

08.04.2025

To,
BSE Limited
Department of Corporate Services
Phiroze Jeejeebhoy Towers,
Dalal Street
Mumbai-400 001
Scrip Code: 511628

Dear Sir/Mam,

Subject: Notice of Postal Ballot under Section 110 of the Companies Act, 2013

Pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith Postal Ballot Notice (including instruction for remote voting) for your record.

Copy of the Postal Ballot Notice is available on the Company's website at www.imcapitals.com.

You are requested to take the same on your records.

For Fedders Holding Limited
(Formerly known as IM+ Capitals Limited)



Sakshi Goel
Company Secretary & Compliance officer

FEDDERS HOLDING LIMITED*(Formerly known as IM+ Capitals Limited)***(CIN: L74140UP1991PLC201030)****Registered Office:** C-15, RDC, Raj Nagar, Ghaziabad, Uttar Pradesh – 201001.Tel. No.: 9810266747; E-mail: imcapitalscompliances@gmail.comWebsite: <https://imcapitals.com>**POSTAL BALLOT NOTICE**

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given, pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the 'Companies Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard issued by Institute of Company Secretaries of India on General Meetings ('SS-2'), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and other applicable laws and regulations, if any, that it is proposed to seek the consent of the shareholders ('Members') of Fedders Holding Limited (Formerly known as IM+ Capitals Limited) (the '**Company**'), for the resolutions appended herein below through postal ballot ('**Postal Ballot**') by way of remote electronic voting ('**E-voting**').

Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 ("**MCA Circulars**") and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India ("**SEBI**"), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meetings ("**SS-2**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) the company proposes for passing of resolutions as per this Postal Ballot Notice.

In terms of said Section of the Companies Act and the Rules, a company may, and in case of resolutions relating to such business as the Central Government may, by notification, declare to be conducted only by Postal Ballot, shall, get any resolution (other than Ordinary Business and any Business in respect of which Directors or Auditors have right to be heard at any meeting) passed by means of Postal Ballot, instead of transacting the business in general meeting of the Company.

In compliance with Regulation 44 of the Listing Regulations and Section 108, 110 and other applicable provisions of the Act, read with Rules made thereunder, the MCA Circulars and SS-2, the manner of voting on the proposed resolutions is restricted only to e-voting i.e. by casting votes electronically and not through physical postal ballot forms. The Company has engaged the services of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) as its agency for providing remote e-voting facility to the Members of the Company. The instructions for remote e-voting are appended to this Notice.

Pursuant to and in compliance of Section 102(1) of the Act, the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons/rationale thereof forms part of this Postal Ballot notice ("the Postal Ballot Notice").

Further, the company will send Postal Ballot Notice by e-mail to all its members who have registered their e-mail addresses with the Company, their Registrars and Transfer Agents or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

You are requested to peruse the following proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of E-Voting system only provided by the Company.

The Board of Directors of the Company ('the Board'), has at its meeting held on **08th April, 2025** have considered and approved certain matters subject to the Members' approvals through postal ballot.

The Company proposes to consider such special business and seek your consent for the said proposals as contained in the Resolutions appended below.

The Board has appointed Ms. Chetna Bhola, Practicing Company Secretary (FCS A41283 | CP 15802), Partner of M/s Chetna Bhola & Associates, Company Secretaries, as the Scrutinizer ('**Scrutinizer**') for conducting and scrutinizing the postal ballot / e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the e-voting. The results of the postal ballot/e-voting shall be declared on or before **Saturday, 10th May, 2025** and shall be communicated to the BSE Limited ("BSE"), Depository and shall also be displayed on the Company's website <https://imcapitals.com/>.

Members are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Resolutions along with the Explanatory Statements, pursuant to Section 102 of the Act, pertaining to the Resolutions, setting out the material facts are as follows:

SPECIAL BUSINESS:

ITEM NO.1 REGULARISATION OF MRS. SONAL SINGHAL (DIN: 09745010) AS A NON-EXECUTIVE, NON-INDEPENDENT WOMAN 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 pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendations of the Nomination and Remuneration Committee, Mrs. Sonal Singhal (DIN: 09745010), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 13th February 2025 in terms of Section 161 of the Act and who holds office up to the ensuing General Meeting, be and is hereby regularized and

appointed as a Non-Executive, Non-Independent Woman Director of the Company, liable to retire by rotation, in compliance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015."

"RESOLVED FURTHER THAT Mr. Vishal Singhal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

ITEM NO. 2 APPOINTMENT OF MR. NIHAR RANJAN SATAPATHY (DIN: 11040679) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 150, 152, Schedule IV, and any other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nihar Ranjan Satapathy (DIN: 11040679), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company, to hold office for a term of five consecutive years, with effect from **08th May 2025 to 07th May 2030**, whose period of office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Vishal Singhal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

Item No. 3 APPOINTMENT OF MR. NANDAN MOHANTY (DIN: 01630740) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

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 149, 150, 152, Schedule IV, and any other applicable provisions of the Companies Act, 2013 (the "Act"), read with the Rules made thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Nandan Mohanty (DIN: 01630740), who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations, be and is hereby appointed as a Non-Executive, Independent Director of the Company, to hold office for a term of five consecutive years, with effect from **08th May 2025 to 07th May 2030**, whose period of office shall not be liable to retire by rotation."

"RESOLVED FURTHER THAT Mr. Vishal Singhal, Managing Director of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution."

By order of the Board of Directors of

Fedders Holding Limited
(Formerly known as IM+ Capitals Limited)

Sd/-
Sakshi Goel
Company Secretary & Compliance Officer

Date: 08th April, 2025

Place: Ghaziabad

NOTES:

1. An Explanatory Statement pursuant to Section 102 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto. A copy of the Postal Ballot Notice is also available on the company's websites <https://imcapitals.com/>, NSDL Website <https://www.evoting.nsdl.com> and at the relevant sections of the website of the BSE Limited.
2. The shareholders who have not yet registered their email address are requested to get their email addresses registered by following the procedure given below:

Pursuant to the aforesaid Circular issued by Ministry of Corporate Affairs, for remote e-voting for this Postal Ballot, shareholders who have not registered their email address and in consequence the e-voting notice could not be served to them may temporarily get their email address registered with the Company's Registrar and Share Transfer Agent, MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). Shareholders may write the request to register/update their E – mail address with RTA to the email: rnt.helpdesk@linkintime.co.in. Post successful registration of the email, the shareholder would get soft copy of the notice and the procedure for e-voting along with the User ID and Password to enable e – voting for their Postal Ballot.
3. The Portal for E-voting will remain open for the Members for exercising their voting from **Wednesday, 09th April, 2025** at 09:00 AM India Standard Time ('IST') till **Thursday, 08th May, 2025** at 05:00 PM (IST) both days inclusive. The E-voting needs to be exercised by 05:00 PM (IST) on **Thursday, 08th May, 2025**. Please note that E - voting module will be disabled for e-voting by MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), after the said date and time. During this period, the Members of the Company holding shares either in physical form or dematerialized form, as on **Friday, 04th April, 2025 ('cut-off date')**, may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
4. The resolutions, if passed by the requisite majority, shall be deemed to have been passed on the last date specified by the Company for E-voting i.e. **Thursday, 08th May, 2025**. Further, resolutions passed by the Members through E – voting are deemed to have been passed effectively at a general meeting.
5. The Postal Ballot Notice is being sent by e – mail to all the Members, whose name appears on the Register of Members/ List of Beneficial Owners maintained by the Depositories as on cut-off date i.e. **Friday, 04th April, 2025** and who have registered their e-mail addresses in respect of electronic holdings with the Depositories through the concerned Depository Participants and in respect of physical holdings with the company's Registrar and Share Transfer Agent i.e. MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited). Each Member's voting rights shall be in proportion to his/ her share of the Paid-Up Equity Share Capital of the Company as on cut-off date, which will only be considered for voting.
6. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
7. The Board of Directors has appointed Ms. Chetna Bhola, Practicing Company Secretary (FCS A41283 | CP 15802), Associate Partner of M/s Chetna Bhola & Associates, Company Secretaries, as Scrutinizer

for scrutinizing the E-voting process and conducting Postal Ballot process in a fair and transparent manner.

8. The Scrutinizer shall prepare Scrutinizer's Report on the total votes cast in favour or against or abstained, if any. The Scrutinizer will submit his report to the Chairman of the Company or any person authorized by him, after completion of scrutiny of votes received through E-voting. The results of the Postal Ballot will be announced on or before **Saturday, 10th May, 2025**.
9. The results of the Postal Ballot will be posted on the company's website <https://imcapitals.com/> and will also be communicated to the BSE Limited ("BSE").
10. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Companies Act, 2013, will be posted on the company's website <https://imcapitals.com/> to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot, i.e., **Thursday, 08th May, 2025**. Members desirous of inspecting these documents may mail to the company at imcapitalscompliances@gmail.com.
11. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Hindi language) in which registered office of the Company is situated. The Notice of Postal Ballot will be published in the Newspaper one English national daily newspaper circulating throughout India (in English language) and in one Hindi national daily newspaper circulating throughout India (in Hindi language) and one in vernacular language in that district in which registered office of the Company is situated.
12. To support the "Green Initiative" Members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company's RTA or the Depository Participants, in respect of shares held in physical/ electronic mode respectively.
13. In compliance with the provisions of Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, Regulation 44 of SEBI Listing Regulations, SS-2 and the provisions of the Ministry of Corporate Affairs Circulars, and any amendments thereto, the company is providing facility for voting by E-voting to all the Members of the company to enable them to cast their votes electronically on the items mentioned in the Notice.
14. In terms of SEBI circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id correctly in their demat accounts to access remote e-Voting facility.

PROCEDURE FOR E-VOTING:

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with **NSDL**
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login"" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you

will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. "MUFG In Time" and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. "MUFG In Time" and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

2. Individual Shareholders holding securities in demat mode with **CDSL**

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. "MUFG In Time" for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

3. Individual Shareholders (holding securities in demat mode) login through their **depository participants**

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. "MUFG In Time" and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-

Voting facility of “MUFG In Time” as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of “MUFG In Time”: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘forgot password?’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Notice will be available on the Company’s website at <https://imcapitals.com/>, and at websites of the Stock Exchanges at www.bseindia.com and <https://imcapitals.com/> and also of MUFG Intime India Private



Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in>. All documents referred to in this Notice will be available for inspection electronically until the last date of remote e – Voting. Shareholders seeking to inspect such documents can send an email to the company at imcapitalscompliances@gmail.com

The Results of remote e – voting shall be declared within stipulated time and the said result along with the Scrutinizer's Report thereon shall be placed on the Company's website <https://imcapitals.com/> and website of MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) at <https://instavote.linkintime.co.in> and also be communicated to the stock exchange(s)

ANNEXURE TO THE NOTICE**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014****ITEM NO.1: REGULARISATION OF MRS. SONAL SINGHAL (DIN: 09745010) AS A NON-EXECUTIVE, NON-INDEPENDENT WOMAN DIRECTOR OF THE COMPANY**

Based on the recommendations of the NRC, the Board, on 13th February, 2025, in terms of Section 161 of the Companies Act, 2013 ('Act'), appointed Mrs. Sonal Singhal (DIN: 09745010) as an Additional Director (Non-Executive, Non-Independent Woman Director) of the Company to hold office up to the date of the ensuing General Meeting.

The appointment of Mrs. Sonal Singhal (DIN: 09745010) as a Director of the Company is desirable and would be beneficial in the interest of the Company, she is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director of the Company.

"Except for Mr. Vishal Singhal, Managing Director, and Mrs. Sonal Singhal, none of the other Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or deemed to be interested in the proposed resolution."

The Board recommends the Ordinary Resolution set forth in Item no.1 of the Notice for approval of the Members.

The relevant details of Mrs. Sonal Singhal, is attached as **ANNEXURE-A**.

ITEM NO.2: APPOINTMENT OF MR. NIHAR RANJAN SATAPATHY (DIN: 11040679) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

The Nomination and Remuneration Committee (NRC) and the Board of Directors, at their meeting held on 08.04.2025, recommended the appointment of Mr. Nihar Ranjan Satapathy (DIN: 11040679) as a Non-Executive, Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013 (the "Act"), read with Schedule IV of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the approval of the Members.

In accordance with the provisions of the Act and SEBI Listing Regulations, the Board has recommended that Mr. Nihar Ranjan Satapathy be appointed as a Non-Executive, Independent Director of the Company, for a term of five consecutive years, with effect from **08th May 2025 to 07th May 2030**, whose office will not be liable to retire by rotation.

The Company has received a declaration from Mr. Nihar Ranjan Satapathy, confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Nihar Ranjan Satapathy is not disqualified from being appointed as a Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management.

A copy of the draft letter for the appointment of Mr. Nihar Ranjan Satapathy, setting out the terms and conditions of his appointment, is available for inspection without any fee by the members at the registered office of the Company, until the date of the General Meeting.

Your directors recommend the resolution set out at Item No. 2 as a Special Resolution to the Members for their approval.

Except for Mr. Nihar Ranjan Satapathy, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The relevant details of Mr. Nihar Ranjan Satapathy are also attached as **ANNEXURE-A**.

This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

ITEM NO.3: APPOINTMENT OF MR. NANDAN MOHANTY (DIN: 01630740) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY

The Nomination and Remuneration Committee (NRC) and the Board of Directors, at their meeting held on 08.04.2025, recommended the appointment of Mr. Nandan Mohanty (DIN: 01630740) as a Non-Executive, Independent Director of the Company, in terms of Section 149 of the Companies Act, 2013 (the "Act"), read with Schedule IV of the Act, and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), subject to the approval of the Members.

In accordance with the provisions of the Act and SEBI Listing Regulations, the Board has recommended that Mr. Nandan Mohanty be appointed as a Non-Executive, Independent Director of the Company, for a term of five consecutive years, with effect from **08th May 2025 to 07th May 2030**, whose office will not be liable to retire by rotation.

The Company has received a declaration from Mr. Nandan Mohanty, confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Nandan Mohanty is not disqualified from being appointed as a Director in terms of Section 164 of the Act, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Act & SEBI Regulations and is independent of the management.

A copy of the draft letter for the appointment of Mr. Nandan Mohanty, setting out the terms and conditions of his appointment, is available for inspection without any fee by the members at the registered office of the Company, until the date of the General Meeting.

Your directors recommend the resolution set out at Item No. 3 as a Special Resolution to the Members for their approval.

Except for Mr. Nandan Mohanty, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The relevant details of Mr. Nandan Mohanty are also attached as **ANNEXURE-A**.

This Explanatory Statement may also be regarded as a relevant disclosure under the SEBI Regulations and other applicable laws.

**By order of the Board of Directors of
Fedders Holding Limited
(Formerly known as IM+ Capitals Limited)
Sd/-
Sakshi Goel
Company Secretary & Compliance Officer**

**Date: 08th April, 2025
Place: Ghaziabad**

ANNEXURE-A

PARTICULARS			
Name of the Director	Mrs. Sonal Singhal	Mr. Nihar Ranjan Satapathy	Mr. Nandan Mohanty
DIN	09745010	11040679	01630740
Date of Birth	27/09/1993	01/07/1967	01/04/1977
Brief Profile	Mrs. Sonal Singhal is a Bachelor in Commerce and Company Secretary by profession. She has vast experience in the fields of finance. She is the renowned person and having the high moral value. She is persistently known for the honesty and leading the business in the transparent and ethical way.	Mr. Nihar Ranjan Satapathy holds a Master's Degree in his field and brings valuable insights gained through years of professional experience. He stands out for his ability to navigate complex challenges with clarity, making him an invaluable asset to any organization he's part of.	Mr. Nandan Mohanty is an experienced architect with a passion for innovative design and sustainable architecture. he has worked on a diverse range of architectural designs. His approach emphasizes environmental sustainability, client-centric designs, and thoughtful integration of cultural and social contexts into each project.
Date of Appointment	13/02/2025	08/05/2025	08/05/2025
Qualification and Experience and expertise in Specific functional area	B. Com, CS	Master Degree	Architect
Term and Condition of Appointment	Mrs. Sonal Singhal is Director of the Company liable to retire by rotation.	5 Years i.e. 08 th May 2025 to 07 th May 2030	5 Years i.e. 08 th May 2025 to 07 th May 2030
Remuneration last drawn	NA	NA	NA
Remuneration sought to be paid	NA	NA	NA
Directorship in other Companies	02	NA	05
Member/Chairman of Committees of the Board of Directors of other Public Limited Companies, in which he is a director.	NA	NA	NA

Member/Chairman of Committees of the Board of Directors of the Company	NA	NA	NA
Number of shares held in the Company	11,50,000	NIL	NIL
Relationship with directors and KMPs	Wife of Mr. Vishal Singhal, Managing Director of the Company.	NA	NA
No. of Board Meetings attended	NIL	NA	NA

**By order of the Board of Directors of
Fedders Holding Limited
(Formerly known as IM+ Capitals Limited)**
Sd/-
Sakshi Goel
Company Secretary & Compliance Officer

Date: 08th April, 2025
Place: Ghaziabad