment to play its role as an enlightened corporate citizen to serve the society at large.

Driven by the desire to create a meaningful difference in the society; the Company has always made conscious efforts to achieve higher socio economic goals. Over the years, the Company has aligned its business processes to benefit the communities at large and create social and environmental impact.

The Company has been a self-adopter of Corporate Social Responsibility ("CSR") initiatives. The management of the Company had taken a conscious decision to establish Pandit Kanahaya Lal Punj Trust ("PKLP Trust"), a philanthropic arm, within the Fedders Electric group to lead CSR initiatives of the Company and the Group. Accordingly, the PKLP Trust was duly formed and established on 23rd September, 2010. PKLP Trust has established various schools with the name of "PKLP School" in Haryana and Madhya Pradesh respectively with the aim to provide quality education to underprivileged children with the special focus on the girl child education. As a continuing endeavor towards community development, Fedders Electric contributed to the PKLP Trust during the year under review. The Company has also constituted a Corporate Social Responsibility Committee ("CSR Committee") in accordance with the provisions of Section 135 of the Companies Act, 2013 to undertake various CSR initiatives.

There are mainly 4 (four) core areas of activities for CSR initiatives namely - education, vocational training, health care, environment and disaster rehabilitation. Apart from these core areas, the Company also takes initiatives for the girl child welfare and community service for the aged and the differently abled to make a difference to the lives of the disabled sections. The Company, through PKLP Trust has extended its hand to help the farmers and make them understand the importance and benefits of Organic Farming. During the course of time, a lot of farmers have been benefitted by it and more and more farmers are opting for it.

The Company undertakes CSR activities as recommended by the CSR Committee in accordance with the CSR Policy from time to time. The CSR Policy of the Company is available at our website <http://www.fedderselectric.com/policies.html>.

2. Composition of CSR committee: The composition of the Corporate Social Responsibility Committee has been changed subsequent upon the appointment of Mr. Akhter Aziz Siddiqi on the Board of the Company. The CSR Committee was re-constituted by the Board of Directors as per the following composition:

- 1) Mr. Sham Sunder Dhawan-Chairman
- 2) Mrs. Bindu Dogra-Member
- 3) Mrs. Ritushri Sharma-Member
- 4) Mr. Akhter Aziz Siddiqi-Member

3. Average net profit of the Company for last 3 (three) financial years: ₹ 57.77 Crores

4. Prescribed CSR Expenditure (2% of the amount as mentioned in item no. 3 above): ₹ 1.15 Crores

5. Details of the Expenditure on CSR during the financial year 2016-17:

- a) Total amount proposed to be spent for the financial year : ₹ 1.15 Crores
- b) Total amount spent : ₹ 0.33 Crores
- c) Amount unspent, if any : ₹ 0.82 Crores

6. Manner in which the amount spent during the financial year is detailed below:

(₹ in Crore)

1	2	3	4	5	6	7	8
Sl No	CSR project or activity identified	Sector in which the project is covered	Projects or programmes (1) Local area or other (2) Specify the state and district where projects or programs were undertaken	Amount outlay (budget) project or Programme wise	Amount spent on the project or programme, Sub Heads; (1) Direct expenditure on projects or programmes (2) Overheads	Cumulative expenditure up to the reporting period	Amount spent direct or through implementing agency
1	Construction of PKLP School	Promoting Education	Tauru, Haryana	0.33	0.33	0.33	Through Pandit Kanahaya Lal Punj Trust*
TOTAL				0.33	0.33	0.33	

* Please refer item no. 1 for details of Pandit Kanahaya Lal Punj Trust.

7. In case the Company has failed to spend the 2 (two) per cent of the average net profit of the last 3 (three) financial year or any part thereof, the Company shall provide the reason for not spending the amount in the Board Report:

The Company had envisaged a vision to promote education amongst the underprivileged children for betterment of the Society and to achieve this vision, the construction of the school by the Company in Tauru, Haryana is in full swing and is expected to be completed shortly. The expenses with respect to the construction of school have already been earmarked by the Company and shall be incurred in the FY 2017-18.

Considering firm commitment made by the Company towards its CSR initiatives, the Company always endeavors to spend the earmarked amount for CSR activities in accordance with the provisions of the Companies Act, 2013.

8. **Responsibility Statement:** The CSR committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and the CSR Policy of the Company.

PLACE: NEW DELHI
DATE: 10TH AUGUST, 2017

SHAM SUNDER DHAWAN
CHAIRMAN, CSR COMMITTEE
DIN: 00528056

AKHTER AZIZ SIDDIQI
WHOLE-TIME DIRECTOR & CFO
DIN:07726807

ANNEXURE-4 TO THE DIRECTORS' REPORT

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required to be disclosed under section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are provided hereunder:

A. CONSERVATION OF ENERGY

(i) Steps taken or impact on conservation of energy

The Company has always tried to take utmost care of the impacts it has on the environment and has improved its energy efficiency through various initiatives that helped the Company in reducing energy cost. With natural resources declining at a fast pace, sustainable development becomes the need of the hour.

All offices and plants of the company have continued their efforts to improve energy usage efficiencies and increase the share of renewable energy. Energy consumptions were continuously tracked to monitor alignment with the Company's overall sustainability approach. The Company has continued its efforts to improve energy efficiency with more vigor and depth. Steps taken during the year to conserve energy include:

- Reducing line changeover;
- OPE improvement;
- Shutting down of computers, printers, office lights when no in use;
- Awareness developed through various training programmes;
- Installation of capacitors to save power;
- Rationalization of usage of electrical equipments-air conditioning system, office illuminations, beverage dispensers etc;
- Speed drivers and energy-efficient lighting systems were introduced at various locations;
- Real Time Cost optimization by usage of best possible source of energy in a location;
- Using energy efficient lighting features;
- Power Management Units (PMUs) have been introduced;
- Automatic Power Shutdowns of Idle monitors;
- Using 5 star rated air conditioner;
- Time adjustments of Plants as per load shedding plans; and
- Introduction of timers in street lights etc.

Steps taken by the Company for utilizing alternate sources of energy

The Company identifies renewable resources as one of the best sources of energy that can help to bring down the carbon footprint and have a much lower environmental impact than conventional energy technologies. The Company continuously strives to use renewable energy.

(ii) Capital Investment on energy conservation equipments

NIL

B. TECHNOLOGY ABSORPTION, ADAPTATION, INNOVATION, BENEFITS AND FUTURE PLANS OF ACTIONS

Your Company recognizes the role of Research & Development (R&D) in the innovation process and is a key factor in developing new competitive advantages. Technological development helps building product indigenously and the Company progressively grows to build an ecosystem and institutional framework for innovation, skills, delivery plans, collaboration, partnership and market orientation in a number of niche areas of national importance and market relevance. Your Company continued its efforts in strengthening the R&D facilities in order to provide wider range of products to suit the

customer needs.

Benefits Derived as a result of the above Efforts.

- Cost reduction, waste reduction and quality improvement;
- Improvement in manufacturing processes;
- Partial and complete replacement of hazardous and toxic re-agents with environment-friendly substitutes;
- Better Customer satisfaction and support; and
- Exploitation of the resources to the fullest in a judicious manner.

C. EXPENDITURE INCURRED FOR RESEARCH & DEVELOPMENT

Capital Expenditure: NIL

Revenue Expenditure: Charged out as expenses through the respective heads of accounts.

D. FOREIGN EXCHANGE EARNINGS AND OUTGO

Foreign Exchange earned in terms of actual inflows during the year and Foreign Exchange outgo during the year in terms of actual outflows:

Particulars	Amount (₹ in Crores)
Foreign Exchange Earnings	54.63
Foreign Exchange Outgo	30.39

ANNEXURE-5 TO THE DIRECTORS' REPORT

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31.03.2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12 (1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

(I)	CIN	L29299UP1957PLC021118
(II)	Registration Date	16-01-1957
(III)	Name of the Company	Fedders Electric and Engineering Limited (formerly known as Fedders Lloyd Corporation Limited)
(IV)	Category/Sub Category of the Company	Company Limited by Shares/Indian Non-Government Company
(V)	Address of the Registered Office and Contact Details	6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr 203205, Uttar Pradesh, India Phone No.: +91-11-40627200, 40627300 Fax No.: +91-11-41609909
(VI)	Whether Listed Company	Yes
(VII)	Name, Address and Contact details of Registrar and Share Transfer Agent, if any	Skyline Financial Services Private Limited D-153/A, Okhla Industrial Area, Phase-I, New Delhi 110020, India Tel. No.: +91-11-64732681-88

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products/services	NIC Code of the Product/ Service	% of Total Turnover of the Company
1	Steel Structures & Engineering	41003	77.65%
2	Power Transmission & Distribution	42202	18.81%

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANY

S. No.	Name and Address of the Company	CIN/GLN *	Holding/Subsidiary/ Associate Company	% of shares held	Applicable Section
1	Fedders Lloyd Trading FZE P.O. Box No. 331007, Ras Al Khaimah, United Arab Emirates	-	Wholly Owned Subsidiary	100%	2(87)(ii)
2	Fedders Lloyd Nigeria Limited Plot No. 1392, Cadastral Zone B2, Katampe District, Abuja, Nigeria	-	Wholly Owned Subsidiary	100%	2(87)(ii)

IV SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

I) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (1 st April, 2016)				No. of Shares held at the end of the year (31 st March, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters:-									
(1) Indian									
a) Individual/HUF	3756609	0	3756609	12.21	3723709	0	3723709	10.96	-1.25
b) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	10727773	0	10727773	34.86	13927773	0	13927773	41.00	6.14
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	14484382	0	14484382	47.07	17651482	0	17651482	51.96	4.89
(2) Foreign									
a) NRI Individual	200	0	200	0.00	200	0	200	0.00	0.00
b) Other-Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any Other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2)	200	0	200	0.00	200	0	200	0.00	0.00
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	14484582	0	14484582	47.07	17651682	0	17651682	51.96	4.89
B. Public Shareholding :-									
1. Institutions	0	0	0	0.00	0	0	0	0.00	0.00
a) Mutual Funds	43440	0	43440	0.14	42967	0	42967	0.13	-0.01
b) Banks /FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt. or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
e) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
f) FII's	0	0	0	0.00	0	0	0	0.00	0.00
g) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
h) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (B) (1)	43440	0	43440	0.14	42967	0	42967	0.13	-0.01
2. Non-Institutions									
a) Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
1. Indian	7793681	3800	7797481	25.34	5437667	3800	5441467	16.02	-9.32
2. Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals	0	0	0	0.00	0	0	0	0.00	0.00
1. Individual shareholders holding nominal share capital upto ₹ 2 Lakh	5560781	811414	6372195	20.71	7729037	800014	8529051	25.11	4.40
2. Individual shareholders holding nominal share capital in excess of ₹ 2 Lakh	1173631	0	1173631	3.81	843091	0	843091	2.48	-1.33
c) Others (specify)									
(c-i) Public Trusts	2050	0	2050	0.01	1050	0	1050	0.00	-0.01
(c-ii) NRI/OCB	192546	122600	315146	1.02	220704	121700	342404	1.01	-0.01
(c-iii) Clearing members	144120	0	144120	0.47	484376	0	484376	1.43	0.96
(c-iv) Hindu Undivided Families	437055	0	437055	1.42	631612	0	631612	1.86	0.44
(c-v) Foreign Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
d) NBFCs Registered with RBI	0	0	0	0.00	2000	0	2000	0.01	0.01
Sub Total (B) (2)	15303864	937814	16241678	52.78	15349537	925514	16275051	47.91	-4.86
Total Public Shareholding (B)= (B) 1 + (B) 2	15347304	937814	16285118	52.93	15392504	925514	16318018	48.04	-4.87
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total A+B+C	29831886	937814	30769700	100.00	33044186	925514	33969700	100.00	0.00

(II) Shareholding of Promoters

S.No.	Shareholders Name	Shareholding at the beginning of the year (As on 1 st April, 2016)			Shareholding at the end of the year (As on 31 st March, 2017)			% of change in shareholding during the year
		No. of Shares	% of Total shares of the company	% of shares pledged/encumbered to total shares	No. of Shares	% of Total shares of the company	% of shares pledged/encumbered to total shares	
1	FEDDERS SALES PVT. LTD. (FORMERLY LLOYD SALES PVT. LTD.)	4293619	13.95	0.00	4293619	12.64	0.00	-1.31*
2	PERFECT RADIATORS AND OIL COOLERS PVT. LTD.	3826525	12.44	0.00	3826525	11.26	0.00	-1.17*
3	AIRSERCO PVT. LTD.	1252709	4.07	0.00	1752709	5.16	0.00	1.09
4	BRIJ RAJ PUNJ	1632667	5.31	0.00	1632667	4.81	0.00	-0.50*
5	FEDDERS MANUFACTURING PVT. LTD. (FORMERLY LLOYD MANUFACTURING PVT. LTD.)	1254920	4.08	0.00	1254920	3.69	0.00	-0.38*
6	RENU PUNJ	1103352	3.59	0.00	1103352	3.25	0.00	-0.34*
7	PANDIT KANAHAYA LAL PUNJ PVT. LTD.	0	0.00	0.00	700000	2.06	0.00	2.06
8	FEDDERS AIRCOOL PVT. LTD. (FORMERLY LLOYD AIRCON PVT. LTD.)	0	0.00	0.00	500000	1.47	0.00	1.47
9	FEDDERS STOCK & INVESTMENTS PVT. LTD. (FORMERLY LLOYD STOCK & INVESTMENTS PVT. LTD.)	0	0.00	0.00	500000	1.47	0.00	1.47
10	HIMALAYAN MINERAL WATERS PVT. LTD.	0	0.00	0.00	500000	1.47	0.00	1.47
11	FEDDERS CREDITS LTD. (FORMERLY LLOYD CREDITS LTD.)	0	0.00	0.00	500000	1.47	0.00	1.47
12	BHARAT RAJ PUNJ	454990	1.48	0.00	454990	1.34	0.00	-0.14*
13	BRINDA JAJOO	296200	0.96	0.00	296200	0.87	0.00	-0.09*
14	BHAVNA SAREEN	236500	0.77	0.00	236500	0.70	0.00	-0.07*
15	PUNJ SERVICES PVT. LTD.	100000	0.32	0.00	100000	0.29	0.00	-0.03*
16	BRIJ MOHAN PUNJ	32900	0.11	0.00	0	0.00	0.00	-0.11
17	TULSI VANSH PRAKASH PUNJ	200	0.00	0.00	200	0.00	0.00	0.00*
	TOTAL	14484582	47.07	0.00	17651682	51.96	0.00	4.89

* The promoters have neither acquired nor sold their holding during the period under review. However, dilution in their shareholding is a result of increase in paid-up share capital of the Company on account of allotment of equity shares to other promoter group entities.

(III) Change in Promoters' Shareholding

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
1	AIRSERCO PRIVATE LIMITED							
	At the beginning of the year	1252709	4.07					
				30/12/2016	400000	Allotment of equity shares*	1652709	5.03
				13/01/2017	100000	Allotment of equity shares*	1752709	5.16
	At the end of the year						1752709	5.16
2	PANDIT KANAHAYA LAL PUNJ PVT. LTD.							
	At the beginning of the year	0	0					
				30/12/2016	400000	Allotment of equity shares*	400000	1.22
				13/01/2017	300000	Allotment of equity shares*	700000	2.06
	At the end of the year						700000	2.06
3	FEDDERS AIRCOOL PVT. LTD. (FORMERLY LLOYD AIRCON PVT. LTD.)							
	At the beginning of the year	0	0					
				30/12/2016	300000	Allotment of equity shares*	300000	0.91
				13/01/2017	200000	Allotment of equity shares*	500000	1.47
	At the end of the year						500000	1.47
4	FEDDERS STOCK & INVESTMENTS PVT. LTD. (FORMERLY LLOYD STOCK & INVESTMENTS PVT. LTD.)							
	At the beginning of the year	0	0					
				30/12/2016	160000	Allotment of equity shares*	160000	0.49
				13/01/2017	340000	Allotment of equity shares*	500000	1.47
	At the end of the year						500000	1.47
5	HIMALAYAN MINERAL WATERS PVT. LTD.							
	At the beginning of the year	0	0					
				30/12/2016	400000	Allotment of equity shares*	400000	1.22
				13/01/2017	100000	Allotment of equity shares*	500000	1.47
	At the end of the year						500000	1.47

Sl. No.	Shareholders' Name	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
6	FEDDERS CREDITS LTD. (FORMERLY LLOYD CREDITS LTD.)	At the beginning of the year	0	0				
				30/12/2016	400000	Allotment of equity shares*	400000	1.22
				13/01/2017	100000	Allotment of equity shares*	500000	1.47
		At the end of the year					500000	1.47
7	BRIJ MOHAN PUNJ	At the beginning of the year	32900	0.10				
				13/05/2016	-12000	Sale	20900	0.07
				20/05/2016	-8900	Sale	12000	0.04
				03/06/2016	-2000	Sale	10000	0.03
				24/02/2017	-10000	Sale	0	0
		At the end of the year					0	0

* Allotment of equity shares to promoter group entities subsequent upon the exercise of their right for conversion of warrants into equivalent number of equity shares.

(IV) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	For Each of the Top 10 shareholders	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)		
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company	
1	ZENITH IMPEX PVT LTD	At the beginning of the year	2951910	9.59	07/10/2016	-100000	Sale	2851910	9.27
					09/12/2016	-100000	Sale	2751910	8.94
					23/12/2016	-100000	Sale	2651910	8.62
					29/12/2016	-100000	Sale	2551910	8.29
					06/01/2017	-200000	Sale	2351910	7.16
					12/01/2017	-200000	Sale	2151910	6.55
					03/02/2017	-200000	Sale	1951910	5.75
		At the end of the year						1951910	5.75
2	RAJUL ESTATES PVT LTD	At the beginning of the year	2403562	7.81	19/08/2016	-100000	Sale	2303562	7.49
					02/09/2016	-130000	Sale	2173562	7.06
					09/09/2016	-70000	Sale	2103562	6.84
					16/09/2016	-100000	Sale	2003562	6.51
					02/12/2016	-100000	Sale	1903562	6.19
					16/12/2016	-300000	Sale	1603562	5.21
					23/12/2016	-200000	Sale	1403562	4.56

Sl. No.	For Each of the Top 10 shareholders	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
				29/12/2016	-100000	Sale	1303562	4.24
				06/01/2017	-100000	Sale	1203562	3.67
				12/01/2017	-200000	Sale	1003562	3.06
	At the end of the year						1003562	2.95
3	PRABHUDAS LILLADHER FINANCIAL SERVICES PVT. LTD.							
	At the beginning of the year	0	0.00	11/11/2016	1000	Purchase	1000	0.00
				02/12/2016	500	Purchase	1500	0.00
				10/02/2017	-500	Sale	1000	0.00
				03/03/2017	500	Purchase	1500	0.00
				17/03/2017	-500	Sale	1000	0.00
				31/03/2017	401000	Purchase	402000	1.18
	At the end of the year						402000	1.18
4	BONANZA PORTFOLIO LIMITED							
	At the beginning of the year	460547	1.50	08/04/2016	-22	Sale	460525	1.50
				15/04/2016	1017	Purchase	461542	1.50
				22/04/2016	-9022	Sale	452520	1.47
				29/04/2016	-1503	Sale	451017	1.47
				06/05/2016	1445	Purchase	452462	1.47
				13/05/2016	3772	Purchase	456234	1.48
				20/05/2016	-4493	Sale	451741	1.47
				27/05/2016	3879	Purchase	455620	1.48
				03/06/2016	12245	Purchase	467865	1.52
				10/06/2016	-24849	Sale	443016	1.44
				17/06/2016	4182	Purchase	447198	1.45
				24/06/2016	2501	Purchase	449699	1.46
				30/06/2016	-2926	Sale	446773	1.45
				01/07/2016	2802	Purchase	449575	1.46
				08/07/2016	15592	Purchase	465167	1.51
				15/07/2016	-301	Sale	464866	1.51
				22/07/2016	-100	Sale	464766	1.51
				29/07/2016	-127068	Sale	337698	1.10
				05/08/2016	-51242	Sale	286456	0.93
				12/08/2016	532	Purchase	286988	0.93
				19/08/2016	-298	Sale	286690	0.93
				26/08/2016	503	Purchase	287193	0.93
				02/09/2016	7766	Purchase	294959	0.96
				09/09/2016	30470	Purchase	325429	1.06
				16/09/2016	8826	Purchase	334255	1.09
				23/09/2016	27818	Purchase	362073	1.18
				30/09/2016	111431	Purchase	473504	1.54
				07/10/2016	-40486	Sale	433018	1.41
				14/10/2016	3860	Purchase	436878	1.42
				21/10/2016	2157	Purchase	439035	1.43
				28/10/2016	-10995	Sale	428040	1.39
				04/11/2016	-42548	Sale	385492	1.25

Sl. No.	For Each of the Top 10 shareholders	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
				11/11/2016	20159	Purchase	405651	1.32
				18/11/2016	-23893	Sale	381758	1.24
				25/11/2016	24574	Purchase	406332	1.32
				02/12/2016	1379	Purchase	407711	1.33
				09/12/2016	-5845	Sale	401866	1.31
				16/12/2016	-21450	Sale	380416	1.24
				23/12/2016	2962	Purchase	383378	1.25
				29/12/2016	1499	Purchase	384877	1.25
				30/12/2016	-27667	Sale	357210	1.09
				31/12/2016	-10	Sale	357200	1.09
				06/01/2017	-10729	Sale	346471	1.06
				12/01/2017	3279	Purchase	349750	1.07
				13/01/2017	259	Purchase	350009	1.03
				20/01/2017	-5163	Sale	344846	1.02
				27/01/2017	529	Purchase	345375	1.02
				03/02/2017	-842	Sale	344533	1.01
				10/02/2017	10263	Purchase	354796	1.04
				17/02/2017	-1438	Sale	353358	1.04
				24/02/2017	1900	Purchase	355258	1.05
				03/03/2017	-2466	Sale	352792	1.04
				10/03/2017	-2200	Sale	350592	1.03
				17/03/2017	-2605	Sale	347987	1.02
				24/03/2017	-19480	Sale	328507	0.97
				31/03/2017	7992	Purchase	336499	0.99
				At the end of the year			336499	0.99
5	ANGEL BROKING PRIVATE LIMITED							
	At the beginning of the year	62516	0.20	01/04/2016	474	Purchase	62990	0.20
				08/04/2016	-3587	Sale	59403	0.19
				15/04/2016	-5493	Sale	53910	0.18
				22/04/2016	-8032	Sale	45878	0.15
				29/04/2016	-1650	Sale	44228	0.14
				06/05/2016	7824	Purchase	52052	0.17
				13/05/2016	-6714	Sale	45338	0.15
				20/05/2016	-3521	Sale	41817	0.14
				27/05/2016	-6312	Sale	35505	0.12
				03/06/2016	2432	Purchase	37937	0.12
				10/06/2016	4325	Purchase	42262	0.14
				17/06/2016	851	Purchase	43113	0.14
				24/06/2016	15045	Purchase	58158	0.19
				30/06/2016	8574	Purchase	66732	0.22
				01/07/2016	-87	Sale	66645	0.22
				08/07/2016	4339	Purchase	70984	0.23
				15/07/2016	328	Purchase	71312	0.23

Sl. No.	For Each of the Top 10 shareholders	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
				22/07/2016	-4020	Sale	67292	0.22
				29/07/2016	-10837	Sale	56455	0.18
				05/08/2016	9503	Purchase	65958	0.21
				12/08/2016	7605	Purchase	73563	0.24
				19/08/2016	-11665	Sale	61898	0.20
				20/08/2016	-40	Sale	61858	0.20
				26/08/2016	-2618	Sale	59240	0.19
				02/09/2016	-2161	Sale	57079	0.19
				09/09/2016	7618	Purchase	64697	0.21
				16/09/2016	-1640	Sale	63057	0.20
				23/09/2016	4710	Purchase	67767	0.22
				30/09/2016	-1287	Sale	66480	0.22
				07/10/2016	4391	Purchase	70871	0.23
				14/10/2016	7296	Purchase	78167	0.25
				21/10/2016	9191	Purchase	87358	0.28
				28/10/2016	-2671	Sale	84687	0.28
				04/11/2016	-16548	Sale	68139	0.22
				11/11/2016	9555	Purchase	77694	0.25
				18/11/2016	12250	Purchase	89944	0.29
				25/11/2016	-9788	Sale	80156	0.26
				02/12/2016	814	Purchase	80970	0.26
				09/12/2016	5359	Purchase	86329	0.28
				16/12/2016	6596	Purchase	92925	0.30
				23/12/2016	16649	Purchase	109574	0.36
				29/12/2016	-6327	Sale	103247	0.34
				30/12/2016	17327	Purchase	120574	0.37
				31/12/2016	-150	Sale	120424	0.37
				06/01/2017	-12704	Sale	107720	0.33
				12/01/2017	8276	Purchase	115996	0.35
				13/01/2017	-5364	Sale	110632	0.33
				20/01/2017	13737	Purchase	124369	0.37
				27/01/2017	-4305	Sale	120064	0.35
				03/02/2017	-3529	Sale	116535	0.34
				10/02/2017	19984	Purchase	136519	0.40
				17/02/2017	31644	Purchase	168163	0.50
				24/02/2017	-51439	Sale	116724	0.34
				03/03/2017	4343	Purchase	121067	0.36
				10/03/2017	9151	Purchase	130218	0.38
				17/03/2017	6612	Purchase	136830	0.40
				24/03/2017	-3619	Sale	133211	0.39
				31/03/2017	17351	Purchase	150562	0.44
At the end of the year							150562	0.44

Sl. No.	For Each of the Top 10 shareholders	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
6	SHRI PARASRAM HOLDINGS PVT. LTD.							
	At the beginning of the year	109499	0.36	08/04/2016	1830	Purchase	111329	0.36
				15/04/2016	-305	Sale	111024	0.36
				22/04/2016	3982	Purchase	115006	0.37
				29/04/2016	-1175	Sale	113831	0.37
				06/05/2016	-340	Sale	113491	0.37
				13/05/2016	-800	Sale	112691	0.37
				20/05/2016	4612	Purchase	117303	0.38
				27/05/2016	465	Purchase	117768	0.38
				03/06/2016	2163	Purchase	119931	0.39
				10/06/2016	-3650	Sale	116281	0.38
				17/06/2016	10300	Purchase	126581	0.41
				24/06/2016	-731	Sale	125850	0.41
				30/06/2016	-130	Sale	125720	0.41
				01/07/2016	3000	Purchase	128720	0.42
				08/07/2016	400	Purchase	129120	0.42
				15/07/2016	-795	Sale	128325	0.42
				22/07/2016	-600	Sale	127725	0.42
				29/07/2016	3950	Purchase	131675	0.43
				05/08/2016	-6495	Sale	125180	0.41
				12/08/2016	-5613	Sale	119567	0.39
				19/08/2016	941	Purchase	120508	0.39
				26/08/2016	158	Purchase	120666	0.39
				02/09/2016	-2840	Sale	117826	0.38
				09/09/2016	-2690	Sale	115136	0.37
				16/09/2016	-100	Sale	115036	0.37
				23/09/2016	-30	Sale	115006	0.37
				30/09/2016	-9955	Sale	105051	0.34
				07/10/2016	-4874	Sale	100177	0.33
				14/10/2016	220	Purchase	100397	0.33
				21/10/2016	540	Purchase	100937	0.33
				28/10/2016	99	Purchase	101036	0.33
				04/11/2016	-600	Sale	100436	0.33
				11/11/2016	-768	Sale	99668	0.32
				18/11/2016	180	Purchase	99848	0.32
				25/11/2016	400	Purchase	100248	0.33
				02/12/2016	-810	Sale	99438	0.32
				09/12/2016	-2475	Sale	96963	0.32
				16/12/2016	10148	Purchase	107111	0.35
				23/12/2016	1783	Purchase	108894	0.35
				29/12/2016	750	Purchase	109644	0.36
				30/12/2016	-129	Sale	109515	0.33
				06/01/2017	-1509	Sale	108006	0.33

Sl. No.	For Each of the Top 10 shareholders	Shareholding at the beginning of the year (1 st April, 2016)		Date-wise increase/decrease during the year			Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	Date	Increase/decrease during the year	Reason	No. of Shares	% of total shares of the company
				12/01/2017	8226	Purchase	116232	0.35
				13/01/2017	-80	Sale	116152	0.34
				20/01/2017	-677	Sale	115475	0.34
				27/01/2017	-2295	Sale	113180	0.33
				03/02/2017	-149	Sale	113031	0.33
				10/02/2017	-2960	Sale	110071	0.32
				17/02/2017	12152	Purchase	122223	0.36
				24/02/2017	-12541	Sale	109682	0.32
				03/03/2017	15811	Purchase	125493	0.37
				10/03/2017	2670	Purchase	128163	0.38
				17/03/2017	-133	Sale	128030	0.38
				24/03/2017	-1400	Sale	126630	0.37
				31/03/2017	13915	Purchase	140545	0.41
				At the end of the year			140545	0.41
7	RAJSEE ESTATES PVT. LTD.							
	At the beginning of the year	121244	0.39					
	At the end of the year					Nil	121244	0.36
8	RAJASTHAN GLOBAL SECURITIES PRIVATE LIMITED							
	At the beginning of the year	0	0	10/02/2017	44009	Purchase	44009	0.13
				24/02/2017	53225	Purchase	97234	0.29
				03/03/2017	5282	Purchase	102516	0.3
				31/03/2017	10000	Purchase	112516	0.33
	At the end of the year						112516	0.33
9	AMBIT CAPITAL PRIVATE LIMITED							
	At the beginning of the year	20005	0.07	01/04/2016	-20000	Sale	5	0.00
				02/04/2016	-5	Sale	0	0.00
				23/08/2016	2672	Purchase	2672	0.01
				24/08/2016	-2672	Sale	0	0.00
				25/08/2016	2672	Purchase	2672	0.01
				26/08/2016	-2672	Sale	0	0.00
				25/10/2016	500	Purchase	500	0.00
				27/10/2016	-500	Sale	0	0.00
				11/11/2016	7109	Purchase	7109	0.02
				16/11/2016	-7109	Sale	0	0.00
				31/03/2017	80000	Purchase	80000	0.24
	At the end of the year						80000	0.24
10	DAMJI RAVJI MARU							
	At the beginning of the year	9000	0.03	06/01/2017	42018	Purchase	51018	0.16
				20/01/2017	13000	Purchase	64018	0.19
				03/02/2017	4600	Purchase	68618	0.2
				17/02/2017	7000	Purchase	75618	0.22
	At the end of the year						75618	0.22

(V) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	For Each of the Directors and KMP	Shareholding at the beginning of the year (1 st April, 2016)		Cumulative Shareholding during the year (1 st April, 2016 to 31 st March, 2017)	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
A	DIRECTORS				
1	Mr Brij Raj Punj				
	At the beginning of the year	16,32,667	5.31		
	Date wise Increase/Decrease in Shareholding during the year		No Change*		
	At the end of the year			16,32,667	4.81
2	Mr. Sham Sunder Dhawan				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	-	-
3	Mr. Akhter Aziz Siddiqi				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	-	-
4	Mr. Arun Kumar Joshi				
	At the beginning of the year	100	0.00		
	Date wise Increase/Decrease in Shareholding during the year		No Change*		
	At the end of the year			100	0.00
5	Mrs. Ritushri Sharma				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	-	-
6	Mrs. Bindu Dogra				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	-	-
B	Key Managerial Personnel				
1	Mr. Pulkit Bhasin Company Secretary				
	At the beginning of the year	-	-	-	-
	Date wise Increase/Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	-	-	-	-

* The Promoters/Directors have neither acquired nor sold their holding during the period under review. However, dilution in their shareholding is a result of increase in paid-up share capital of the Company on account of allotment of equity shares to other promoter group entities.

v INDEBTEDNESS

INDEBTEDNESS OF THE COMPANY INCLUDING INTEREST OUTSTANDING/ACCRUED BUT NOT DUE FOR PAYMENT AS ON 31 MARCH, 2017

(₹ In Crores)

	SECURED LOAN	UNSECURED LOAN	DEPOSITS	TOTAL INDEBTEDNESS
Indebtedness at the beginning of the year				
i) PRINCIPAL AMOUNT	511.19	-	-	511.19
ii) INTEREST DUE BUT NOT PAID	-	-	-	-
iii) INTEREST ACCRUED BUT NOT DUE	-	-	-	-
TOTAL (I+II+III)	511.19			511.19
Change in indebtedness during the financial year				
ADDITIONS	-	-	-	-
REDUCTION	46.58	-	-	46.58
NET CHANGE	(46.58)	-	-	(46.58)
Indebtedness at the end of the year				
i) PRINCIPAL AMOUNT (AT THE END OF THE YEAR)	464.61	-	-	464.61
ii) INTEREST DUE BUT NOT PAID	-	-	-	-
iii) INTEREST ACCRUED BUT NOT DUE	0.62	-	-	0.62
TOTAL (I+II+III)	465.23	-	-	465.23

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director(s) and/or Manager:

(Amount in ₹)

S.No.	Particulars of Remuneration	Mr. Brij Raj Punj, Chairman & Managing Director	Mr. Sham Sunder Dhawan, Whole-time Director	Mr. Akhter Aziz Siddiqi, Whole-time Director & CFO*	Total Amount
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7,783,008.00	9,236,280.00	446,354.00	17,465,642.00
	(b) Value of perquisites in section 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary in section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission		-	-	-
	- as % of profit				
	- others, specify.				
5	Others -				
	Provident Fund	622,080.00	641,832.00	22,986.00	1,286,898.00
	Total	8,405,088.00	9,878,112.00	469,340.00	18,752,540.00
	Ceiling as per the Companies Act, 2013 @ 10% of net profits calculated under section 198 of the Companies Act, 2013				40,950,000.00

* Mr. Siddiqi was appointed as Whole-time Director w.e.f. 9th February, 2017.

B. Remuneration to other directors

(Amount in ₹)

S.No.	Particulars of Remuneration	Name of the Directors			Total Amount
		Mr. Arun Kumar Joshi	Mrs. Ritushri Sharma	Mrs. Bindu Dogra	
A	Independent Directors				
	Fee for attending Board/Committee meetings	30000.00	75000.00	75000.00	180,000.00
	Commission	-	-	-	-
	Others-Travelling Expenses	-	-	-	-
	Total (A)	30000.00	75000.00	75000.00	180,000.00
B	Other Non Executives Directors	-	-	-	-
	Total (B)	-	-	-	-
	Total Managerial Remuneration (A+B)	30000.00	75000.00	75000.00	180,000.00
	Ceiling as per the Companies Act, 2013 @ 11% of net profits calculated under section 198 of the Companies Act, 2013				45,045,000.00

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

S.No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		Ms. Purnima Sharma, Company Secretary ¹	Mr. Pulkit Bhasin Company, Secretary ²	Mr. Akhter Aziz Siddiqi, Chief Financial Officer ³	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	302,966.00	1,037,840.00	2,704,378.00	4,045,184.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify.	-	-	-	-
5	Others-Provident Fund	15,276.00	45,500.00	188,682.00	249,458.00
	Total	318,242.00	1,083,340.00	2,893,060.00	4,294,642.00

¹ Ms. Purnima Sharma ceased to be Company Secretary w.e.f. 30th May, 2016.² Mr. Pulkit Bhasin has been appointed as Company Secretary w.e.f. 30th May, 2016.³ Mr. Akhter Aziz Siddiqi was paid remuneration in the capacity of CFO till 8th February, 2017.

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding Fees imposed	Authority (RD/NCLT/ COURT)	Appeal made if any (give details)
A. COMPANY Penalty Punishment Compounding			NIL		
B. DIRECTORS Penalty Punishment Compounding			NIL		
C. OTHER OFFICERS IN DEFAULT Penalty Punishment Compounding			NIL		

ANNEXURE-6 TO THE DIRECTORS' REPORT

PARTICULARS OF EMPLOYEES

A. The information required under section 197 of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are provided as under:

1. The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the year ended 31st March, 2017:

Sl. No.	Name of the Directors	Designation	Ratio
1	Mr. Brij Raj Punj	Chairman & Managing Director	23.35:1
2	Mr. Sham Sunder Dhawan	Whole-time Director	27.44:1
3	Mr. Akhter Aziz Siddiqi	Whole-time Director & CFO	9.34:1
4	Mr. Arun Kumar Joshi	Independent Director	0.08:1
5	Mrs. Bindu Dogra	Independent Director	0.21:1
6	Mrs. Ritushri Sharma	Independent Director	0.21:1

The Company pays only sitting fees and reimbursement of expenses to Non-Executive Independent Directors in accordance with the provisions prescribed under the Companies Act, 2013 for each Board/Committee meetings attended by Non-Executive Independent Directors.

2. The percentage increase in remuneration of each Key Managerial Personnel of the Company during year ended 31st March, 2017:

The remuneration paid to the Key Managerial Personnel during the period under review is as follows:

Sl. No.	Name of the Key Managerial Personnel	Designation	Remuneration paid during year ended 31 st March, 2017 (₹ In Lakhs)	% increase in remuneration of each Key Managerial Personnel
1	Mr. Brij Raj Punj	Chairman & Managing Director	84.05	The remuneration of the KMP of the Company is determined in accordance with the Remuneration Policy of the Company. No increase in remuneration was noted during the previous financial year ended 31 st March, 2016 as it comprised of 9 (nine) months i.e. from 1 st July, 2015 to 31 st March, 2016 on account of change in the Company's financial year from "1 st July to 30 th June to 1 st April to 31 st March" to comply with the provision of the Act. Henceforth, the percentage increase in remuneration of KMP during the year ended 31 st March, 2017 is not ascertainable.
2	Mr. Sham Sunder Dhawan	Whole Time Director	98.78	
3	Mr. Akhter Aziz Siddiqi	Whole Time Director & CFO	33.62	
4	Mr. Pulkit Bhasin	Company Secretary ¹	13.83	
5	Ms. Purnima Sharma	Company Secretary ²	3.18	

¹ Mr. Pulkit Bhasin was appointed as a Company Secretary w.e.f. 30th May, 2016.

² Ms. Purnima Sharma ceased to be Company Secretary w.e.f. 30th May, 2016.

There has been no change in the sitting fees paid to Non-Executive Directors during the period under review.

3. The percentage change in the median remuneration of the employees during the year ended 31st March, 2017:

The percentage increase in the median remuneration of the employees noted on 31st March, 2016 and 31st March, 2017 respectively is 2.96%. The average increase in median remuneration is in line with the industry benchmark.

4. The number of permanent employees on the rolls of the Company:

The total number of permanent employees on pay rolls of the Company as on 31st March, 2017 is 560.

5. Average percentile increase 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 and justification thereof and point out if there is any exceptional circumstances for increase in managerial remuneration:

The average percentile increase in the salaries during the year ended 31st March, 2017:

Managerial Personnel: 13.30%

Employees other than Managerial Personnel: 10.24%

The remuneration to Managerial personnel is as approved by the shareholders under the provisions of Companies Act 2013.

6. Affirmation that the remuneration is as per the Remuneration Policy of the Company:

It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

B. The information required under Section 197 of the Companies Act, 2013 read with rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given below:

1. Names of Top 10 (ten) Employees in terms of Remuneration:

S. No.	Name of Employees	Designation	Remuneration (₹ in Lakhs p.a.)	Nature of employment (Contractual or otherwise)	Qualification and Experience	Date of Commencement of employment	Age (Yrs.)	Last employment before joining the Company	% of Equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company
1.	Mr. Sham Sunder Dhawan	Whole-time Director	9,878,112.00	Permanent	Master Degrees in Business Administration and Political Science	26.04.2008	62	Western Food Limited	0.00%	NO
2.	Mr. Brij Raj Punj	Chairman & Managing Director	8,405,088.00	Permanent	Engineering Graduate from United Kingdom	02.06.1980	71	-	4.81%	NO
3.	Mr. Krishna Kumar Tiwari	President-T & D (Power Projects)	4,800,000.00	Permanent	Bachelor Degree in Engineering	17.10.2016	59	Self Employed	0.00%	NO
4.	Mr. B.S Gautam	President-T & D (Power Projects)	4,200,000.00	Permanent	Bachelors of Technology	14.12.2016	57	Punj Lloyd Limited	0.00%	NO
5.	Mr. Anoop Kumar Verma	Executive Vice President-IT	3,538,188.00	Permanent	Master Degrees in Business Administration	16.09.2010	58	Advent Electronics Limited	0.00%	NO
6.	Mr. Akhter Aziz Siddiqi	Whole-time Director & CFO	3,362,400.00	Permanent	Master Degrees in Commerce	01.11.2004	56	-	0.00%	NO
7.	Mr. Yogendra Narayan Sen	President-SSFD	3,283,992.00	Permanent	Bachelors of Technology	06.06.2016	56	Everest Industries Limited	0.00%	NO
8.	Mr. Alok Nath	Vice President -Legal	2,715,432.00	Permanent	Bachelors of Law	16.06.1978	63	-	0.00%	NO
9.	Mr. Devendra Bikram Mishra	Associate Vice President-Air Systems	2,701,884.00	Permanent	Master Degrees in Business Administration	30.06.2008	39	Caryaire Equipments (I) Private Limited	0.00%	NO
10.	Mr. Karri Chandra Sekhara Reddy	General Manager Projects	2,336,124.00	Permanent	Master Degrees in Business Administration Marketing	01.08.2012	44	Jaguar Overseas	0.00%	NO

2. Employees Employed throughout the financial year, was in receipt of remuneration for that year which, in the aggregate, was not less than ₹ 1,02,00,000/- .

S. No.	Name of Employees	Designation	Remuneration (₹ in Lakhs)	Nature of employment (Contractual or otherwise)	Qualification and Experience	Date of Commencement of employment	Age (Yrs.)	Last employment before joining the Company	% of Equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company
N.A.										

- Employed for part of the Financial year, was in receipt of remuneration for any part of that year, at a rate which, in the aggregate, was not less than Rs. 8,50,000/- per month:

S. No.	Name of Employees	Designation	Remuneration (₹ in Lakhs)	Nature of employment (Contractual or otherwise)	Qualification and Experience	Date of Commencement of employment	Age (Yrs.)	Last employment before joining the Company	% of Equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company
N.A.										

3. Employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole time director or manager and holds by himself or along with his spouse and dependent children, not less than 2% of the equity shares of the Company.

S. No.	Name of Employees	Designation	Remuneration (₹ in Lakhs p.a.)	Nature of employment (Contractual or otherwise)	Qualification and Experience	Date of Commencement of employment	Age (Yrs.)	Last employment before joining the Company	% of Equity shares held by such employee	Whether any such employee is a relative of any director or manager of the Company
1.	Mr. Krishna Kumar Tiwari	President-T & D (Power Projects)	4,800,000.00	Permanent	Bachelor Degree in Engineering	17.10.2016	59	Self Employed	0.00%	NO
2.	Mr. B.S Gautam	President-T & D (Power Projects)	4,200,000.00	Permanent	Bachelors of Technology	14.12.2016	57	Punj Lloyd Limited	0.00%	NO
3.	Mr. Anoop Kumar Verma	Executive Vice President-IT	3,538,188.00	Permanent	Master Degrees in Business Administration	16.09.2010	58	Advent Electronics Limited	0.00%	NO

**On behalf of the Board
Fedders Electric and Engineering Limited**

Date: 10th August, 2017
Place: New Delhi

Mr. Sham Sunder Dhawan
Whole-time Director
(DIN:00528056)

Mr. Akhter Aziz Siddiqi
Whole-time Director & CFO
(DIN: 07726807)