

**Date: September 21, 2019**

**Summary of Proceedings and Voting Results of**  
**30<sup>th</sup> Annual General Meeting of the Company held on September 21, 2019**

The 30<sup>th</sup> Annual General Meeting ('the AGM') of the members of Fiem Industries Limited ('the Company') was held on Saturday, September 21, 2019, at 10.00 AM at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036.

Total **294** Members (on the basis of Folio Numbers), including proxies, attended the AGM.

The Chairman informed that Annual Report for Financial Year 2018-19, Notice of 30<sup>th</sup> 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, operational updates about the Company and industry outlook in general. 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 August 14, 2019 through their e-Voting platform 'Insta-Vote'. The remote e-voting facility was available to the members from Wednesday, September 18, 2019 (IST 10:00 a.m.) till Friday, September 20, 2019 (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 14, 2019, 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 **10.50 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 21, 2019 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:**



Short description of Agenda items of Notice for AGM held on September 21, 2019 are listed hereunder:

| Item No. of AGM Notice | Resolution Type | Short Description of Resolution  |
|------------------------|-----------------|--|
| Item No. 1             | Ordinary        | To consider and adopt:<br>(a) The audited financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and<br>(b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon. |
| Item No. 2             | Ordinary        | To confirm the payment of Interim Dividend of Rs. 8/- per equity share and declare a Final Dividend of Rs. 4/- per equity share for the Financial Year 2018-19.  |
| Item No. 3             | Ordinary        | To appoint a Director in place of Mr. Kashi Ram Yadav (DIN: 02379958), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.  |
| Item No. 4             | Ordinary        | To appoint a Director in place of Mr. Joga Shyam Sunder Rao (DIN: 00014320), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.  |
| Item No. 5             | Ordinary        | To ratify the remuneration of the Cost Auditors for the financial year 2019-20   |
| Item No. 6             | Ordinary        | To revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company.  |
| Item No. 7             | Ordinary        | To revise the remuneration of Ms. Aanchal Jain (DIN:00013350) Whole-time Director of the Company.  |
| Item No. 8             | Ordinary        | To revise the remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company.  |
| Item No. 9             | Ordinary        | To revise the remuneration of Mr. J.S.S. Rao (DIN: 00014320), Whole-time Director of the Company.  |
| Item No. 10            | Ordinary        | To revise the remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole time Director of the Company.   |
| Item No. 11            | Special         | Re-appointment of Mr. Iqbal Singh (DIN: 00014256) as an Independent Director of the Company.   |
| Item No. 12            | Special         | Re-appointment of Mr. Vinod Kumar Malhotra (DIN: 03544095) as an Independent Director of the Company.  |
| Item No. 13            | Special         | Re-appointment of Mr. Subodh Kumar Jain (DIN: 00165755) as an Independent Director of the Company.   |
| Item No. 14            | Special         | Re-appointment of Mr. Mohan Bir Sahni (DIN: 00906251) as an Independent Director of the Company.   |
| Item No. 15            | Special         | Re-appointment of Mr. Ashok Kumar Sharma (DIN: 07610447) as an Independent Director of the Company.  |
| Item No. 16            | Special         | Re-appointment of Mr. Jawahar Thakur (DIN: 07650035) as an Independent Director of the Company   |

The voting results on the each agenda item at the AGM held on September 21, 2019 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]=[2]/([1])* 100                         | [5]=[3]/([1])* 100                       |                                |
| Item No. 1             | Ordinary        | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 2             | Ordinary        | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 3             | Ordinary        | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 4             | Ordinary        | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 5             | Ordinary        | 9132486                   | 9102444                  | 30042                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 6             | Ordinary        | 9132486                   | 9102392                  | 30094                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 7             | Ordinary        | 9132486                   | 9102312                  | 30174                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 8             | Ordinary        | 9132486                   | 9102312                  | 30174                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 9             | Ordinary        | 9132486                   | 9102444                  | 30042                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 10            | Ordinary        | 9132486                   | 9102444                  | 30042                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 11            | Special         | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 12            | Special         | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 13            | Special         | 9132486                   | 9102364                  | 30122                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 14            | Special         | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 15            | Special         | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |
| Item No. 16            | Special         | 9132486                   | 9102474                  | 30012                  | 99.67%                                     | 0.33%                                    | Passed with Requisite Majority |



For Fiem Industries Limited

*[Signature]*

Arvind K. Chauhan  
Company Secretary  
Date : 21/09/2019



**RANJANA GUPTA & ASSOCIATES**  
COMPANY SECRETARIES

**CONSOLIDATED SCRUTINIZER'S REPORT**

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

To

**THE CHAIRMAN**  
**30<sup>th</sup> 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 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 August 14, 2019 for 30<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Saturday, September 21, 2019 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 18, 2019 at 10:00 A.M. and ended on September 20, 2019 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 14, 2019 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 16 as set out in the Notice for convening AGM dated August 14, 2019).



Page 1 of 10

3. The total paid-up Equity Share Capital of the Company as on cut-off date i.e., September 14, 2019 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/proxies present at the AGM cast their votes.
  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 and the Authorizations/Proxies lodged with 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 :<br>(a) The audited financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and<br>(b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon. |       |                |         |               |         |                             |
| Particulars          | Details of Voting   |       |                |         |               |         | % of total valid votes Cast |
|                      | Poll  |       | Remote e-votes |         | Total         |         |                             |
|                      | No. of Voters   | Votes | No. of Voters  | Votes   | No. of Voters | Votes   |                             |
| Total Votes Cast     | 68  | 1223  | 16             | 9131282 | 84            | 9152505 |                             |
| Less: Invalid Votes  | 6   | 19    | 0              | 0       | 6             | 19      |                             |
| Net Valid Votes Cast | 62  | 1204  | 16             | 9131282 | 78            | 9132486 |                             |
| Assent               | 62  | 1204  | 15             | 9101270 | 77            | 9102474 | 99.67%                      |
| Dissent              | 0   | 0     | 1              | 30012   | 1             | 30012   | 0.33%                       |
| Result               | Resolution passed with requisite majority.  |       |                |         |               |         |                             |



|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 2</b>     | <b>Ordinary Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To confirm the payment of Interim Dividend of Rs. 8/- per equity share and declare a Final Dividend of Rs. 4/- per equity share for the financial year 2018-19. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 15                    | 9101270      | 77                   | 9102474      | <b>99.67%</b>                      |
| <b>Dissent</b>              | 0   | 0            | 1                     | 30012        | 1                    | 30012        | <b>0.33%</b>                       |
| <b>Result</b>               | Resolution passed with requisite majority.  |              |                       |              |                      |              |                                    |

|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 3</b>     | <b>Ordinary Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To appoint a Director in place of Mr. Kashi Ram Yadav (DIN: 02379958), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 15                    | 9101270      | 77                   | 9102474      | <b>99.67%</b>                      |
| <b>Dissent</b>              | 0   | 0            | 1                     | 30012        | 1                    | 30012        | <b>0.33%</b>                       |
| <b>Result</b>               | Resolution passed with requisite majority.  |              |                       |              |                      |              |                                    |





|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 4</b>     | <b>Ordinary Resolution</b>   |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To appoint a Director in place of Mr Joga Shyam Sunder Rao (DIN: 00014320), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 15                    | 9101270      | 77                   | 9102474      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 1                     | 30012        | 1                    | 30012        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |

|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 5</b>     | <b>Ordinary Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To ratify the remuneration of Cost Auditors for the Financial Year 2019-20. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 14                    | 9101240      | 76                   | 9102444      | 99.67%                             |
| <b>Dissent</b>              | 0   | 0            | 2                     | 30042        | 2                    | 30042        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.                                  |              |                       |              |                      |              |                                    |



|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 6</b>     | <b>Ordinary Resolution</b>   |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To revise the remuneration of Mrs. Seema Jain (DIN: 00013523), Whole-time Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 12                    | 9101188      | 74                   | 9102392      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 4                     | 30094        | 4                    | 30094        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |

|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 7</b>     | <b>Ordinary Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To revise the remuneration of Ms. Aanchal Jain (DIN: 00013350), Whole-time Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 11                    | 9101108      | 73                   | 9102312      | 99.67%                             |
| <b>Dissent</b>              | 0   | 0            | 5                     | 30174        | 5                    | 30174        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.  |              |                       |              |                      |              |                                    |



|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 8</b>     | <b>Ordinary Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To revise the remuneration of Mr. Rahul Jain (DIN: 00013566). Whole-time Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 11                    | 9101108      | 73                   | 9102312      | 99.67%                             |
| <b>Dissent</b>              | 0   | 0            | 5                     | 30174        | 5                    | 30174        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.  |              |                       |              |                      |              |                                    |

|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 9</b>     | <b>Ordinary Resolution</b>   |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To revise the remuneration of Mr. Joga Shyam Sunder Rao (DIN: 00014320), Whole-time Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 14                    | 9101240      | 76                   | 9102444      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 2                     | 30042        | 2                    | 30042        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |





|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 10</b>    | <b>Ordinary Resolution</b>   |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | To revise the remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole-time Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 14                    | 9101240      | 76                   | 9102444      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 2                     | 30042        | 2                    | 30042        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |

|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 11</b>    | <b>Special Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | Re-appointment of Mr. Iqbal Singh (DIN: 00014256) as an Independent Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 15                    | 9101270      | 77                   | 9102474      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 1                     | 30012        | 1                    | 30012        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |



|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 12</b>    | <b>Special Resolution</b>   |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | Re-appointment of Mr. Vinod Kumar Malhotra (DIN: 03544095) as an Independent Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 15                    | 9101270      | 77                   | 9102474      | 99.67%                             |
| <b>Dissent</b>              | 0   | 0            | 1                     | 30012        | 1                    | 30012        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.  |              |                       |              |                      |              |                                    |

|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 13</b>    | <b>Special Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | Re-appointment of Mr. Subodh Kumar Jain (DIN: 00165755) as an Independent Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 13                    | 9101160      | 75                   | 9102364      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 3                     | 30122        | 3                    | 30122        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |



|                             |  |              |                       |              |                      |              |                                    |
|-----------------------------|--|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 14</b>    | <b>Special Resolution</b>  |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | Re-appointment of Mr. Mohan Bir Sahni (DIN: 00906251) as an Independent Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>   |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>  |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>   | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68   | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6  | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62   | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62   | 1204         | 15                    | 9101270      | 77                   | 9102474      | 99.67%                             |
| <b>Dissent</b>              | 0  | 0            | 1                     | 30012        | 1                    | 30012        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.   |              |                       |              |                      |              |                                    |

|                             |   |              |                       |              |                      |              |                                    |
|-----------------------------|---|--------------|-----------------------|--------------|----------------------|--------------|------------------------------------|
| <b>Resolution No. 15</b>    | <b>Special Resolution</b>   |              |                       |              |                      |              |                                    |
| <b>Subject</b>              | Re-appointment of Mr. Ashok Kumar Sharma (DIN: 07610447) as an Independent Director of the Company. |              |                       |              |                      |              |                                    |
| <b>Particulars</b>          | <b>Details of Voting</b>  |              |                       |              |                      |              | <b>% of total valid votes Cast</b> |
|                             | <b>Poll</b>   |              | <b>Remote e-votes</b> |              | <b>Total</b>         |              |                                    |
|                             | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b>  | <b>Votes</b> | <b>No. of Voters</b> | <b>Votes</b> |                                    |
| <b>Total Votes Cast</b>     | 68  | 1223         | 16                    | 9131282      | 84                   | 9132505      |                                    |
| <b>Less: Invalid Votes</b>  | 6   | 19           | 0                     | 0            | 6                    | 19           |                                    |
| <b>Net Valid Votes Cast</b> | 62  | 1204         | 16                    | 9131282      | 78                   | 9132486      |                                    |
| <b>Assent</b>               | 62  | 1204         | 15                    | 9101270      | 77                   | 9102474      | 99.67%                             |
| <b>Dissent</b>              | 0   | 0            | 1                     | 30012        | 1                    | 30012        | 0.33%                              |
| <b>Result</b>               | Resolution passed with requisite majority.  |              |                       |              |                      |              |                                    |



| Resolution No. 16    | Special Resolution  |       |                |         |               |         |                             |
|----------------------|---|-------|----------------|---------|---------------|---------|-----------------------------|
| Subject              | Re-appointment of Mr. Jawahar Thakur (DIN: 07650035) as an Independent Director of the Company. |       |                |         |               |         |                             |
| Particulars          | Details of Voting   |       |                |         |               |         | % of total valid votes Cast |
|                      | Poll  |       | Remote e-votes |         | Total         |         |                             |
|                      | No. of Voters   | Votes | No. of Voters  | Votes   | No. of Voters | Votes   |                             |
| Total Votes Cast     | 68  | 1223  | 16             | 9131282 | 84            | 9132505 |                             |
| Less: Invalid Votes  | 6   | 19    | 0              | 0       | 6             | 19      |                             |
| Net Valid Votes Cast | 62  | 1204  | 16             | 9131282 | 78            | 9132486 |                             |
| Assent               | 62  | 1204  | 15             | 9101270 | 77            | 9102474 | 99.67%                      |
| Dissent              | 0   | 0     | 1              | 30012   | 1             | 30012   | 0.33%                       |
| 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*  
Ranjana Gupta  
Scrutinizer  
FCS 8613  
CP No. 9920



Counter Signed by

For **Picm INDUSTRIES LTD.**

*Arvind K. Chauhan*  
Arvind K. Chauhan  
Company Secretary

Dated : September 21, 2019  
Place : New Delhi