



## 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.fedderselectric.com](http://www.fedderselectric.com), **Email:** [investor.relations@fedderselectric.com](mailto:investor.relations@fedderselectric.com)

### NOTICE OF POSTAL BALLOT

(Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given to the Members of Fedders Electric and Engineering Limited ("Company") pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force), that the Company is seeking approval of the Members on the proposed resolutions by way of Postal Ballot/remote e-voting. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Board of Directors in its meeting held on 10<sup>th</sup> August, 2018 has appointed Mr. Sanjay Chugh, Practicing Company Secretary (ICSI Membership No.: F3754), as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Members wishing to exercise their vote by physical ballot are requested to carefully read the instructions printed on the Postal Ballot Form and record your assent or dissent therein and return the same in original, duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 05:00 p.m. (IST) on Thursday, 20<sup>th</sup> September, 2018 to be eligible for being considered, failing which it will be strictly treated as if no reply has been received from the Member.

**Members desiring to opt for remote e-voting as per facilities arranged by the Company are requested to read the notes to the Notice of the Postal Ballot.**

The Scrutinizer shall submit his report to the Chairman or in his absence to the Company Secretary, upon completion of scrutiny of votes cast through Postal Ballot Forms and remote e-voting. The results of voting by Postal Ballot (i.e. through the Postal Ballot Form and remote e-voting) will be declared on Friday, 21<sup>st</sup> September, 2018 at 05:00 p.m. (IST) at the Corporate Office

at 159, Okhla Industrial Estate, Phase-III, New Delhi-110020, India. The results of the Postal Ballot along with the Scrutinizer's Report will be displayed on the website of the Company [www.fedderselectric.com](http://www.fedderselectric.com) and at the Registered and the Corporate Offices of the Company, communicated to the Stock Exchanges and uploaded on the National Securities Depository Limited's website- [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

#### PROPOSED RESOLUTIONS

- 1. Appointment of M/s. G. K. Kedia & Co., Chartered Accountants as the Statutory Auditors to fill-in the casual vacancy caused by the resignation of M/s. Goel Garg & Co., Chartered Accountants**

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(8) and 142 of the Companies Act, 2013 ("Act") read with the Companies (Audit and Auditors) Rules, 2014 ("Rules") 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 and the Board of Directors, consent of the Members of the Company be and is hereby accorded to appoint M/s. G. K. Kedia & Co., Chartered Accountants (ICAI Firm Registration No.: 013016N) as the Statutory Auditors of the Company to fill-in the casual vacancy caused due to the resignation of M/s. Goel Garg & Co., Chartered Accountants (ICAI Firm Registration No.: 000397N), on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors and they shall hold the office upto the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ended 31<sup>st</sup> March, 2018.

**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."

## 2. Appointment of Mr. Randhir Jain as the Whole-time Director of the Company

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

**"RESOLVED THAT** Mr. Randhir Jain (DIN: 08156040) who has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 13<sup>th</sup> June, 2018 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, liable to retire by rotation.

**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 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 (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. Randhir Jain (DIN: 08156040) as the Whole-time Director of the Company, for a period of 2 (two) years w.e.f. 13<sup>th</sup> June, 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 to be in the best interest of the Company."

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

**Pulkit Bhasin  
Company Secretary  
ICSI Mem. No.: A27686**

**Date: 10<sup>th</sup> August, 2018  
Place: New Delhi**

### NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") setting out material facts and the reasons for the proposed resolutions are appended to the Notice.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, as received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 10<sup>th</sup> August, 2018. In accordance with the provisions of Section 101 and other applicable provisions of the Act read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Notice of Postal Ballot is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a Business Reply Envelope. Voting rights of the Members shall be reckoned on the basis of proportion to their shares in the paid-up equity share capital of the Company as on 10<sup>th</sup> August, 2018.
3. In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, the Company is pleased

to offer remote e-voting facility as an option to all the Members of the Company. The Company has entered into an agreement with NSDL for facilitating remote e-voting, as an alternate mode, to enable the Members to cast their votes electronically instead of dispatching the Postal Ballot Form. The instructions for electronic voting form part of this Notice. Please note that remote e-voting is optional.

4. Members who have received Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot Form may download the Postal Ballot Form from the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or from the 'Investors Relations' section on the Company's website [www.fedderselectric.com](http://www.fedderselectric.com) or may send a request to the Company on [investor.relations@fedderselectric.com](mailto:investor.relations@fedderselectric.com) for obtaining the Notice and Postal Ballot in physical form. On receipt of such requests, the Company will dispatch the same in physical form to enable the Members to send back the Postal Ballot. However, the Postal Ballot should reach to the Scrutinizer by 05:00 P.M. (IST) on 20<sup>th</sup> September, 2018.
5. Members can opt for only one mode of voting i.e. either by Postal Ballot Form or through remote e-voting. In case Members cast their votes both by Postal Ballot Form and remote e-voting, the votes cast through remote e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
6. The remote e-voting commences on 21<sup>st</sup> August, 2018 (09:00 A.M.) and ends on 20<sup>th</sup> September, 2018 (05:00 P.M.). Remote e-voting shall be disabled by NSDL at 05:00 P.M. on 20<sup>th</sup> September, 2018. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
7. Voting rights in the Postal Ballot/remote e-voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date for the receipt of duly completed Postal Ballot Forms or remote e-voting. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / remote e-voting.

9. The instructions for remote e-voting are as under:

**Step 1: Log in to NSDL's e-voting system at <https://www.evoting.nsdl.com/>**

1. Visit the e-voting website of NSDL by opening your web browser and typing the following URL: <https://www.evoting.nsdl.com/> either on a Desktop computer/laptop or on a mobile.
2. Once the homepage of the e-voting system is launched, click on the icon, 'Login', available under 'Shareholders'.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services, i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS log-in details. Once you log in to NSDL e-services using your log-in credentials, click on 'e-Voting' and proceed to Step 2, i.e., cast your vote electronically.

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical		User ID
a)	For members who hold shares in demat accounts with NSDL.	8-character DP ID followed by 8-digit Client ID  For example, if your DP ID is IN300*** and Client ID is 12***** then your User ID is IN300***12*****.
b)	For members who hold shares in demat account with CDSL.	16-digit Beneficiary ID  For example, if your Beneficiary ID is 12***** then your User ID is 12*****.
c)	For members holding shares in physical form.	EVEN, followed by Folio Number registered with the Company  For example, if your EVEN is 101456, and Folio Number is 001***, then your User ID is 101456001***.

4. Your password details are given below :
  - a) If you are already registered for e-voting, then you can use your existing password to log in and cast your vote.
  - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial

password', you need to enter the 'initial password', and change your password, as prompted by the system.

- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the file. The password to open the file is your 8-digit Client ID for your NSDL account, or the last 8 digits of your CDSL Client ID, or Folio Number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
5. If you have not received the 'initial password', or are unable to retrieve it, or have forgotten your password :
  - a) Click on the '**Forgot User Details/Password?**' (for those holding shares in demat accounts with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) A 'Physical User Reset Password?' (for those holding shares in physical mode) option is also available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are unable to get your password following the aforesaid options, you can send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name, and your registered address.
6. After entering your password, agree to the terms and conditions by checking the box.
7. Next, click on the 'Login' button.
8. After you click on the 'Login' button, the homepage of e-voting will open.

## Step 2: Cast your vote electronically on NSDL's e-voting system

1. After successfully logging in by following Step 1, you will be able to see the e-voting homepage. Click on 'e-Voting'. Then, click on 'Active Voting Cycles'.
2. Upon clicking on 'Active Voting Cycles', you will be able to see the 'EVEN' of all the companies in which you hold shares and whose voting cycles are in 'active' status.

3. Select the 'EVEN' (E-Voting Event Number) of the Company which is 109079.
4. Now you are on the voting page and ready for e-voting.
5. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote, and click on 'Submit'. Also click on 'Confirm' when prompted.
6. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Please remember that you are not allowed to modify your vote once you confirm your vote on a resolution.

## General guidelines for Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [schughpcs@gmail.com](mailto:schughpcs@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential. Log-in to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or the 'Physical User Reset Password?' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com), to reset the password.
3. In case of any queries and grievances, you may refer to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com), or call on the toll-free no.: 1800-222-990, or contact Ms. Pallavi Mhatre, Assistant Manager, National Securities Depository Ltd., Trade World, 'A' Wing, 4<sup>th</sup> Floor, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, at the designated email address: [pallavid@nsdl.co.in/evoting@nsdl.co.in](mailto:pallavid@nsdl.co.in/evoting@nsdl.co.in) or at telephone no.: +91 22 2499 4545 who will also address grievances connected with voting by electronic means.
4. Members are requested to notify change in their address or contact details, if any, to the Company or RTA.

## Explanatory Statement pursuant to the Section 102(1) of the Companies Act, 2013

### Item No. 1

M/s. Goel Garg & Co., Chartered Accountants (ICAI Firm Registration No. 000397N) were appointed as the Statutory Auditors of the Company in the 61<sup>st</sup> Annual General Meeting ("AGM") to hold office for a term of 5 (five) years and until the conclusion of the 66<sup>th</sup> (Sixty Sixth) AGM of the Company. M/s. Goel Garg & Co., Chartered Accountants have tendered their resignation as the Statutory Auditors of the Company vide their letter dated 9<sup>th</sup> August, 2018. Accordingly, this has resulted into a casual vacancy for the office of Statutory Auditors of the Company.

As per section 139(8) of the Companies Act, 2013 ("Act"), the casual vacancy caused by the resignation of Auditors can be filled by the Board within 30 (thirty) days which is subject to the approval of the Members within 3 (three) months of the recommendation of the Board and such auditor shall hold office till the conclusion of the next Annual General Meeting.

Pursuant to the recommendation of the Audit Committee, the Board in its meeting held on 10<sup>th</sup> August, 2018, proposed the appointment of M/s. G. K. Kedia & Co., Chartered Accountants (ICAI Firm Registration No.: 013016N) as Statutory Auditors of the Company to fill-in the casual vacancy caused by the resignation of M/s. Goel Garg & Co., Chartered Accountants. M/s. G. K. Kedia & Co., Chartered Accountants shall hold the office upto the conclusion of the ensuing Annual General meeting of the Company to be held for the financial year ending on 31<sup>st</sup> March, 2018.

As required under Section 139 of the Act and the Companies (Audit and Auditors) Rules, 2014, M/s. G. K. Kedia & 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").

M/s. G. K. Kedia & Co., Chartered Accountants is a well renowned firm established since 4<sup>th</sup> July, 1994. The firm has international accreditation for quality service and has been recently rated to be 29<sup>th</sup> amongst leading, prominent and upcoming Chartered Accountant Firms of India by a leading monthly magazine, 'Bureaucracy Today'. The Firm specializes in Audit, Taxation, Company Law, Foreign Exchange Management Act (FEMA) and other allied laws. The firm holds Peer Review Certificate issued

by the Institute of Chartered Accountants of India and is also ISO 9001:2015 certified.

The Board, therefore, recommends the Ordinary Resolution at Item No. 1 of the Notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the resolution set out at Item No. 1 of this Notice.

### Item No. 2

Pursuant to the recommendation of the Nomination and Remuneration Committee, Mr. Randhir Jain (DIN: 08156040) was appointed as an Additional Director on the Board of the Company w.e.f. 13<sup>th</sup> June, 2018 to hold office up to the date of the ensuing 62<sup>nd</sup> Annual General Meeting ("AGM"). Mr. Randhir Jain has also been appointed as the Whole-time Director of the Company w.e.f. 13<sup>th</sup> June, 2018 subject to the approval of the Members.

Mr. Randhir Jain (DIN: 08156040) possesses requisite qualification and has rich and varied experience of more than 28 years in the field of corporate banking, finance, accounts and other allied areas. Mr. Jain has been associated with the Company for over 2 (two) decades and has held various key positions in the Company and it would be in the interest of the Company to appoint him as the Whole-time Director of the Company for a period of 2 (two) years w.e.f. 13<sup>th</sup> June, 2018.

Mr. Jain 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. Since Mr. Jain was appointed on the Board after the financial year i.e. on 13<sup>th</sup> June, 2018, he did not attend any Board Meeting for the financial year ended 31<sup>st</sup> March, 2018. However, he attended all the 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. Jain are provided in the "Annexure" to the Notice pursuant to the provisions of the 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.

The details of remuneration payable to Mr. Randhir Jain and the terms and conditions of the appointment are given below:

1. **Remuneration:** Fixed remuneration of Rs. 33.00 Lakhs p.a. for a period of 2 (two) years, with such increments as may

be decided by the Board of Directors (which includes any Committee thereof), from time to time whether paid as salary and/or allowance(s) or a combination thereof.

2. **Perquisites:** The aforesaid remuneration includes perquisites which shall be paid as per Rules of the Company in accordance with the provisions of the Act.
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 and the Nomination and Remuneration Committee of the Company.

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, he shall also be entitled for the reimbursements of expenses as per the Rules of the Company.

The Board, therefore, recommends the Ordinary Resolution at Item No. 2 of the Notice for approval by the Members.

Except Mr. Randhir Jain, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 2 of this Notice.

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

**Date: 10<sup>th</sup> August, 2018  
Place: New Delhi**

**Pulkit Bhasin  
Company Secretary  
ICSI Mem. No.: A27686**

**Brief Profile of the Director seeking appointment/re-appointment 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:**

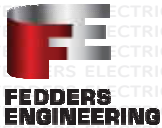
Name	Mr. Randhir Jain
Director Identification Number (DIN)	08156040
Age	58 years
Qualifications	Master Degree in Commerce
Date of first appointment on the Board	13 <sup>th</sup> June, 2018
Nature of Expertise in Specific Functional Area	More than 28 Years of experience in Corporate Banking, Finance, Accounts and allied areas
List of Directorships held in other Companies	NIL
Chairmanship/Membership of Committees of other public Companies	NIL
Number of Shares held by Mr. Randhir Jain in the Company	NIL
Relationship between Directors inter-se	NIL
Last Salary Drawn (in Rs.)	Rs. 33.00 Lakhs p.a.
Number of Shares held by Non-Executive Director*	100

\* Mr. Arun Kumar Joshi, Non-Executive Independent Director holds 100 equity shares in the paid-up equity share capital of the Company

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

**Date: 10<sup>th</sup> August, 2018  
Place: New Delhi**

**Pulkit Bhasin  
Company Secretary  
ICSI Mem. No.: A27686**



# 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.fedderselectric.com](http://www.fedderselectric.com), Email: [investor.relations@fedderselectric.com](mailto:investor.relations@fedderselectric.com)

## POSTAL BALLOT FORM

Sl. No. ....

- Name and Registered address of the Sole/First Member/Beneficial Owner
- Name of the Joint Member(s), if any
- Registered Folio No. (for Shares held in Physical mode)/ DP ID & Client ID No. (For Shares held in dematerialized Form)
- Number of Shares held
- I/we hereby exercise my/our vote in respect of the following **Ordinary Resolutions** to be passed through Postal Ballot for the businesses stated in the Postal Ballot Notice dated 10<sup>th</sup> August, 2018 of the Company by sending my/our assent or dissent to the said Resolutions(s) in the following manner:

Item No.	Description of Resolutions	No. of Shares	I/we assent to the Resolution (FOR) Please tick (✓)	I/we dissent to the Resolution (AGAINST) Please tick (✓)
(1)	Appointment of M/s. G. K. Kedia & Co., Chartered Accountants as the Statutory Auditors to fill-in the casual vacancy caused by the resignation of M/s. Goel Garg & Co., Chartered Accountants			
(2)	Appointment of Mr. Randhir Jain as the Whole-time Director of the Company			

Date:

Place:

Signature of the Member

## ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	Your User ID	Your Password

Notes:

- Please read the instructions carefully printed overleaf before completing this Form.
- The last date for the receipt of Postal Ballot Forms by the Scrutinizer is 20<sup>th</sup> September, 2018 upto 05:00 P.M. IST.



## INSTRUCTIONS

- a) A Member desiring to exercise his/her vote by Postal Ballot Form may send it to the Scrutinizer in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form, if deposited in person or sent by courier at the expense of the Member will also be accepted.
- b) The self-addressed envelope being sent herewith bears the address of the Scrutinizer appointed for conducting Postal Ballot process.
- c) There will be one Postal Ballot Form/remote e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- d) Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice.
- e) Members can opt for only one mode of voting i.e. either by Postal Ballot Form or through remote e-voting. In case Members cast their votes both by Postal Ballot and remote e-voting, the votes cast through remote e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered invalid.
- f) Voting rights in the Postal Ballot/remote e-voting cannot be exercised by a proxy.
- g) Voting rights shall be reckoned on the basis of proportion to their shares in the paid-up equity share capital of the Company as on 10<sup>th</sup> August, 2018 (cut-off date for ascertaining the Members for dispatch of Notice).
- h) The Postal Ballot Form should be completed and signed by the Member (as per specimen signatures registered with the Company/ RTA/Depository Participant). In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named Member and so on.
- i) In case of shares held by the Companies, Trusts, Societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Power of Attorney/Authority Letter attested specimen signatures etc.
- j) The votes should be cast either in favour or against by putting tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the column will render the Form invalid.
- k) Duly completed Postal Ballot Form should be received by the Scrutinizer not later than the close of working hours (i.e. before 05:00 P.M. IST) on 20<sup>th</sup> September, 2018.**
- l) Incomplete, unsigned or incorrect Postal Ballot Form will be rejected. The Scrutinizer's decision on the validity of the Postal Ballot shall be binding.
- m) A Member may request for a duplicate Postal Ballot Form, if so required and the Postal Ballot Form can be downloaded from the 'Investor Relations' section of the website of the Company i.e. [www.feddersselectric.com](http://www.feddersselectric.com). However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified herein before.
- n) Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed Business Reply Envelope as all such envelopes will be delivered to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
- o) Only a Member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.