

FIEM INDUSTRIES LIMITED

Registered Office: D-5, Mansarovar Garden, New Delhi – 110015
Tel: +91-11-25101002/03/04/05, **Email:** investor@fiemindustries.com
Website: www.fiemindustries.com **CIN:** L36999DL1989PLC034928

NOTICE OF 36TH ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 36TH ANNUAL GENERAL MEETING (AGM) of the Members of Fiem Industries Limited will be held on Thursday, July 31, 2025 at 10.30 a.m. through Video Conferencing/ Other Audio-Visual Means ("VC/OAVM") to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:

- the audited standalone financial statements of the Company for the Financial Year ended March 31, 2025, the reports of the Board of Directors and Auditors thereon; and
- the audited consolidated financial statements of the Company for the Financial Year ended March 31, 2025, and the report of Auditors thereon;

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

"RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2025 and 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, 2025 and report of Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

2. To declare a Final Dividend of Rs. 30/- per equity share for the Financial Year 2024-25 and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT final dividend at the rate of Rs. 30/- (Rupees Thirty) per equity share of Rs. 10/- (Rupees Ten) each fully paid-up of the Company, as recommended by the Board of Directors, be and is hereby declared for the financial year ended March 31, 2025 and the same be paid out of the profits of the Company."

3. 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 and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Rajesh Sharma (DIN:08650703)**, who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

4. To appoint a Director in place of Mr. Vineet Sahni (DIN:03616096), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, **Mr. Vineet Sahni (DIN:03616096)**, who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS

5. Ratification of remuneration of the Cost Auditors for the Financial Year 2025-26.

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rule 14 and other applicable rules of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs. 3.30 Lakh plus out of pocket expenses as recommended by the Audit Committee and approved by the Board of Directors while appointing M/s Jay Narain & Co., Cost Accountants (FRN: 004576), to conduct the Cost Audit of the cost records maintained by the Company for the Financial Year 2025-26, be and is hereby ratified.

RESOLVED FURTHER THAT Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby individually authorized to do all acts, things and deeds and to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

6. To appoint Secretarial Auditors of the Company for a term of 5 years.

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

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws, if any, as amended from time to time, M/s. Ranjana Gupta & Associates, Company Secretaries (CP No. 9920) be and are hereby appointed as Secretarial Auditors of the Company for a term of 5(Five) consecutive years, to hold the office from the conclusion of 36th Annual General Meeting ('AGM') till the conclusion of 41st AGM of the Company to be held in the Year 2030, to conduct the Secretarial Audit for the Financial Year 2025-26 to Financial Year 2029-30, at a remuneration to be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee."

7. To approve the re-appointment and remuneration of Mr. Jagjeevan Kumar Jain (DIN:00013356), as Chairman & Managing Director of the Company and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and Schedule V of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and in terms of Article No. 84 of Articles of Association of the Company and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appointment of Mr. Jagjeevan Kumar Jain (DIN:00013356) as Chairman & Managing Director of the Company for a period of five (5) years, with effect from August 7, 2025, on the following terms and conditions:

(a) Gross Salary: Rs. 20,00,000 /- (Rupees Twenty Lakh) per month;

(b) Other Benefits, Perquisites & Allowances-

In addition to the Gross Salary, he will be entitled to:

- (i) Health Insurance, Personal Accident Insurance, hospitalization & medical expenses and other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the Rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Jagjeevan Kumar Jain shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

RESOLVED FURTHER THAT Mr. Jagjeevan Kumar Jain shall not be liable to retire by rotation within the meaning of Section 152 of the Companies Act, 2013.

RESOLVED FURTHER THAT Company Secretary and 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."

8. To approve the re-appointment and revision in remuneration of Mr. Rahul Jain (DIN:00013566), as Joint Managing Director of the Company in the category of Whole-time Director and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to re-appointment of Mr. Rahul Jain (DIN:00013566) as Joint Managing Director of the Company in the category of Whole-time Director for a period of five (5) years, with effect from October 1, 2025, on the following terms and conditions:

(a) Revised Gross Salary: Rs. 15,00,000 /- (Rupees Fifteen Lakh) per month;

(b) Other Benefits, Perquisites & Allowances-

In addition to the Gross Salary, he will be entitled to:

- (i) Health Insurance, Personal Accident Insurance and other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the Rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT the revised Gross Salary of Rs. 15,00,000/- per month will be effective from April 1, 2025 and the Board of Directors of the Company be and are hereby further authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rahul Jain shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rahul Jain shall be liable to retire by rotation, however his rotational retirement and re-appointment at the same Annual General Meeting shall not be deemed to constitute a break in his tenure as Joint Managing Director of the Company in the category of Whole-time Director.

RESOLVED FURTHER THAT Company Secretary and 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."

9. To approve the revision in the remuneration of Mr. Rajesh Sharma (DIN:08650703), Joint Managing Director of the Company in the category of Whole-time Director and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Rajesh Sharma (DIN:08650703), Joint Managing Director of the Company in the category of Whole-time Director w.e.f. April 1, 2025 as mentioned hereunder:

(a) Revised Gross Salary: Rs. 23,50,000 /- (Rupees Twenty-Three Lakh and Fifty Thousand) per month;

(b) Other Benefits, Perquisites & Allowances-

In addition to the Gross Salary, he will be entitled to:

- (i) Health Insurance, Personal Accident Insurance and other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the Rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby further authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Rajesh Sharma shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rajesh Sharma shall be liable to retire by rotation, however his rotational retirement and re-appointment at the same Annual General Meeting shall not be deemed to constitute a break in his tenure as Joint Managing Director of the Company in the category of Whole-time Director.

RESOLVED FURTHER THAT Company Secretary and 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."

10. To approve the revision in the remuneration of Mr. Kashi Ram Yadav (DIN:02379958), Whole-time Director of the Company and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 197, 198 and Schedule V of the Companies Act, 2013 ('Act') read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded to increase the remuneration of Mr. Kashi Ram Yadav (DIN:02379958), Whole-time Director of the Company w.e.f. April 1, 2025 as mentioned hereunder:

(a) Revised Gross Salary: Rs. 12,00,000 /- (Rupees Twelve Lakh) per month;

(b) Other Benefits, Perquisites & Allowances-

In addition to the Gross Salary, he will be entitled to:

- (i) Contribution to Provident Fund, Bonus, Health Insurance, Personal Accident Insurance and other perquisites in accordance with the Rules of the Company or as may be decided by the Nomination & Remuneration Committee of the Company;
- (ii) Company provided car with driver facility;
- (iii) Leave Encashment and Gratuity in accordance with the Rules of the Company and as per Payment of Gratuity Act;
- (iv) Telephone / Mobile phone facility;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby further authorised to revise the remuneration as they may deem fit and proper from time to time on recommendation of Nomination & Remuneration Committee so that remuneration payable shall not exceed the permissible limits specified under Section 197 read with Schedule V and any other applicable provisions of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the remuneration payable to Mr. Kashi Ram Yadav shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Kashi Ram Yadav shall be liable to retire by rotation, however his rotational retirement and re-appointment at the same Annual General Meeting shall not be deemed to constitute a break in his tenure as Whole-time Director of the Company.

RESOLVED FURTHER THAT Company Secretary and 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."

**By Order of the Board
For Fiem Industries Limited**

Sd/-

Place: Gurugram
Dated: May 30, 2025

**Arvind K. Chauhan
Company Secretary
Memb. No. F7694**

NOTES:

A Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting forms part of this Notice.

General instructions for accessing and participating in the AGM through VC/OAVM Facility and voting through electronic means including remote e-Voting:

(a) Ministry of Corporate Affairs ("MCA") has vide its General Circular No.09/2024 dated 19th September, 2024 read with other relevant circulars referred therein (MCA Circulars) and Securities and Exchange Board of India ("SEBI") vide its Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (including the circulars referred therein) (SEBI Circulars) permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the Members at a common venue on or before September 30, 2025. In compliance with the MCA Circulars and SEBI Circulars the AGM of the Members of the Company is being held through VC/OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.

(b) In terms of the provisions of Section 152 of the Act, Mr. Rajesh Sharma, Joint Managing Director and Mr. Vineet Sahni, CEO & Whole-time Director, are retiring by rotation at this Meeting. Being eligible, they have offered themselves for re-appointment and the Nomination & Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.

The relatives of Mr. Rajesh Sharma and Mr. Vineet Sahni, who hold the shares of the Company, if any, to the extent of their shareholding interest, may deemed to be interested in the resolutions set out at Item No. 3 and No. 4 of the Notice, respectively.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 4 of the Notice.

(c) Company has engaged M/s MUFG Intime India Pvt. Limited (MUFG IIPL) for providing facility for voting through remote e-Voting, VC/OAVM Facility for convening the AGM and e-Voting during the AGM.

(d) Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, allow the listed companies to send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Director's Report, etc. by electronic mode.

(e) In compliance with the MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Additionally, in accordance with Regulation 36(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a letter providing a web-link and a QR code for accessing the Notice of the AGM and the Annual Report is being sent to those members who have not registered their email IDs.

(f) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM and Annual Report 2024-25 will be available on the website of the Company at www.fiemindustries.com under Investor section, on the website of BSE at www.bseindia.com and NSE at www.nseindia.com. The Notice of the AGM will also be available on the website of MUFG IIPL at <https://instavote.linkintime.co.in>

(g) In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the AGM through VC/OAVM Facility and e-Voting during the AGM.

(h) Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/OAVM on its behalf and to vote through remote e-voting or e-voting during the AGM. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to csranjana@ranjanagupta.in with copies marked to the Company at investor@fiemindustries.com and to e-voting service provider i.e. MUFG IIPL at insta.vote@linkintime.co.in.

(i) Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

(j) Members may join the AGM through VC/OAVM Facility by following the procedure as mentioned in this Notice, the joining window will be opened for the Members at least 15 minutes before the scheduled time to start the AGM and will be closed not earlier than 15 minutes after the scheduled time to start the AGM.

(k) Members may note that the VC/OAVM Facility, provided by MUFG IIPL, allows participation of at-least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the AGM without any restriction on account of first-come-first-served principle.

(l) Attendance of the Members participating in the AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

(m) Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with MCA Circulars and SEBI Circulars, the Company is providing remote e-Voting facility

to its Members in respect of the business to be transacted at the AGM and facility for those Members participating in the AGM to cast vote through e-Voting system during the AGM, if they have not exercised their vote through remote e-voting.

- (n) Brief details of the Directors, for whom resolutions for re-appointment / change in remuneration are moved at the AGM, are annexed hereto as per requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and SS-2 issued by the Institute of Company Secretaries of India. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
- (o) Pursuant to the provisions of Regulation 42 of the Listing Regulations, as amended, Company has fixed **Thursday, July 24, 2025** as **Record Date** for determining the entitlement of members for final dividend for FY 2024-25 on Equity Shares, if declared at the AGM.
- (p) Subject to the provisions of Section 126 of the Companies Act, 2013 dividend on equity shares, if declared at the AGM, will be credited/ dispatched to the shareholders on or before **August 14, 2025** as under:
 - (i) To all those beneficial owners holding shares in electronic form, as per the beneficial ownership data as may be made available to the Company by National Securities Depository Ltd. (NSDL) and the Central Depository Services (India) Ltd. (CDSL) as of the end of the day on **Thursday, July 24, 2025** and
 - (ii) To all those members holding shares in physical form, after giving effect to all the valid share transmission and transpositions, lodged with the Company/ RTA (i.e. MUFG Intime India Pvt Ltd.) on or before the closing hours on **Thursday, July 24, 2025**.

"Please note that As per SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024, w.e.f. April 1, 2024, dividend to members who holding shares in physical form shall be paid only through electronic mode. Such payment shall be made upon folio being KYC compliant i.e. registering their PAN, contact details including mobile no., bank account details and specimen signature with RTA / Company".

- (q) Dividend will be preferably paid through National Electronic Clearing Services (NECS) and other electronic transfers, wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the Members. In the event the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the demand draft to such Member, at the earliest by permissible modes.
- (r) As per the provisions of the Income Tax Act, 1961 ("the IT Act"), dividend income is taxable in the hands of members and the Company is required to deduct tax at source ("TDS") from dividend paid to members at the prescribed rates. Therefore, Members are requested to complete/ update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with RTA. Further, to submit the applicable Form 15G/15H/10F under the IT Act and

other applicable documents, members can visit the website of our RTA, MUFG Intime India Pvt. Ltd. at the link <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html>. For the prescribed rates for various categories, the shareholders are requested to refer to Income Tax Act and amendments thereof. For general guidance, Members may refer to the **"General Guidance on Tax Deductible at Source on Dividend"** appended to this Notice.

(s) Inspection of Documents:

- (i) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ("Act") and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
- (ii) All documents referred to in the Notice will be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. July 31, 2025.
- (iii) Members seeking to inspect such documents can send an email to investor@fiemindustries.com
- (t) Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - (i) **For shares held in electronic form:** it is strongly recommended to such shareholder to register / update the email address, mobile no. and bank account details etc. in their demat account as per process advised by their Depository Participant (DP).
 - (ii) **For shares held in physical form:** to the Company/RTA in prescribed Form ISR-1 and other forms. [SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023]
- (u) SEBI has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account renewal/exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://fiemindustries.com/investor-services-forms/> and on the website of the Company's RTA, MUFG IPL at <https://web.in.mpms.mufig.com/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant. [SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024].
- (v) In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to

dematerialize the shares held by them in physical form. Members can contact the Company or MUFG IIP, for assistance in this regard.

Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to MUFG IIP in case the shares are held in physical form.

- (w) Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MUFG IIP, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
- (x) As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a member desires to opt out or cancel the earlier Nomination & record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://fiemindustries.com/investor-services-forms/>
- (y) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
- (z) SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website <https://fiemindustries.com/email-for-shareholder-grievance-and-contact-info/>

REMOTE E-VOTING FACILITY AND E-VOTING SYSTEM DURING THE AGM

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 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 remote e-voting. The facility of casting the votes by the members using an electronic voting system from any place before the AGM ("remote e-voting") will be provided by MUFG Intime India Pvt. Ltd. (MUFG IIP).

Please note that the remote e-voting is entirely optional for the shareholder(s) and that the shareholder(s) can opt only for one mode of voting. If a shareholder has opted for remote e-voting, then he/she/it should not vote again by e-voting during the AGM.

2. The Members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the meeting but shall not be entitled to vote again during the AGM.
3. 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. July 25, 2025**.
4. The remote e-voting period commences on **July 27, 2025 (10:00 AM) and ends on July 30, 2025 (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. **July 24, 2025**, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by MUFG IIP for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
5. Mrs. Ranjana Gupta, Proprietor of M/s. Ranjana Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and e-voting during the AGM in a fair and transparent manner.
6. In addition to the 'remote e-voting' facility before the AGM, the shareholders will also be provided the facility of **e-voting during the AGM**. The Chairman shall, after completion of response to the questions raised by the Members in advance or as a speaker at the AGM, formally propose to the Members participating through VC/OAVM Facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system. After casting of votes by the Members participating in AGM through VC/OAVM Facility, the e-voting will be closed with the formal announcement of closure of the AGM.
7. The Scrutinizer, after scrutinizing the votes cast through remote e-voting and e-voting at AGM, within 48 hours of conclusion of the Meeting, will make a consolidated scrutinizer's report and submit the same to the Chairman. The result declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.fiemindustries.com and on the website of MUFG IIP. The result shall simultaneously be communicated to the Stock Exchanges.
8. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, **i.e. July 31, 2025**.
9. As per SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting Facility to be provided by Listed Entities and SEBI Master circular no. **SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023**, all **"individual shareholders holding shares of the Company in demat mode"** can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

REMOTE E-VOTING INSTRUCTIONS FOR INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE:
(I) Procedure to login through websites of Depositories / Demat Accounts / Depository Participants
A. NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL")

Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:		Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:	
Column - A		Column - B	
i.	Type in the browser / Click on the following e-Services link: https://eservices.nsdl.com	i.	To register, type in the browser / Click on the following e-Services link: https://eservices.nsdl.com OR https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp
ii.	Click on the button "Beneficial Owner" available for login under 'IDeAS' section.	ii.	Select option "Register Online for IDeAS" available on the left-hand side of the page.
iii.	A new page will open. Enter your User ID and Password for accessing 'IDeAS'	iii.	Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
iv.	On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under <u>Value Added Services</u> on the panel available on the left-hand side.	iv.	After successful registration, please follow all steps given under Column-A to cast your vote.
v.	Click on "MUFG InTime" under "E-voting Service Providers (ESPs)"		
vi.	You will see Company Name: "Fiem Industries Limited" on the next screen. Click on the e-Voting link available against Fiem Industries Limited to cast your vote without any further authentication.		

**Alternative Option (for NSDL)
"Directly visiting the e-voting website of NSDL"**

- Visit URL: <https://www.evoting.nsdl.com>
- Click on the **"Login"** tab available under 'Shareholder/Member' section.
- Enter User ID (i.e. your 16 digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.
- Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see **"MUFG InTime"** under **"E-voting Service Providers (ESPs)"**
- Click on **"MUFG InTime"** and you will be redirected to **"InstaVote"** website for casting the vote during the remote e-voting period.

B. CENTRAL DEPOSITORY SERVICES(INDIA) LIMITED ("CDSL")

Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:		Users not registered for Easi/Easiest facility of CDSL may follow the following procedure:	
Column - A		Column - B	
i.	Type in the browser / Click on following links: www.cdslindia.com and click on "Login" tab at top on right side after that select "My Easi New (Token)" and click on Login	i.	Type in the browser / Click on following links: www.cdslindia.com and click on "Login" tab at top on right side after that select "My Easi New (Token)" - Next window will appear: "Sign In Easi/Easiest" - Click on "To Register for Easi!"
ii.	Sign In Easi/Easiest page appears on Screen. Enter your User ID and Password for accessing Easi / Easiest	ii.	Proceed to complete registration using your DP ID-Client ID (BO ID), Mobile No. etc..
iii.	Click on "Evoting" tab then "ESP Details" will appear. Click on "Link In Time / MUFG InTime" and submit	iii.	After successful registration, please follow all steps given under Column A to cast your vote.
iv.	You will see Company Name: "Fiem Industries Limited" on the next screen. Click on the e-Voting link available against Fiem Industries Limited to cast your vote without any further authentication.		

**Alternative Option (for CDSL)
"Directly visiting the e-voting page of CDSL"**

- The user can directly access the e-Voting page by providing Demat Account Number and PAN No. on **"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, the user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

C. DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT

Individual shareholders holding shares of the Company in Demat mode can access **e-Voting facility using login credentials of their Demat Accounts** (online accounts) / websites of Depository Participants registered with NSDL/CDSL.

An option for **"e-Voting"** will be available once you successfully logged-in through your respective logins. Click on the option **"e-Voting"** and you will be redirected to e-Voting modules of NSDL/CDSL (as may be applicable). Click on the e-Voting link available against **Fiem Industries Limited** or select e-Voting service provider **"MUFG InTime"** and you will be re-directed to the e-Voting page of **"InstaVote"** to cast your vote without any further authentication.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN USER-ID / PASSWORD

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of technical issue on NSDL website:

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**

Contact details in case of technical issue on CDSL website:

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**

REMOTE E-VOTING INSTRUCTIONS AND LOGIN METHOD FOR :

- (i) **INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND**
- (ii) **NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE**

II. Remote e-voting procedure through MUFG Intime "InstaVote" Portal:

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

(A) Shareholders who have not registered for INSTAVOTE facility:

- (i) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

Those who are first time users of MUFG Intime "InstaVote" portal e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

- (ii) Click on "**Sign Up**" under 'SHARE HOLDER' tab and register with your following details:

A. User ID:

NSDL demat account	User ID is 8 Character DP ID followed by 8 Digit Client ID
CDSL demat account	User ID is 16 Digit Beneficiary ID
Shareholders holding shares in physical form	User ID is Event No + Folio Number registered with the Company.

B. PAN:

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company in DD/MM/YYYY format).

D. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

**Shareholders holding shares in Demat form, shall provide 'D' above*

***Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*

- Set the password of your choice The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

(B) Shareholders who have registered for INSTAVOTE facility:

- (i) Click on "**Login**" under 'SHARE HOLDER' tab.

- A. User ID:** Enter your User ID
- B. Password:** Enter your Password
- C.** Enter Image Verification (CAPTCHA) Code
- D.** Click "**Submit**"

(ii) Cast your vote electronically:

- A.** After successful login, you will be able to see the "**Notification for e-voting**".
 - B.** Select '**View**' icon.
 - C.** E-voting page will appear.
 - D.** Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
 - E.** After selecting the desired option i.e. Favour / Against, click on '**Submit**'.
- A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.

**Guidelines for Institutional shareholders
("Custodian / Corporate Body/ Mutual Fund")**

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a)** Visit URL: <https://instavote.linkintime.co.in>
- b)** Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c)** Fill up your entity details and submit the form.
- d)** A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e)** Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a)** Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b)** Click on "**Investor Mapping**" tab under the Menu Section
- c)** Map the Investor with the following details:
 - A. 'Investor ID' –**
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B.** 'Investor's Name - Enter Investor's Name as updated with DP.
 - C.** 'Investor PAN' - Enter your 10-digit PAN.
 - D.** 'Power of Attorney' - Attach Board resolution or Power of Attorney.

***File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.**

- E.** Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **"Votes Entry"** tab under the Menu section.
- Enter the **"Event No."** for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under "On-going Events".
- Enter **"16-digit Demat Account No."** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

OR

METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the "Notification for e-voting".
- Select **"View"** icon for **"Company's Name / Event number"**.
- E-voting page will appear.
- Download sample vote file from **"Download Sample Vote File"** tab.
- Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under **"Upload Vote File"** option.
- Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

INSTAVOTE HELPDESK:

FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

In Case of any Technical Issue: sending a request at enotices@in.mpms.mufig.com or **contact on: - Tel: 022 – 4918 6000.**

If forgotten the USER ID [Login ID] or Password: shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **"Login"** under 'SHARE HOLDER' tab.
- Click **"forgot password?"**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

FOR CUSTODIAN / CORPORATE BODY/ MUTUAL FUND

In case CUSTODIAN / CORPORATE BODY/ MUTUAL FUND has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- Click on **'Login'** under "Custodian / Corporate Body/ Mutual Fund" tab
- Click **"forgot password?"**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET

1. Open the internet browser and launch the URL: <https://instameet.in.mpms.mufg.com>

Select the **"Company"** and **'Event Date'** and register with your following details:-

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide Folio Number** registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/ Company.

Click **"Go to Meeting"** (You are now registered for InstaMeet and your attendance is marked for the meeting).

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO SPEAK DURING THE AGM THROUGH INSTAMEET:

1. Shareholders who would like to speak during the meeting must register their request latest by **5.00 p.m. (IST), July 25, 2025** with the company by sending email at investor@fiemindustries.com from their registered email address mentioning their name, DP ID and Client ID / Folio No., No. of Shares, PAN and mobile No.
2. Shareholders will get confirmation on first cum first basis.
3. Shareholders will receive **"speaking serial number"** once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
6. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of the time at the AGM.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

SHAREHOLDERS/ MEMBERS SEEKING INFORMATION:

Members seeking any information with regard to the accounts, are requested to email from their registered email address mentioning their name, DP ID and Client ID / Folio No., No. of Shares, PAN and mobile No. latest by 5.00 p.m. (IST), July 25, 2025 on investor@fiemindustries.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

INSTRUCTIONS FOR SHAREHOLDERS/ MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

Shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote during the meeting as under:

1. On the Shareholders VC page, click on the link for e-Voting **"Cast your vote."**
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on **'Submit'**.
3. After successful login, you will see "Resolution Description" and against the same the option **"Favour/ Against"** for voting.
4. Cast your vote by selecting appropriate option i.e. **"Favour / Against"** as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/ Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on **"Save"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"Confirm"**, else to change your vote, click on **"Back"** and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently

Note:

Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

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

ITEM NO. 5

Ratification of remuneration of the Cost Auditors for the Financial Year 2025-26:

On the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 30, 2025 has appointed M/s Jay Narain & Co., Cost Accountants (FRN: 004576), as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2025-26 at a remuneration of Rs. 3.30 Lakh plus applicable taxes and out of pocket expenses. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to Cost Auditor needs to be ratified by the Members of the Company.

Accordingly, ratification by the Members is required for the remuneration payable to the Cost Auditor for the financial year 2025-26.

M/s Jay Narain & Co., Cost Accountants have furnished a certificate regarding their eligibility for appointment as Cost Auditor of the Company.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommend the passing of the Resolution as set out at **Item No. 5** as an **Ordinary Resolution**.

ITEM NO. 6

To appoint Secretarial Auditors of the Company for a term of 5 years:

The Board of Directors of the Company at its meeting held on May 30, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of M/s Ranjana Gupta & Associates, Company Secretaries (CP No. 9920) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

M/s Ranjana Gupta & Associates, Company Secretaries is a peer reviewed Company Secretaries proprietorship firm based in New Delhi. Established in 2011, Ranjana Gupta & Associates, hold extensive professional experience in providing corporate and secretarial advisory services covering a wide spectrum of corporate laws, due diligence services, regulatory compliances (including SEBI and FEMA), certifications and Secretarial Audits. Over the years, the firm has catered to a wide spectrum of clients, including listed companies, Indian subsidiaries of foreign companies, joint ventures, public limited companies, non-profit organizations in addition to dealing with different regulators under Companies Act, FEMA and RBI Regulations etc. The firm engages qualified and experienced resources, including company secretaries and other professional backgrounds.

Ranjana Gupta & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in

terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Ranjana Gupta & Associates as Secretarial Auditors is within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees for Secretarial Audit for Financial Year 2025-26 is Rs. 6,00,000/- (Rupees Six Lakh) plus applicable taxes. There is no increase in the proposed fee in comparison to previous year. For subsequent year(s) of their term, secretarial audit fees shall be mutually agreed with M/s Ranjana Gupta & Associates and will be subject to approval by the Board on recommendation of the Audit Committee.

In addition to the secretarial audit, M/s Ranjana Gupta & Associates shall provide such other services in the nature of certifications and other professional work on such terms and remuneration, as approved by the Board of Directors.

None of the Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said resolution.

The Board of Directors recommend the passing of the Resolution as set out at **Item No. 6** as an **Ordinary Resolution**.

ITEM NO. 7

To approve the re-appointment and remuneration of Mr. Jagjeevan Kumar Jain (DIN: 00013356), as Chairman & Managing Director of the Company:

As the Members are aware that at the 31st Annual General Meeting held on September 21, 2020, Mr. Jagjeevan Kumar Jain was re-appointed as Chairman & Managing Director of the Company for a term of 5 years with effect from August 7, 2020 and also approved his remuneration. Subsequently, his remuneration was revised and approved by the shareholders in the 34th Annual General Meeting held on July 28, 2023. As per terms of appointment, the current tenure of Mr. Jagjeevan Kumar Jain, as Chairman & Managing Director is due for completion on August 6, 2025.

Hence, on recommendations of Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on May 30, 2025, have approved the re-appointment of Mr. Jagjeevan Kumar Jain as Chairman & Managing Director of the Company with effect from August 7, 2025, for a further term of five (5) years from the expiry of his current tenure at the same remuneration as he was receiving before re-appointment, subject to approval by the members of the Company in this AGM. Mr. Jagjeevan Kumar Jain had conveyed his willingness to the Nomination & Remuneration Committee to not revise his remuneration on his re-appointment.

As the Chairman & Managing Director of the Company, Mr. Jagjeevan Kumar Jain is involved in mentoring the leadership team, overseeing the business strategies on various aspects of operations, business development, expansion and diversification plans. He has around five decades of experience in manufacturing of automotive lighting and signalling equipment and has played a significant role in growth of the Company. He has won many accolades and awards in India and overseas, including Life Time Achievement Award presented by India International Council for Industries & Trade, National Achievement Award for Business Excellence presented by Indian Society for Industry & Intellectual Development and Outstanding Entrepreneurship Award presented by Enterprise Asia. Under his dynamic leadership, the Company has been able to grow exponentially. Today, the Company

has nine state of the art manufacturing facilities spreading in North, South and Western India. Because of his farsighted vision, passion, entrepreneurship and growth-oriented leadership, the Company has been able to write the success story during all these years, despite various challenges and disruptions in the industry.

Mr. Jagjeevan Kumar Jain is one of the founder promoters of the Company and he hold 54,12,000 Shares (20.56%) in the Company in his name. The whole promoters group hold 1,55,18,314 Shares (58.96%) shares in the Company.

Mr. Jagjeevan Kumar Jain, Chairman & Managing Director is husband of Mrs. Seema Jain, Whole-time Director and father of Mr. Rahul Jain, Joint Managing Director and 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 Directors, together with their relatives, deemed to be concerned or interested in this resolution.

For other transactions of the Directors with the Company, please refer the **Note No. 42** in the standalone financial statements i.e. **'Related Party Disclosure under Ind AS 24'**.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolution.

Mr. Jagjeevan Kumar Jain is one of the Key Managerial Personnel ("KMP") pursuant to Section 203 of the Companies Act, 2013 and will not be liable to retire by rotation pursuant to Section 152 of the Act.

Mr. Jagjeevan Kumar Jain has confirmed that he is not disqualified from being re-appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

The other requisite details about Mr. Jagjeevan 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. 7** as a **Special Resolution**.

ITEM NO. 8

To approve the re-appointment and revision in remuneration of Mr. Rahul Jain (DIN: 00013566), as Joint Managing Director of the Company in the category of Whole-time Director:

As the Members are aware that at the 31st Annual General Meeting held on September 21, 2020, Mr. Rahul Jain was re-appointed as Whole-time Director of the Company for a term of 5 years with effect from October 1, 2020 and also approved his remuneration. Subsequently, on December 22, 2023, shareholders of the Company through Postal Ballot process, approved his re-designation as Joint Managing Director of the Company in the category of Whole-time Director. The remuneration of Mr. Rahul Jain was revised periodically and most recent revision was approved by the shareholders in the 35th AGM held on July 31, 2024.

As per terms of appointment, the current tenure of Mr. Rahul Jain is due for completion on September 30, 2025.

Hence, on recommendations of Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on May 30, 2025, re-appointed Mr. Rahul Jain as Joint Managing Director of the Company in the category of Whole-time Director effective from October 1, 2025 for a term of 5 years on revised remuneration

as provided in proposed Resolution, subject to approval by the members of the Company in this AGM.

Mr. Rahul Jain was inducted on the Board of the Company in November, 2004. He completed his Bachelor of Science and thereafter pursued Management Studies from University of Bradford. He is involved in all activities of 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 and experience for latest manufacturing practices and technology.

Mr. Rahul Jain is one of the promoters of the Company and he hold 22,51,336 Shares (8.55%) in the Company in his name. The whole promoters group hold 1,55,18,314 Shares (58.96%) in the Company.

Mr. Rahul Jain is son of Mr. Jagjeevan Kumar 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 Directors, together with their relatives, deemed to be concerned or interested in the resolution.

For other transaction of the Directors with the Company, please refer the **Note No. 42** in the standalone financial statements i.e. **'Related Party Disclosure under Ind AS 24'**.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolution.

Mr. Rahul Jain has confirmed that he is not disqualified from being re-appointed as Director in terms of the provisions of Section 164(1) and (2) of the Act. He has provided his consent for re-appointment and has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any such authority, pursuant to circulars dated June 20, 2018 issued by the BSE Limited and the National Stock Exchange of India Limited, pertaining to the enforcement of SEBI orders regarding the appointment of Directors by the listed companies.

The other requisite details about Mr. Rahul 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. 8** as an **Ordinary Resolution**.

ITEM NO. 9 and 10

9. To approve the revision in remuneration of Mr. Rajesh Sharma (DIN:08650703), Joint Managing Director of the Company in the category of Whole-time Director;

10. To approve the revision in remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole-time Director of the Company;

The proposed Resolutions for revision in remuneration of Mr. Rajesh Sharma, Joint Managing Director and Mr. Kashi Ram Yadav, Whole-time Director are being proposed respectively at **Item No. 9 & 10** of the Notice of AGM. All the requisite information related to proposed resolutions for increase in remuneration of these Directors are being furnished here at one place for the ease of reference of shareholders and to avoid repetition of information.

The matters of increase in remuneration of both above Directors were considered by the Nomination & Remuneration Committee (NRC) in its meeting held on May 30, 2025. NRC considered that due to increase in the operations of the Company, the work as well as responsibilities of all Whole-time Directors have increased significantly. NRC considered other factors like industry practices and Remuneration Policy of company to retain and remunerate the talent

Notice of 36th AGM



pool of the Company keeping in view the growth objectives of the Company. It was also considered that because of untiring efforts of the Management, Company has been able to grow well ahead of Industry and registering strong operational and financial performance. After due consideration, NRC recommended the revised remuneration of Mr. Rajesh Sharma, Joint Managing Director and Mr. Kashi Ram Yadav, Whole-time Director as provided in proposed Resolutions.

Accepting the recommendations of the NRC, the Board of Directors also approved the proposed revised remuneration in its meeting held on May 30, 2025, subject to approval by the Members of the Company in this AGM.

The details of existing remuneration of these Directors are given in Corporate Governance Report and proposed revised remuneration after above increase is given in the respective Resolution in the Notice of the AGM.

The individual shareholding of Mr. Rajesh Sharma, Joint Managing Director and Mr. Kashi Ram Yadav, Whole-time Director as on 31/03/2025 is as under:

Name and Designation of Directors	No. of Shares (%)
Mr. Rajesh Sharma Joint Managing Director	Nil
Mr. Kashi Ram Yadav Whole-time Director	676 (Negligible %)

The above Directors and their respective relatives may deem to be interested to the extent of their shareholding.

Except above, none of the other Directors and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolutions.

The other requisite details about these matters are provided in 'Annexure-A' to the Notice.

The Board of Directors recommend the passing of the Resolution as set out in **Item No. 9** of the Notice as an **Ordinary Resolution**.

As Mr. Kashi Ram Yadav, Whole-time Director was re-appointed for current tenure in the 34th AGM held on July 28, 2023 by way of Special Resolution, hence current revision in remuneration of Mr. Kashi Ram Yadav, proposed in this AGM is also moved for approval by way of **Special Resolution** at **Item No. 10** of the Notice.

The Board of Directors recommend the passing of the Resolution as set out in **Item No. 10** of the Notice by way of **Special Resolution**.

**By Order of the Board
For Fiem Industries Limited**

**Sd/-
Arvind K. Chauhan
Company Secretary
Memb. No. F7694**

Place: Gurugram
Dated: May 30, 2025

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. Jagjeevan Kumar Jain	Mr. Rahul Jain
DIN	00013356	00013566
Brief Resume and nature of Expertise in Specific Functional Areas	Mr. J.K. Jain is the Chairman & Managing Director of the Company. As the Chairman & Managing Director of the Company, he is involved in mentoring the leadership team, overseeing the business strategies on various aspects of operations, business development, expansion and diversification plans. He has more than five decades of experience in manufacturing of automotive lighting and signalling equipment and has played a significant role in growth of the Company. He has won many accolades and awards in India and overseas, including Life Time Achievement Award presented by India International Council for Industries & Trade, National Achievement Award for Business Excellence presented by Indian Society for Industry & Intellectual Development and Outstanding Entrepreneurship Award presented by Enterprise Asia.	Mr. Rahul Jain was inducted on the Board of the Company in November, 2004. He completed his Bachelor of Science and thereafter pursued Management Studies from University of Bradford. He is involved in all activities of 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 and experience for latest manufacturing practices and technology. On November 7, 2023 he was re-designated as Joint Managing Director in the category of Whole-time Director.
D.O.B. and Age	May 9, 1952 (73 years)	November 14, 1986 (38 years)
Qualifications	Graduate	Management Graduate
No. of years of Experience	53 years	16 years
Terms and conditions of appointment / re-appointment / change in Remuneration	As mentioned in Resolution and statement u/s 102 in the Notice of AGM.	As mentioned in Resolution and statement u/s 102 in the Notice of AGM.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report.	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report.
Date on which first appointed on the Board	February 6, 1989	November 14, 2004
Details of shareholding in the Company (as on 31/03/2025)	54,12,000 Shares [20.56 %]	22,51,336 Shares [8.55 %]
Relationship with other Directors/ Key Managerial Personnel (if any)	Mr. Jagjeevan Kumar Jain, Chairman & Managing Director is husband of Mrs. Seema Jain, Whole-time Director and father of Mr. Rahul Jain, Joint Managing Director and Ms. Aanchal Jain, Whole-time Director, hence all four are related to each other. Further, all of these are promoters of the Company.	Mr. Rahul Jain, Joint Managing Director 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	As provided in Corporate Governance Report.	As provided in Corporate Governance Report.
<ul style="list-style-type: none"> 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. Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered] 	No current Directorship or past Directorship in any other listed Company. Directorship details in non-listed company: <ul style="list-style-type: none"> Fiem Applied and Technologies Pvt. Ltd. 	No current Directorship or past Directorship in any other listed Company. Directorship details in non-listed company: <ul style="list-style-type: none"> Fiem Applied and Technologies Pvt. Ltd. Neuralniti Private Limited

Name of Director	Mr. Rajesh Sharma	Mr. Vineet Sahni
DIN	08650703	03616096
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 as Whole-time Director. Subsequently, he was re-designated as Joint Managing Director w.e.f. November 7, 2023 in the category of Whole-time Director.	He is a veteran in Automotive Industry with varied leadership experience, especially in 4 Wheel Automotive Lighting Industry. He started his career with Tata Motors in 1987 and has held various leadership positions of increasing responsibility over the years with Minda Group, Varroc Engineering and Lumax Group. In his career, he has held successful CEO positions since the year 2001 in large automotive groups and most recently has been Group CEO & Sr Executive Director in Lumax Group. He brings with him deep knowledge of Automotive Industry, developing strong leadership pipeline to ensure continuity in business, strengthening relationship with OEMs and rich experience of managing people from diverse cultures and geographies.
D.O.B. and Age	January 21, 1963 (62 years)	April 1, 1965 (60 years)
Qualifications	Science Graduate	B.E. (Mechanical) and P.G. Diploma in Business Management.
No. of years of Experience	40 years	38 years
Terms and conditions of appointment / re-appointment / change in Remuneration	As mentioned in Resolution and statement u/s 102 in the Notice of AGM.	He is proposed for re-appointment on being retired as rotational director.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report.	The last drawn remuneration details are given in Corporate Governance Report. No change proposed in remuneration.
Date on which first appointed on the Board	January 1, 2020	May 1, 2023
Details of shareholding in the Company (as on 31/03/2025)	NIL	NIL
Relationship with other Directors / Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report.	As provided in Corporate Governance Report.
<ul style="list-style-type: none"> 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. Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered] 	None	Listed entity Directorship in past 3 years: <ul style="list-style-type: none"> Lumax Industries Ltd. (CEO & Sr. Executive Director) (Resigned w.e.f. 14/04/2023) Lumax Industries Ltd. (Member, Risk Management Committee) Directorship details in non-listed Company in past 3 years: <ul style="list-style-type: none"> SL Lumax Ltd. (Director) (Resigned w.e.f. 14/04/2023)

Name of Director	Mr. Kashi Ram Yadav
DIN	02379958
Brief Resume and nature of Expertise in Specific Functional Areas	Mr. Kashi Ram Yadav has more than 48 years' experience in production and manufacturing operations of automotive lightings, signalling equipment and rear-view mirrors. He was appointed on the Board of the Company in October, 2008. He is presently responsible for production and manufacturing operations in North India factories of the Company.
D.O.B. and Age	February 7, 1956 (69 years)
Qualifications	Matriculation
No. of years of Experience	48 years
Terms and conditions of appointment / re-appointment / change in Remuneration	As mentioned in Resolution and statement u/s 102 in the Notice of AGM.
Details of remuneration and remuneration last drawn	The remuneration detail is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report.
Date on which first appointed on the Board	October 25, 2008
Details of shareholding in the Company (as on 31/03/2025)	676 Shares, [Negligible %]
Relationship with other Directors/Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report.
<ul style="list-style-type: none"> 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. Directorship in other than listed companies and Membership & Chairmanship [Only Indian Companies considered] 	None

IMPORTANT INFORMATION FOR UNPAID / UNCLAIMED DIVIDEND

- A) Attention of the Members is invited that as per section 124(5) of the Companies Act, 2013 read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules, 2016'), the dividend remaining unpaid or unclaimed for a period of seven years in Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. Accordingly, the Company has transferred the unpaid and unclaimed dividend / IPO refund amount to IEPF as per the following details:

Financial Year	Amount Transferred to IEPF (Rs.)	Date of Transfer
2006-07(IPO Refund)	2,160.00	November 8, 2013
2006-07 (Dividend)	42,288.00	February 9, 2015
2007-08 (Dividend)	54,785.00	November 16, 2015
2008-09 (Dividend)	1,07,922.00	November 28, 2016
2009-10 (Dividend)	57,955.00	November 21, 2017
2010-11 (Dividend)	17,872.00	November 26, 2018
2011-12 (Dividend)	29,754.00	November 25, 2019
2012-13 (Dividend)	23,292.00	November 5, 2020
2013-14 (Dividend)	34,476.00	November 9, 2021
2014-15 (Dividend)	46,788.00	November 7, 2022
2015-16 (Interim Dividend)	54,150.00	April 18, 2023
2015-16 (Final Dividend)	27,795.00	October 27, 2023
2016-17 (Final Dividend)	56,352.00	October 15, 2024

After transfer of unpaid / unclaimed dividend amount to IEPF, no claim lies against the Company. Any person, whose unclaimed or unpaid dividend amount has been transferred by the company to IEPF may claim their refunds from the IEPF authority. For claiming such amount, claimant needs to file Form IEPF-5 along with requisite documents. For detailed procedure investor should visit the IEPF website <http://www.iepf.gov.in>.

- B) For the shareholders, whose dividend still remain in Unpaid Dividend Accounts of the Company pertains to different years, the Company has been sending reminders to them (FY 2017-18 Dividend onwards), so that they can claim their dividend from the Company before transfer of such dividend(s) to IEPF. Details of such shareholders with their unpaid/unclaimed dividends are uploaded on the website of the Company www.fiemindustries.com. Members should check their dividends pertaining to FY 2017-18 onwards from the website and if found their name in unpaid / unclaimed list, then should immediately write to the Company for claiming their unpaid / unclaimed dividends.

Attention of the members also invited that Ministry of Corporate Affairs ('MCA') had notified Section 124(6) of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended. Amongst other things, the provisions provide the manner of transfer of the unpaid and unclaimed dividends to the IEPF after they remain in Unpaid / Unclaimed for 7 Years and the manner of transfer of those shares to IEPF for which dividend has not been claimed by the shareholders for seven consecutive years.

As per requirement of Rule 6 of the IEPF Rules 2016, the Company has sent information to all the shareholders who had not claimed/ encashed dividends for last seven years consecutively, intimating, amongst other things, the requirements of the IEPF Rules, 2016 with regard to transfer of their shares and that in the event those shareholders do not claim any unclaimed/unpaid dividends for the past seven years, the Company required to transfer the respective shares to the IEPF Authority by the due date prescribed as per the IEPF Rules, 2016. The Company also simultaneously published notice in the leading newspapers in English and regional language having wide circulation and uploaded under the "Investor" section of the website of the Company viz. www.fiemindustries.com giving details of such shareholders and shares which are to be transferred to IEPF.

- C) Attention of the shareholders also invited that out of the Dividend declared for the Financial Year 2017-18, some amount is still lying in Unpaid Dividend Account, which is due for transfer to IEPF in November, 2025 after completion of 7 years in Unpaid Dividend Account. Reminders are being sent to all such shareholders, whose dividend is lying in Unpaid Dividend Account of FY 2017-18, so that they can write us back for claiming the unpaid dividend. However, if any shareholder does not claim back his Unpaid Dividend of FY 2017-18, then it will be transferred to IEPF in November, 2025. Further, if any shareholder has not claimed / encashed their 7 consecutive years' dividends and still holding shares in the Company, then such shares shall also be transferred to IEPF in designated Demat Account after compliance of applicable provisions. Therefore, shareholders should remain vigilant in claiming their dividends regularly.

- **Shareholders are encouraged to exercise their voting rights, e-Voting makes it simpler.**
- **Physical shareholders please note that all actions / requests pertaining to transfer, transmission, transposition, issuance of duplicate share etc. can only be processed by RTA/ Company in dematerialised mode. Therefore, shareholders are advised to dematerialize their shares to avoid / eliminate risks associated with physical shares.**

GENERAL GUIDANCE ON TAX DEDUCTIBLE AT SOURCE ON DIVIDEND

In accordance with the provisions of the Income Tax Act, 1961, (IT Act) as amended by the Finance Act, 2020, effective April 1, 2020 onwards, dividend declared and paid by a Company shall be taxable in the hands of the shareholders. The Company is required to deduct tax at source (TDS) at the rates applicable to each category of shareholders as prescribed in Table 1 and Table 2 below: -

Table 1: Resident Shareholders

Category of shareholder	Tax Deduction Rate	Exemption applicability / Documentation requirement
Any resident shareholder	10%	Update valid PAN if not already done with depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agents – MUFG Intime India Private Limited (MUFG IIPL) (in case of shares held in physical mode). No deduction of taxes in the following cases – <ul style="list-style-type: none"> If dividend income to a resident Individual shareholder during FY 2025-26 does not exceed INR 10,000/- If the shareholder is exempted from TDS provisions through any circular or notification and provides an attested copy of the PAN along with the documentary evidence in relation to the same.
Resident individuals submitting Form 15G/ 15H	NIL	"Shareholders providing Form 15G (applicable to individuals below 60 years) / Form 15H (applicable to an Individual above the age of 60 years) - on fulfillment of prescribed conditions. Note - All fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfill the requirement of law."
Order under section 197 of the Act	Rate provided in the order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Insurance Companies: Public & Other Insurance Companies	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable.
Corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income- tax on its income.	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Mutual Funds	NIL	Documentary evidence that the person is covered under section 196 of the Act.
Business Trust	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable.
Alternative Investment fund	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015.
Recognized Provident funds / Approved Superannuation fund / Approved Gratuity Fund	NIL	Documentary evidence that the person is covered by Circular No. 18/2017 dated 29 May 2017.
New Pension System Trust	NIL	Documentary evidence that the person is covered under 197A (1E) of the Act.
Other resident shareholders without registration of PAN or having Invalid PAN or a person who is considered as specified person u/s 206AB	20%	Update valid PAN if not already done with depositories (in case of shares held in Demat mode) and with the Company's Registrar and Transfer Agents - LIPL (in case of shares held in physical mode).

Please note the following:

- Recording of the valid Permanent Account Number (PAN) for the registered Folio/DP id-Client Id is mandatory. In absence of a valid PAN, the tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.
- In the case of persons categorized as a specified person as per Section 206AB, a higher rate of 20% shall apply. The list of 'specified person' for the purpose of section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department as per the CBDT Circular No. 10/2022 dated 17.05.2022.
- Transferring credit to the beneficial owner - As per Rule 37BA, in the case where the dividend is received in the hands of one person but is assessable in the hands of other person, the tax may be deducted in the name of such other person if the first-mentioned person provides a declaration as prescribed in this regard. The aforesaid declaration shall contain (i) name, address, PAN, and residential status of the person to whom credit is to be given; (ii) payment in relation to which credit is to be given; and (iii) the reason for giving credit to such person. We request you to provide any such details latest by July 25, 2025.

Table 2: Non-Resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
Any Non-resident shareholder, Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)	20% / Tax Treaty rate whichever is lower (increased by surcharge and cess wherever applicable)	<p>Non-resident shareholders may opt for a tax rate under the Double Taxation Avoidance Agreement ("Tax Treaty"). The Tax Treaty rate shall be applied for tax deduction at source on submission of the following documents to the company:</p> <p>Self-attested copy of Tax Residency Certificate (TRC) (of FY 2025-26 or calendar year 2025), valid as on the AGM date obtained from the tax authorities of the country of which the shareholder is resident.</p> <p>Self-declaration in Form 10F in the attached form if PAN is not available. In case where PAN is available Form 10F has to be executed in electronic mode from Income tax portal. For procedure to file electronic Form 10F.</p> <p>Self-declaration confirming not having a Permanent Establishment in India and eligibility to Tax Treaty benefit (of FY 2025-26 or calendar year 2025).</p> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the abovementioned documents are not provided. Further, please provide a copy of the PAN Card, if registered with the Indian tax authorities.</p> <p>The Company is not obligated to apply the Tax Treaty rates at the time of tax deduction / withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness of the documents submitted by the non- resident shareholder and are in accordance with the provisions of the Act.</p>
Submitting Order under section 197 of the Act	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act	30%	NA
Sovereign Wealth Funds and Pension funds notified by Central Government u/s 10(23FE) of the Act	NIL	<p>Copy of the notification issued by CBDT substantiating the applicability of section 10(23FE) of the Act issued by the Government of India.</p> <p>Self-Declaration that the conditions specified in section 10(23FE) have been complied with.</p>
Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed under section 10(23FE) of the Act	NIL	Self-Declaration substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act.

Note:

In the case of persons categorized as a specified person as per Section 206AB, a higher rate of 40% (plus applicable surcharge and cess) shall apply if the non-resident has a permanent establishment ('PE') in India. For this purpose, the expression PE includes a fixed place of business through which the business of the non-resident is wholly or partly carried on. The list of 'specified person' for the purpose of section 206AB shall be obtained at the time of deduction of TDS, from the reporting portal utility made available by the Income Tax department.

INFORMATION FOR ALL SHAREHOLDERS:

- Shareholders holding shares under multiple folios/ accounts under different status/category and single PAN, are requested to note that higher of the tax rate as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.
- For ease of processing of dividend, only scanned copies of the aforementioned documents will be accepted by the Company as per the procedure laid down. Duly completed and signed documents are required to be submitted to our RTA, MUFG Intime India Pvt. Ltd. (MUFG IIP) by uploading the documents on <https://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> on or before **July 25, 2025**, in order to enable the RTA/ Company to determine and deduct appropriate TDS/ withholding tax.

On clicking the above link, the user will be prompted to select/share the following information to register their request: -

- Select the company [Dropdown]
- Folio No./DP-Client ID [For Folio No. Share Certificate No. also required to filled]
- PAN [fill the No.]
- Financial year [Dropdown]
- Select Exemption Form [Dropdown]
- KYC Document - 1 (PAN) – [attach the document]
- Form 15G / Form 15H/ Form 10F - [attach the duly filled & signed]
- Any Supporting Document [Any other supporting document like, Self-Declaration, TRC etc.]

- Please note that no communication on tax determination/deduction shall be entertained after July 25, 2025. Documents received through any other modes viz. email or hand delivery will not be considered to determine/ deduct TDS/ withholding tax.**
- Shareholders may please take note that in case tax on dividend is deducted at a higher rate on account of non-receipt or incompleteness of requisite documents, they can claim refund at the time of filing income tax return. The Company will mail a soft copy of the TDS certificate to shareholders on their registered email IDs in due course. Shareholders may view the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://incometaxindiaefiling.gov.in/>
- Shareholders are requested to update their PAN and email address with their DPs (for shares held in demat mode) and with LIPL (for shares held in physical mode), if not already done.
- In the event, the Company is unable to pay the dividend to any Member directly in their bank accounts through Electronic Clearing Service or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the demand draft to such Member, at the earliest by permissible modes and within the permissible time frame.
- Please note the following instruction and link for downloading the Form 15G/ Form 15H/ Form 10F or suggested Format of Self- Declaration referred in above instructions.

The tax exemption forms "Form 15G/15H/10F" and Self-Declaration suggested format can be downloaded from 'General' tab available at website of MUFG IIP at the following URL <https://web.in.mpms.mufig.com/client-downloads.html>

AGM INFORMATION AT A GLANCE

Date and time of AGM	:	July 31, 2025 at 10: 30 AM
Website Link for Joining AGM	:	https://instameet.in.mpms.mufig.com/
Link Activation time for Joining AGM	:	10:00 AM Onwards
Cut-off date for e-Voting	:	July 24, 2025
Remote E-Voting Start Date and Time	:	July 27, 2025 at 10:00 AM Onwards
Remote E-Voting End Date and Time	:	July 30, 2025 upto 05:00 PM
Website Link for Remote E-Voting	:	https://instavote.linkintime.co.in/
Dividend	:	Rs.30 per equity Share
Record Date for Dividend	:	July 24, 2025
Dividend Payment Date	:	On or before August 14, 2025
Helpline/Contact details of E-Voting Service Provider	:	MUFG Intime India Pvt. Ltd. Email: instameet@in.mpms.mufig.com , Tel: 022 – 4918 6000 / 4918 6175.