

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT THE** Twenty-Eight Annual General Meeting of the Members of Fiem Industries Limited will be held on Monday, August 21, 2017 at 10.00 a.m. at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036, to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt:
  - (a) The audited financial statements of the Company for the Financial Year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and
  - (b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2017 and the report of Auditors thereon.
2. To declare dividend on Equity Shares of the Company for the Financial Year 2016-17.
3. To appoint a Director in place of Mrs. Seema Jain (DIN: 00013523), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.
4. To appoint a Director in place of Mr. J.S.S. Rao (DIN: 00014320), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
5. To appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s V. Sachdeva & Associates, Chartered Accountants (Firm Registration No. 004417N), be and is hereby appointed as the Statutory Auditors of the Company, in place of M/s Anil S. Gupta & Associates, Chartered Accountants (Firm Registration No. 004061N), the retiring Statutory Auditors, to hold the office for a term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 33<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every subsequent Annual General Meeting, at such remuneration, out-of-pocket and travelling expenses etc. as may be mutually agreed between the Board of Directors of the Company and Statutory Auditors."

### SPECIAL BUSINESS

6. To ratify the remuneration of the Cost Auditors for the Financial Year 2017-18 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 2.50 lac plus out of pocket expenses as recommended by the Audit Committee and proposed by the Board of Directors while appointing Mr. Krishan Singh Berk, Cost Accountant (Firm Registration No. 102044), to conduct the Cost Audit of the cost records maintained by the Company for the Financial Year 2017-18, be and is hereby ratified.

**RESOLVED FURTHER THAT** Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby individually authorized to do all acts, things and deeds and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To approve the re-appointment and remuneration of Mr. J.S.S. Rao (DIN: 00014320) as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 ('Act') read with Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Act and in terms of Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to reappoint Mr. J.S.S. Rao (DIN:00014320) as Whole-time Director of the Company for a period of three (3) years with effect from December 1, 2017 on terms and conditions as mentioned hereunder:

**(a) Salary:** Rs. 8,00,000/- (Rupees Eight Lac) per month;

**(b) Other Benefits, Perquisites & Allowance**

In addition to the salary, he will be entitled to:

1. Health Insurance, Personal Accident Insurance and other perquisites/ allowances in accordance with the rules of the Company or as decided by the Board or any Committee thereof;
2. Company provided car with driver facility;
3. Leave Encashment and Gratuity in accordance with the rules of the Company and as per Payment of Gratuity Act;
4. Telephone / Mobile phone facility;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to revise the remuneration during his tenure as they may deem fit and proper, so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. J.S.S. Rao as Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. J.S.S. Rao shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Company Secretary and Chief Financial Officer of the Company be and are hereby individually authorized to file such requisite applications, representations, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution, including requisite e-forms to the Registrar of Companies."

8. To approve the re-appointment and remuneration of Mr. Kashi Ram Yadav (DIN: 02379958) as Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and other applicable provisions of the Act and in terms of Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the members of the Company be and is hereby accorded to reappoint Mr. Kashi Ram Yadav (DIN:02379958) as Whole-time Director of the Company for a period of three (3) years with effect from October 25, 2017 on terms and conditions as mentioned hereunder:

**(a) Salary:** Rs. 7,50,000/- (Rupees Seven Lac Fifty Thousand only) per month;

## (b) Other Benefits, Perquisites & Allowance

In addition to the salary, he will be entitled to:

1. Contribution to Provident Fund, Bonus, Health Insurance, Personal Accident Insurance and other perquisites/allowances in accordance with the rules of the Company or as decided by the Board or any Committee thereof;
2. Company provided car with driver facility;
3. Leave Encashment and Gratuity in accordance with the rules of the Company and as per Payment of Gratuity Act;
4. Telephone / Mobile phone facility;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to revise the remuneration during his tenure as they may deem fit and proper, so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Kashi Ram Yadav as Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kashi Ram Yadav shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** Company Secretary and Chief Financial Officer of the Company be and are hereby individually authorized to file such requisite applications, representations, documents, e-forms as may be required and to do all such acts, deeds and things as may be deemed necessary for the purpose of giving effect to this resolution, including requisite e-forms to the Registrar of Companies."

**By Order of the Board  
For Fiem Industries Limited**  
-Sd-

**Arvind K. Chauhan  
Company Secretary**

**Place : Rai, Sonapat (HR.)**

**Date : May 30, 2017**

**Registered Office:**

D-34, DSIDC Packaging Complex, Kirti Nagar

New Delhi - 110015, India

**Tel:** +91-11-25927820, 25927919 **Fax:** +91-11-25927740

**Email:** investor@fiemindustries.com | **Website:** www.fiemindustries.com

**CIN:** L36999DL1989PLC034928

## NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a member of the Company. The Instrument appointing the proxy must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time of commencement of the Meeting.**

**A person can act as a proxy on behalf of Members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.**

2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

3. **The Business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information related to remote e-voting are given in this Notice. The Company shall also send communication relating to remote e-voting which inter alia would contain details about User ID and Password along with the copy of this Notice to the Members, separately.

4. **A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting forms part of this Notice.**

5. Brief details of the Directors, who are seeking appointment/ re-appointment at the ensuing meeting, are annexed hereto as per requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.

6. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s Anil S. Gupta & Associates, Chartered Accountants (Firm Registration No. 004061N), the existing Statutory Auditors of the Company shall retire at the conclusion of this Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Audit Committee and the Board of Directors of the Company in their respective meetings have recommended the appointment of M/s V. Sachdeva & Associates, Chartered Accountants (Firm Registration No. 004417N) as the new Statutory Auditors at the ensuing Annual General Meeting for a period of five consecutive years i.e. to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 33<sup>rd</sup> Annual General Meeting of the Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between Board of Directors of the Company and the Statutory Auditors. The first year of Audit by the aforesaid New Statutory Auditors will be of the financial statement of the Company for the financial year ending March 31, 2018.

Consent letter and certificate under Section 139 of the Companies Act, 2013 have been obtained from M/s V. Sachdeva & Associates, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules made thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s V. Sachdeva & Associates, Chartered Accountants, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

7. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain closed from Tuesday, August 15, 2017 to Monday, August 21, 2017 (both days inclusive) for determining the name of members eligible for final dividend on Equity Shares, if declared at the Meeting.
8. Subject to the provisions of Section 126 of the Companies Act, 2013 dividend on equity shares, if declared at the Annual General Meeting, will be credited/ dispatched to the shareholders as under:
  - a) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the end of the day on Monday, August 14, 2017; and
  - b) To all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Share Transfer Agent (i.e. Link Intime India Pvt Ltd.) on or before the closing hours on Monday, August 14, 2017.
9. Dividend will be preferably paid through National Electronic Clearing Services (NECS) wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the Members. In cases, where the dividend cannot be paid through NECS, the same will be paid by account payee/ non-negotiable instruments.



10. To ensure timely delivery of shareholders' communications and also credit of dividend through NECS or dividend warrants/ payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/ NECS details, to the respective depository participant in case of shares held in demat mode/ share transfer agent of the Company in case of shares held in physical mode.
11. To avoid fraudulent transactions, the identity/ signature of the Members holding shares in electronic/ demat form may be verified with the specimen signatures furnished by NSDL/ CDSL and that of Members holding shares in physical form may be verified as per the records of the share transfer agent of the Company (i.e. Link Intime India Pvt Ltd.). Members are requested to keep the same updated.
12. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, the Listed Companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Director's Report, etc. by electronic mode. Accordingly, the Company is forwarding soft copies of the above referred documents to all those members who have registered their E-mail IDs with their respective depository participants or with the share transfer agent of the Company.
13. Members please note that the Notice of the 28<sup>th</sup> Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2016-17 shall also be available on the Company's website [www.fiemindustries.com](http://www.fiemindustries.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may send their requests at the email id: [investor@fiemindustries.com](mailto:investor@fiemindustries.com).
14. To receive all shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to register/ update their email address with their respective depository participant, where shares are held in electronic form. If shares are held in physical form, members are advised to register their e-mail address with Link Intime India Pvt. Ltd.
15. Relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection without any fee by the Members at the Registered Office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 5.00 p.m. except holidays, upto the date of the Meeting.
16. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
17. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
18. Members/ Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
19. In case of Joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
20. Please note that for security reasons, no article/ baggage will be allowed at the venue of the Meeting.

#### Voting through electronic means

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015'), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2)

issued by the Institute of Company Secretaries of India, the Company is pleased to provide its members the facility to exercise their right to vote either through remote e-voting or at the Annual General Meeting by way of Ballot Paper. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting") will be provided by **Central Depository Services (India) Limited ("CDSL")**.

Please note that the remote e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for remote e-voting, then he/she/it should not vote by Ballot Paper and vice-versa. However, **in case members cast their vote both via Ballot Paper and remote e-voting, then voting through remote e-voting shall prevail and voting through Ballot Paper shall be treated as invalid.**

2. The facility for voting through Ballot Paper shall be available at the venue of the Meeting and the Members attending the meeting who has not cast their votes by remote e-voting shall be able to vote at the venue of meeting.
3. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to vote again.
4. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date (record date) i.e. August 14, 2017.**
5. Mrs. Ranjana Gupta, Proprietor of M/s. Ranjana Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
6. The Scrutinizer, after scrutinizing the votes cast at the Meeting through Ballot Paper and through remote e-voting, will, not later than forty-eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.fiemindustries.com](http://www.fiemindustries.com) and on the website of CDSL. The result shall simultaneously be communicated to the Stock Exchanges.
7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. August 21, 2017.
8. **Members are requested to read the instructions given below for remote e-voting:**
  - (i) The remote e-voting period commences on **August 18, 2017 (1000 hours IST) and ends on August 20, 2017 (1700 hours IST)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. August 14, 2017, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
  - (ii) Open your web browser and log on to the remote e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iii) Click on "Shareholders" tab.
  - (iv) Now Enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If a demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on 'Forgot Password' and enter the details as prompted by the system.

(viii) If you are a first-time user, follow the steps given below:

• **For Members holding shares in Demat Form and Physical Form**

PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. if your name is 3 Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- After entering these details appropriately, click on "SUBMIT" tab.
  - Members holding shares in **physical form** will then directly reach the Company selection screen. For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
  - However, members holding shares in **demat form** will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) Members holding multiple demat accounts/ folios shall chose the voting process separately for each demat account/ folio.
- (x) Click on the Electronic Voting Sequence Number (EVSN) for Fiem Industries Limited.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) Shareholders can also cast their vote using CDSL's mobile app

m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xvii) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xviii) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

9. At the Annual General Meeting, after discussion on the resolutions on which voting to be held, the Chairman shall allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

**STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")**

**ITEM NO. 6**

On the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 30, 2017 has approved the appointment and remuneration of Mr. Krishan Singh Berk, Cost Accountant (Member No. 2724 Firm Registration No. 102044), as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2017-18 at a remuneration of Rs. 2.50 Lac (Rupees Two Lac Fifty Thousand) plus out of pocket expenses and taxes. In terms of the provisions of Section 148 (3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to Cost Auditor needs to be ratified by the Members of the Company.

Mr. Berk has furnished a certificate regarding his eligibility for appointment as Cost Auditor of the Company. He is having a vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year(s) under the provisions of the Companies Act, 1956 and the Companies Act, 2013.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said resolution.

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditor for the financial year 2017-18 and the Board of Directors commends the Resolution set out in item no. 6 of the Notice by way of Ordinary Resolution.

**ITEM NO. 7**

As the Members are aware, the Company, at its Annual General Meeting held on September 29, 2014, had re-appointed Mr. J.S.S. Rao as Whole-time Director of the Company w.e.f. December 1, 2014 for a period of three years and his current tenure is due for completion on November 30, 2017.

Mr. J.S.S. Rao is responsible for South India operations of the Company and also



looking strategic and overseas affairs. He is associated with the company for more than 15 years. With the increase in operations of the Company, his responsibilities are also increased.

Nomination & Remuneration Committee of the Board considered the matter of his re-appointment as Whole-time Director beyond his current term. The current remuneration of Mr. J.S.S. Rao is Rs. 8,00,000/- per month with other benefits. Nomination & Remuneration Committee considered the matter of his re-appointment and remuneration and recommended the Board for re-appointment for another term of three (3) years at the same remuneration. The proposed re-appointment and remuneration is within the permissible limits and in compliance with applicable provisions of Companies Act, 2013.

On the recommendation of the Nomination & Remuneration Committee, and considering the above things, the Board of Directors of the Company decided for his re-appointment as Whole-time Director for another period of three (3) years beyond his current tenure. Board also considered the recommendation of Nomination & Remuneration Committee about re-appointment and his remuneration as given in the resolution subject to approval by the members of the Company.

His re-appointment for another period of three years and remuneration, would require approval of the shareholders, hence the resolution is proposed for his re-appointment and remuneration.

Mr. J.S.S. Rao holds 12 equity shares in the Company. Further, he is not related to any other Director of the Company.

Save and except Mr. J.S.S. Rao himself and his relatives, to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice.

#### **ITEM NO. 8**

As the Members are aware, the Company, at its Annual General Meeting held on September 29, 2014, had re-appointed Mr. Kashi Ram Yadav as Whole-time Director of the Company w.e.f. October 25, 2014 for a period of three (3) years and his current tenure is due for completion on October 24, 2017.

He is associated with the Company for more than 25 years. As the Company is

growing with a decent pace and also diversified into LED Luminaire business, hence with the increase in operations of the Company his duties and responsibilities have increased significantly.

Nomination & Remuneration Committee of the Board considered the matter of his re-appointment as Whole-time Director beyond his current term. The present remuneration of Mr. Kashi Ram Yadav is Rs. 7,50,000/- per month with other benefits. Nomination & Remuneration Committee considered the matter of his re-appointment and remuneration and recommended his re-appointment for another term of three (3) years at the same remuneration. The proposed re-appointment and remuneration is within the permissible limits and in compliance with applicable provisions of Companies Act, 2013.

On the recommendation of the Nomination & Remuneration Committee and considering the above things, the Board of Directors of the Company decided for his re-appointment as Whole-time Director for another term of three (3) years beyond his current tenure. Board also considered the recommendation of Nomination & Remuneration Committee about re-appointment and his remuneration as given in the resolution subject to approval by the members of the Company.

Considering the above facts and for smooth and efficient running of the manufacturing operations of all factories of Company in North India, his services should be continued and would require approval of the Shareholders, hence, the resolution is proposed for his re-appointment.

Mr. Kashi Ram Yadav holds 338 equity shares in the Company. Further, he is not related to any other Director of the Company.

Save and except Mr. Kashi Ram Yadav himself and his relatives, to the extent of their shareholding interest in the Company, none of the other Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

The Board commends the passing of the Ordinary Resolution as set out in the Item no. 8 of the Notice.

**By Order of the Board  
For Fiem Industries Limited**

**Place : Rai, Sonepat (HR.)  
Date : May 30, 2017**

**Sd/-  
Arvind K. Chauhan  
Company Secretary**

**Annexure to the Notice dated May 30, 2017**  
**Details of Directors seeking appointment/ re-appointment at the ensuing Annual General Meeting**  
**(Pursuant of Regulation 36 of the Listing Regulations)**

<b>Name of Director</b>	<b>Mr. J.S.S. Rao</b>	<b>Mr. Kashi Ram Yadav</b>
<b>Category/ Designation</b>	Whole-time Director	Whole-time Director
<b>Date of Birth</b>	02.12.1956	07.02.1956
<b>Date of First Appointment</b>	01.12.2005	25.10.2008
<b>Number of Shares held</b>	12	338
<b>Expertise in specific functional areas</b>	He has an overall experience of over 30 years in automotive lighting and components industry involving manufacturing, operational and business strategic functions. Prior to joining the Company, he has worked with Lumax Industries Ltd., Evershine Moulders Ltd. and Toshi Auto Industries Ltd.	He has more than 30 years experience in production and manufacturing operations of automotive lightings, signaling equipment's and rear view mirrors. He started his carrier with the promoters of the Company in 1975 and since then working in different capacities.
<b>Other Directorship(s) in Other Listed entities</b>	Nil	Nil
<b>Committee Positions in other Listed entities</b>	Nil	Nil

**Shareholding of non-executive Directors as required under Regulation 36 (3)(e) of the Listing Regulations:**

<b>Name of Non-executive Director</b>	<b>Mr. S.K. Jain</b>	<b>Mr. V.K. Malhotra</b>	<b>Mr. Iqbal Singh</b>	<b>Mr. M.B. Sahni</b>	<b>Mr. Ashok Kumar Sharma</b>	<b>Mr. Jawahar Thakur</b>
<b>No. of Shares held in Company</b>	Nil	Nil	20014	Nil	Nil	Nil

**Inter-se Relationship between Directors as required to be disclosed under Regulation 36 of the Listing Regulations:**

Mr. J.K. Jain, Chairman & Managing Director, is husband of Mrs. Seema Jain, Whole-time Director and father of Mr. Rahul Jain, Whole-time Director and Ms. Aanchal Jain, Whole-time Director, hence all are related to each other. Further, all of these are promoters of the Company and promoter group hold 63.59% shares in the Company.

Except above, none of the other Directors are related to any other Director of the Company.

**By Order of the Board**  
**For Fiem Industries Limited**

Place : Rai, Sonapat (HR.)  
Date : May 30, 2017

**Sd/-**  
**Arvind K. Chauhan**  
**Company Secretary**

**Important information for Unpaid / Unclaimed Dividend**

- A) Attention of the Members is invited that as per section 124 of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (IEPF Rules, 2016), the dividend remaining unpaid or unclaimed for a period of seven years in Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company had transferred the unpaid and unclaimed dividend amount to IEPF for the following financial years:

<b>Financial Year</b>	<b>Amount Transferred to IEPF</b>	<b>Date of Transfer</b>
2006-07 (IPO Refund)	2,160	November 8, 2013
2006-07 (Dividend)	42,288	February 9, 2015
2007-08 (Dividend)	54,785	November 16, 2015
2008-09 (Dividend)	1,07,922	November 28, 2016

After transfer of unpaid / unclaimed dividend amount to IEPF, no claim lies against the Company. Any person, whose unclaimed or unpaid dividend amount has been transferred by the company to IEPF may claim their refunds from the IEPF authority. For claiming such amount, claimant needs to file Form IEPF-5 along with requisite documents. For detailed procedure investor should visit the IEPF website <http://www.iepf.gov.in>

- B) For the shareholders, whose dividend still remain in Unpaid Dividend Accounts of the Company pertains to different years, the Company has been sending reminders to them (Dividend of FY 2009-10 onwards), so that they can claim their dividend from the Company before transfer of such dividend(s) to IEPF. Details of such shareholders with their unpaid/unclaimed dividends are uploaded on the website of the Company [www.fiemindustries.com](http://www.fiemindustries.com). Members should check their dividends pertaining to FY 2009-10 onwards from the website and if found their name in unpaid / unclaimed list, then should immediately write to the Company for claiming their unpaid / unclaimed dividends.

Attention of the members also invited that Ministry of Corporate Affairs ('MCA') had notified Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 effective from September 7, 2016 (IEPF Rules 2016). Amongst other things, the provisions provides the manner of transfer of the unpaid and unclaimed dividends to the IEPF after they remain in Unpaid / Unclaimed for 7 Years and the manner of transfer of those shares to IEPF for which dividend has not been claimed by the shareholders for seven consecutive years.

As per requirement of Rule 6 of the IEPF Rules 2016, the Company had sent information to all the shareholders who had not claimed/encashed dividends for last seven years consecutively, intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of their shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company required to transfer the respective shares to the IEPF Account by the due date prescribed as per the IEPF Rules, 2016 or such other extended date as may be notified. The Company also simultaneously published notice in the leading newspaper in English and regional language having wide circulation to such shareholders and uploaded under the "Investor" section of the website of the Company viz. [www.fiemindustries.com](http://www.fiemindustries.com) giving details of such shareholders and shares which are to be transferred to IEPF.

- C) Attention of the shareholders also invited that out of the Dividend declared for the Financial Year 2009-10, some amount is still lying in Unpaid Dividend Account, which is due for transfer to IEPF in November, 2017 after completion of 7 years in Unpaid Dividend Account. We have sent final reminders to all such shareholders, whose dividend is lying in Unpaid Dividend Account of FY 2009-10, so that they can write us back for claiming the unpaid dividend. However, if any shareholder does not claim back his Unpaid Dividend of FY 2009-10, then it will be transferred to IEPF in November, 2017. Further, if any shareholder has not claimed / encashed their 7 consecutive years' dividends and still holding shares in the Company, then such shares shall also be transferred to IEPF in designated Demat Account after compliance of applicable provisions as per due procedures of law. Therefore, shareholders should remain vigil in claiming their dividends regularly.

# FIEM INDUSTRIES LIMITED

(CIN: L36999DL1989PLC034928)

Registered Office: D-34, DSIDC Packaging Complex, Kirti Nagar, New Delhi - 110015, India

Email: investor@fiemindustries.com Website: www.fiemindustries.com

Phone: +91-11-25927820, 25927919 Fax: +91-11-25927740



LIGHT UP THE WORLD

28<sup>th</sup> Annual General Meeting

## ATTENDANCE SLIP

Please fill Attendance Slip and hand it over the registration counter

DP ID* & Client ID/ Folio No.	
No. of Shares held	Name and Address of the Shareholder :

I hereby record my presence at the 28<sup>th</sup> Annual General Meeting of the Company, held on the **Monday, August 21, 2017** at **10:00 am** at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036

\* Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

## PROXY FORM

Form No. MGT-11

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

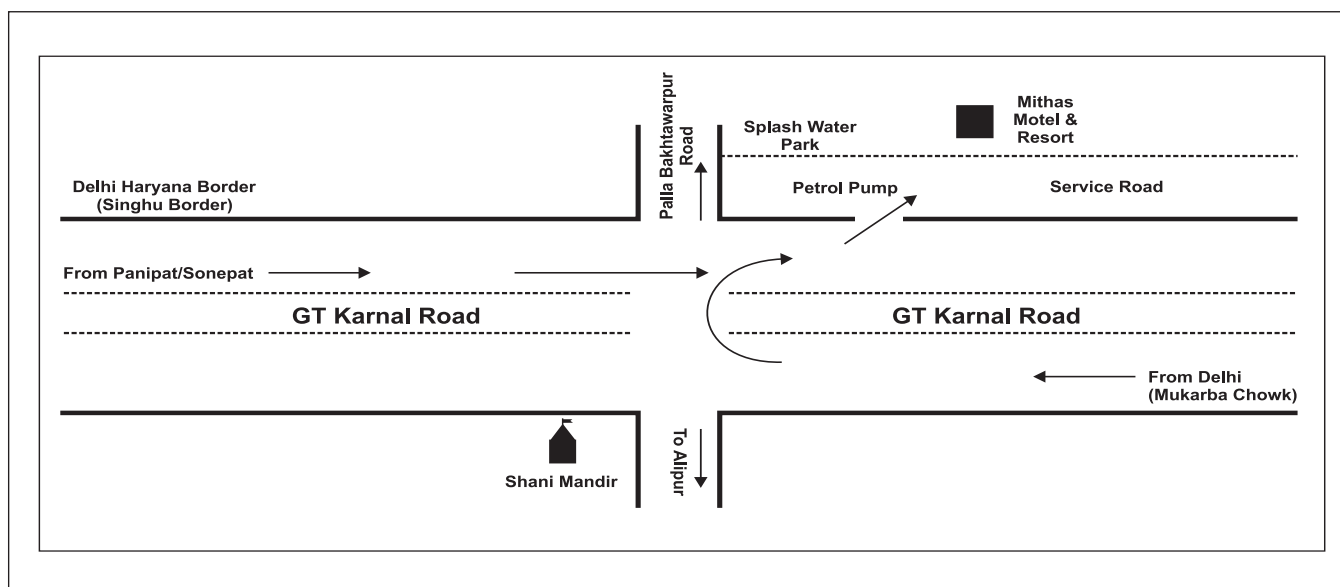
CIN : L36999DL1989PLC034928  
Name of the Company : FIEM INDUSTRIES LTD.  
Registered Office : D-34, DSIDC Packaging Complex, Kirti Nagar, New Delhi - 110015, India  
Name of the member(s) : \_\_\_\_\_  
Registered address : \_\_\_\_\_  
E-mail ID : \_\_\_\_\_  
Folio No/ Client ID/ DP ID : \_\_\_\_\_

I/ We, being the member(s), holding \_\_\_\_\_ Shares of the above named company, hereby appoint:

1)	Name : _____	Address : _____	
	E-mail : _____	Signature : _____	or failing him
2)	Name : _____	Address : _____	
	E-mail : _____	Signature : _____	or failing him
3)	Name : _____	Address : _____	
	E-mail : _____	Signature : _____	

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 28<sup>th</sup> Annual General Meeting of the Company, to be held on the **Monday, August 21, 2017** at **10:00 am** at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

## ROUTE MAP TO THE VENUE OF AGM



\*\*I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Description	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To Consider and adopt: a) The audited financial statements of the Company for the Financial Year ended March 31, 2017, the reports of the Board of Directors and Auditors thereon; and b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2017 and the report of Auditors thereon.		
2.	To declare dividend on Equity Shares of the Company for the Financial Year 2016-17.		
3.	To re-appoint Mrs. Seema Jain (DIN: 00013523), Director of the Company who retire by rotation.		
4.	To re-appoint Mr. J.S.S. Rao (DIN: 00014320), Director of the Company who retire by rotation.		
5.	To appoint M/s V. Sachdeva & Associates, Chartered Accountants (Registration No. 004417N), as Statutory Auditors and fixing their remuneration.		
6.	To ratify the remuneration of the Cost Auditors for the financial year 2017-18.		
7.	To approve the re-appointment and remuneration of Mr. J.S.S. Rao (DIN: 00014320) as Whole-time Director of the Company.		
8.	To approve the re-appointment and remuneration Mr. Kashi Ram Yadav (DIN: 02379958) as Whole-time Director of the Company.		

Signed this \_\_\_\_ day of \_\_\_\_ 2017.

\_\_\_\_\_  
Signature of Proxy holder(s)

\_\_\_\_\_  
Signature of shareholder

Affix  
Revenue  
Stamp of  
Rs. 1

### Notes:

- This form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company.
- In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- \*\*4) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.