

FIEM INDUSTRIES LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 31st Annual General Meeting of the Members of Fiem Industries Limited will be held on Monday, September 21, 2020 at 10.00 a.m. through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") 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, 2020, 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, 2020 and the report of Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 10/- per equity share and declare a Final Dividend of Rs. 3/- per equity share for the Financial Year 2019-20.
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 Ms. Aanchal Jain (DIN: 00013350), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment.

SPECIAL BUSINESS

5. Ratification of remuneration of the Cost Auditors for the Financial Year 2020-21.

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. 2.10 lac plus applicable taxes and out of pocket expenses as recommended by the Audit Committee and approved 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 of the Company for the Financial Year 2020-21, 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."

6. Approval of re-appointment and remuneration of Mr. Jagjeevan Kumar Jain (J.K. Jain) (DIN: 00013356) as Chairman & Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and Schedule V of the Companies Act, 2013 ("Act") read with Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and in terms of Article No. 84 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 re-appointment of Mr. J.K. Jain (DIN 00013356), as Chairman & Managing Director of the Company, for a period of five (5) years, with effect from August 7, 2020, on the following terms and conditions:-

(a) Salary: Rs.10,40,000/- (Rupees Ten Lakh Forty Thousand) per month;

(b) Other Benefits, Perquisites & Allowances-

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

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car(s) with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration payable to Mr. J.K. Jain as Managing 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 the Board of Directors of the Company be and are hereby authorized to revise the remuneration during his tenure, as they may deem fit and proper, so that remuneration payable to him 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 thereof.

RESOLVED FURTHER THAT Mr. J.K. Jain shall not be liable to retire by rotation within the meaning of Section 152 of the Companies Act, 2013.

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

7. Approval of re-appointment and remuneration of Mr. Rahul Jain (DIN: 00013566) as Whole-time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

NOTICE OF 31ST AGM

"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 or re-enactment 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 re-appointment of Mr. Rahul Jain (DIN 00013566) as Whole-time Director of the Company, for a period of five (5) years, with effect from October 1, 2020, on the following terms and conditions:-

(a) Salary: Rs. 5,50,000/- (Rupees Five Lakh Fifty Thousand) per month;

(b) Other Benefits, Perquisites & Allowance -

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

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration payable to Mr. Rahul Jain 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 the Board of Directors of the Company be and are hereby authorized to revise the remuneration during his tenure, as they may deem fit and proper, so that remuneration payable to him 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 thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rahul Jain (DIN 00013566) 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 application, representation, 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."

8. Approval of re-appointment and remuneration of Mr. Kashi Ram Yadav (DIN: 02379958) as Whole-time Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of 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 or re-enactment 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 re-appointment of 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, 2020, on the following terms and conditions:-

(a) Salary: Rs. 8,50,000/- (Rupees Eight Lakh Fifty Thousand) per month;

(b) Other Benefits, Perquisites & Allowance-

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

- (i) 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 Nomination & Remuneration Committee;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure, 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 the Board of Directors of the Company be and are hereby authorized to revise the remuneration during his tenure, as they may deem fit and proper, so that remuneration payable to him 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 thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kashi Ram Yadav (DIN: 02379958) 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 application, representation, 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."

9. Regularization of Mr. Rajesh Sharma (DIN: 08650703) as Director of the Company and approval of his appointment and remuneration as Whole-time Director.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT Mr. Rajesh Sharma, who was appointed as Additional Director by the Board of Directors of the Company with effect from January 1, 2020 and who continue to hold the office of Director up to this Annual General Meeting, and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member

proposing his candidature for the office of Director, being eligible, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER 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 appointment of Mr. Rajesh Sharma (DIN: 08650703) as Whole-time Director of the Company for a period of five (5) years, with effect from January 1, 2020, on the following terms and conditions:

(a) Salary: Rs. 10,75,000/- (Rupees Ten Lakh Seventy Five Thousand) per month;

(b) Other Benefits, Perquisites & Allowance -

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

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration payable to Mr. Rajesh Sharma 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 the Board of Directors of the Company be and are hereby authorized to revise the remuneration during his tenure, as they may deem fit and proper, so that remuneration payable to him 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 thereof.

RESOLVED FURTHER THAT Company Secretary and Chief Financial Officer of the Company be and are hereby individually authorized to file such requisite application, representation, 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."

10. Regularization and appointment of Ms. Shobha Khatri (DIN: 08650727) as an Independent Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and

the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Ms. Shobha Khatri, who was appointed by the Board as an Additional Director in the category of Independent Director on the recommendation of Nomination & Remuneration Committee of the Company with effect from January 1, 2020 and who continue to hold the office of Additional Director (Independent Director) up to this Annual General Meeting, and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years effective from January 1, 2020."

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

**Arvind K. Chauhan
Company Secretary
Memb. No. F7694**

**Place: Rai, Sonapat (HR.)
Dated: 30/06/2020**

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:

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.

General instructions for accessing and participating in the 31st AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

- (a) In view of the outbreak of the COVID-19 pandemic, social distancing norm to be followed and the continuing restriction on movement of persons at several places in the country and pursuant to General Circular Nos.14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020, respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 issued by the Securities and Exchange Board of India ("SEBI Circular") and in compliance with the provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 31st AGM of the Company will be held through VC/OAVM Facility, which does not require physical presence of members at a common venue. The deemed venue for the 31st AGM shall be the Registered Office of the Company.
- (b) Company has engaged M/s Link Intime (India) Pvt. Limited (LIPL) for providing facility for voting through remote e-Voting, VC/OAVM Facility for convening the 31st AGM and e-Voting during the 31st AGM.

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- (c) Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, allow the listed companies to send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Director's Report, etc. by electronic mode.
- (d) In compliance with the MCA Circulars and SEBI Circular, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories.
- (e) In line with the MCA Circulars and SEBI Circular, the Notice of the 31st AGM and Annual Report 2019-20 will be available on the website of the Company at www.fiemindustries.com under Investors section, on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Notice of the 31st AGM will also be available on the website of LIIP at <https://instavote.linkintime.co.in>
- (f) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 31st AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 31st AGM through VC/OAVM Facility and e-Voting during the 31st AGM.
- (g) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting or e-voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csranjana@ranjanagupta.in with copies marked to the Company at investor@fiemindustries.com and to e-voting service provider i.e. LIIP at enotices@linkintime.co.in
- (h) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
- (i) Members may join the 31st AGM through VC/OAVM Facility by following the procedure as mentioned in this Notice, the joining window will be opened for the Members at least 15 minutes before the scheduled time to start the 31st AGM and will be closed not earlier than 15 minutes after the scheduled time to start the 31st AGM.
- (j) Members may note that the VC/OAVM Facility, provided by LIIP, allows participation of at-least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 31st AGM without any restriction on account of first-come-first-served principle.
- (k) Attendance of the Members participating in the 31st AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- (l) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circular, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 31st AGM and facility for those Members participating in the 31st AGM to cast vote through e-Voting system during the 31st AGM, if they have not casted their vote through remote e-voting.
- (m) Brief details of the Directors, who are seeking appointment/re-appointment at the 31st AGM, are annexed hereto as per requirements of Regulation 36 of the Listing Regulations and SS-2 issued by the Institute of Company Secretaries of India. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
- (n) 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, September 15, 2020 to Monday, September 21, 2020 (both days inclusive)** for determining the name of members eligible for final dividend on Equity Shares, if declared at the Meeting.
- (o) 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:
- 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, September 14, 2020**; and
 - To all those members holding shares in physical form, after giving effect to all the valid share transmission and transpositions. lodged with the Company/RTA (i.e. Link Intime India Pvt Ltd.) on or before the closing hours on **Monday, September 14, 2020**.
- (p) Dividend will be preferably paid through National Electronic Clearing Services (NECS) and other electronic transfers, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the Members. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ demand draft to such Members by **October 15, 2020** by permissible modes.
- (q) Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend payable to the Members (if applicable for that member) as per Income Tax Act, 1961 ("the IT Act"). Therefore, Members are requested to complete/update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with RTA. Further, to submit the applicable Form 15G/15H/10F under the IT Act and other applicable documents, members can visit the website of our RTA, Link Intime India Pvt. Ltd. at the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. For general guidance, Members may refer to the **"Communication on TDS on Dividend Distribution"** appended to this Notice.

(r) Inspection of Documents:

Electronic copies of all the documents referred to in the Notice of the AGM shall be made available for inspection as per provisions of the Act. During the 31st AGM, members may access the scanned copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at investor@fiemindustries.com mentioning their name, demat account number/ folio number and email.

(s) 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.

(t) 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.

(u) Registration of email id and Bank Account Details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/ Depositories, log in details for e-voting are being sent on the registered email address.

The shareholders, who have not registered their email address & mobile with the Company/RTA/Depositories and/or not updated the Bank Account mandate for receiving the dividend directly in their Bank Account through Electronic Clearing Service (ECS), are requested to register / update the above details immediately, in the following manner:

(i) Registering / updating the details with DP: In case the Shares held in demat mode, it is strongly recommended to such shareholder to register / update the email address, mobile no. and bank account details in his / her demat account as per process advised by the DP.

(ii) Registering / updating the details with RTA: In case the shares held in physical mode, the shareholder need to visit to website of our RTA, Link Intime India Private Ltd. at the link https://linkintime.co.in/EmailReg/Email_Register.html and then select **Fiem Industries Limited** from dropdown list of Companies and fill in the details asked there in, and upload the required documents and submit. Though, shareholders holding shares in Demat mode can register / update his/her details to RTA, however, it is better for such shareholder to register / update these details with their DP only.

Remote e-voting Facility and e-voting System during the AGM

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, 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 to its members the facility to exercise their right to vote through remote e-voting. The facility of casting the votes by the members using an electronic voting system from any place before the AGM ("remote e-voting") will be provided by Link Intime (India) Pvt. Limited (LIPL).

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 again by e-voting during the AGM.

2. 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 during the AGM.

3. 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 i.e. September 14, 2020**.

4. The remote e-voting period commences on **September 18, 2020 (10:00 AM) and ends on September 20, 2020 (5.00 PM)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **i.e. September 14, 2020**, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

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 and e-voting during the AGM in a fair and transparent manner.

6. In addition to the 'remote e-voting' facility before the AGM, the shareholders will also be provided the facility of e-voting during the 31st AGM. The Chairman shall, after completion of response to the questions raised by the Members in advance or as a speaker at the 31st AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the 31st AGM and announce the start of the casting of vote through the e-voting system. After casting of votes by the Members participating in AGM through VC/OAVM Facility, the e-voting will be closed with the formal announcement of closure of the 31st AGM.

7. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and e-voting at AGM, 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 and on the website of LIPL. The result shall simultaneously be communicated to the Stock Exchanges.

8. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. **September 21, 2020**.

NOTICE OF 31ST AGM

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

ITEM NO. 5

On the recommendation of the Audit Committee, the Board of Directors in its meeting held on June 30, 2020 has approved the appointment and remuneration of Mr. Krishan Singh Berk, Cost Accountant (Membership 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 2020-21 at a remuneration of Rs. 2.10 Lac plus applicable taxes and out of pocket expenses. 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 re-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 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 2020-21.

The Board recommend to pass the Resolution set out in item no. 5 of the Notice by way of Ordinary Resolution.

ITEM NO. 6

As the Members are aware that at the Annual General Meeting held on 25th September 2015, Mr. J. K. Jain was re-appointed as Managing Director of the Company for a further period of 5 years with effect from August 7, 2015 and also approved his remuneration. Subject to the approval of the members, the Board of Directors on the recommendation of Nomination & Remuneration Committee of the Company, in its meeting held on June 30, 2020 have approved the re-appointment of Mr. J. K. Jain as Chairman & Managing Director of the Company with effect from August 7, 2020, for a further period of five years from the expiry of his current tenure at the same remuneration as he was receiving before re-appointment. This re-appointment was done subject to approval of the Members in general meeting.

Mr. J. K. Jain is the founder promoter of the Company and under his dynamic leadership, the Company has been able to grow exponentially. Today, the Company has nine state of the art manufacturing facilities spreading in North and South India. Because of his farsighted vision, passion, entrepreneurship and growth-oriented leadership, the Company has been able to write the success story during all these years, despite various challenges and disruptions.

Mr. J. K. Jain had conveyed his willingness to the Nomination & Remuneration Committee to not revise his remuneration on his re-appointment. Nomination & Remuneration Committee in its meeting held on June 30, 2020 recommended the re-appointment of Mr. J.K. Jain for another period of five (5) years on the same remuneration. Board of Directors in their meeting held on June 30, 2020 re-appointed him for another period of five (5) years on same remuneration, subject to approval of the members of the Company.

Mr. J.K. Jain is one of the founder promoter of the Company and he hold 3129367 Shares (23.78%) in the Company in his name. The whole promoters group hold 8759157 Shares (66.56%) shares in the Company.

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. Therefore, all of these Directors, together with their relatives, deemed to be concerned or interested in the resolution. For other transactions with the Company, please refer **Note No. 47** to the financial statements which sets out the related party disclosure pursuant to IndAs.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in way, whether financially or otherwise, concerned or interested in the said resolution.

The other requisite details of Mr. J.K. Jain are provided in '**Annexure-A**' to the Notice.

The Board recommend to pass the Resolution set out in item no. 6 of the Notice by way of Special Resolution.

ITEM NO. 7

As the Members are aware that at the Annual General Meeting held on 25th September 2015, Mr. Rahul Jain, was re-appointed as Whole-time Director of the Company for a period of 5 years with effect from October 1, 2015 and also approved his remuneration.

Subject to the approval of the members, the Board of Directors on the recommendation of Nomination & Remuneration Committee of the Company, in its meeting held on June 30, 2020 has approved the re-appointment of Mr. Rahul Jain as Whole-time Director of the Company at the same remuneration as he is currently receiving, with effect from October 1, 2020, for a further period of five years from the expiry of his current tenure subject to the approval of the Members of the Company.

Mr. Rahul Jain is involved in all activities in the Company spanning over Manufacturing Operations, Business Development, Corporate Planning, Strategic Affairs and Customer interaction. He has extensively travelled abroad and visited the facilities of a number of big Automotive Companies in foreign countries to acquire learning from new and latest practices and technology. He has developed himself with extensive working and learning in the Company. He is having the excellent leadership skills and always believes in details. He is having the vision of taking the growth of the Company in next level. In its meeting held on June 30, 2020 Nomination & Remuneration Committee recommended his re-appointment for a period of five (5) years from the expiry of his current tenure. On recommendation of Nomination & Remuneration Committee, the Board of Directors re-appointed him for another term of five (5) years at the same remuneration of Rs. 5,50,000/- per month, with other benefits and perquisites as mentioned in the resolution, subject to approval of the members of the Company.

Mr. Rahul Jain is one of the promoter of the Company and he hold 1625668 Shares (12.35%) shares in the Company in his name. The whole promoters group hold 8759157 Shares (66.56%) in the Company.

Mr. Rahul Jain is son of Mr. J.K. Jain, Chairman & Managing Director and Mrs. Seema Jain, Whole-time Director and brother of Ms. Aanchal Jain, Whole-time Director, hence all are related to each other. Further, all of these are promoters of the Company. Therefore, all of these Directors, together with their relatives, deemed to be concerned or interested in the resolution. For other transactions with the Company, please refer **Note No. 47** to the financial statements which sets out the related party disclosure pursuant to IndAs.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in way, whether financially or otherwise, concerned or interested in the said resolution.

The other requisite details of Mr. Rahul Jain are provided in '**Annexure-A**' to the Notice.

The Board recommend to pass the Resolution set out in item no. 7 of the Notice by way of Ordinary Resolution.

ITEM NO. 8

As the Members are aware that in Annual General Meeting held on August 21, 2017, Mr. Kashi Ram Yadav was re-appointed as Whole-time Director of the Company w.e.f. October 25, 2017 for a period of three (3) years and his current tenure is due for completion on October 24, 2020.

He is associated with the Company for more than 25 years and responsible for manufacturing operations of all factories of the Company in North India for many years. 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. 8,50,000/- per month with other perquisites and benefits as mentioned in the resolution. 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.

On the recommendation of the Nomination & Remuneration Committee and considering the above things and need of continuance of his services, the Board of Directors of the Company approved his re-appointment as Whole-time Director for another term of three (3) years beyond his current tenure, subject to approval of the members. The re-appointment and remuneration are within the permissible limits and in compliance with applicable provisions of Companies Act, 2013.

Mr. Kashi Ram Yadav hold 338 Equity shares in the Company in his name and he may deemed to be interested up to extent of his shareholding.

Further, except Mr. Kashi Ram Yadav himself, being an appointee, none of the other Directors and Key Managerial Personnel and their relatives are, in way, whether financially or otherwise, concerned or interested in the said resolution.

Mr. Kashi Ram Yadav is not related to any Director or Key Managerial Personnel of the Company.

The other requisite details of Mr. Kashi Ram Yadav are provided in '**Annexure-A**' to the Notice.

The Board recommend to pass the Resolution set out in item no. 8 of the Notice by way of Ordinary Resolution.

ITEM NO. 9

Mr. Rajesh Sharma, aged 56 years, joined Fiem Industries Ltd. in 2003. He is among the Senior Management of the Company for many years now and heading the Marketing & Development department of the Company as well as involved in the manufacturing operations of

the factories from time to time. He is having vast experience of more than 35 years in automotive Industry. He is a Science Graduate and during his long career has travelled in many countries in connection with the OEM business development.

He has a rich experience in the fields of marketing, sales and new product developments in automotive components industry, majorly in automotive lighting and rear-view mirrors.

Considering his long industry experience and association with the Company at Senior Management level, his candidature was considered by the Nomination & Remuneration Committee for elevation to the Board. The Nomination & Remuneration Committee in its meeting held on December 26, 2019 recommended his elevation to the Board.

On recommendation of Nomination & Remuneration Committee as well as after considering all requisite information and consents & declarations received from Mr. Rajesh Sharma, Board of Directors appointed him as Additional Director and Whole-time Director effective from January 1, 2020 for a term of 5 years, subject to approval by the members of the Company. As Mr. Rajesh Sharma was appointed as Additional Director by the Board, hence he holds the office of the Director upto this AGM. Therefore, members are requested for his regularization as Director and approval of his appointment as Whole-time Director for a term of five (5) years, effective from January 1, 2020. The requisite resolution is proposed in the Notice of AGM.

Mr. Rajesh Sharma holds no shares in the Company in his name.

Except Mr. Rajesh Sharma, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Mr. Rajesh Sharma is not related to any Director or Key Managerial Personnel of the Company.

The other requisite details of Mr. Rajesh Sharma are provided in '**Annexure-A**' to the Notice.

The Board recommend to pass the Resolution set out in item no. 9 of the Notice by way of Ordinary Resolution.

ITEM NO. 10

Regulation 17(1)(a) of SEBI (Listing Obligation and Disclosure) Regulations, 2015, as amended, mandate that the top 1000 Companies on the basis of market capitalization, as at the end of the immediate previous financial year need to have at least one Woman Independent Director, w.e.f. April 1, 2020. As your Company falls under top 1000 Companies by market capitalization as on March 31, 2019, hence it was required to appoint one Woman Independent Director before April 1, 2020.

Considering above, the candidature of Ms. Shobha Khatri was proposed before Nomination & Remuneration Committee for appointment as Woman Independent Director. Ms. Shobha Khatri, aged 64 years, is a self-made women entrepreneur and running her own garment export business. She is based in Delhi and hold a B.Sc. degree from Delhi University. She has enrolled herself as aspiring candidate for Independent Director in Independent Directors Databank portal as provided by Indian Institute of Corporate Affairs (IICA) and got Registration No.: IDDB-NR-201912-003129. She had also provided declaration, wherein she confirmed that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

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Nomination & Remuneration Committee in its meeting held on December 26, 2019 considered the candidature of Ms. Shobha Khatri based on her profile, consent and declarations and other information and recommended her for appointment as Independent Director.

Board of Directors, in their meeting held on December 26, 2019 considered the candidature of Ms. Shobha Khatri based on her profile, consent and declarations and recommendations of Nomination & Remuneration Committee for her appointment as Independent Director. In the opinion of the Board, she fulfilled the conditions specified in the Companies Act and SEBI (Listing Obligation and Disclosure) Regulations, 2015 and is independent of the management of the Company. Further, she possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company. Ms. Shobha Khatri is not debarred from holding the office of Director pursuant to any SEBI Order. Hence, the Board of Directors, appointed her as Additional Director in the category of Independent Director w.e.f. January 1, 2020 for a term of consecutive five (5) years, subject to her regularization as Director and appointment as Independent Director by the Members of the Company at this AGM.

Hence, resolution for her regularization and appointment as Independent Director is proposed in the Notice of AGM.

The Company has also received Notice under Section 160 of the Companies Act, 2013 from member of the Company proposing her candidature for appointment as Independent Director of the Company.

Ms. Shobha Khatri holds no shares in the Company in her name.

Except Ms. Shobha Khatri, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Ms. Shobha Khatri is not related to any Director or Key Managerial Personnel of the Company.

The other requisite details of Ms. Shobha Khatri are provided in 'Annexure-A' to the Notice.

The Board recommend to pass the Resolution set out in item no. 10 of the Notice by way of Ordinary Resolution.

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

**Arvind K. Chauhan
Company Secretary
Memb. No. F7694**

**Place: Rai, Sonapat (HR.)
Dated: 30/06/2020**

Annexure – A

Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Directors seeking appointment/re-appointment:

Name of Director	Mr. Jagjeevan Kumar Jain	Mr. Rahul Jain
DIN	00013356	00013566
Brief Resume and nature of Expertise in Specific Functional Areas	He is the founder promoter of the Company and under his dynamic leadership, the Company has been able to grow exponentially and today the Company has nine (9) state of the art manufacturing units spreading in North and South India and one in Gujarat. Because of his vision, passion and entrepreneurship, the Company's growth has remained exponential.	He started his working career with Fiem Industries Ltd. He is involved in all activities in the Company spanning over Manufacturing Operations, Business Development, Corporate Planning, Strategic Affairs and Customer interaction. He has extensively travelled abroad and visited the facilities of a number of big Automotive Companies in foreign countries to acquire learning from new and latest practices and technology.
D.O.B.	09/05/1952	14/11/1986
Qualifications	Graduate	Management Graduate
No. of years of Experience	48	11
Terms and conditions of appointment / re-appointment / change in remuneration	As mentioned in resolution and statement u/s 102 in the Notice of AGM.	As mentioned in resolution and statement u/s 102 in the Notice of AGM.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report
Date on which first appointed on the Board	06/02/1989	14/11/2004
Details of shareholding in the Company (as on 31/03/2020)	3129367 (23.78%)	1625668 (12.35%)
Relationship with other Directors/Key Managerial Personnel (if any)	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.	Mr. Rahul Jain, Whole-time Director is son of Mr. J.K. Jain, Chairman & Managing Director and Mrs. Seema Jain, Whole-time Director and brother of Ms. Aanchal Jain, Whole-time Director, hence all are related to each other. Further, all of these are promoters of the Company.
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details / Names of Directorships/ Committee chairmanship and membership in other companies [Only Indian Companies considered]	Fiem Auto Pvt. Ltd. (Director) Aisan Fiem Automotives India Pvt Ltd. (Director)	Fiem Auto Pvt. Ltd. (Director)

Name of Director	Mrs. Seema Jain	Ms. Aanchal Jain
DIN	00013523	00013550
Brief Resume and nature of Expertise in Specific Functional Areas	She belongs to a business family and was involved in her family business from an early age. She is actively involved in decision making in our Company besides overseeing the finance functions. She is also involved in the CSR programmes of the Company.	She started her working career with Fiem Industries Ltd. and takes care of the human resource management functions of the Company and is also actively involved in skill development and labour welfare programme in the Company.
D.O.B.	28/08/1954	01/12/1981
Qualifications	Graduate	Management Graduate
No. of years of Experience	36	18
Terms and conditions of appointment / re-appointment / change in remuneration	Terms & conditions and remuneration remain same, Director is retiring by rotation and seeking re-appointment.	Terms & conditions and remuneration remain same, Director is retiring by rotation and seeking re-appointment.
Details of remuneration and remuneration last drawn	No increase proposed in remuneration and last drawn remuneration is given in Corporate Governance Report.	No increase proposed in remuneration and last drawn remuneration is given in Corporate Governance Report.
Date on which first appointed on the Board	06/02/1989	02/12/1999
Details of shareholding in the Company (as on 31/03/2020)	3010000 (22.87%)	898184 (6.82%)
Relationship with other Directors/Key Managerial Personnel (if any)	Mrs. Seema Jain, Whole-time Director is wife of Mr. J.K. Jain, Chairman & Managing Director and mother 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.	Ms. Aanchal Jain, Whole-time Director is daughter of Mr. J.K. Jain, Chairman & Managing Director and Mrs. Seema Jain, Whole-time Director and sister of Mr. Rahul Jain, Whole-time Director, hence all are related to each other. Further, all of these are promoters of the Company.
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details / Names of Directorships/ Committee chairmanship and membership in other companies [Only Indian Companies considered]	Fiem Auto Pvt. Ltd. (Director)	Fiem Auto Pvt. Ltd. (Director)

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Name of Director	Mr. Kashi Ram Yadav	Ms. Shobha Khatri
DIN	02379958	08650727
Brief Resume and nature of Expertise in Specific Functional Areas	He has more than 45 years' experience in production and manufacturing operations of automotive lightings, signalling equipment and rear view mirrors. He was appointed on the Board of the Company in October, 2008. He is presently responsible for production and manufacturing operations in North India facilities of the Company.	Ms. Shobha Khatri is a self-made women entrepreneur and running her own garment export business. She is based in Delhi and hold a B.Sc. degree from Delhi University.
D.O.B.	07/02/1956	14/07/1955
Qualifications	Matriculation	Graduate
No. of years of Experience	45	40
Terms and conditions of appointment / reappointment / change in remuneration	As mentioned in resolution and statement u/s 102 in the Notice of AGM.	As mentioned in resolution and statement u/s 102 in the Notice of AGM.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors
Date on which first appointed on the Board	25/10/2008	01/01/2020
Details of shareholding in the Company (as on 31/03/2020)	338 Shares	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details / Names of Directorships/Committee chairmanship and membership in other companies [Only Indian Companies considered]	NIL	Nil

Name of Director	Mr. Rajesh Sharma
DIN	08650703
Brief Resume and nature of Expertise in Specific Functional Areas	He is among the Senior Management of the Company for many years now and heading the Marketing & Development department of the Company as well as involved in the manufacturing operations of the factories from time to time. He has a rich experience in the fields of marketing, sales and new product developments in automotive components industry, majorly in automotive lighting and rear-view mirrors.
D.O.B.	21/01/1963
Qualifications	Graduate
No. of years of Experience	36
Terms and conditions of appointment / reappointment / change in remuneration	As mentioned in resolution and statement u/s 102 in the Notice of AGM.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report.
Date on which first appointed on the Board	01/01/2020
Details of shareholding in the Company (as on 31/03/2020)	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report
Details / Names of Directorships/Committee chairmanship and membership in other companies [Only Indian Companies considered]	None

By Order of the Board
For Fiem Industries Limited
Sd/-
Arvind K. Chauhan
Company Secretary
Memb. No. F7694

Place: Rai, Sonapat (HR.)

Dated: 30/06/2020

OPERATING INSTRUCTIONS FOR SHAREHOLDERS (Remote e-Voting, VC/OAVM, e-Voting)

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:

1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- ☐ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. User ID: Enter your User ID as under:

Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**

Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

Shareholders/ members holding shares in **physical form shall provide** Event No (200180) + Folio Number registered with the Company

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

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

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

- Shareholders/ members holding shares in **CDSL demat account shall provide either 'C' or 'D', above**
- Shareholders/ members holding shares in **NSDL demat account shall provide 'D', above**
- Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- ☐ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

- ☐ Click "confirm" (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on **"Login"** under **'SHARE HOLDER'** tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'**.
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
5. E-voting page will appear.

6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
7. After selecting the desired option i.e. Favour / Against, click on **'Submit'**. A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes'**, else to change your vote, click on **'No'** and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

If you have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

NOTICE OF 31ST AGM

PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET:

1. Open the internet browser and launch the URL:
<https://instameet.linkintime.co.in>
☐ Select the “Company” and ‘Event Date’ and register with your following details: -
 - A. **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No
 - Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company
 - B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).
 - C. **Mobile No.:** Enter your mobile number.
 - D. **Email ID:** Enter your email id, as recorded with your DP/ Company.
☐ Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions **(Annexure-B)** for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request latest by 5.00 p.m. (IST), September 17, 2020 with the company by sending email at investor@fiemindustries.com from their registered email address mentioning their name, DP ID and Client ID / Folio No., No. of Shares, PAN and mobile No.
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of the time at the AGM.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

SHAREHOLDERS/ MEMBERS SEEKING INFORMATION:

Members seeking any information with regard to the accounts, are requested to email from their registered email address mentioning their name, DP ID and Client ID / Folio No., No. of Shares, PAN and mobile No. latest by 5.00 p.m. (IST), September 17, 2020 on investor@fiemindustries.com Such questions shall be taken up during the meeting or replied by the Company suitably.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on ‘Submit’.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/ Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

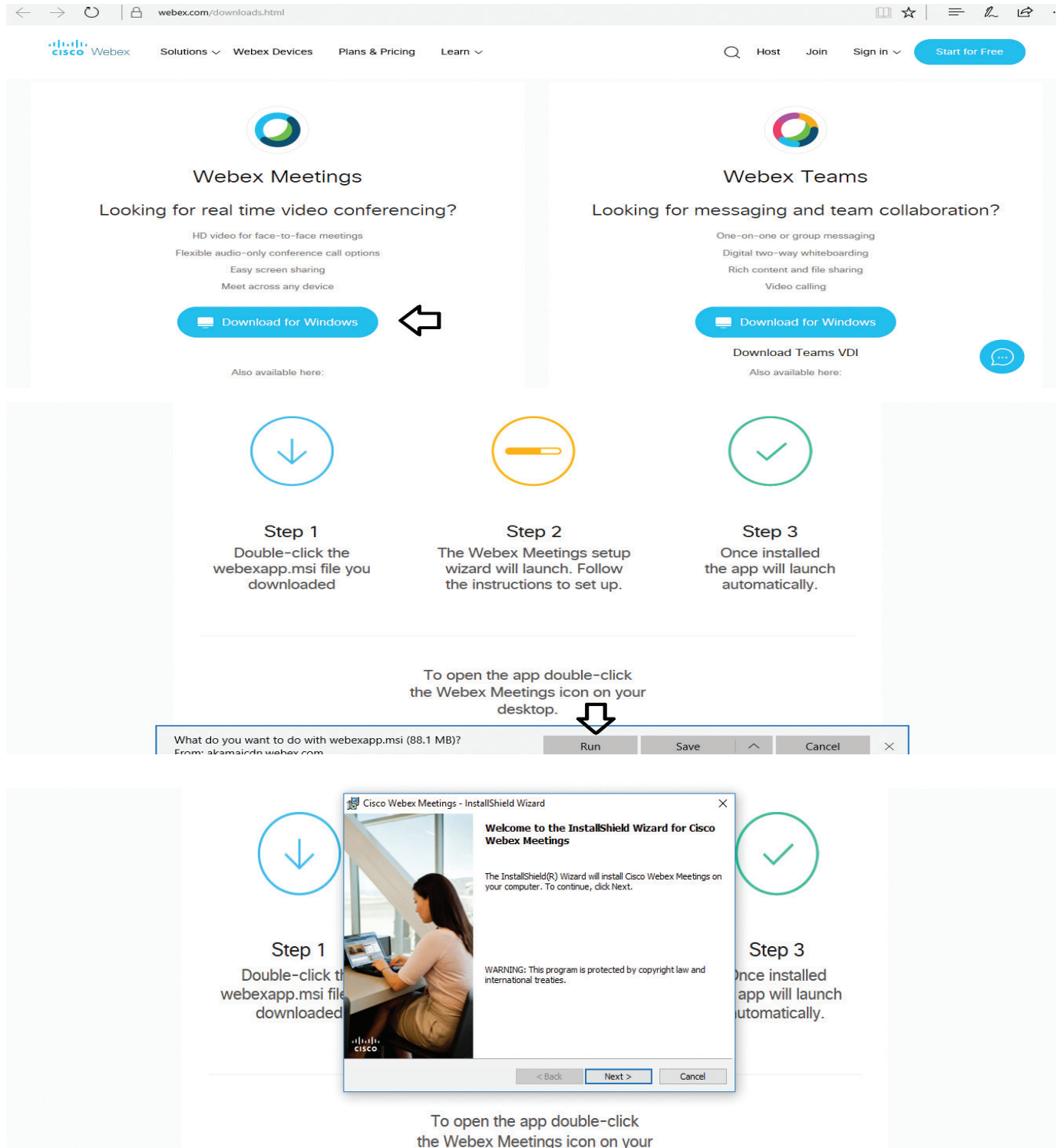
In case shareholders/ members have any queries regarding login through VC/OAVM/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175 to our RTA.

(Annexure-B)

Software Guidelines to attend AGM through InstaMEET (VC /OAVM) Application of Link Intime India Pvt. Ltd.:

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html>



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Step 1
Double-click the webexapp.msi file you downloaded

Step 2
The Webex Meetings setup wizard will launch. Follow the instructions to set up.

Step 3
Once installed the app will launch automatically.

To open the app double-click the Webex Meetings icon on your desktop.

What do you want to do with webexapp.msi (88.1 MB)?
From: akamai.cdn.webex.com

Run Save ^ Cancel X

Cisco Webex Meetings - InstallShield Wizard

Welcome to the InstallShield Wizard for Cisco Webex Meetings

The InstallShield(R) Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.

WARNING: This program is protected by copyright law and international treaties.

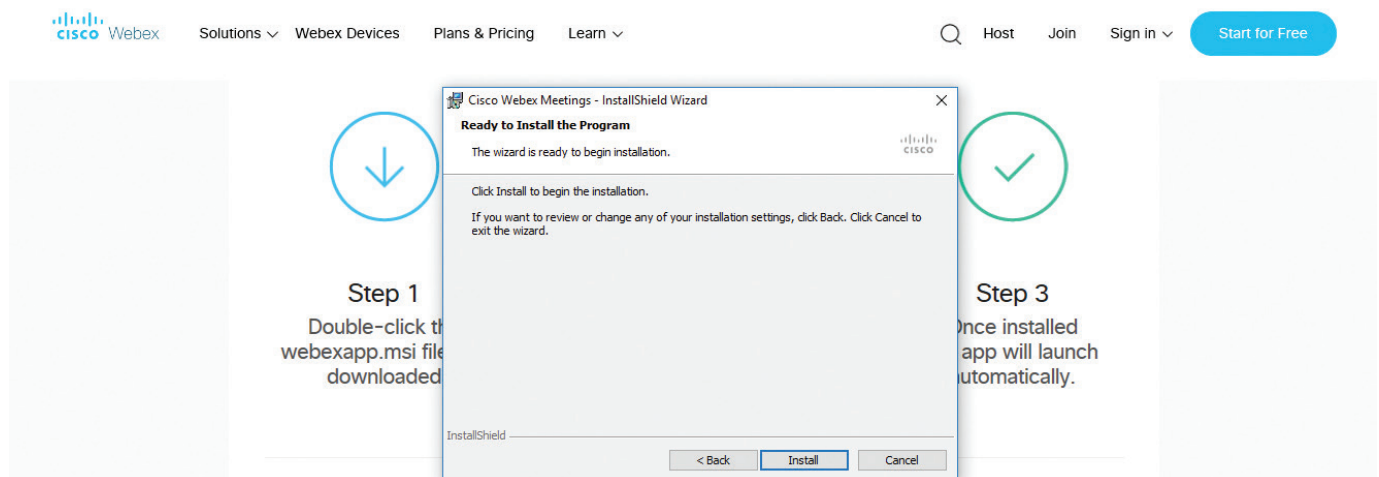
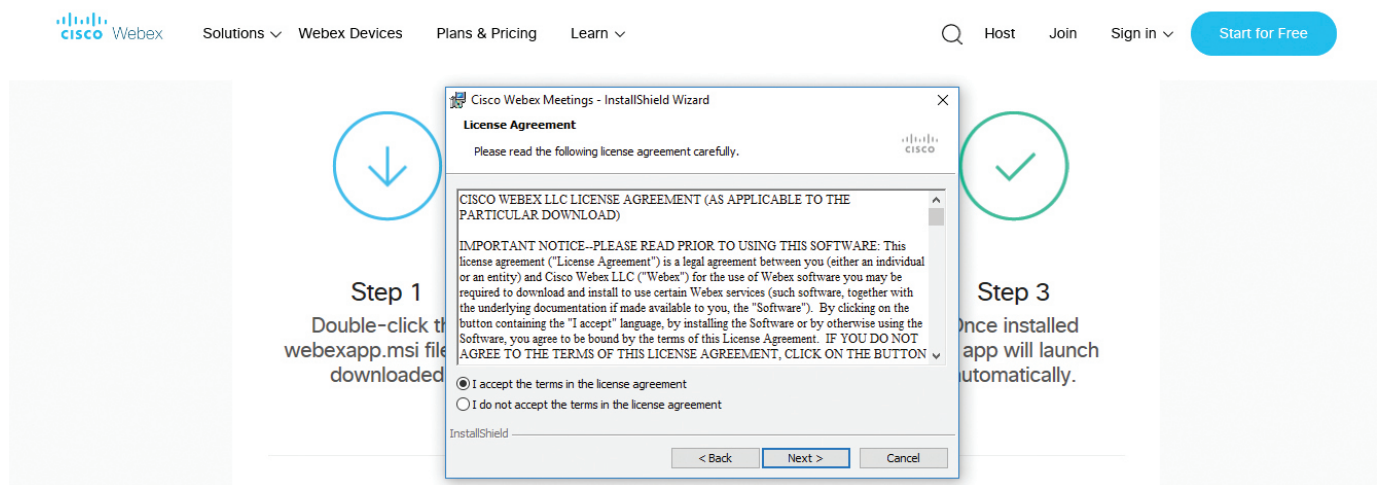
< Back Next > Cancel

Step 1
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or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Step 1 Enter your First Name, Last Name and Email ID and click on Join Now.

- 1 (A) If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
- 1 (B) If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or Run a temporary application.

Click on Run a temporary application, an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



"COMMUNICATION ON TDS ON DIVIDEND DISTRIBUTION"

In accordance with the provisions of the Income Tax Act, 1961, (IT Act) as amended by the Finance Act, 2020, effective April 1, 2020, dividend declared and paid by a Company shall be taxable in the hands of the shareholders. The Company is required to deduct tax at source (TDS) at the rates applicable to each category of shareholders. As a general information, the rates of TDS on Dividend for various categories of shareholders and the required documents are provided below: -

A. RESIDENT SHAREHOLDERS:

1. No tax shall be deducted for resident individual shareholders, if the aggregate amount of dividend to be paid for FY 2020-21 by the Company does not exceed Rs. 5,000/-.
2. Where, Permanent Account Number (PAN) is available with the Company and valid, then:
 - a. Tax shall be deducted at source in accordance with Section 194 of the IT Act @ 7.5%, if the amount of dividend payable to that shareholder by the Company exceeds Rs. 5,000/-.
 - b. No tax at source shall be deducted on the dividend payable in cases where the shareholder provides duly completed and signed **Form 15G** (applicable to any person other than a Company or a Firm) or **Form 15H** (applicable to an individual above the age of 60 years), provided that all the eligibility conditions are met.
3. Where PAN is either not available or is invalid, tax shall be deducted at source @ 20%.

B. NON-RESIDENT SHAREHOLDERS:

1. Tax is required to be deducted in accordance with the provisions of Section 195 of the IT Act at applicable rates in force. Accordingly, tax @ 20% (plus applicable surcharge, and health and education cess) shall be deducted on the amount of dividend payable.
2. However, pursuant to Section 90(2) of the Act, non-resident shareholders may have an option to be governed by the provisions of Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if such DTAA provisions are more beneficial to them.
3. To avail of DTAA benefits, the non-resident shareholder shall furnish all the following documents not later than **5.00 p.m. (IST) on Monday, September 14, 2020**, to Link Intime India Pvt. Ltd. (LIPL), RTA of the Company through online service provided by them and detailed in subsequent paras: -
 - a. Self-attested copy of PAN allotted by the Indian income tax authorities;
 - b. Self-attested Tax Residency Certificate (TRC) issued by the tax/competent authority of the country of residency, evidencing and certifying tax residency status in that country during FY 2020-21. In case, the TRC is in a language other than English, a duly notarized and apostilled copy thereof, translated in English language would have to be provided;
 - c. Duly completed and signed **Form 10F**; and

d. Self-declaration by the non-resident shareholder as to: -

- i) iEligibility to claim the beneficial DTAA rate, including having regard to the Principal purpose Test (if any), included in the applicable tax treaty with India for the purposes of tax withholding on dividend declared by the Company;
 - ii) Shareholder being the beneficial owner of the dividend income to be received on the equity shares;
 - iii) No Permanent Establishment/fixed base in India in accordance with the applicable DTAA; and
 - iv) Continue to remain a tax resident of the country of your residency during FY 2020-21.
4. Please note that the Company is not obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA rate shall depend upon the completeness of the documents submitted by the Non-Resident shareholder and in accordance with the provisions of the IT Act.
 5. Notwithstanding Paragraph (B) 2 above, as per the provisions of Section 196D of the IT Act, tax shall be deducted at source @ 20% (plus applicable surcharge and health and education cess) on dividend payable to Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs). For the purpose of withholding tax, it may not be possible to consider applicable DTAA benefits, if any, in case of FII and FPI since the provisions of the Act do not provide so.
 6. In order to enable to determine the appropriate tax rate at which tax has to be deducted at source under the respective provisions of the IT Act, you are requested to provide the above-mentioned details and documents as applicable to well in time mentioned above. Dividend will be paid after deduction of tax at source as determined on the basis of the aforementioned documents provided by shareholders as applicable to them and being found to be satisfactory by the RTA/Company.

C. INFORMATION FOR ALL SHAREHOLDERS:

1. Shareholders holding shares under multiple folios/ accounts under different status/category and single PAN, are requested to note that higher of the tax rate as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
2. In view of the prevailing COVID 19 situation and for ease of processing of dividend, only scanned copies of the aforementioned documents will be accepted by the Company as per the procedure laid down. Duly completed and signed documents are required to be submitted to our RTA, Link Intime India Pvt. Ltd. (LIPL) by uploading the documents on <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before Monday, September 14, 2020, in order to enable the RTA/ Company to determine and deduct appropriate TDS/ withholding tax.

On clicking the above link, the user will be prompted to select/share the following information to register their request: -

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- (i) Select the company [Dropdown]
 - (ii) Folio No./DP-Client ID [For Folio No. Share Certificate No. also required to filled]
 - (iii) PAN [fill the No.]
 - (iv) Financial year [Dropdown]
 - (v) Select Exemption Form [Dropdown]
 - (vi) KYC Document - (PAN) – [attach the document]
 - (vii) Form 15G / Form 15H/ Form 10F - [attach the duly filled & signed]
 - (viii) Any Supporting Document [Any other supporting document like, Self-Declaration, TRC etc.]
3. Please note that no communication on tax determination/ deduction shall be entertained after **5.00 p.m. (IST) on Monday, September 14, 2020**. Documents received through any other modes viz. email or hand delivery will not be considered to determine/deduct TDS/withholding tax.
4. Shareholders may please take note that in case tax on dividend is deducted at a higher rate on account of non-receipt or incompleteness of requisite documents, they can claim refund at the time of filing their income tax return. The Company will mail a soft copy of the TDS certificate to shareholders on their registered email IDs in due course. Shareholders may view the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in>.
5. Shareholders are requested to update their PAN and email address with their DPs (for shares held in demat mode) and with LIPL (for shares held in physical mode), if not already done.
6. Dividend will be paid electronically directly in the bank accounts of Shareholders. Hence, shareholders holding shares in demat form are advised to keep the bank details updated with their DPs. Shareholders holding shares in physical form and who have not updated their bank account details are requested to update the same with LIPL after following the process available on the link https://linkintime.co.in/emailreg/email_register.html.
7. In the event, the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ bankers' cheque/ demand draft to such Members, by **October 15, 2020** through permissible modes.
8. Please note the following instruction and link for downloading the **Form 15G/ Form 15H/ Form 10F** or suggested Format of Self-Declaration referred in above instructions:
- The tax exemption forms "Form 15G/15H/10F" and Self-Declaration suggested format can be downloaded from 'General' tab available at website of LIPL at the following URL <https://www.linkintime.co.in/client-downloads.html>

IMPORTANT INFORMATION FOR UNPAID / UNCLAIMED DIVIDEND

- A. Attention of the Members is invited that as per section 124(5) 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 has transferred the unpaid and unclaimed dividend / IPO refund amount to IEPF as per the following details:

Financial Year	Amount Transferred to IEPF (Rs.)	Date of Transfer
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
2009-10 (Dividend)	57,955	November 21, 2017
2010-11 (Dividend)	17,872	November 26, 2018
2011-12 (Dividend)	29,754	November 25, 2019

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 2012-13 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. Members should check their dividends pertaining to FY 2012-13 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 as amended. Amongst other things, the provisions provide 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 has 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 Authority by the due date prescribed as per the IEPF Rules, 2016. 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 "Investors" section of the website of the Company viz. 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 2012-13, some amount is still lying in Unpaid Dividend Account, which is due for transfer to IEPF in November, 2020 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 2012-13, 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 2012-13, then it will be transferred to IEPF in November, 2020. 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 alert in claiming their dividends regularly.

- Shareholders are encouraged to exercise their voting rights, e-Voting makes it simpler.
- Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, w.e.f. April 1, 2019 shares of a listed entity can only be transferred in demat form, except in cases of transmission or transposition. Therefore, shareholders are advised to dematerialize their shareholding to avoid hassle free transfer of shares and eliminate risks associated with physical shares.