

FIEM INDUSTRIES LIMITED

Registered Office: D-5, Mansarover Garden, New Delhi – 110015

Tel: +91-11-25101002/03/04/05, **Email:** investor@fiemindustries.com

Website: www.fiemindustries.com **CIN:** L36999DL1989PLC034928

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated 25th September, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolutions as set out below are proposed to be approved, through Postal Ballot by way of remote electronic voting ('e-voting') process only.

In accordance with Sections 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Company has engaged the services of the National Securities Depository Limited (NSDL), to provide e-voting facility. The procedure for e-voting is detailed in the Notes to this Postal Ballot Notice.

The Board of Directors of the Company have appointed Mrs. Ranjana Gupta & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through electronic means in a fair and transparent manner.

The e-voting period commences at **10.00 a.m. IST on Thursday, 23rd November, 2023 and ends at 5.00 p.m. IST on Friday, 22nd December, 2023. The E-Voting Event Number (EVEN) as allotted by NSDL is 127183.**

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through e-voting by not later than **5.00 p.m. IST on Friday, 22nd December, 2023.** The e-voting facility will be disabled by NSDL thereafter.

The Scrutinizer will submit her report to the Chairman of the Company (the 'Chairman') or any other person authorised by the Chairman, and the results of the e-voting will be announced on **Saturday, 23rd December, 2023.** The results declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

SPECIAL BUSINESS

- Appointment of Mr. Pawan Kumar Jain (DIN: 10385208) by the shareholders as an Independent Director of the Company for a consecutive term of 5 years.**

To consider and if thought fit, to pass, the following resolution as a **Special 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, Regulation 17(1A) and other applicable provisions of the SEBI (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, Mr. Pawan Kumar Jain (DIN: 10385208), 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 November 8, 2023 and who continue to hold the office of Additional Director (Independent Director), 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 an Independent Director of the Company, not liable to retire by rotation, to hold office for a consecutive term of five (5) years effective from November 8, 2023.

RESOLVED FURTHER THAT Mr. Arvind K. Chauhan, Company Secretary and Mr. O.P. Gupta, 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 without requiring to secure any further consent or approval of the members of the Company."

NOTICE OF POSTAL BALLOT

2. Approval of re-designation of Mr. Rahul Jain (DIN: 00013566), as Joint Managing Director of the Company in the category of Whole-time Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of earlier Resolution passed by the shareholders at their 31st Annual General Meeting held on September 21, 2020, wherein Mr. Rahul Jain was re-appointed as Whole-time Director for a period of 5 years w.e.f. October 01, 2020 and subsequent Resolution passed by the shareholders at their 34th Annual General Meeting held on July 28, 2023, wherein his remuneration was revised at current level, and pursuant to applicable provisions of 'Chapter-XIII: Appointment and Remuneration of Managerial Personnel' and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to re-designate Mr. Rahul Jain (DIN:00013566), as **'Joint Managing Director'** of the Company, with effect from November 7, 2023, in the category of whole-time director, for remaining period of his current tenure i.e. upto September 30, 2025, on the existing terms & conditions, including remuneration, allowances, perquisites etc., as approved by the members at their 34th Annual General Meeting held on July 28, 2023, with liberty and authority to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) alter, amend, vary and modify the terms and conditions of the appointment and remuneration payable to Mr. Rahul Jain, from time to time, as it deems fit and proper in due compliance of applicable provisions in this regard.

RESOLVED FURTHER THAT Mr. Arvind K. Chauhan, Company Secretary and Mr. O.P. Gupta, 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 without requiring to secure any further consent or approval of the members of the Company."

3. Approval of re-designation of Mr. Rajesh Sharma (DIN: 08650703), as Joint Managing Director of the Company in the category of Whole-time Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in partial modification of earlier Resolution passed by the shareholders at their 31st Annual General Meeting held on September 21, 2020, wherein Mr. Rajesh Sharma (DIN: 08650703) was appointed as Whole-time Director for a period of 5 years w.e.f. January 01, 2020 and subsequent Resolution passed by the shareholders at the 34th Annual General Meeting held on July 28, 2023, wherein his remuneration was revised at current level, and pursuant to applicable provisions of 'Chapter-XIII: Appointment and Remuneration of Managerial Personnel' and Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to re-designate Mr. Rajesh Sharma (DIN: 08650703), as **'Joint Managing Director'** of the Company, with effect from November 7, 2023, in the category of whole-time director, for remaining period of his current tenure i.e. upto December 31, 2024, on the existing terms & conditions, including remuneration, allowances, perquisites etc., as approved by the members at their 34th Annual General Meeting held on July 28, 2023, with liberty and authority to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) alter, amend, vary and modify the terms and conditions of the appointment and remuneration payable to Mr. Rajesh Sharma, from time to time, as it deems fit and proper in due compliance of applicable provisions in this regard.

RESOLVED FURTHER THAT Mr. Arvind K. Chauhan, Company Secretary and Mr. O.P. Gupta, 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 without requiring to secure any further consent or approval of the members of the Company."

**By Order of the Board
For Fiem Industries Limited
Sd/-
Arvind K. Chauhan
Company Secretary**

Place: Rai, Sonapat (HR.)
Dated: 07/11/2023

Registered Office	: D-5, Mansarover Garden, New Delhi - 110015
Contact No(s)	: +91-11-25101002/03/04/05
Email Address	: investor@fiemindustries.com
Website Address	: www.fiemindustries.com
CIN of Company	: L36999DL1989PLC034928

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, November 17, 2023 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
4. This Postal Ballot Notice will be available on the Company's website at following link <https://fiemindustries.com/postal-ballot/>, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investor@fiemindustries.com
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting **Form ISR-1** (available on the website of the Company at www.fiemindustries.com duly filled and signed along with requisite supporting documents to Link Intime India Pvt. Ltd. at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.

E-VOTING FACILITY AND E-VOTING SYSTEM

1. In compliance with provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, Rule 20 and 22 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 e-voting. The facility of casting the votes by the members using an electronic voting system ("e-voting") from any place will be provided by NSDL.
2. 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. Friday, November 17, 2023**.
3. The e-voting period commences on **Thursday, November 23, 2023 (10:00 AM)** and ends on **Friday, December 22, 2023 (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. November 17, 2023**, may cast their vote through e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Mrs. Ranjana Gupta, proprietor of M/s. Ranjana Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer, after scrutinizing the votes cast through e-voting, within 48 hours of conclusion of the voting period, will make her report and submit the same to the Chairman or person authorised by the Chairman. The result declared along with the scrutinizer's report shall be placed on the website of the Company www.fiemindustries.com and on the website of NSDL. The result shall simultaneously be communicated to the Stock Exchanges.
6. Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the last date of e-voting i.e. **Friday, 22nd December, 2023**.





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

A. Login method for e-Voting for Individual shareholders holding securities in demat mode

Type of shareholders	Login Method
holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 20px;">   </div>

Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: **https://www.evoting.nsdl.com/** either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at **https://eservices.nsdl.com/** with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c. For Members holding shares in Physical Form.	EVEN Number (127183) followed by Folio Number registered with the company For example if folio number is 001*** then user ID is 127183001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the '**initial password**' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) **How to retrieve your 'initial password'?**
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "**Terms and Conditions**" by selecting on the check box.
8. Now, you will have to click on "**Login**" button.
9. After you click on the "**Login**" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at STEP 1, you will be able to see all the companies "**EVEN**" in which you are holding shares and whose voting cycle.
2. Select "**EVEN**" of company for which you wish to cast your vote during the e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "**Submit**" and also "**Confirm**" when prompted.
5. Upon confirmation, the message "**Vote cast successfully**" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **csranjana@ranjanagupta.in** with a copy marked to **evoting@nsdl.co.in**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "**Forgot User Details/Password?**" or "**Physical User Reset Password?**" option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (**FAQs**) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on : **022 - 4886 7000 and 022 - 2499 7000** or send a request to (Name of NSDL Official) at **evoting@nsdl.co.in**

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@fiemindustries.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@fiemindustries.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

Explanatory Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013.

ITEM NO. 1

As members are aware, Mr. Iqbal Singh, Independent Director, has resigned from the directorship w.e.f. September 4, 2023. Due to his resignation, the number of Independent Directors on the Board has reduced to 6, resulting in reduction of number of Independent Directors below 50% of the total strength of the Board, as mandated under Listing Regulation 17(1)(b).

Therefore, one Independent Director need to be inducted at earliest possible and maximum within 3 months of date of resignation of outgoing director to comply the strength and composition of Board in accordance with the Listing Regulations and Companies Act.

Management was looking for one suitable candidate for Independent Director since resignation of Mr. Iqbal Singh and the candidature of Mr. Pawan Kumar Jain was proposed before Nomination & Remuneration Committee for appointment as Independent Director.

Mr. Pawan Kumar Jain, has enrolled himself 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-202310-052327. He has also provided declaration, wherein he confirmed that he 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. Mr. Pawan Kumar Jain is a member of the Institute of Chartered Accountants of India (ICAI) since 1976. He has vast and long experience in consultancy of direct taxes, finance and corporate matters across different industries and domain areas.

Nomination & Remuneration Committee in its meeting held on November 7, 2023 considered the candidature of Mr. Pawan Kumar Jain based on his profile, consent and declarations and other information and recommended him for appointment as Independent Director. Board of Directors, in their meeting held on November 7, 2023 considered the candidature of Mr. Pawan Kumar Jain based on his profile, consent and declarations and recommendations of Nomination & Remuneration Committee for his appointment as Independent Director.

In the opinion of the Board, he 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, he possesses appropriate skills, experience, expertise and knowledge which would benefit the business of the Company. Mr. Pawan Kumar Jain is not debarred from holding the office of Director pursuant to any SEBI Order. Hence, the Board of Directors, appointed him as Additional Director in the category of Independent Director w.e.f. November 8, 2023 for a consecutive term of five (5) years, subject to his regularization as Director and appointment as Independent Director by shareholders of the Company through postal ballot process within a period of three months from the date of his appointment.

Hence, resolution for his regularization and appointment as Independent Director is proposed in this Notice. As he will attain the age of 75 years, during currency of his current term, hence in terms of Regulation 17(1A), his appointment is proposed by way of a Special Resolution.

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

Mr. Pawan Kumar Jain hold 159 shares in the Company in his own name and 488 shares are being held by his Immediate Relatives. Hence, Mr. Pawan Kumar Jain and his Immediate Relatives may deemed to be concerned or interested up to extent of their shareholding.

Except Mr. Pawan Kumar Jain, 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. Pawan Kumar Jain is not related to any Director or Key Managerial Personnel of the Company.

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

The Board of Directors recommend the passing of the Resolution as set out at **Item No.1** as a **Special Resolution**.

NOTICE OF POSTAL BALLOT

ITEM NO. 2

As the Members are aware that Mr. Rahul Jain was re-appointed as Whole-time Director of the Company for a period of 5 years with effect from October 1, 2020 and his re-appointment was approved by the shareholders at the 31st Annual General Meeting held on September 21, 2020. Subsequently, his remuneration was revised periodically and most recent revision was approved by the shareholders in the 34th AGM held on July 28, 2023.

Management has considered to re-align the designation of Mr. Rahul Jain considering his overall leadership role, especially in manufacturing operations of all the units and his increasing leadership role across the domain areas, especially new initiatives for operational excellence, IT and growth objectives of the Company in next phase. Hence, the Board of Directors upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on November 7, 2023, has re-designated Mr. Rahul Jain as 'Joint Managing Director' with effect from November 7, 2023, in the category of Whole-time Director for remaining period of his current tenure i.e. upto September 30, 2025, on the existing terms and conditions including remuneration, allowances, perquisites as already approved by the members at their 34th Annual General Meeting held on July 28, 2023.

The re-designation of Mr. Rahul Jain as 'Joint Managing Director' is 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.

Mr. Rahul Jain is one of the promoters of the Company and he hold 16,25,668 Shares (12.35%) shares in the Company in his name. The whole Promoters Group hold 87,59,157 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, together with their relatives, deemed to be concerned or interested in the resolution.

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. 2** of the Notice by way of **Ordinary Resolution**.

ITEM NO. 3

As the Members are aware that Mr. Rajesh Sharma was elevated on the Board and appointed as Whole-time Director of the Company for a period of 5 years with effect from January 1, 2020 and his appointment was approved by the shareholders at the 31st Annual General Meeting held on September 21, 2020. Subsequently, his remuneration was revised periodically and most recent revision was approved by the shareholders in the 34th AGM held on July 28, 2023.

Management considered to re-align the designation of Mr. Rajesh Sharma considering his overall leadership role in Marketing and Business Development, especially development of business in Two-wheeler segment, including new age Electric Vehicle OEMs. Hence, the Board of Directors upon the recommendation of the Nomination & Remuneration Committee, in its meeting held on November 7, 2023, re-designated Mr. Rajesh Sharma as 'Joint Managing Director' with effect from November 7, 2023, in the category of Whole-time Director for remaining period of his current tenure i.e. upto December 31, 2024, on the existing terms and conditions including remuneration, allowances, perquisites as already approved by the members at their 34th Annual General Meeting held on July 28, 2023.

The re-designation of Mr. Rajesh Sharma as 'Joint Managing Director' is subject to the approval of the Members of the Company.

Mr. Rajesh Sharma, aged 60 years, joined Fiem Industries Ltd. in 2003. He is having vast experience of more than 40 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.

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

Except Mr. Rajesh Sharma, 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. 3** of the Notice by way of **Ordinary Resolution**.

**By Order of the Board
For Fiem Industries Limited**
Sd/-
Arvind K. Chauhan
Company Secretary

Place: Rai, Sonapat (HR.)
Dated: 07/11/2023

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/change in remuneration:

Name of Director	Mr. Pawan Kumar Jain
DIN	10385208
Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.	Mr. Pawan Kumar Jain, aged 71 Years, hold a Bachelor degree in commerce from Shri Ram College of Commerce, Delhi and a Fellow Member of Institute of Chartered Accountants of India. He has vast experience of more than 40 years in consultancy of direct taxes, finance and corporate matters across different industries and domain areas.
D.O.B.	22.12.1951
Qualifications	Post Graduate
No. of years of Experience	40
Terms and conditions of appointment / re-appointment / change in remuneration	As mentioned in resolution and statement u/s 102 in Postal Ballot Notice.
Details of remuneration and remuneration last drawn	He will be paid sitting fee as applicable to other Non-Executive Independent Director.
Date on which first appointed on the Board	November 8, 2023
Details of shareholding in the Company (as on 07/11/2023)	Mr. Pawan Kumar Jain hold 159 shares in the Company in his own name and 488 shares are being held by his Immediate Relatives.
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	Not Applicable
Names of Listed entities in which the person also holds the Directorship and membership / chairmanship of the Committees of the Board, along with listed entities from which the person has resigned in the past 3 years.	No Directorship in any other listed Company.
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	None
Name of Director	Mr. Rahul Jain
DIN	00013566
Brief Resume and nature of Expertise in Specific Functional Areas	Mr. Rahul Jain 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 and Strategic Affairs. He has extensively travelled abroad and visited many facilities of Automotive Companies in foreign countries to acquire learning from new and latest practices and technology.
D.O.B.	14/11/1986
Qualifications	Management Graduate
No. of years of Experience	14
Terms and conditions of appointment / re-appointment / change in remuneration	As mentioned in resolution and statement u/s 102 in Postal Ballot Notice.
Details of remuneration and remuneration last drawn	Current remuneration of Mr. Rahul Jain is Rs. 10 Lacs per month with other perquisites. Remuneration drawn during FY 22-23 was Rs. 78 Lacs.
Date on which first appointed on the Board	14/11/2004
Details of shareholding in the Company (as on 07/11/2023)	16,25,668 (12.35%) Shares
Relationship with other Directors/Key Managerial Personnel (if any)	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 four are related to each other. Further, all of these are promoters of the Company.
Number of Board meetings attended during the year	Till date 4 Board meetings held during FY 2023-24. Mr. Rahul Jain attended 2 meetings.
Names of Listed entities in which the person also holds the Directorship and membership / chairmanship of the Committees of the Board, along with listed entities from which the person has resigned in the past 3 years.	No Directorship in any other listed Company.
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	Fiem Applied Technologies Pvt. Ltd. (Formerly Fiem Auto Pvt. Ltd.) (Director)

NOTICE OF POSTAL BALLOT

Name of Director	Mr. Rajesh Sharma
DIN	08650703
Brief Resume and nature of Expertise in Specific Functional Areas	Mr. Rajesh Sharma is among the Senior Management of the Company for many years and heading the Marketing & Business Development in the Company. He has a rich experience in the fields of marketing, sales and new product developments in automotive components industry. He was elevated on the Board of the Company w.e.f January 01, 2020.
D.O.B.	21/01/1963
Qualifications	Science Graduate
No. of years of Experience	40
Terms and conditions of appointment / re-appointment / change in remuneration	As mentioned in resolution and statement u/s 102 in Postal Ballot Notice.
Details of remuneration and remuneration last drawn	Current remuneration of Mr. Rajesh Sharma is Rs. 18.50 Lacs per month with other perquisites. Remuneration drawn during FY 22-23 was Rs. 141 Lacs.
Date on which first appointed on the Board	01/01/2020
Details of shareholding in the Company (as on 07/11/2023)	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	Till date 4 Board meetings held during FY 2023-24. Mr. Rajesh Sharma attended 3 meetings.
Names of Listed entities in which the person also holds the Directorship and membership / chairmanship of the Committees of the Board, along with listed entities from which the person has resigned in the past 3 years.	No Directorship in any other listed Company.
Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered]	Nil

Postal Ballot Information at a Glance

Cut-off date for e-Voting	::	November 17, 2023
E-Voting Start Date and Time	::	November 23, 2023, at 10:00 AM (IST)
E-Voting End Date and Time	::	December 22, 2023, at 05:00 PM (IST)
Website Link_ E-Voting Service Provider (NSDL)	::	https://eservices.nsdl.com/
Website Link for E-Voting CDSL	::	https://www.cdslindia.com/
Helpline/Contact details of E-Voting Service Provider	::	National Securities Depository Limited Pallavi Mahatre, Senior Manager Email: evoting@nsdl.co.in Contact No: 022 - 4886 7000, 022 - 2499 70000