

FIEM INDUSTRIES LIMITED

Unit-VII: Plot No. 1915, Rai Industrial Estate, Phase -V, Sonepat-131029 Haryana (INDIA)

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24/08/2022

Summary of Proceedings of 33rd Annual General Meeting of the Company held on August 24, 2022

The 33rd Annual General Meeting (AGM) of the members of the Company was held on August 24, 2022 at 10:30 a.m. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) in compliance of General Circular no. 20/2020 dated May 5, 2020, circular no. 02/2021 dated January 13, 2021, circular no. 19/2021 dated December 8, 2021, circular no. 21/2021 dated December 14, 2021 and circular no. 2/2022 dated May 5, 2022, in relation to "Clarification on holding of Annual General Meeting (AGM) through video conferencing (VC) or Other Audio Visual Means (OAVM)" read with other Circulars, as may be applicable (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 read with other Circulars as may be applicable (collectively referred to as "SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013("the Act") 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. The Notice of 33rd AGM being already sent to shareholders, hence with the permission of shareholders, the same was taken as read. He further informed that there is no adverse qualification, observation or comment in the Statutory Auditors' Report, hence, the same is not required to be read. He also informed that any observation or comment in Secretarial Report will be read by the Company Secretary. After that he delivered speech highlighting inter-alia Industry scenario, financial performance of the Company during Financial Year 2021-22, current scenario and CSR initiatives by the Company.

Company Secretary then invited the attention of members towards one observation in Secretarial Audit Report, which was about the holding of Board Meeting and Audit Committee Meeting on 30th June, 2021, with a gap of 137 days from the previous respective meetings held on 12th February, 2021, which is in excess of permissible gap of 120 days as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also informed that in the Directors Report, Company has explained the reason of the gap, which happened because of prevailing conditions during the second wave of COVID-19 during the months of April - May, 2021.



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:

Item 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, 2022, the reports of the Board of Directors and Auditors thereon; and - audited consolidated financial statements of the Company for the Financial Year ended March 31, 2022, and the report of Auditors thereon;
2	Ordinary Resolution	To declare a Final Dividend of Rs. 20/- per equity share for the Financial Year 2021-22.
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 Mr. Rajesh Sharma (DIN:08650703), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment
5	Ordinary Resolution	To appoint M/s Anil S. Gupta & Associates, Chartered Accountants (Firm Registration No. 004061N) as new Statutory Auditors of the Company for a term of five consecutive years and to fix their remuneration.
6	Ordinary Resolution	To Ratify the remuneration of the Cost Auditors for the Financial Year 2022- 23.
7	Special Resolution	To revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company.
8	Ordinary Resolution	To revise the remuneration of Ms. Aanchal Jain (DIN:00013350), Whole-time Director of the Company.
9	Ordinary Resolution	To revise the remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company.
10	Ordinary Resolution	To revise the remuneration of Mr. Rajesh Sharma (DIN: 08650703), Whole-time Director of the Company.
11	Ordinary Resolution	To revise the remuneration of Mr. Kashi Ram Yadav DIN:02379958), Whole-time Director of the Company.

After that, shareholders, who registered themselves as speakers, were invited to share their views and ask queries. Registered speaker shareholders, shared their views and asked queries. All queries of speaker shareholders were replied and Chairman thanked them for their compliments and good wishes for the Company. Company Secretary also advised/informed the shareholders to claim their unpaid dividends.

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 20th August, 2022 till 5 P.M. of 23rd August, 2022. The cut-off date was 17th August, 2022.
- 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 11.45 AM.

For Fiem Industries Limited

Arvind K. Chauhan Company Secretary

Memb. No: F7694



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
33rd Annual General Meeting
FIEM INDUSTRIES LIMITED
(CIN: L36999DL1989PLC034928)
D-5, Mansarover Garden
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 May 30, 2022 ("Notice") issued, in accordance with General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April, 08, 2020 and Circular no. 17/2020 dated April 13, 2020, Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and in accordance with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India (SEBI), calling the 33rd Annual General Meeting ("the Meeting" / "AGM") of the Equity Shareholders of the Company through VC/OAVM facility. The AGM was convened on Wednesday, 24th August, 2022 at 10:30 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") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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.

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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 (LIIPL), 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 LIIPL for my verification.

I submit my report as under:

- The equity shareholders of the Company as on the "Cut Off" date as set out in the Notice, i.e. August 17, 2022 were entitled to avail the option of remote e-voting or e-voting during the AGM on the proposed resolutions (item no. 1 to 11 as set out in the Notice dated May 30, 2022 for convening AGM).
- 2. The total paid-up Equity Share Capital of the Company as on cut-off date i.e. August 17, 2022 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 August 20, 2022 at 10:00 A.M. and ended on August 23, 2022 at 05:00 P.M. on the designated website of LIIPL i.e. https://instavote.linkintime.co.in.
- (ii) The votes cast were unblocked on Wednesday, 24th August, 2022 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-433, Naraina Village, New Delhi-110028) who were not in the employment of the Company and /or LIIPL. They have signed below in confirmation of the same.

(Mr. Rahul Arora)

(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, was generated from the e-voting website of LIIPL, i.e., https://instavote.linkintime.co.in. Based on the report generated by LIIPL 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 LIIPL.
- (ii) The e-votes cast were unblocked on Wednesday, 24th August, 2022 after the conclusion of the AGM.



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- (iii) The e-voting data was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / LIIPL and authorizations lodged with the Company / LIIPL on test check basis.
- 5. The Consolidated summary of the results of remote e-voting and e-voting at AGM, based on the reports generated by LIIPL, scrutinized on test-check basis and relied upon by me are as under:

Resolution No. 1	Ordinary F	Resolutio	n				-			
Subject	To consider and adopt: - the audited financial statements of the Company for the Financial Year ended March 31, 2022, the reports of the Board of Directors and Auditor thereon; and - the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2022 and the report of Auditors thereon.									
Particulars		% 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	25	19873	213	9484773	238	9504646				
Less: Invalid Votes	0	0	0	0	0	0				
Net Valid Votes Cast	25	19873	213	9484773	238	9504646				
Assent	25	19873	212	9484772	237	9504645	100.00%			
Dissent	0	0	1	1	1	1	0.00%			
Result:	Resolution	passed	with requisit	e majority.						

Resolution No. 2	Ordinary F									
Subject	To declare Year 2021		Dividend of	f Rs. 201- p	er equity	share for th	e Financial			
Particulars		Details of Voting								
	e-Voting at AGM		Remote e-Voting		To					
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes				
Total Votes Cast	25	19873	214	9519059	239	9538932				
Less: Invalid Votes	0	0	0	0	0	0				
Net Valid Votes Cast	25	19873	214	9519059	239	9538932				
Assent	25	19873	213	9519058	238	9538931	100.00%			
Dissent	0	0	1	1	1	1	0.00%			
Result:	Resolution	passed	with requisit	te majority.						



Resolution No. 3	Ordinary F	Resolutio	n									
Subject	retires by	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. Details of Voting % of total										
Particulars		Details of Voting										
	e-Voting at AGM		Remote e-Voting		To							
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes						
Total Votes Cast	25	19873	214	9519059	239	9538932						
Less: Invalid Votes	0	0	0	0	0	0						
Net Valid Votes Cast	25	19873	214	9519059	239	9538932						
Assent	25	19873	207	9516251	232	9536124	99.97%					
Dissent	0	0	7	2808	7	2808	0.03%					
Result:	Resolution passed with requisite majority.											

Resolution No. 4	Ordinary F	Resolutio	on									
Subject	retires by	To appoint a Director in place of Mr. Rajesh Sharma (DIN:08650703), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.										
Particulars			Details	of Voting			% of total valid votes Cast					
	e-Voting at AGM		Remote e-Voting		To							
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes						
Total Votes Cast	25	19873	214	9519059	239	9538932						
Less: Invalid Votes	0	0	0	0	0	0						
Net Valid Votes Cast	25	19873	214	9519059	239	9538932						
Assent	25	19873	183	9036352	208	9056225	94.94%					
Dissent	0	0	31	482707	31	482707	5.06%					
Result:	Resolution	passed	with requisit	e majority.								



Resolution No. 5	Ordinary	Resolutio	on				
Subject	To appoint	Statutor	y Auditors a	and fix their	remunerati	on.	
Particulars			Details	of Voting			% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		To		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	25	19873	214	9519059	239	9538932	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	25	19873	214	9519059	239	9538932	
Assent	25	19873	212	9511014	237	9530887	99.92%
Dissent	0	0	2	8045	2	8045	0.08%
Result:	Resolution	passed	with requisit	e majority.			

Resolution No. 6	Ordinary	Resolution	on		10 10 10				
Subject	To ratify the 23	ne remun	eration of th	e Cost Aud	litors for th	e Financial	Year 2022-		
Particulars		Details of Voting							
	e-Voting at AGM		Remote e-Voting		To	Listin			
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes			
Total Votes Cast	25	19873	214	9519059	239	9538932			
Less: Invalid Votes	0	0	0	0	0	0			
Net Valid Votes Cast	25	19873	214	9519059	239	9538932			
Assent	25	19873	212	9519028	237	9538901	100.00%		
Dissent	0	0	2	31	2	31	0.00%		
Result:	Resolution	passed	with requisit	e majority.					



Resolution No. 7	Special Re						
Subject	To revise time Direct			Mrs. Seen	na Jain (D	IN:0001352	23), Whole-
Particulars			Details	of Voting			% of total valid votes Cast
	e-Voting at AGM		Remote e-Voting		To		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
Total Votes Cast	25	19873	213	9519057	238	9538930	
Less: Invalid Votes	0	0	0	0	0	0	
Net Valid Votes Cast	25	19873	*213	9519057	238	9538930	
Assent	25	19873	*207	9518813	232	9538686	100.00%
Dissent	0	0	*7	244	7	244	0.00%
Result:	Resolution	passed	with requisit	te majority.			

^{*} One of the individual voter under the Remote e-voting has cast his votes partially in favour of and partially against the resolution. Accordingly, the total number of voters in "Assent" and "Dissent" row has been increased by one from the total number of voters who have cast their votes.

Resolution No. 8	Ordinary f	Resolutio	on				114			
Subject	To revise t Director of			ls. Aanchal	Jain (DIN:	00013350)	Whole-time			
Particulars			Details	of Voting			% of total valid votes Cast			
	e-Voting at AGM		Remote e-Voting		To					
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes				
Total Votes Cast	25	19873	213	9519057	238	9538930				
Less: Invalid Votes	0	0	0	0	0	0				
Net Valid Votes Cast	25	19873	*213	9519057	238	9538930				
Assent	25	19873	*207	9518813	232	9538686	100.00%			
Dissent	0	0	*7	244	7	244	0.00%			
Result:	Resolution passed with requisite majority.									

^{*} One of the individual voter under the Remote e-voting has cast his votes partially in favour of and partially against the resolution. Accordingly, the total number of voters in "Assent" and "Dissent" row has been increased by one from the total number of voters who have cast their votes.



Resolution No. 9	Ordinary F					1000	-1			
Subject	To revise to Director of			Mr. Rahul J	ain (DIN: 0)0013566),	Whole-time			
Particulars		Details of Voting								
	e-Voting at AGM		Remote e-Voting		To					
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes				
Total Votes Cast	25	19873	213	9519057	238	9538930				
Less: Invalid Votes	0	0	0	0	0	0				
Net Valid Votes Cast	25	19873	*213	9519057	238	9538930				
Assent	25	19873	*207	9518813	232	9538686	100.00%			
Dissent	0	0	*7	244	7	244	0.00%			
Result:	Resolution	passed	with requisit	te majority.						

^{*} One of the individual voter under the Remote e-voting has cast his votes partially in favour of and partially against the resolution. Accordingly, the total number of voters in "Assent" and "Dissent" row has been increased by one from the total number of voters who have cast their votes.

Resolution No. 10	Ordinary F															
Subject	To revise t			Mr. Rajesh S	Sharma (D	IN: 086507	03), Whole-									
Particulars		Details of Voting														
	e-Voting at AGM		Remote e-Voting		Total											
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes										
Total Votes Cast	25	19873	213	9519057	238	9538930										
Less: Invalid Votes	0	0	0	0	0	0										
Net Valid Votes Cast	25	19873	*213	9519057	238	9538930										
Assent	25	19873	*180	9038409	205	9058282	94.96%									
Dissent	0	0	*34	480648	34	480648	5.04%									
Result:	Resolution	passed	with requisit	e majority.		Resolution passed with requisite majority.										

^{*} One of the individual voter under the Remote e-voting has cast his votes partially in favour of and partially against the resolution. Accordingly, the total number of voters in "Assent" and "Dissent" row has been increased by one from the total number of voters who have cast their votes.



Resolution No. 11	Ordinary I	Resolutio	n								
Subject		To revise the remuneration of Mr. Kashi Ram Yadav (DIN:02379958) Whole-time Director of the Company.									
Particulars			Details	of Voting			% of total valid votes Cast				
	e-Voting at AGM		Remote e-Voting		Total						
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes					
Total Votes Cast	25	19873	213	9519057	238	9538930					
Less: Invalid Votes	0	0	0	0	0	0					
Net Valid Votes Cast	25	19873	*213	9519057	238	9538930					
Assent	25	19873	*207	9518813	232	9538686	100.00%				
Dissent	0	0	*7	244	7	244	0.00%				
Result:	Resolution passed with requisite majority.										

^{*} One of the individual voter under the Remote e-voting has cast his votes partially in favour of and partially against the resolution. Accordingly, the total number of voters in "Assent" and "Dissent" row has been increased by one from the total number of voters who have cast their votes.

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

ICSI Unique Code: S2011DE154200 Peer Review Cert. No.: 921/2020

RANJANA GUPTA

Proprietor

FCS No: 8613 | CP No: 9920

Dated: 24th August, 2022 Place: New Delhi

UDIN: F008613D000841632

Counter Signed by

For Fiem INDUSTRIES LTD.

Arvind K. Chauhan Company Secretary