

May 27, 2025

(Through Listing Centre)

**The Manager,  
Dept. of Corporate Services  
B S E Limited  
25th Floor, P. J. Towers, Dalal Street,  
Fort, Mumbai - 400 001**

Dear Sir,

**Sub: Annual Secretarial Compliance Report for FY 2024-25.**

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached scanned copy of the Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2025, issued by **M/s Ranjana Gupta & Associates, Company Secretaries.**

Please take the same on record.

Thanking you.

Yours faithfully

**For Fiem Industries Limited**

Arvind Kumar Chauhan	Digitally signed by Arvind Kumar Chauhan Date: 2025.05.27 18:49:22 +05'30'
----------------------------	--

**Arvind K. Chauhan  
Company Secretary**

Encls: A/a

May 27, 2025

(through NEAPS)

**The Manager,  
Listing Department,  
National Stock Exchange of India Ltd.  
Exchange Plaza, Bandra Kurla Complex  
Bandra (East), Mumbai -400051**

Dear Sir,

**Sub: Annual Secretarial Compliance Report for FY 2024-25.**

In terms of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019 read with Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find attached scanned copy of the Annual Secretarial Compliance Report for the Financial Year ended on March 31, 2025, issued by **M/s Ranjana Gupta & Associates, Company Secretaries.**

Please take the same on record.

Thanking you.

Yours faithfully  
**For Fiem Industries Limited**

Arvind Kumar Chauhan	Digitally signed by Arvind Kumar Chauhan Date: 2025.05.27 18:49:58 +05'30'
----------------------------	--

**Arvind K. Chauhan  
Company Secretary**

Encls: A/a



# RANJANA GUPTA & ASSOCIATES

COMPANY SECRETARIES

## SECRETARIAL COMPLIANCE REPORT OF FIEM INDUSTRIES LIMITED FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

To,  
**The Board of Directors,**  
**Fiem Industries Limited**  
(CIN: L36999DL1989PLC034928)  
D-5, Mansarovar Garden  
New Delhi-110015

We, **Ranjana Gupta & Associates, Company Secretaries** have examined:

- all the documents and records to the extent made available to us and explanations and representations provided by **Fiem Industries Limited** ("the listed entity" / "Company"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document / filing, as may be relevant, which has been relied upon to make this report,

for the financial year ended March 31, 2025 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations (including amendments, modifications from time to time), whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time);
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (as amended from time to time) (Not applicable to the listed entity during the Review Period) ;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time);
- Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (as amended from time to time); (Not applicable to the listed entity during the Review Period)
- Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (as amended from time to time); (Not applicable to the listed entity during the Review Period)



- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (as amended from time to time);
- h) Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018 (as amended from time to time).
- and circulars/guidelines issued thereunder;

and based on the above examination and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India,

We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below:-

Sr. No.	Compliance Requirement (Regulations /circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

- (b) The Listed Entity has taken the following actions to comply with the observations made in previous report:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary (PCS) in the previous reports	Observations made in the Secretarial Compliance Report for the year ended March 31, 2024	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
--- Not Applicable ---						



(c) We hereby report that, during the Review Period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations / Remarks by PCS
1.	<b>Secretarial Standards:</b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	None
2.	<b>Adoption and timely updation of the Policies:</b>  <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes  Yes	None
3.	<b>Maintenance and disclosures on Website:</b>  <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> <li>Timely dissemination of the documents/ information under a separate section on the website</li> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	Yes	None
4	<b>Disqualification of Director:</b>  None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	None



5	<b>Details related to Subsidiaries of listed entities have been examined w.r.t.:</b>  (a) Identification of material subsidiary companies  (b) Disclosure requirement of material as well as other subsidiaries	Yes	The Listed Entity doesn't have any material subsidiary.
6.	<b>Preservation of Documents:</b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	None
7.	<b>Performance Evaluation:</b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	None
8.	<b>Related Party Transactions:</b>  (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the audit committee.	Yes  NA	None
9.	<b>Disclosure of events or information:</b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes, except delay in two instances	The listed entity has provided all the required disclosures under Regulation 30 along with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 within the stipulated timelines, except two instances as under:





			<p>(i) In first instance, on May 21, 2024, Company submitted the intimation to stock exchanges about the outcome of Board Meeting regarding the re-appointment of two Directors, with delay of few hours, instead of stipulated 30 minutes time from conclusion of Board Meeting.</p> <p>It has been explained to us by the Management that in this regard, the mail / communication received on 14<sup>th</sup> July 2024 from NSE, was promptly replied / acted upon by the Company on 15<sup>th</sup> July 2024.</p> <p>(ii) In second instance, for the resignation of one senior management personnel (effective from close of business hours on June 17, 2024), the Company submitted intimation to Stock Exchanges with delay of few hours on June 19, 2024, instead of stipulated 24 hours' time.</p> <p>It has been explained to us by the Management that the mails / communication received on 19<sup>th</sup> &amp; 20<sup>th</sup> June 2024 from NSE &amp; BSE respectively in this regard were promptly replied/acted upon by the Company.</p>
10.	<b>Prohibition of Insider Trading:</b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None



11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b>  No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NA	No action was taken by SEBI or Stock Exchanges during the Review Period.
12.	<b>Resignation of statutory auditors from the listed entity or its material subsidiaries:</b>  In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There is no such instance of resignation of auditor during the Review Period.
13.	<b>Additional Non-compliances, if any:</b>  No additional non-compliance observed for any SEBI regulation/ circular/ guidance note etc.	NA	No non-compliance has been observed during the Review Period.





14.	<p>The listed entity to comply with the following requirements for disclosure of Employee Benefit Scheme Documents in terms of Regulation 46(2)(za) of the LODR:</p> <p>a) The scheme documents shall be uploaded on the website of the listed entity after obtaining shareholder approval as required under SEBI (SBEB) Regulations, 2021</p> <p>b) The document shall be uploaded on the website shall mandatorily have minimum information to be disclosed to shareholders as per SEBI (SBEB) Regulations, 2021</p> <p>c) The rationale for redacting information from the documents and the justification as to how such redacted information would affect competitive position or reveal commercial secrets of the listed entity shall be placed before the Board of Directors for consideration and approval.</p>	NA	The Company does not have any Employee Stock Option Scheme.
-----	---	----	---

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.
5. It is the responsibility of the Company's Management to maintain records and establish appropriate systems for ensuring compliance with applicable SEBI Regulations, circulars, guidelines issued from time to time and to ensure the adequacy and operational effectiveness of such systems.
6. The Audit was conducted in accordance with the Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India (ICSI), involving such examinations and verifications as deemed necessary and adequate for the purpose.

**For RANJANA GUPTA & ASSOCIATES  
COMPANY SECRETARIES**

**ICSI Unique Code : S2011DE154200**

**Peer Review No.: 921/2020**



*Ranjana*  
**RANJANA GUPTA**

**Proprietor**

**FCS No : 8613 | CP No : 9920**

**Place : New Delhi**

**Date : 27<sup>th</sup> May, 2025**

**UDIN : F008613G000452298**