

Date: September 17, 2018

Proceedings and Voting Results of **29th Annual General Meeting of the Company held on September 17, 2018**

The 29th Annual General Meeting ('the AGM') of the members of Fiem Industries Limited ('the Company') was held on Monday, September 17, 2018, at 10.00 AM at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036.

Total 405 Members (on the basis of Folio Numbers) were present at the AGM.

The Chairman informed that Annual Report for Financial Year 2017-18, Notice of 29th Annual General Meeting (AGM) and Notice of remote e-voting were sent to the Shareholders through permitted modes.

After confirming the quorum, the Chairman delivered a short speech to the members highlighting financial performance and operational updates about the Company. Some members commented on the performance of the Company and also raised some queries. After satisfactory reply to shareholders and with their consent, the Notice and Auditors Report were taken as read.

The Chairman informed the Members that as per Companies Act, 2013 and Rules notified by the Central Government, the Voting in General Meetings need to be through Remote e-Voting and through Poll/ Ballot Paper. Hence, the voting at the AGM will be carried by Poll and not by Show of Hands.

The Chairman also informed that the Company had engaged Link Intime India Pvt. Ltd. as the authorized agency to provide remote e-voting facility to the members to cast their votes for resolutions as mentioned in the notice of AGM dated May 30, 2018 through their e-Voting platform 'Insta-Vote'. The remote e-voting facility was available to the members from Thursday, September 13, 2018 (IST 10:00 a.m.) till Sunday, September 16, 2018 (IST 05:00 p.m.).

He further informed that Mrs. Ranjana Gupta, Practicing Company Secretary (CP-9920) was appointed as Scrutinizer for the remote e-voting as well as for conducting the poll process at the AGM in a fair and transparent manner. For the purpose of remote e-voting as well as for voting by poll at the AGM, September 10, 2018, was fixed as the cut-off date for determining the voting entitlement.

He informed that upon completion of voting by Poll, the Scrutinizer will submit her consolidated report on remote e-voting and Poll and he also authorized Company Secretary for declaring the results of voting. He further informed that results will be posted on website of the Company and would also be informed to the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited).

At the AGM, Scrutinizer conducted the Poll process with the help of Registrar & Transfer Agent and voting concluded at 10.30 a.m.

Upon completion of voting by poll, the Scrutinizer opened the ballot box and carried the verification process of the ballot papers with the help of Registrar & Transfer Agent. She opened the remote e-voting results and submitted her Consolidated Report dated September 17, 2018 on remote e-voting and Poll.

On the basis of the scrutinizer's report, the results of voting in respect of each agenda item of Notice are being declared herewith:



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For reference, short description of agenda items of Notice dated May 30, 2018 are listed hereunder:

Item No. of AGM Notice	Resolution Type	Short Description of Resolution
Item No. 1	Ordinary	To Consider and adopt: a) The audited financial statements of the Company for the Financial Year ended March 31, 2018, 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, 2018 and the report of Auditors thereon.
Item No. 2	Ordinary	To declare dividend on Equity Shares of the Company for the Financial Year 2017-18.
Item No. 3	Ordinary	To re-appoint Ms. Aanchal Jain (DIN: 00013350), Director of the Company who retire by rotation.
Item No. 4	Ordinary	To re-appoint Mr. Rahul Jain (DIN: 00013566), Director of the Company who retire by rotation.
Item No. 5	Ordinary	To ratify the remuneration of the Cost Auditors for the financial year 2018-19
Item No. 6	Ordinary	To revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director.
Item No. 7	Ordinary	To revise the remuneration of Ms. Aanchal Jain (DIN:00013350), Whole-time Director.
Item No. 8	Ordinary	To revise the remuneration of Mr. Rahul Jain (DIN:00013566), Whole-time Director.
Item No. 9	Ordinary	To revise the remuneration of Mr. J.S.S. Rao (DIN:00014320), Whole-time Director.
Item No. 10	Ordinary	To revise the remuneration of Mr. Kashi Ram Yadav (DIN:02379958), Whole-time Director.

The voting result on the each agenda item of the AGM Notice are as under:

Mode of Voting on each agenda item: By Poll and e-Voting.

Item No. of AGM Notice	Resolution Type	No. of Valid Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Valid votes polled	% of Votes against on valid votes polled	Result
		[1]	[2]	[3]	$[4]=\frac{[2]}{[1]} \times 100$	$[5]=\frac{[3]}{[1]} \times 100$	
Item No. 1	Ordinary	9214462	9000239	214223	97.68%	2.32%	Passed with Requisite Majority
Item No. 2	Ordinary	9216274	9216274	0	100.00%	0.00%	Passed Unanimously
Item No. 3	Ordinary	9216274	9216224	50	100.00%	0.00%	Passed with Requisite Majority
Item No. 4	Ordinary	9216274	9216224	50	100.00%	0.00%	Passed with Requisite Majority
Item No. 5	Ordinary	9216274	9216274	0	100.00%	0.00%	Passed Unanimously
Item No. 6	Ordinary	9216274	9216249	25	100.00%	0.00%	Passed with Requisite Majority
Item No. 7	Ordinary	9216274	9216199	75	100.00%	0.00%	Passed with Requisite Majority
Item No. 8	Ordinary	9216274	9216199	75	100.00%	0.00%	Passed with Requisite Majority
Item No. 9	Ordinary	9216274	9216199	75	100.00%	0.00%	Passed with Requisite Majority
Item No. 10	Ordinary	9216274	9216249	25	100.00%	0.00%	Passed with Requisite Majority

For Fiem Industries Limited



Arvind K. Chauhan
Company Secretary
Date : 17/09/2018



RANJANA GUPTA & ASSOCIATES

COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To
THE CHAIRMAN
29th Annual General Meeting
FIEM INDUSTRIES LIMITED
(CIN : L36999DL1989PLC034928)
D-34, DSIDC Packaging Complex,
Kirti Nagar, New Delhi -110015.

Sub: Consolidated Scrutinizer's Report on remote e-voting and voting by poll.

Dear Sir,

I, Ranjana Gupta, Proprietor of M/s Ranjana Gupta & Associates, Practicing Company Secretaries firm was appointed as Scrutinizer by the Board of Directors of Fiem Industries Limited (the Company) for the purpose of scrutinizing the voting process i.e. remote e- voting and voting by poll at the Annual General Meeting (AGM), under the provisions of section 108 of the Companies Act 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014 (as amended up to date) on the resolutions mentioned in the Notice dated May 30, 2018 for 29th Annual General Meeting of the Equity Shareholders of the Company held on Monday, September 17, 2018 at 10:00 A.M. at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi – 110036.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting as well as conduct of the polling at the AGM. My responsibility as the scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting is conducted in a fair and transparent manner and submit Consolidated Scrutinizer's Report of the total votes cast "in Favour or Against" the Resolutions stated in the notice of the AGM to the chairman, based on the reports generated from the remote e-voting system provided by Link Intime India Private Limited (LIPL), the authorized agency engaged by the company to provide Remote E-Voting facilities and polling conducted at the AGM.



I submit my report as under:

1. The remote e-voting period commenced on September 13, 2018 at 10:00 A.M. and ended on September 16, 2018 at 05:00 P.M. on the designated website of LIPL i.e. <https://instavote.linkintime.co.in>.
2. The equity shareholders of the Company as on the "Cut Off" date i.e. September 10, 2017 were entitled to avail the option of remote e-voting or voting through ballots at the AGM on the proposed resolutions (item no. 1 to 10 as set out in the Notice dated May 30, 2018).
3. The total paid-up Equity Share Capital of the Company as on cut-off date i.e. September 10, 2018 was Rs. 13,15,98,300 (Rupees thirteen crores fifteen lakhs ninety eight thousand three hundred only) divided into 1,31,59,830 Equity Shares of Rs 10/- each. The Company is having only one type of shares i.e. equity shares of Rs. 10/- each and all shares are fully paid-up. Hence, all shares carry equal voting rights.
4. The Chairman ordered for Poll at the AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014, as amended till date.
5. An empty ballot box was kept for polling and the ballot box was locked in my presence. Thereafter the shareholders present at the AGM cast their votes. No proxy was received by the company.
6. After completion of the Poll at the AGM, the Ballot Box was opened first and thereafter, the votes through remote e-voting were unblocked in the presence of two witnesses, (1) Mr. Rahul Arora (R/O – House No. 39A/7, Onkar Nagar B, Tri Nagar, New Delhi-110035) (2) Mr. Amit Kumar Yadav (R/O House No. 21 Begumpur, Opp. Rohini Sec-22, New Delhi-110086) who were not in the employment of the company. The ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company. A detailed register was prepared containing the particulars of the shareholders who participated in Poll at the AGM.
7. The witnesses have signed below in confirmation that the ballot box was opened in their presence and Remote e-voting being unblocked in their presence.

Mr. Rahul Arora

Mr. Amit Kumar Yadav

8. The Ballot Papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



9. The Consolidated summary of the results of remote e-voting and poll at AGM are as under:

Resolution No. 1	Ordinary Resolution						
Subject	To Consider and Adopt: (a) The audited financial statements of the Company for the Financial Year ended March 31, 2018, 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, 2018 and the report of Auditors thereon.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	23	9213551	99	9214510	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	23	9213551	85	9214462	
Assent	62	911	20	8999328	82	9000239	97.68%
Dissent	0	0	3	214223	3	214223	2.32%
Result:	Resolution passed with requisite majority.						

Resolution No. 2	Ordinary Resolution						
Subject	To declare dividend on Equity Shares of the Company for the Financial Year 2017-18.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	24	9215363	86	9216274	100.00%
Dissent	0	0	0	0	0	0	0.00%
Result:	Resolution passed unanimously.						



Resolution No. 3	Ordinary Resolution						
Subject	To re-appoint Ms. Aanchal Jain (DIN: 00013350), Director of the Company who retire by rotation.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	23	9215313	85	9216224	100.00%
Dissent	0	0	1	50	1	50	0.00%
Result:	Resolution passed with requisite majority.						

Resolution No. 4	Ordinary Resolution						
Subject	To re-appoint Mr. Rahul Jain (DIN: 00013566), Director of the Company who retire by rotation						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	23	9215313	85	9216224	100.00%
Dissent	0	0	1	50	1	50	0.00%
Result:	Resolution passed with requisite majority.						



Resolution No. 5	Ordinary Resolution						
Subject	To ratify the remuneration of the cost Auditors for the financial year 2018-19.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	24	9215363	86	9216274	100.00%
Dissent	0	0	0	0	0	0	0.00%
Result:	Resolution passed unanimously.						

Resolution No. 6	Ordinary Resolution						
Subject	To revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	23	9215338	85	9216249	100.00%
Dissent	0	0	1	25	1	25	0.00%
Result:	Resolution passed with requisite majority.						



Resolution No. 7	Ordinary Resolution						
Subject	To revise the remuneration of Ms. Aanchal Jain (DIN:00013350), Whole-time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	22	9215288	84	9216199	100.00%
Dissent	0	0	2	75	2	75	0.00%
Result:	Resolution passed with requisite majority.						

Resolution No. 8	Ordinary Resolution						
Subject	To revise the remuneration of Mr. Rahul Jain (DIN:00013566), Whole-time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	22	9215288	84	9216199	100.00%
Dissent	0	0	2	75	2	75	0.00%
Result:	Resolution passed with requisite majority.						



Resolution No. 9	Ordinary Resolution						
Subject	To revise the remuneration of Mr. J.S.S. Rao (DIN:00014320), Whole-time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	22	9215288	84	9216199	100.00%
Dissent	0	0	2	75	2	75	0.00%
Result:	Resolution passed with requisite majority.						

Resolution No. 10	Ordinary Resolution						
Subject	To revise the remuneration of Mr. Kashi Ram Yadav (DIN:02379958), Whole-time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Casted
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	76	959	24	9215363	100	9216322	
Less: Invalid Votes	14	48	0	0	14	48	
Net Valid Votes Cast	62	911	24	9215363	86	9216274	
Assent	62	911	23	9215338	85	9216249	100.00%
Dissent	0	0	1	25	1	25	0.00%
Result:	Resolution passed with requisite majority.						



10. The register and all other papers relating to remote e-voting and poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the company.

For RANJANA GUPTA & ASSOCIATES
COMPANY SECRETARIES



Ranjana Gupta
(Scrutinizer)
FCS 8613
CP No. 9920

Dated : September 17, 2018
Place : New Delhi

Counter Signed by

A handwritten signature in blue ink, appearing to be "Arvind K. Chauhan".

ARVIND K. CHAUHAN
COMPANY SECRETARY
FICM Industries Ltd.