

01st October, 2024

BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street,
Mumbai -400001

BSE Scrip Code: 511628

Subject: Voting Results under Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Dear Sir

We wish to inform you that the 33rd Annual General Meeting (AGM) of the Members of the Company was held on Saturday, September 28, 2024 at 03:00 PM (IST) through Video Conferencing (VC).

Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 108 of the Companies Act, 2013 and rules made thereunder, the Company had provided remote e-voting facility to the members entitled to cast their votes on all resolutions. Further, the Company has provided voting facility at the AGM Venue also to those members who have not exercised e-voting facility.

Ms. Chetna Bhola, Company Secretary in practice has been appointed as the Scrutinizer for scrutinizing remote e-voting & e-voting at AGM and has submitted her report on all the resolutions contained in the Notice of the AGM.

All the resolutions contained in the notice of the above AGM are approved by requisite majority of shareholders through e-voting and polling at the venue of the AGM.

Further in this regard, we enclose the consolidated voting results in the prescribed format alongwith the scrutinizer's report.

Kindly take the above information into record.

Thanking You

For Fedders Holding Limited

Sakshi Goel
Company Secretary



RESULT OF ELECTRONIC VOTING & THE POLL ON THE ORDINARY BUSINESSES AT THE ANNUAL GENERAL MEETING

On the basis of scrutinizers report dated 01st October, 2023 for the for electronic voting & poll at the Annual General Meeting, the summary of which is mentioned hereunder, the Chairman announced the result of voting on 01st October, 2023 that all the resolutions as set out in Item No. 1 to 2 in the Notice of 33rd Annual General Meeting of the Company, have been duly passed by requisite majority.

The result of the Remote e-voting as well as polling during AGM is as under:

ORDINARY BUSINESS

Resolution No. 1:

To receive, consider and adopt:

- a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and
- b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon. (ORDINARY RESOLUTION)

- (i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	45	60646260	99.99%
E-voting at AGM	7	18752100	0%
Total	52	79398360	99.99%

- (ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	60	0.001%
E-voting at AGM	0	0	0.00%
Total	6	60	0.001%

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
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The resolution passed with requisite majority.

Resolution No. 2:

To appoint a director in place of Mrs. Tanya Singhal (DIN 08930315), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment. (ORDINARY RESOLUTION)

(i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	45	60646260	99.99%
E-voting at AGM	7	18752100	0%
Total	52	79398360	99.99%

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	6	60	0.001%
E-voting at AGM	0	0	0.00%
Total	6	60	0.001%

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total Number of votes cast by them
-	-

The resolution passed with requisite majority.

FOR & ON BEHALF OF FEDDERS HOLDING LIMITED

Sakshi Goel

Company Secretary





CHETNA BHOLA & ASSOCIATES

Company Secretaries
(A commercial unit of SCS Group)

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376/12, Multani Chowk, Hisar, Haryana - 125001

Contact: +91-8745860745; +91-7988842449

Email: compliance@shukraa.in; chetnabhola@gmail.com

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
Fedders Holding Limited
(Formerly IM+ Capitals Limited)
CIN: L74140UP1991PLC201030
C-15, RDC, Raj Nagar,
Ghaziabad - 201001, Uttar Pradesh

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote E-voting and E-voting process conducted during the 33rd Annual General Meeting ("AGM") of Fedders Holding Limited ("Company") held on Saturday, September 28, 2024 at 03:00 P.M. (IST) through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM")

I, Chetna Bhola, Practicing Company Secretary and Partner of M/s Chetna Bhola & Associates, Company Secretaries have been appointed as the Scrutinizer by the Board of Directors of the Company on August 14, 2024, for the purpose of scrutinizing the process of voting through electronic means i.e., remote e-voting and e-voting at AGM of the Company, in a fair and transparent manner, held on Saturday, September 28, 2024 at 03:00 p.m. (IST) through VC/ OAVM facility in compliance with the provisions of Section 96, 101, 108 of the Companies Act, 2013 ("Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time) and in accordance with the terms of various circulars including General Circular No. 09/2023 dated September 25, 2023 issued by Ministry of Corporate Affairs ("MCA Circulars") and SEBI Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 07, 2023, issued by SEBI ("SEBI Circulars"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and to submit a report thereon to the Company on the resolution(s) forming part of the AGM Notice dated August 14, 2024 ("AGM Notice") and I submit my report as under:

1. Management's Responsibility:

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder, (ii) the MCA Circulars; and (iii) the SEBI Listing Regulations relating to e-voting on the resolutions contained in the AGM Notice. The management of the Company is responsible for ensuring a secure framework and robustness of the electronic voting systems.



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2. Scrutinizer's Responsibility:

My responsibility as a scrutinizer for the e-voting process (i.e. remote e-voting and e-voting at AGM) is restricted to making a consolidated scrutinizer's report based on the votes cast "in favor" or "against" on the resolution(s) contained in the AGM Notice, based on the reports generated from the e-voting system provided by Link Intime India Private Limited ("Linkintime"), being an agency authorized under the Act and the Rules made thereunder, and engaged by the Company to provide an e-voting facility (i.e. remote e-voting and e-voting at AGM).

3. Dispatch of Notice convening the AGM and Newspaper Advertisements:

- 3.1. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice along with the Annual Report for the financial year 2023-24 ("Annual Report") was sent only through electronic mode to those members whose email address is registered with the Company / Link Intime India Private Limited, Registrar and Transfer Agent of the Company ("RTA")/ Depositories/ Depository Participant(s).
- 3.2. In compliance with the MCA Circulars and SEBI Circulars, the AGM Notice and Annual Report were also placed on the website of the Company at <https://imcapitals.com/> and on the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of RTA i.e. <https://instavote.linkintime.co.in>.
- 3.3. The Company had published an advertisement in Financial Express (all India editions in English language) and Jansatta (all India editions in Hindi language) newspapers on September 04, 2024, w.r.t. AGM Notice as prescribed in Clause IV of the General Circular No. 20/2020 dated May 05, 2020 issued by the MCA. The advertisement contained all the required information as provided under clause IV (a) to (g) of Part A of the said circular.
- 3.4. The Company had also published an advertisement in Financial Express (all India editions in English language) and Jansatta (all India editions in Hindi language) newspapers on September 04, 2024, as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014. The advertisement contained all the required information as specified in sub rule 4(v) of the said rule.

4. Cut-off date:

The Members of the Company as on the "Cut-off date" i.e., September 21, 2024 were entitled to avail the facility of remote e-voting as well as e-voting at the AGM on the proposed resolution(s) as set out in the AGM Notice.

5. Remote e-voting process:

5.1. Agency



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The Company has appointed Link Intime India Private Limited (“Linkintime”) for providing the electronic voting facility for conducting remote e-voting and e-voting at the AGM by the Members of the Company.

5.2. Remote e-voting period

The remote e-voting period commenced on Wednesday, September 25, 2024, from 09:00 a.m. (IST) and concluded on Friday, September 27, 2024, at 05:00 p.m. (IST).

6. E-voting at the AGM:

The Members who were present in the AGM through VC/OA VM facility and had not cast their votes on the resolutions during the remote e-voting period and were otherwise not barred from doing so, were allowed to cast their votes through e-voting system during the AGM.

7. Counting Process:

7.1. After the conclusion of the AGM and closure of e-voting at 03:30 p.m. (IST), the votes cast through e-voting (i.e. remote e-voting and e-voting at AGM) were unblocked and downloaded from the e-voting website of Linkintime at around 03:50 p.m. (IST) on Saturday, September 28, 2024, in the presence of two witnesses, Mr. Deepak Seth and Mr. Rohan Paswan, who are not in employment of the Company.

7.2. I submit herewith the Consolidated Scrutinizer's Report on the results of the e-voting (i.e. remote e-voting and e-voting at AGM), based on the reports generated from NSDL e-voting system, summary of the total votes cast “In Favour” or “Against” all the resolutions proposed in the Notice of the AGM, scrutinized on test check basis and relied upon by me, are as under:

CONSOLIDATED RESULTS

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt:

a. the Audited Standalone Financial Statement of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Type of Resolution: Ordinary Resolution



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Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who votes	No. of shares for which votes cast	Percentage (%) of votes to total votes cast	No. of members who votes	No. of shares for which votes cast	Percentage (%) of votes to total votes cast	No. of members who votes	No. of shares for which votes cast
Remote e-voting	51	6,06,46,260	99.9999	60	0.0001	0	0	0
E-voting at AGM	7	1,87,52,100	100.00	0	0	0	0	0
Total	58	79398360	99.9999	60	0.0001	0	0	0

Result: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 1 of the AGM Notice has been passed with requisite majority.

Item No. 2: To appoint a director in place of Mrs. Tanya Singhal (DIN 08930315), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment.

Type of Resolution: Ordinary Resolution

Particulars of Business	Votes in favour of the resolution			Votes against the resolution			Invalid Votes	
	No. of members who votes	No. of shares for which votes cast	Percentage (%) of votes to total votes cast	No. of members who votes	No. of shares for which votes cast	Percentage (%) of votes to total votes cast	No. of members who votes	No. of shares for which votes cast
Remote e-voting	51	6,06,46,260	99.9999	60	0.0001	0	0	0
E-voting at AGM	7	1,87,52,100	100.00	0	0	0	0	0
Total	58	7,93,98,360	99.9999	60	0.0001	0	0	0

Result: Based on the aforesaid result, I report that the Ordinary Resolution as set out in Item No. 2 of the AGM Notice has been passed with requisite majority.

Notes:

- (i) Aforesaid resolutions contained in the AGM Notice are passed with the requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- (ii) All electronic data and relevant records of e-voting have been handed over to the Company Secretary for safe keeping.



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Based on the above information, you may kindly announce the results.

For M/s Chetna Bhola & Associates

Company Secretaries

Peer Review No.: 2573/2022

CHETNA
BHOLA

Digitally signed by CHETNA
BHOLA
Date: 2024.10.01 11:22:09
+05'30'

Chetna Bhola

Partner

Mem. No.: A41283; C.P. No.: 15802

UDIN: A041283F001393361

Date: October 01, 2024

Place: Gurugram

Countersigned by:

Vishal Singhal

(Chairman)

DIN: 03518795

Restriction on use:

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on the website of the Company and (iii) placing on the website of Link Intime India Private Limited. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.