

## Fiem Industries Limited

**33<sup>rd</sup> Annual General Meeting,**

held on 24<sup>th</sup> August, 2022 at 10.30 am

through Video Conference (VC) / Other Audio Visual Means (OAVM).

Transcript / summary of proceedings pursuant to Circular No. 14/2020 dated 08/04/2020 issued by  
Ministry of Corporate Affairs, Govt. of India.

**Arvind K.  
Chauhan  
Company  
Secretary**

Good Morning to all,  
This is Arvind Chauhan, Company Secretary.

Before starting the proceedings of AGM by Chairman, Let me share some essential information for smooth conduct of the Meeting.

In compliance with the applicable Circulars issued by the Ministry of Corporate Affairs and the SEBI, this AGM is being conducted through Video Conference.

The company has made all efforts to enable the members to participate in the meeting through Video Conference and voting by electronic means i.e. through remote e-voting up to 23<sup>rd</sup> August, and by means of e-voting during AGM, which is now open.

The proceedings of this AGM shall be deemed to be conducted at the Registered office of the Company.

As the meeting is being held at virtual platform, hence the Company has arranged for electronic inspection of applicable Registers. The procedure for same is given in the Notice of the AGM.

Further, to attend the AGM, presence of shareholder is not required at a common physical place, therefore the need of appointing a proxy doesn't arise, hence there is no Register of Proxy for this AGM.

I confirm that Mr. S.K. Jain, Independent Director and the Chairman of the Audit Committee and  
Chairman of Nomination & Remuneration Committee is present.

I also confirm that Mr. V.K. Malhotra, Independent Director and the Chairman of the Stakeholder Relationship Committee is also present.

Please also note that before the Questions & Answers session, the members will remain in the mute mode only. Audio and video will be active when they will speak at the AGM.

	<p>From the shareholders login data available on Dashboard of InstaMeet platform, I confirm that the Quorum is present.</p> <p>Now, I hand over the proceedings to the Chairman. Over to you Sir.</p>
<b>Mr. J.K. Jain, Chairman</b>	<p>Thanks Arvind Good Morning to all of you,</p> <p>Dear Shareholders, My Fellow Board Members, Ladies and Gentlemen.</p> <p>A very warm welcome at 33<sup>rd</sup> Annual General Meeting of Your Company.</p> <p>I wish that you all are safe and staying healthy.</p> <p>First of all, I would like to introduce the Board members and other officials present in the meeting.</p> <p>Please note that following Directors are joining from their residence:</p> <p><b>Mr. S.K. Jain Mr. V.K. Malhotra, Mr. Iqbal Singh, Mr. Jawahar Thakur, Mr. A.K. Sharma, Ms. Shobha Khatri, Mrs. Seema Jain, Ms. Aanchal Jain.</b></p> <p><b><u>The Directors who joined from Office, are:</u></b> <b>Mr. Rahul Jain, Mr. Rajesh Sharma and Mr. Kashi Ram Yadav,</b></p> <p>Mr. O.P. Gupta, Our CFO and Mr. Arvind Chauhan, our Company Secretary, have also joined from Office.</p> <p>Our Statutory Auditors, Mr. Varun Sachdeva from V. Sachdeva &amp; Associates and Secretarial Auditor, Mrs. Ranjana Gupta have also</p>

	<p>joined the Meeting from their offices.</p>
<b>Chairman</b>	<p><b>Dear Members,</b></p> <p>Company Secretary has confirmed the presence of sufficient quorum, so now I call this meeting to order.</p> <p>As the Notice of AGM and full Annual Report including Directors Report are already with you,</p> <p>Hence, with your permission, I take the same as read.</p> <p>There is no adverse qualification, observation or comment in statutory audit report, hence, in terms of section 145 of the Companies Act, these are not required to be read.</p> <p>Regarding observation or comment in secretarial audit report, Company Secretary will read the same.</p> <p>Annual report and notice are available at the Insta-vote platform as well as at the website of the company.</p> <p>Now, I would like to address my fellow shareholders on the Company's performance.</p>
	<p><b>Dear Shareholders,</b></p> <p>It gives me immense pleasure to report the performance of your Company for Financial Year 2021-22. Your company was able to achieve highest ever Revenues and Profits during the year under reporting. This has been achieved against a backdrop of a very challenging environment from industry prospective.</p> <p>As you all know, Quarter-1 of the Financial Year 2021-22 started with outbreak of second wave of COVID-19, badly impacting people's health across the country as well as economic activities.</p> <p>However, once the COVID-19 impact started came down from June, 2021 onwards, your Company registered its highest ever quarterly sales of Rs. 416 Crore during Second Quarter of 2021-22.</p> <p>This strong performance reflected inherent strength of your Company and ability to adapt to changing environment.</p> <p>Again in Fourth Quarter of year under reporting, the Company</p>

achieved highest ever quarterly sale of Rs. 483 Crore, surpassing previous highest quarterly sales of Rs. 416 Crore.

With above performance, your Company has achieved total income of Rs. 1575 Crore during Financial Year 2021-22 and thus not only surpassed the pre-COVID levels but achieved the highest revenue recorded in its history.

The Company has been able to outperform the industry and sales have grown 29% year-on-year basis despite significant head winds that 2-wheeler industry faces.

Our continued efforts to strengthen the internal controls, has not only resulted in our Net-Zero debt status, but also increased our profitability.

During the year, Company has achieved an EBIDTA margin of 12.42% i.e. Rs. 193 Crores.

Profit After Tax of the Company has also more than doubled to Rs. 95 Crore as compared to Rs. 47 Crore during previous financial year.

To keep this growth momentum continue, we are further strengthening our R&D, Design and Testing capabilities at our Design Centre in Italy.

At the same time, we are setting-up Testing Laboratories at all our major locations i.e. Hosur, Tapukara and Ahmedabad in addition to our existing Testing Laboratory situated at R&D Centre in Rai, Haryana.

All these investments will enable us to 'Accelerate Innovation' for product development and to offer best-in-class Products to our valued OEM customers in shortest possible time.

In my last AGM speech, I mentioned our focus on fast emerging Electric Vehicles segment.

I am happy to update on your Company's performance on EV segment, that your Company has taken a very strong head start in Electric 2-Wheeler segment and is working with more than 20 EV-OEMs.

We strongly believe that Electric 2-Wheeler will grow at a fast pace to emerge as a green mobility solution.

With above background, we are passionately working to take your Company in next level of growth.

At social front also, we continued our C. S. R. initiatives on various social causes for poor & needy, especially in the field of Women Empowerment by setting-up Sanitary Pad Manufacturing Units in different states for free distribution of Sanitary Pads to poor women and girls. Further, we continued our support to poor & needy patients also.

Informing on Dividend, as you know, Company has been paying Dividend every year since listing. For the Financial Year 2021-22, the Board of Directors has recommended a Final Dividend of Rs. 20 per share for your approval.

Concluding my speech, I would like to extend my deep gratitude to our valued OEM customers and you, the shareholders for your trust and confidence on us.

I also wish to thank all my colleagues on Board for their valuable guidance and support.

I also would like to thank our Auditors, **M/s V. Sachdeva & Associates**, whose 5 year tenure is completing on this AGM.

Thank you all of you for joining us today and giving me an opportunity to share my thoughts with you.

Now I am moving to the Agenda Items.

Company Secretary please proceed the Agenda Items of the Notice.



<p>Company Secretary</p>	<p>Before moving to Agenda Items of the Notice, I would like to draw the attention of Members regarding one observation in the Secretarial Audit Report as under:</p> <p>The Board Meeting and Audit Committee Meeting on 30<sup>th</sup> June, 2021 were held with a gap of 137 days from the previous respective meetings held on 12<sup>th</sup> February, 2021, which is in excess of permissible gap of 120 days as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p>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.</p> <p>Now, coming to Agenda Items, there are 11 Resolutions in the Notice to be approved by the members at this AGM.</p> <p>Except Item No. 7, all are Ordinary Resolutions. Item No. 7 is proposed as Special Resolution.</p> <p>Please note that the Resolutions are not required to be proposed and seconded.</p> <p>For reference, I am reading the Resolutions in brief.</p>
<p>Item No. 1</p>	<p>To consider and adopt:</p> <ul style="list-style-type: none"> <li>- 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</li> <li>- audited consolidated financial statements of the Company for the Financial Year ended March 31, 2022, and the report of Auditors thereon;</li> </ul>
<p>Item No. 2</p>	<p>To declare a Final Dividend of Rs. 20/- per equity share for the Financial Year 2021-22.</p>
<p>Item No. 3</p>	<p>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.</p>
<p>Item No. 4</p>	<p>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</p>
<p>Item No. 5</p>	<p>To appoint M/s Anil S. Gupta &amp; 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.</p>

Item No. 6	To Ratify the remuneration of the Cost Auditors for the Financial Year 2022-23.
Item No. 7	To revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company.
Item No. 8	To revise the remuneration of Ms. Aanchal Jain (DIN:00013350), Whole-time Director of the Company.
Item No. 9	To revise the remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company.
Item No. 10	To revise the remuneration of Mr. Rajesh Sharma (DIN: 08650703), Whole-time Director of the Company.
Item No. 11	To revise the remuneration of Mr. Kashi Ram Yadav (DIN:02379958), Whole-time Director of the Company.
<b>Company Secretary</b>	<p>We now move on to our discussion with shareholders who have registered themselves as Speakers.</p> <p>Before we commence the session, I would like to share a few guidelines for the Question &amp; Answer Session.</p> <p>Please note this session will be anchored by the Moderator, once, I call the pre-registered speakers one-by-one.</p> <ul style="list-style-type: none"> <li>• Members are requested to unmute their microphone before speaking and also enable their webcam if they wish to appear on the screen. In the interest of participation by all the speaker shareholders, kindly limit your time to 3 Minutes and avoid repeated questions.</li> <li>• Answers to the Financial Queries raised by the shareholders will be provided, once all the speaker shareholders have spoken.</li> </ul> <p>I now invite the speaker shareholders one by one.</p>
	<p>In total, 9 requests came from shareholders for registration as speaker shareholders. The names are as under:</p> <p>Speaker No. 1 : Mr. Yash Pal Chopra          Speaker No. 2 : Mr. Lokesh Gupta          Speaker No. 3 : Mr. Manjit Singh          Speaker No. 4 : Mr. Murlidhar          Speaker No. 5 : Mr. Gagan Kumar          Speaker No. 6 : Mrs. Shashi Jain          Speaker No. 7 : Mr. Praveen Kumar</p>

	<p>Speaker No. 8 : Mr. Ankur Chanda          Speaker No. 9 : Mr. Mukesh Mohan Chandiramani          Company Secretary called the name of registered speaker shareholders one by one, as per their turn. Moderator facilitated them to speak by audio or video. One registered speaker did not turn up or could not be connected because of technical issues. Shareholders who spoke at AGM commented on Company's performance, growth prospects, Electrical Vehicle growth prospects etc. They also asked general questions and some financial data points on CSR and shares transferred by the Company to IEPF Fund. Some of them praised the Company's management and also gave few general suggestions. Some shareholders also suggested to consider bonus issues and split of shares.</p> <p>Chairman appreciated the shareholders for their suggestions and expressed gratitude for the words of praise by them for the Company. All the questions from shareholders were replied adequately. Some questions, suggestions, comments also came from chat-board, which were also clarified by the Company Secretary. After that Company Secretary took forward the proceedings.</p>
<b>Company Secretary</b>	<p>Now I request the Chairman to proceed further the Meeting.</p>
<b>Chairman</b>	<p>Once again, thank you very much to all the shareholders for participating in the Meeting.</p> <p>I will now inform about the e-voting.</p> <p>The company had provided remote e-voting facility to the members to Vote between 10 A.M. of 20<sup>th</sup> August till 5 P.M. of 23<sup>rd</sup> August, 2022.</p> <p>The cut-off date was 17<sup>th</sup> August, 2022.</p> <p>On this Insta Meet platform, the Company has also provided e-voting facility for those shareholders, who attended the meeting and could not vote through Remote e-voting.</p> <p>Mrs. Ranjana Gupta, P.C.S., is appointed as a scrutinizer for voting by the shareholders.</p> <p>Her decision will be final with regard to validity and results of the voting.</p>



	<p>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.</p> <p>I hereby authorise 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.</p> <p>The results will also be submitted to NSE and BSE.</p> <p>The e-voting is already open and will close after 15 minutes from now.</p> <p>After that the AGM shall stand concluded.</p> <p>I thank once again to all my colleagues on the Board and the shareholders for joining us today.</p> <p>I wish all of you a safe and healthy future. Thank you.</p>
<b>Conclusion</b>	<p>After that, e-voting window remained open for 15 Minutes and some shareholders, who attended the AGM, but couldn't vote through remote e-voting, voted through this e-voting window. <b>The Annual General Meeting concluded at 11.45 am.</b></p>

