



LIGHT UP THE WORLD

FIEM INDUSTRIES LIMITED

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21/09/2020

Summary of Proceedings of 31st Annual General Meeting of the Company held on September 21, 2020

The 31st Annual General Meeting (AGM) of the members of the Company was held on September 21, 2020 at 10:00 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance of 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 Companies Act, 2013 read with rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Initially, Company Secretary briefed in short about the meeting through Video Conference and also informed that the AGM shall be deemed to be conducted at the registered office of the Company and electronic inspection of applicable registers is also arranged. He also confirmed the presence of Chairman of Audit Committee, Chairman of Nomination & Remuneration Committee and Chairman of Stakeholders Relationship Committee. Presence of sufficient quorum was also confirmed by the Company Secretary.

After that, Chairman, Mr. J.K. Jain, started the proceedings by welcoming the shareholders. He then introduced all Directors, officers and Auditors, who were attending the AGM. Then, after stating the sufficiency of quorum, he called the meeting to order. He stated that being the Notice of the 31st AGM was already with shareholders, hence the same is taken as read. He further informed that there is no adverse qualification, observation or comment in the Auditors' Report, hence, the same is not required to be read. After that he delivered a short speech highlighting about the COVID-19 impact, financial performance of the Company during FY 2019-20, current scenario and CSR initiatives of the Company etc.

Moving to the next proceedings, Company Secretary read the following titles of the Resolutions, as per the Notice of the AGM for reference and consideration of members:

No.	Type of Resolution	Description
1	Ordinary Resolution	To consider and adopt: 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 The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2020 and the report of Auditors thereon.
2	Ordinary Resolution	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	Ordinary Resolution	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	Ordinary Resolution	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.



5	Ordinary Resolution	Ratification of remuneration of the Cost Auditors for the Financial Year 2020-21.
6	Special Resolution	Approval of re-appointment and remuneration of Mr. Jagjeevan Kumar Jain (DIN: 00013356) as Chairman & Managing Director of the Company.
7	Ordinary Resolution	Approval of re-appointment and remuneration of Mr. Rahul Jain (DIN: 00013566) as Whole-time Director of the Company.
8	Ordinary Resolution	Approval of re-appointment and remuneration of Mr. Kashi Ram Yadav (DIN: 02379958) as Whole-time Director of the Company.
9	Ordinary Resolution	Regularization of Mr. Rajesh Sharma (DIN: 08650703) as Director of the Company and approval of his appointment and remuneration as Whole-time Director.
10	Ordinary Resolution	Regularization and appointment of Ms. Shobha Khatri (DIN: 08650727) as an Independent Director of the Company.

After that, shareholders, who registered themselves as speakers, were invited by the Company Secretary to share their views and ask queries. Out of total 6 registered speaker shareholders, 3 shareholders shared their views and asked queries. Chairman replied all queries of speaker shareholders and thanked them for the good wishes for the Company. Company Secretary also advised/informed the shareholders to claim their unpaid dividends and keep the bank details updated in their bank accounts.

Thereafter, the Chairman shared the following information about e-voting:

- The Company had provided remote e-voting facility to the members to vote between 10 A.M. of 18th September, 2020 till 5 P.M. of 20th September, 2020. The cut-off date was 14th September, 2020.
- On the InstaMeet platform, the Company has also provided e-voting facility for those shareholders, who attended the meeting and could not vote through remote e-voting.
- Mrs. Ranjana Gupta, Practicing Company Secretary is appointed as a scrutinizer for voting by the shareholders. Her decision will be final with regard to validity and results of the voting.
- On the receipt of the final report from the scrutinizer, the results of the voting will be announced within 48 hours from the conclusion of the meeting.

He authorized the Company Secretary to announce the results of the Voting and place on the website of the Company and website of agency providing the e-voting facility. He informed that the results will also be submitted to NSE and BSE.

He then announced that the e-voting is open and will close after 15 minutes and the AGM shall stand concluded after 15 minutes. He closed the meeting after thanking all for joining the AGM.

At the end, the e-voting remained open for 15 minutes. Thereafter, the AGM stand concluded at 10.57 AM.

For Fiem Industries Limited

Arvind K. Chauhan
Company Secretary





RANJANA GUPTA & ASSOCIATES
COMPANY SECRETARIES

CONSOLIDATED SCRUTINIZER'S REPORT

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

To

THE CHAIRMAN
31st 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 e-voting during the AGM

Dear Sir,

I, Ranjana Gupta, Proprietor of M/s Ranjana Gupta & Associates, Practising Company Secretaries have been appointed as Scrutinizer by the Board of Directors of Fiem Industries Limited ("the Company") for the purpose of scrutinizing the voting process through electronic means ("e-voting") on the resolutions mentioned in the Notice dated June 30, 2020 ("Notice") issued in accordance with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April 2020, 13th April 2020 and 5th May 2020 respectively issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India 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) calling the 31st Annual General Meeting ("the Meeting" / "AGM") of the Equity Shareholders of the Company through VC/OAVM facility. The AGM was convened on Monday, 21st September, 2020 at 10:00 a.m. IST through VC/OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules"). As the Scrutinizer, I have to scrutinize:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

Management's Responsibility

The Management of the Company is responsible to ensure compliance with the requirements of the (i) the Companies Act, 2013 and the Rules thereunder; (ii) the MCA Circulars and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the AGM. The management of the Company is also responsible for ensuring a secured framework and robustness of the electronic voting systems.



Page 1 of 8

Scrutinizer's Responsibility

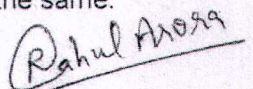
My responsibility as scrutinizer for e-voting process (i.e. remote e-voting and e-voting during the Meeting) is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated in the notice of the AGM, based on the reports generated from the e-voting system provided by the Link Intime (India) Private Limited (LIPL), the authorized agency engaged by the company to provide remote e-voting and e-voting facility and attendant papers/documents furnished to me electronically by the Company and / or LIPL for my verification.


I submit my report as under:

1. The equity shareholders of the Company as on the "Cut Off" date as set out in the Notice, i.e. September 14, 2020 were entitled to avail the option of remote e-voting or e-voting during the AGM on the proposed resolutions (item no. 1 to 10 as set out in the Notice for convening AGM dated June 30, 2020).
2. The total paid-up Equity Share Capital of the Company as on cut-off date i.e. September 14, 2020 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.

3. Remote e-voting process

- (i) The remote e-voting period commenced on September 18, 2020 at 10:00 A.M. and ended on September 20, 2020 at 05:00 P.M. on the designated website of LIPL i.e. <https://instavote.linkintime.co.in>
- (ii) The votes cast were unblocked on Monday, 21st September, 2020 after the conclusion of the AGM and was witnessed by two witnesses, Mr. Rahul Arora (R/O 39-A/7, Onkar Nagar-B, Tri Nagar, Delhi-110035) and Mr. Neeraj Dev (R/O WZ-885, Naraina Village, New Delhi-110028) who were not in the employment of the Company and /or LIPL. They have signed below in confirmation of the same.


(Mr. Rahul Arora)


(Mr. Neeraj Dev)

- (iii) Thereafter, the details containing, *inter alia*, the list of Equity Shareholders who voted "in favour" or "against" on each of the resolutions that was put to vote, were generated from the e-voting website of LIPL, i.e., <https://instavote.linkintime.co.in>. Based on the report generated by LIPL and relied upon by me, data regarding the remote e-voting was scrutinized on test check basis.



4. E-voting Process at the AGM

- (i) After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by LIPL under my instructions.
- (ii) The e-voting data was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / LIPL and authorizations lodged with the Company / LIPL on test check basis.
- (iii) The e-votes cast were unblocked on Monday, 21st September 2020 after the conclusion of the AGM.

5. The Consolidated summary of the results of remote e-voting and e-voting at AGM, based on the reports generated by LIPL, scrutinized on test-check basis and relied upon by me are as under:

Resolution No. 1	Ordinary Resolution						
Subject	To Consider and Adopt : (a) The audited financial statements of the Company for the Financial Year ended March 31, 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.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	133	88,49,203	145	88,54,056	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	133	88,49,203	145	88,54,056	
Assent	12	4,853	132	88,49,202	144	88,54,055	100.00%
Dissent	0	0	1	1	1	1	0.00%
Result	Resolution passed with requisite majority.						



Resolution No. 2	Ordinary Resolution						
Subject	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.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	133	88,51,349	145	88,56,202	100.00%
Dissent	0	0	1	1	1	1	0.00%
Result	Resolution passed with requisite majority.						

Resolution No. 3	Ordinary Resolution						
Subject	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.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	131	88,38,542	143	88,43,395	99.86%
Dissent	0	0	3	12,808	3	12,808	0.14%
Result	Resolution passed with requisite majority.						



Resolution No. 4	Ordinary Resolution						
Subject	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.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	133	88,51,349	145	88,56,202	100.00%
Dissent	0	0	1	1	1	1	0.00%
Result	Resolution passed with requisite majority.						

Resolution No. 5	Ordinary Resolution						
Subject	To ratify the remuneration of Cost Auditors for the Financial Year 2020-21.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	133	88,51,349	145	88,56,202	100.00%
Dissent	0	0	1	1	1	1	0.00%
Result	Resolution passed with requisite majority.						



Resolution No. 6	Special Resolution						
Subject	To approve the Re-appointment and remuneration of Mr. Jagjeevan Kumar Jain (DIN: 00013356) as Chairman & Managing Director of the Company.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	132	88,40,134	144	88,44,987	99.87%
Dissent	0	0	2	11,216	2	11,216	0.13%
Result	Resolution passed with requisite majority.						

Resolution No. 7	Ordinary Resolution						
Subject	To approve the Re-appointment and remuneration of Mr. Rahul Jain (DIN: 00013566) as Whole -time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	133	88,51,349	145	88,56,202	100.00%
Dissent	0	0	1	1	1	1	0.00%
Result	Resolution passed with requisite majority.						



Resolution No. 8	Ordinary Resolution						
Subject	To approve the Re-appointment and remuneration of Mr. Kashi Ram Yadav (DIN: 02379958) as Whole -time Director of the Company.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	132	88,40,134	144	88,44,987	99.87%
Dissent	0	0	2	11,216	2	11,216	0.13%
Result	Resolution passed with requisite majority.						

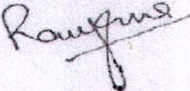
Resolution No. 9	Ordinary Resolution						
Subject	To regularize the appointment of Mr. Rajesh Sharma (DIN: 08650703) as Director of the Company and approval of his appointment and remuneration as Whole-time Director.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	132	88,49,757	144	88,54,610	99.98%
Dissent	0	0	2	1,593	2	1,593	0.02%
Result	Resolution passed with requisite majority.						



Resolution No. 10	Ordinary Resolution						
Subject	To regularize and appointment of Ms. Shobha Khatri (DIN : 08650727) as an Independent Director of the Company.						
Particulars	Details of Voting						% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	12	4,853	134	88,51,350	146	88,56,203	
Assent	12	4,853	133	88,51,349	145	88,56,202	100.00%
Dissent	0	0	1	1	1	1	0.00%
Result	Resolution passed with requisite majority.						

6. The electronic data and all other relevant records relating to e-voting are under my safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the company.

For RANJANA GUPTA & ASSOCIATES
COMPANY SECRETARIES


Ranjana Gupta
Scrutinizer
FCS 8613
CP No. 9920



Dated : September 21, 2020
Place : New Delhi
UDIN : F008613B000744141

Counter Signed by

For **Piem** INDUSTRIES LTD.


Arvind K. Chauhan
Company Secretary