



FEDDERS
HOLDING LTD

FEDDERS HOLDING LIMITED

(Formerly known as IM+ Capitals Limited)

CIN: L74140UP1991PLC201030

November 14, 2024

BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street, Mumbai - 400 001
Scrip code: 511628

Dear Sir/Ma'am,

Subject: Report of the Monitoring Agency with respect to utilization of proceeds of the Preferential issue of FEDDERS HOLDING LIMITED (Formerly known as IM+ Capitals Limited) ("the Company")

Pursuant to Regulation 32(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Monitoring Agency Report in respect of utilization of proceeds of Preferential issue for the second quarter & half year ended September 30, 2024 issued by Infomerics Valuation and Rating Pvt. Ltd., Monitoring Agency.

This is for your information and records.

Thanking you

Yours faithfully
For FEDDERS HOLDING LIMITED
(Formerly known as IM+ Capitals Limited)

SAKSHI GOEL

COMPANY SECRETARY & COMPLIANCE OFFICER



**Monitoring Agency Report
for Fedders Holdings
Limited (Formerly Known
as IM+ Capitals Limited)
for the quarter ended
September 30, 2024**



Monitoring Agency Report

Nov 14, 2024

To Fedders Holdings Limited
C-15, RDC, Raj Nagar
Ghaziabad – 201001
Uttar Pradesh

Dear Sir,

Monitoring Agency Report for the quarter ended September 30, 2024 – in relation to the preferential issue of warrants, convertible into equity shares to persons belonging to promoter and non- promoter category.

Pursuant to Regulation 162A of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”) and Monitoring Agency Agreement dated 12 Jan 2024, we in our capacity of Monitoring Agent to the Company hereby enclose the Monitoring Agency Report as per Schedule XI of the SEBI ICDR Regulations towards utilization of proceeds of the public issue for the quarter ended September 30, 2024. Request you to kindly take the same on records.

Thanking you,

For and on behalf of Infomerics Valuation and Rating Private Limited

OM PARKASH
JAIN

Digitally signed by OM
PARKASH JAIN
Date: 2024.11.14
22:50:42 +05'30'

Om Parkash Jain
(Director- Ratings)

Report of the Monitoring Agency

Name of the Issuer: Fedders Holding Limited

For quarter ended: September 30, 2024

Name of the Monitoring Agency: Infomerics Valuation and Rating Private Limited

1) **Deviation from the objects:** Yes,

Company had proposed to utilize the issue amount towards general corporate purpose amounting to Rs. 49.59 crore and Rs. 200.00 Crore by way of investment in the subsidiary company. However, the company has fully utilized the amount allocated for general corporate purpose towards the investment in the subsidiary company which is not in line with the objective of issue and circular issue by the NSE on dated Dec 13, 2022 which permits a deviation of up to +/-10% after obtaining the approval from the appropriate authority.

Board Comments : Total amount embarked for General Corporate Purpose was Rs 57.20 Crore and the company has utilized that money towards infusion in wholly owned subsidiary in order to scale up operations of subsidiary as strategic initiative after approval of Audit Committee and Board. We have disclosed in Notice of EGM that this money shall be utilised by the company from time to time towards strategic initiative, meeting exigencies in order to strengthen operation. Our company is holding company and it is generating major income from its wholly owned subsidiary company.

(b) **Range of Deviation*:** 75-100%

Indicate range of percentage deviation from the amount of issue proceeds earmarked for objects. For example, up to 10%, 10 – 25%, 25-50%, 50-75%, 75-100%, not ascertainable etc.

* Range of Deviation may be computed by taking weighted average of financial deviation of each object in the ratio of issue proceeds allocated for it. Non-financial deviation may be indicated separately by way of notes.

Declaration:

We declare that this report provides an objective view of the utilization of the issue proceeds in relation to the objects of the issue based on the information provided by the Issuer and information obtained from sources believed by it to be accurate and reliable. The MA does not perform an audit and undertakes no independent verification of any information/ certifications/ statements it receives. This Report is not intended to create any legally binding obligations on the MA which accepts no responsibility, whatsoever, for loss or damage from the use of the said information. The views and opinions expressed herein do not constitute the opinion of MA to deal in any

security of the Issuer in any manner whatsoever. Nothing mentioned in this report is intended to or should be construed as creating a fiduciary relationship between the MA and any issuer or between the agency and any user of this report. The MA and its affiliates also do not act as an expert as defined under Section 2(38) of the Companies Act, 2013. The MA or its affiliates may have credit rating or other commercial transactions with the entity to which the report pertains and may receive separate compensation for its ratings and certain credit-related analyses.

We declare that we do not have any direct / indirect interest in or relationship with the issuer/promoters/directors/management and also confirm that we do not perceive any conflict of interest in such relationship / interest while monitoring and reporting the utilization of issue proceeds by the issuer.

We further declare that this report provides true and fair view of the utilization of issue proceeds.

OM PARKASH
JAIN

Digitally signed by OM
PARKASH JAIN
Date: 2024.11.14 22:51:08
+05'30'

Signature:

Name of the Authorized Person/Signing Authority: Mr. Om Parkash Jain

Designation of Authorized person/Signing Authority: Director - Ratings

Seal of the Monitoring Agency:

Date: Nov 14, 2024

2) Issuer Details:

Name of the issuer: Fedders Holdings Limited

Names of the promoters of the issuer: Mr. Vishal Singhal

Industry/sector to which it belongs: Corporate and transaction advisory services

3) Issue Details:

Issue Period: 18 Months from the date of allotment

Type of issue (public/rights): Preferential

Type of specified securities: Issue of Share Warrants to promoters & Non-Promoters Persons

Grading: NA

Issue size (Rs in Crores): Rs. 276.36 crores

Note 1

The offer comprises of 1,64,50,000 warrants of the company convertible into equal number of equity shares at a price of Rs.168.00 per warrant as determined on the relevant date (for the purpose of calculating the price of equity warrants convertible into equal number of equity shares to be issued) in accordance with the provisions of Chapter V of the SEBI ICDR Regulations aggregating to Rs.276.36 Crore for cash consideration by way of preferential allotment to Specified investors/Identified investors which also includes promoters and members of promoter group of the company.

Each warrant is convertible into one (1) equity share and the conversion can be exercised at any time within a period of 18 months from date of allotment of warrants, in one or more tranches, as the case maybe and on such other terms and conditions applicable. Option for conversion of warrants into equity shares will be available upon payment of full price of warrant before such exercise of option.

During Q2FY25, two investors namely Mr. Kunal Ahuja & Mr. Kishore Madnani fails to deposit the balance amount within 18 months of the issue of warrants and as such the application money paid by him was forfeited.

4) Details of the arrangement made to ensure the monitoring of issue proceeds:

(Give item by item description for all the objects stated in offer document separately in following format)

Particulars	Reply	Source of information / certifications considered by Monitoring Agency for preparation of report	Comments of Monitoring Agency	Comments of Board of Directors

Whether all the utilization is as per disclosure in Offer Document?	No, the utilization has not been made as per Offer Document	Chartered Accountant certificate*, Bank statements & PAS - 03	The company has failed to utilize the issue proceeds as per the Objects mentioned as amount allocated towards general corporate purpose is utilized towards the investment in the subsidiary company	Refer Note
Whether Shareholder approval is obtained in case of material deviations# from expenditures disclosed in Offer Document?	No	Board Resolution	The approval of the shareholders is not obtained by the company. However, the board has passed a resolution to utilize the amount towards investment in subsidiary company.	Refer Note
Whether means of finance for disclosed objects of the Issue has changed?	There is no change in the means of finance for disclosed objects.	Not applicable	No	Not applicable
Any major deviation observed over the earlier monitoring agency reports?	Not Applicable	Not Applicable	Not Applicable	Not Applicable
Whether all Government / Statutory approvals related to the object(s) obtained?	Not applicable	Not applicable	Not applicable	The company will adhere to the required compliances for obtaining such approvals if any
Whether all arrangements pertaining to technical assistance/collaboration in operation?	Not applicable	Not applicable	Not applicable	Not applicable

Any favourable events improving object(s) viability	There are no events affecting the viability of these objects.	Not applicable	No	No
Any unfavourable events affecting object(s) viability	There are no events affecting the viability of these objects.	Not applicable	No	No
Any other relevant information that may materially affect the decision making of the investors	There is no relevant information that may affect the decision making of the investor	Not applicable	No	No

Note - Total amount embarked for General Corporate Purpose was Rs 57.20 Crore and the company has utilized that money towards infusion in wholly owned subsidiary in order to scale up operations of subsidiary as strategic initiative after approval of Audit Committee and Board. We have disclosed in Notice of EGM that this money shall be utilised by the company from time to time towards strategic initiative, meeting exigencies in order to strengthen operation. Our company is holding company and it is generating major income from its wholly owned subsidiary company.

* The above details are verified by O. Aggarwal & Co. Chartered Accountants (Firm registration Number : 005755N) vide its CA certificate dated Oct, 15 2024

#Material Deviation would mean

- a) deviation in the objects or purposes for which the funds have been raised
- b) deviation in the amount of funds actually utilised by more than 10% of the amount projected in the offer documents

4) Details of object(s) to be monitored:

(i) Cost of object(s)-

(Give Item by Item Description for all the Objects Stated in Offer Document separately in following format:

Sl. No	Item Head	Original Cost (as per Offer Document)	Revised Cost - 1	Revised Cost - 2	Comments of Monitoring Agency	Comments of Board of Directors		
						Reason of cost revision	Proposed financing option	Particulars of firm arrangements made
1	Repayment of loans	20.00	19.71	19.71	The company has utilized an amount of Rs. 19.71 crore towards repayment of Debt to Raga Tradecon Pvt. Ltd. The amount is paid during Quarter Ended March 2023 & June 2023	-	-	-
2	Infusion of funds in subsidiary company M/s Fedders Electric and Engineering Limited for setting up of Iron Ore Beneficiation Plant in Odisha.	200.00	200.00	200.00	<p>During the quarter ending Sept 30th, 2024, the company has infused an amount of Rs. 74.62 crores in it's subsidiary company M/s Fedders Electric and Engineering Limited for setting up Iron Ore Beneficiation Plant in Odisha. The amount of Rs. 125.38 crore has already been infused till Quarter ending June 2024.</p> <p>In Principal Approval from the Odisha Govt. has been obtained to set up Iron Ore benefiction plant in Orisha.</p>	-	-	-

3	General Corporate Purpose	57.20	56.36	49.59	The company has utilize the amount allocated towards general corporate purpose towards infusion of funds in subsidiary company.	Due to the forfeiture of 5,60,000 convertible warrants, the amount contributed towards general corporate purpose has been reduced.	-	-
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(ii) Progress in the object(s)-

(Give Item by Item Description for all the Objects Stated in Offer Document separately in the following format)

Sl. No	Item Head	Amount as proposed in Offer Document	Amount utilized			Total unutilized Amount	Comments of Monitoring Agency	Comments of Board of Directors	
			As at Beginning of the quarter	During the quarter	At the end of the quarter			Reason of idle funds	Proposed Course of Action
1	Repayment of loans	19.71 crores	19.71 Crore	-	19.71 Crore	-	No Comments Required	-	-

2	Infusion of funds in subsidiary company M/s Fedders Electric and Engineering Limited for setting up of Iron Ore Beneficiation Plant in Odisha.	200.00	125.37	74.63	200.00	-	-	-	-
3	General Corporate Purpose	49.59	-	49.59	49.59	-	Refer Note	-	-

Note : An amount of Rs 124.22 Crore utilized during the quarter 2FY25 was received in the manner below:

- a) **Rs. 94.12** crore from 74,70,000 warrants@126/- (balance 75% money is received only on 74,70,000 warrants)
- b) **Rs. 30.10** crore is unutilized Balance kept in the form of FDR with the HDFC Bank & Axis Bank.

***Brief description of Object(s):**

S.no	Name of the object(s)	Brief description of the object(s)	Location of the object(s) (if applicable)
1	Repayment of loan	The company proposed to utilise an amount of Rs. 20 crores for repayment of loan. However, the Company has repaid the loan amounting to Rs. 19.71 Crore only till June 2023. No amount has been repaid in Q2FY25.	-
2	Infusion of funds in subsidiary company M/s Fedders Electric and Engineering Limited for setting up of Iron Ore Beneficiation Plant in Odisha.	The company proposed to infuse Rs. 200 crores into its subsidiary company M/s Fedder Electric and Engineering Limited for setting up of Iron Ore Beneficiation Plant in Odisha. As of 30 th Sept 2024, the company has infused an amount of Rs. 200.00 crores into the subsidiary.	-
3	General corporate purpose	Due to forfeiture of the 5,60,000 convertible warrants, the amount allocated for General corporate purpose reduced to 49.59 crore and the same has been utilized towards Investment in subsidiary company M/s Fedder Electric and Engineering Limited.	-

(iii) Deployment of unutilized IPO proceeds- Not applicable, since the entire proceeds has been utilised.

Sl. no.	Type of instrument where amount invested*	Amount invested	Maturity date	Earnings	Return on Investment (ROI %)	Market Value as at the end of quarter**

(iv) Delay in implementation of the object(s)-

Object(s) Name	Completion Date		Delay (No. of days/ months)	Comments of Board of Directors	
	As per Offer Document	Actual *		Reason of delay	Proposed Course of Action
Repayment of loan	Feb 2024	April 2023	Nil	N.A	N.A
Infusion of funds in subsidiary company M/s Fedders Electric and Engineering Limited for setting up of Iron Ore Beneficiation Plant in Odisha.	Feb 2025	Sep 2024	Nil	N.A	N.A
General corporate purpose	March 2025	Sep 2024	Nil	N.A	N.A

5) Details of utilization of proceeds stated as General Corporate Purpose (GCP) amount in the offer document:

Sl. No	Item Head	Amount in Rs. Crore	Source of information / certifications considered by Monitoring Agency for preparing of report	Comments of Monitoring Agency	Comments of the Board of Directors
1.	Infusion of Funds in its subsidiary company M/s Fedders Electric & Engineering Limited	49.59	CA Certificate, Bank Statements, Board Resolution	Refer Note	#

Note : The company has proposed to utilize the issue amount towards general corporate purpose amounting to Rs. 49.59 crore and also allocated Rs. 200.00 Crore by way of investment in the subsidiary company. However, the company has

fully utilized the amount allocated for general corporate purpose towards the investment in the subsidiary company which is not in line with the circular issue by the NSE on dated Dec 13, 2022 which permits a deviation of up to +/-10% after obtaining the approval from the appropriate authority.

#Board Comments : Total amount embarked for General Corporate Purpose was Rs 57.20 Crore and the company has utilized that money towards infusion in wholly owned subsidiary in order to scale up operations of subsidiary as strategic initiative after approval of Audit Committee and Board. We have disclosed in Notice of EGM that this money shall be utilised by the company from time to time towards strategic initiative, meeting exigencies in order to strengthen operation. Our company is holding company and it is generating major income from its wholly owned subsidiary company.

* The above details are verified by O. Aggarwal & Co. Chartered Accountants (Firm registration Number : 005755N) vide its CA certificate dated Oct , 15 2024.

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