

FEDDERS ELECTRIC AND ENGINEERING LIMITED

(Formerly Fedders Lloyd Corporation Limited)

CIN: L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh (India)

Corporate Office: 159, Okhla Industrial Estate, Phase-III, New Delhi-110020 (India)

Phone No.: +91-11-40627200, 40627300, **Fax No.:** +91-11-41609909

Website: www.feddersselectric.com, **Email:** investor.relations@feddersselectric.com

NOTICE

Notice is hereby given that the 61st Annual General Meeting (AGM) of Fedders Electric and Engineering Limited will be held on Friday, 22nd September, 2017 at 09:30 a.m. at the Registered Office of the Company situated at 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203 205, Uttar Pradesh (India) to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31st March, 2017.
3. To appoint a director in place of Mr. Sham Sunder Dhawan (DIN: 00528056), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s. Goel Garg & Co., Chartered Accountants as Statutory Auditors of the Company and in this regard 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 Sections 139 and 142 of the Companies Act, 2013 (“Act”) read with the Companies (Audit and Auditors) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Audit Committee, consent of the Members of the Company be and is hereby accorded to appoint M/s. Goel Garg & Co., Chartered Accountants (ICAI Firm Registration No. 000397N) as Statutory Auditors of the Company in place of M/s. Suresh C. Mathur & Co., Chartered Accountants (ICAI Firm Registration No. 000891N), the retiring Statutory Auditors of the Company, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (“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, on such remuneration as may be agreed upon between the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board

may have constituted or hereinafter constitute) and the Statutory Auditors.

RESOLVED FURTHER THAT the Board be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable or expedient to give effect to this resolution.”

SPECIAL BUSINESS

5. To approve the re-appointment of Mr. Brij Raj Punj (DIN: 00080956) as the Managing Director of the Company and payment of remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Brij Raj Punj (DIN: 00080956) as the Managing Director of the Company for a further period of 5 (five) years w.e.f. 24th December, 2017 on such terms and conditions including remuneration as stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration, subject to the same not exceeding the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time in accordance with the Remuneration Policy of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his

tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

6. To approve the re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as the Whole-time Director of the Company and payment of remuneration and in this regard, 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 Sections 196, 197 and 203 read with Schedule V of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Sham Sunder Dhawan (DIN: 00528056) as the Whole-time Director of the Company for a further period of 2 (two) years w.e.f. 26th April, 2018 on such terms and conditions including remuneration as stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration, subject to the same not exceeding the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time in accordance with the Remuneration Policy of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

7. To approve the appointment of Mr. Akhter Aziz Siddiqi (DIN: 07726807) as the Whole-Time Director of the Company and payment of remuneration and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Akhter Aziz Siddiqi (DIN: 07726807) who has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 9th February, 2017 and holds office upto the date of the ensuing Annual General Meeting in accordance with the provisions of Section 161 of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other applicable provisions of the Act (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and provisions of the Articles of Association of the Company, consent of the Members of the Company be and is hereby accorded to appoint Mr. Akhter Aziz Siddiqi (DIN: 07726807) as the Whole-time Director, to be designated as “Whole-time Director & Chief Financial Officer” of the Company, for a period of 2 (two) years w.e.f. 9th February, 2017, on such terms and conditions including remuneration as stated in the explanatory statement attached hereto, with the power to the Board to grant increments and alter and vary the terms and conditions including remuneration, subject to the same not exceeding the overall ceiling of the total managerial remuneration as provided under Section 197 of the Act or such other limits as may be prescribed from time to time in accordance with the Remuneration Policy of the Company.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year, notwithstanding anything to the contrary herein contained, during his tenure, the aforesaid remuneration shall be paid as minimum remuneration subject to the provisions of Part II of Schedule V of the Act or any amendments thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

8. To ratify Remuneration of M/s. Jain Sharma & Associates, Cost Auditors of the Company and in this regard, 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 recommendation of Audit Committee and approval of the Board of Directors and provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 2,06,250/- (Rupees Two Lakhs Six Thousand Two Hundred and Fifty Only) plus service tax as applicable, payable to M/s. Jain Sharma & Associates, Cost Accountants (Firm Regn. No.: 000270) to carry out audit of cost records of the Company for the financial year 2017-18, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, things and matters as may be deemed necessary, proper or expedient to give effect to this resolution and/or to make any modification as may be deemed necessary in the best interest of the Company.”

**By order of the Board of Directors
Fedders Electric and Engineering Limited**

**Pulkit Bhasin
Company Secretary
ACS: 27686**

**Date: 10th August, 2017
Place: New Delhi**

**Add: 159, Okhla Industrial Estate,
Phase-III, New Delhi 110020**

NOTES:

1. The explanatory statement, pursuant to Section 102 of the Companies Act, 2013 (“Act”), setting out material facts relating to the Ordinary/Special Businesses to be transacted at the Annual General Meeting (“AGM”/“Meeting”) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ENCLOSED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE DEPOSITED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF THE AGM.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS.

IN CASE A PROXY IS PROPOSED TO BE APPOINTED BY A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS, THEN SUCH PROXY SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

3. Members are requested to:
 - i. Bring their copy of the Annual Report to the AGM.
 - ii. Quote their DP ID, Client ID, Folio No. for easier identification of attendance at the AGM.
 - iii. Update their email address, with their Depository Participants to enable the Company to send communications electronically, as recourse for using the natural resources responsibly.
4. Corporate members intending to send their authorized representatives to attend the AGM are requested to send to the Company, a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the AGM.
5. Documents referred to in the Notice and Explanatory Statement, if any, shall be open for inspection at the Company’s registered office on working days, except Saturdays and Public Holidays, during business hours (09:30 a.m. to 06:00 p.m.) upto the date of the AGM.
6. The Register of Directors and Key Managerial Personnel and their share holding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Act, will be available for inspection by the Members at the AGM.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 16th September, 2017 to Friday, 22nd September, 2017 (both days inclusive) for the purpose of AGM and payment of dividend, if declared at the AGM.
8. Every member during the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 (three) days of notice in writing is given to the Company.
9. The Board of Directors of the Company, at its Meeting held on 30th May, 2017 has recommended a Dividend of Re. 1/- (Rupee One) per equity share (10%) for the financial year ended 31st March, 2017. The dividend, if declared at the ensuing AGM, shall be paid within 30 days from the date of declaration to those members whose names are on the Company’s Register of Members after giving effect to valid transfers on Friday, 15th September, 2017 and to the beneficial owners as per list to be furnished by Depositories

viz., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as at the closure of business hours on Friday, 15th September, 2017.

10. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 15th September, 2017. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
11. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.
12. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
13. The Securities and Exchange Board of India ("SEBI") has mandated to furnish copy of Permanent Account Number ("PAN") to the Company/Registrar and Share Transfer Agent of the Company ("RTA") by the members for registration of transfer/transmission/transposition of shares of the Company in relation to securities market transactions and off-market/private transactions in physical form of listed companies. Hence, all prospective shareholders acquiring shares in physical form are requested to furnish a self-attested copy of PAN card alongwith their request for registration of transfer/transmission/transposition of shares to the Company/RTA.
14. Members desirous of getting any information on any items of businesses to be transacted at the AGM are requested to address their queries at the registered office of the Company at least 10 (ten) days prior to the date of the AGM, so that the information required can be made readily available at the AGM.
15. Pursuant to Section 72 of the Act, read with applicable rules made thereunder, facility for making nominations is available to the members in respect of the shares held by them. Form SH-13 i.e. Nomination Form can be obtained from the RTA by Members holding shares in physical form. Members holding shares in electronic form may obtain Nomination Form from their respective Depository Participants. Nomination Form can also be downloaded from the website of the Company i.e. www.fedderselectric.com.
16. For the convenience of the members and for proper conduct of the AGM, entry to the place of AGM will be regulated by the attendance slip, which is the part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance of the venue.
17. Transfer of Unclaimed and/or Unpaid Amounts to Investor Education and Protection Fund (IEPF):
 - 17.1 In accordance with the provisions of Sections 124, 125 and other applicable provisions, if any, of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (hereinafter referred to as "IEPF Rules") (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of 7 (seven) years from the date of transfer to the unpaid dividend account is required to be transferred to IEPF, maintained by the Central Government.
 - 17.2 Accordingly, during the financial year 2017-18, the Company would be transferring unclaimed dividend amount for the financial year ended 30th June, 2010 on or before 29th January, 2018 to the IEPF. Members are requested to send the request for payment of such unclaimed dividend amount at least 15 (fifteen) days before the aforesaid due date for transfer.
 - 17.3 In accordance with Section 124 (6) of the Act read with the IEPF Rules, all the shares in respect of which dividend has remained unclaimed or unpaid for 7 (seven) consecutive years or more are required to be transferred to the Demat Account of the IEPF Authority.
 - 17.4 In accordance with the IEPF Rules, for cases wherein the period of 7 (seven) consecutive years provided under Section 124 (5) of the Act has been completed the due date of transfer of such shares shall be such date as may be notified by the Central Government. The Company has already sent notices to all such members. In case the Company receives no communication from the members, necessary steps will be initiated by the Company to transfer shares held by the members to the IEPF Authority without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to the IEPF.
 - 17.5 The shares transferred to the IEPF can be claimed back by the concerned members from IEPF Authority after complying with the procedure prescribed under the IEPF Rules. The details of the unclaimed dividends are available on the Company's website (www.fedderselectric.com) and the Ministry of Corporate Affairs' website (www.mca.gov.in).
18. The information in respect of unclaimed dividend due for transfer to the IEPF in future is given in the Corporate Governance Report forming part of the Annual Report. The Company has also uploaded the details of unpaid and unclaimed amounts lying with the Company as on

27th August, 2016 (date of last AGM) on the website of the Company and also filed the details with the Ministry of Corporate Affairs. Members, who have not yet encashed their dividend warrant for the financial year ended 30th June, 2010 and onwards, are requested to make their claims to the Company accordingly, without any delay.

19. Details pursuant to Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) in respect of the appointment and re-appointment of Director(s) are set out in the explanatory statement and Annexures to the Notice. The Company has received relevant declarations from the Directors seeking their appointment/re-appointment.
20. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
21. Members are requested to notify change in their address, if any.
22. Notice is being sent by electronic mode to the members whose e-mail addresses have been registered with the Company/RTA/Depository Participants, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
23. To Support "Green Initiative", Members are requested to provide their e-mail addresses to the Company/RTA/Depository Participants, as the case may be, for serving of documents by electronic mode.
24. The Notice of the 61st AGM is also available on the Company's website www.fedderselectric.com.
25. **Voting through Electronic means:**

In compliance with the provisions of Section 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015, Regulation 44 of the Listing Regulations and SS-2 issued by the ICSI, the Company is pleased to provide its members the facility to exercise their right to vote at the 61st AGM by electronic means and the businesses may be transacted through remote e-voting services provided by National Securities Depository Ltd. ("NSDL").

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company/Depositories):

- i. Open the e-mail and also open PDF file with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>.
- iii. Click on Shareholder – Login.
- iv. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
- v. Put user ID and password as initial password noted in step (i) above and click login.
- vi. The "Password Change Menu" will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
- vii. Once the e-voting home page opens, click on e-voting>Active e-Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Fedders Electric and Engineering Limited which is 106955. Now you are ready for e-voting as Cast Vote page opens.
- ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- x. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xi. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
- xii. Institutional shareholders (i.e., other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority Letter, Power of Attorney etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to schughpcs@gmail.com, with a copy marked to evoting@nsdl.co.in.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for Shareholders, available at the downloads section of www.evoting.nsdl.com.

- B. In case a Member receives physical copy of the Notice of AGM (for Members whose e-mail addresses are not registered with the Company/Depositories):

- i. Initial password is provided in the enclosed attendance slip: EVEN (E-Voting Event Number), user ID and password.
- ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xiii) above, to cast vote.

- C. Login to e-voting website will be disabled upon 5 (five) unsuccessful attempts to key in the correct password. In such an event, you will need to go through "Forgot Password" option available on the site to reset the same.
- D. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

E. Other Instructions:

- i. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 15th September, 2017. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting, as well as voting through ballot paper at the Meeting.
- ii. The remote e-voting facility will be available during the following voting period after which the portal will be blocked and shall not be available for remote e-voting :

Commencement of remote e-voting	Tuesday, 19 th September, 2017 (09:00 A.M. IST)
End of remote e-voting	Thursday, 21 st September, 2017 (05:00 P.M. IST)

- iii. Members can opt for only one mode of voting i.e., either through remote e-voting or by poll. If a member casts votes by both modes, then voting done through remote e-voting shall prevail and poll shall be treated as invalid.
- iv. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of Notice and holding shares as of the cut-off date, may obtain the Login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting vote.
- v. The Board of Directors of the Company has appointed Mr. Sanjay Chugh, Practicing Company Secretary (ICSI Membership No. F3754 and C.P. No. 3073), as the Scrutinizer to scrutinize the remote e-voting process as well as polling process in a fair and transparent manner.
- vi. The Scrutinizer shall, immediately after conclusion of the remote e-voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence

of at least 2 (two) witnesses not in the employment of the Company and make, not later than 3 (three) days of conclusion of the Meeting, a consolidated scrutinizer's report. The Scrutinizer shall submit his report to the Chairman of the Company or a person authorized by him in writing.

- vii. The Chairman or in his absence, a person authorized by him in writing shall declare the results after receiving the Scrutinizer's Report.
- viii. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fedderselectric.com and on the website of NSDL www.evoting.nsdl.com and communicated to BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- ix. Queries relating to remote e-voting, shall be addressed to:

➤ **NSDL**

Ms. Pallavi Mhatre
Address : Trade World, A Wing, 4th & 5th Floors, Kamala Mills Compound, Lower Parel, Mumbai-400013, Maharashtra
Phone No.: 1800222990
E-mail: evoting@nsdl.co.in

26. Members may also note that the members who have cast their vote by remote e-voting prior to the AGM may also attend the Meeting but shall not be entitled to cast their vote again at the AGM.
27. Since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The shareholders who will be physically present at the AGM shall be provided with ballot papers to cast their votes at the AGM.
28. The complete particulars of the venue of the AGM including route map and prominent land mark for easy location are enclosed herewith. The route map of the Venue of the AGM is also hosted along with the Notice on the website of the Company i.e. www.fedderselectric.com.

**By order of the Board of Directors
Fedders Electric and Engineering Limited**

**Pulkit Bhasin
Company Secretary
ACS: 27686**

**Date: 10th August, 2017
Place: New Delhi**

**Add: 159, Okhla Industrial Estate,
Phase-III, New Delhi 110020**

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ORDINARY BUSINESS

Item No. 4:

Pursuant to Section 139 of the Companies Act, 2013 ("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 their meeting held on 10th August, 2017, subject to the approval of the members of the Company at the forthcoming AGM, 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 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board, therefore, recommends the Ordinary Resolution at Item No. 4 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

SPECIAL BUSINESSES

Item No. 5:

Mr. Brij Raj Punj (DIN: 00080956) was re-appointed as the Managing Director of the Company for a further period of 5 (Five) years w.e.f. 24th December, 2012 by the Members of the Company at the AGM held on 27th December, 2012. Mr. Brij Raj Punj is designated as Chairman & Managing Director of the Company. The present term of his appointment as Managing Director is expiring on 23rd December, 2017.

Mr. Brij Raj Punj is an Engineering graduate from Brunell University of United Kingdom. He has a vast experience of over 46 years in the Industry. Under his stewardship and leadership, the Company has made a remarkable progress and has achieved tremendous growth and acquired goodwill and reputation in the business. Considering the valuable contributions, guidance and dynamic leadership of Mr. Brij Raj Punj and the growth that the Company has achieved during his tenure, it is recommended to re-appoint Mr. Brij Raj Punj as the Managing Director of the Company for a further term of 5 (five) years w.e.f. 24th December, 2017 to 23rd December, 2022. Mr. Punj is presently aged 71 years; hence approval of the members for his re-appointment is being sought by way of a Special Resolution.

The terms of appointment and remuneration of Mr. Brij Raj Punj, Managing Director has been approved by the Board on recommendation of the Nomination and Remuneration Committee in their respective meetings held on 10th August, 2017 and it is proposed to continue to avail his services for a further period of 5 (five) years as the Managing Director with effect from 24th December, 2017 to 23rd December, 2022 for carrying out the business operations of the Company.

Mr. Brij Raj Punj satisfies all the conditions set out in Section 196 of the Companies Act, 2013 ("Act") and Part-I of Schedule V to the Act for being eligible for his re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

During the period under review, 5 (Five) Board Meetings of the Company were held on 30th May, 2016, 28th July, 2016, 11th November, 2016, 9th February, 2017 and 18th February, 2017 respectively and Mr. Brij Raj Punj was present in all the said meetings.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Details of Mr. Brij Raj Punj are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and

Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI").

The details of remuneration payable to Mr. Brij Raj Punj are given below:

1. Gross Remuneration	Gross monthly remuneration of ₹ 10,00,000/- (Rupees Ten Lakhs) with such increments as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee and/or any other sub-committee thereof constituted by the Board) from time to time whether paid as salary, allowance(s), perquisites or any combination thereof.
2. Perquisites	Perquisites shall be given as per Rules of the Company.
3. Commission	Commission, if any, shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board.

Provided that the following perquisites shall not be included in computation of ceiling on remuneration:

- Contribution to provident fund, superannuation fund or annuity fund, as per rules of the Company.
- Gratuity payable as per rules of the Company.
- Encashment of leave at the end of tenure, as per rules of the Company.
- Free use of two Company's car with drivers and free use of Company's telephone at his residence and mobile phone.
- Out of pocket expenses incurred in course of the official duties.

Other Benefits:

- Premium for insurance shall be paid in accordance with rules and policies of the Company.
- Housing Loan or other facilities as applicable and in accordance with the rules and policies of the company.
- Any other benefits, facilities, allowances and expenses as may be allowed under the rules of the Company/scheme and available to other employees.

The total remuneration including salary, perquisites and allowances and commission shall not exceed 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Director(s)/Whole-time Director(s) in any year computed in the manner laid down under Sections 197 and 198 of the Act.

The Board, therefore, recommends the Special Resolution at Item No. 5 of the Notice for approval by the Members.

Except Mr. Brij Raj Punj, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 5 of this Notice.

Item No. 6:

Mr. Sham Sunder Dhawan (DIN: 00528056) was re-appointed as the Whole-time Director of the Company w.e.f. 26th April, 2016. The terms of his re-appointment including remuneration were approved by the shareholders in the AGM held on 27th August, 2016 for a further period of 2 (two) years w.e.f. 26th April, 2016. Consequently, the tenure of his office as Whole-time Director of the Company is getting expired on 25th April, 2018.

Mr. Sham Sunder Dhawan holds Master Degree in Political Science and Business Administration. He has more than 44 years of experience in Sales, Marketing, Business Operations and Development. Keeping in view that Mr. Sham Sunder Dhawan has rich and varied experience in the industry and has been involved in the operations of the Company over a long period of time, it would be in the interest of the Company to continue the employment of Mr. Dhawan as the Whole-time Director of the Company for a further period of 2 (two) years w.e.f. 26th April, 2018.

Pursuant to the recommendation of Nomination and Remuneration Committee of the Board of Directors and provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"), the Board of Directors of the Company passed a resolution on 10th August, 2017 approving re-appointment of Mr. Sham Sunder Dhawan as the Whole-time Director of the Company for a further period of 2 (two) years with effect from 26th April, 2018. This re-appointment is subject to the approval of the members at this AGM.

Mr. Sham Sunder Dhawan satisfies all the conditions set out in Section 196 of the Act and Part-I of Schedule V to the Act for being eligible for his re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

During the period under review, 5 (five) Board Meetings of the Company were held on 30th May, 2016, 28th July, 2016, 11th November, 2016, 9th February, 2017 and 18th February, 2017 respectively and Mr. Sham Sunder Dhawan was present in all the said meetings.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Details of Mr. Sham Sunder Dhawan are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2 issued by the ICSI.

The details of remuneration payable to Mr. Sham Sunder Dhawan are given below:

1. Gross Remuneration	Gross monthly remuneration of ₹ 9,05,494 (includes perquisites and allowances) with such increments as may be decided by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee and/or any other sub-committee thereof constituted by the Board) from time to time whether paid as salary, allowance(s), perquisites or a combination thereof.
2. Perquisites & Allowances	<p>Perquisites & Allowances shall be given as per Rules of the Company and may include the following:</p> <ol style="list-style-type: none"> a. Accommodation (furnished or otherwise) or House Rent Allowance in lieu thereof b. Leave Travel Concession for self and family c. Utility Allowances d. Re-imbursment of expenses e. Club fees f. Medical Insurance g. Company's contribution to provident fund, superannuation fund or annuity fund h. Payment of Gratuity and other retirement benefits i. Encashment of leave
3. Commission	Commission, if any, shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board.

The total remuneration including salary, commission, perquisites and allowances shall not exceed 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Director(s)/Whole-time Director(s) in any year computed in the manner laid down under Sections 197 and 198 of the Act.

In addition to the above, Mr. Dhawan shall also be entitled to the following benefits as per rules of the Company or as may be approved by the Board of Directors from time to time:

- A. Out of pocket expenses incurred in course of the official duties.
- B. Any other benefits, facilities, allowances and expenses as may be allowed under the rules/schemes of the Company.

The Board, therefore, recommends the Ordinary Resolution at Item No. 6 of the Notice for approval by the Members.

Except Mr. Sham Sunder Dhawan, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 6 of this Notice.

Item No. 7:

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Akhter Aziz Siddiqi (DIN: 07726807) was appointed as an Additional Director on the Board of the Company with effect from 9th February, 2017 to hold office up to the date of the ensuing 61st Annual General Meeting. Mr. Siddiqi has also been appointed as the Whole-time Director of the Company with effect from 9th February, 2017 to be designated as the "Whole-time Director & Chief Financial Officer" of the Company, subject to the approval of the Members.

Mr. Akhter Aziz Siddiqi (DIN: 07726807) holds a Master degree in Commerce and possesses more than 34 years of experience and knowledge in the field of finance and accounts and other allied areas. He has been involved in the operations of the Company over three decades and it would be in the interest of the Company to appoint Mr. Akhter as the Whole-time Director of the Company for a period of 2 (two) years with effect from 9th February, 2017.

Mr. Siddiqi satisfies all the conditions set out in Section 196 of the Companies Act, 2013 ("Act") and Part-I of Schedule V to the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

After the appointment of Mr. Siddiqi on the Board, 2 (two) Board Meetings were held on 9th February, 2017 and 18th February, 2017 respectively. He has attended all Board Meetings held after his appointment as Whole-time Director.

This explanatory statement may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Act.

Details of Mr. Siddiqi are provided in the "Annexure" to the Notice pursuant to the provisions of the Listing Regulations and SS-2 issued by the ICSI.

The details of remuneration payable to Mr. Akhter Aziz Siddiqi are given below:

1. Gross Remuneration	Gross Monthly remuneration in the scale from ₹ 2,80,000/- to ₹ 4,00,000/- for a period of 2 (two) years, with such increments as may be decided by the Board of Directors (hereinafter referred to as "the Board" which term shall also be deemed to include the Nomination and Remuneration Committee and/or any other sub-committee thereof constituted by the Board) within the scale from time to time whether paid as salary and/or allowance(s) or a combination thereof.
2. Perquisites	The perquisites shall be paid as per the Rules of the Company in accordance with the provisions of the Income Tax Act, 1961.
3. Commission	Commission, if any, shall be paid over and above the total remuneration as mentioned hereinabove based on the net profits of the Company, computed in accordance with the provisions of the Act, in a particular financial year as may be determined by the Board.

The total remuneration including salary, perquisites and allowances and commission shall not exceed 5% of the net profit individually and 10% of the net profit collectively payable to the Managing Director(s)/Whole-time Director(s) in any year computed in the manner laid down under Sections 197 and 198 of the Act.

The Board, therefore, recommends the Ordinary Resolution at Item No. 7 of the Notice for approval by the Members.

Except Mr. Akhter Aziz Siddiqi, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item no. 7 of this Notice.

Item No. 8:

Pursuant to the provisions of Section 148 of the Companies Act, 2013 ("Act") and the Companies (Audit and Auditors) Rules, 2014, the Board, on the recommendation of the Audit Committee, at its meeting held on 30th May, 2017 has approved the appointment of M/s. Jain Sharma and Associates, Cost Accountants (Firm Registration No. 000270) as the Cost Auditors of the Company for the financial year 2017-18 at a remuneration of ₹ 2,06,250 (Rupees Two Lakhs Six Thousand Two Hundred and Fifty Only) plus service tax as applicable. The remuneration payable to the Cost Auditors is required to be ratified by the Shareholders in accordance to the provisions of the Act.

M/s. Jain Sharma and Associates, Cost Accountants (Firm Registration No. 000270) have furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company and confirmed that they are not disqualified under the provisions of Section 148 read with Sections 139 and 141 of the Act and their appointment would be within the limits prescribed under Section 141 of the Act.

Accordingly, the consent of the Members is being sought for ratification of the remuneration payable to Cost Auditors of the Company for the financial year 2017-18.

The Board, therefore, recommends the Ordinary Resolution at Item No. 8 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 8 of this Notice.

Brief Profile of the Directors seeking appointment/re-appointment in the 61st AGM in pursuance of Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India:

PARTICULARS	NAME OF DIRECTORS		
	Mr. Brij Raj Punj	Mr. Sham Sunder Dhawan	Mr. Akhter Aziz Siddiqi
Name	Mr. Brij Raj Punj	Mr. Sham Sunder Dhawan	Mr. Akhter Aziz Siddiqi
Director's Identification Number (DIN)	00080956	00528056	07726807
Age	71 years	62 years	56 years
Qualifications	Engineering Graduate from Brunell University of United Kingdom	Master Degree in Political Science and Business Administration	Master Degree in Commerce
Date of first appointment on the Board	2 nd June, 1980	26 th April, 2008	9 th February, 2017
Nature of Expertise in Specific Functional Area	More than 46 years of vast experience in the Industry	More than 44 years of experience in Sales, Marketing, Business Operations and Development.	More than 34 years of experience in Finance and Accounts and other allied areas
List of Directorships of other Boards	<ul style="list-style-type: none"> • LEEL Electricals Limited (Formerly Lloyd Electric & Engineering Ltd.) • Airserco Private Limited • Fedders Sales Pvt. Ltd. (Formerly Lloyd Sales Pvt. Ltd.) • Fedders Aircool Pvt. Ltd. (Formerly Lloyd Aircon Pvt. Ltd.) • Fedders Manufacturing Pvt. Ltd. (Formerly Lloyd Manufacturing Pvt. Ltd.) • PSL Engineering Pvt. Ltd. • Regal Information Technology Pvt. Ltd. • Fedders Credits Ltd. (Formerly Lloyd Credits Ltd.) • Punj Engineering Pvt. Ltd. • Fedders Infotech (India) Pvt. Ltd. (Formerly Lloyd Infotech (India) Pvt. Ltd.) • Punj Services Pvt. Ltd. • Fedders IT Technology Pvt. Ltd. (Formerly Lloyd IT Technology Pvt. Ltd.) • Fedders Stock & Investments Pvt. Ltd. (Formerly Lloyd Stock & Investments Pvt. Ltd.) • Pandit Kanahaya Lal Punj Private Limited 	<ul style="list-style-type: none"> • Fedders IT Technology Private Limited (Formerly Lloyd IT Technology Private Limited) 	-
Chairmanship/ Membership of Committees of other Boards	Chairmanship in Committee of Board of Directors of LEEL Electricals Limited	Nil	Nil
Number of Shares held in the Company	16,32,667	Nil	Nil
Relationship between Directors inter-se	NIL	Nil	Nil
Last Salary Drawn (in ₹)	₹ 7,70,466 per month	₹ 9,05,494 per month	₹ 3,08,220 per month

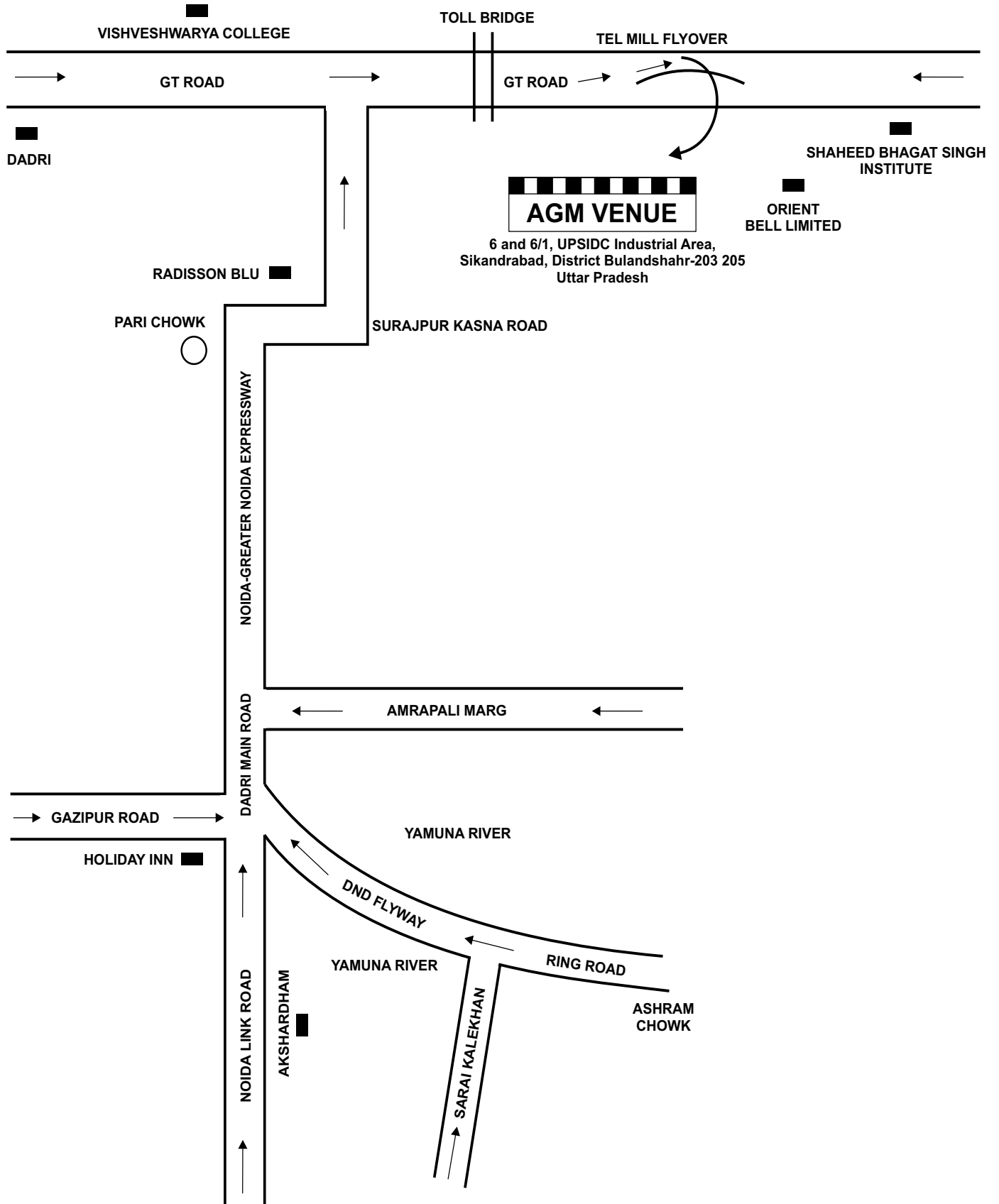
**By order of the Board of Directors
Fedders Electric and Engineering Limited**

**Pulkit Bhasin
Company Secretary
ACS: 27686**

**Date: 10th August, 2017
Place: New Delhi**

**Add: 159, Okhla Industrial Estate,
Phase-III, New Delhi 110020**

ROUTE MAP TO THE VENUE OF ANNUAL GENERAL MEETING



FEDDERS ELECTRIC AND ENGINEERING LIMITED

ATTENDANCE SLIP

(Formerly Fedders Lloyd Corporation Limited)

CIN : L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh, India

Corporate Office: 159, Okhla Industrial Estate, Phase-III, New Delhi - 110020, India

Phone No: +91-11-40627200, 40627300, Fax No: +91-11-41609909

Website: www.fedderselectric.com, Email: investor.relations@fedderselectric.com

61st Annual General Meeting

Friday, 22nd September, 2017

Name & Address of the Member
Joint holder, if any
Folio No. / D.P. & Client I.D. No
No. of Equity Shares held
Name of the Proxy / Representative, if any

I/we hereby record my/our presence at the 61st Annual General Meeting ("AGM") of the Company, being held at its registered office at 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205 Uttar Pradesh, India on Friday, 22nd day of September, 2017 at 09:30 A.M.

[Signature of the Shareholder/Proxy/Authorised Representative]

IMPORTANT : This attendance slip may please be handed over at the entrance of the Meeting Hall.

VOTING THROUGH ELECTRONIC MEANS

Shareholders may please note the electronic voting particulars set out below for the purpose of e-voting in terms of section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN

The remote e-voting period commences on Tuesday, 19th September, 2017 (09:00 A.M.) and ends on Thursday, 21st September, 2017 (05:00 P.M.).

The e-voting details and instructions form an integral part of the Notice of the 61st AGM.

FEDDERS ELECTRIC AND ENGINEERING LIMITED

PROXY FORM (Form No. MGT 11)

(Formerly Fedders Lloyd Corporation Limited)

CIN : L29299UP1957PLC021118

Registered Office: 6 and 6/1, UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205, Uttar Pradesh, India

Corporate Office: 159, Okhla Industrial Estate, Phase-III, New Delhi - 110020, India

Phone No: +91-11-40627200, 40627300, Fax No: +91-11-41609909

Website: www.fedderselectric.com, Email: investor.relations@fedderselectric.com

[Pursuant to section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member	Folio no./DP & Client I.D. No.
Registered Address	
E-mail I.D.	

I/We, being the member(s) of Fedders Electric and Engineering Limited, holding shares hereby appoint:

- Name:..... E-mail I.D. :.....
Address:.....Signature:.....or failing him/her;
- Name:..... E-mail I.D. :.....
Address:.....Signature:.....or failing him/her;
- Name:..... E-mail I.D. :.....
Address:.....Signature:.....or failing him/her;

as my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 61st Annual General Meeting of the Company, to be held at its registered office at 6 and 6/1 UPSIDC Industrial Area, Sikandrabad, District Bulandshahr-203205 Uttar Pradesh, India on Friday, 22nd Day of September, 2017 at 09:30 A.M. and at any adjournment thereof in respect of Resolutions as indicated below:

Sl. No.	Resolution	For*	Against*
Ordinary Business			
1.	Adoption of Audited financial statements for the year ended 31 st March, 2017 together with the Reports of Directors and Auditors thereon		
2.	Declaration of dividend for the financial year 2016-17		
3.	Re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as Director, who retires by rotation		
4.	Appointment of M/s. Goel Garg & Co., Chartered Accountants, as the Statutory Auditors of the Company		
Special Business			
5.	Re-appointment of Mr. Brij Raj Punj (DIN: 00080956) as the Managing Director of the Company		
6.	Re-appointment of Mr. Sham Sunder Dhawan (DIN: 00528056) as the Whole-time Director of the Company		
7.	Appointment of Mr. Akhter Aziz Siddiqi (DIN: 07726807) as Whole-time Director of the Company		
8.	Ratification of Remuneration of M/s. Jain Sharma & Associates, Cost Auditors of the Company		

Signed this _____ day of _____ 2017

Signature of Proxy Holder[s]

Signature of Shareholder

Notes :

This form of Proxy, in order to be effective, should be deposited at the Registered of the Company, not later than 48 Hours before the commencement of the AGM.

For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 61st AGM.

*This is only optional. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against the resolution, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Affix
Revenue
Stamp