

FIEM INDUSTRIES LIMITED

Registered Office: Unit No. 1A & 1C, First Floor, Commercial Towers, Hotel JW Marriott, Aerocity, New Delhi-110037
Tel: +91-9821795327/28/29/30, **Email:** investor@fiemindustries.com
Website: www.fiemindustries.com **CIN:** L36999DL1989PLC034928

**NOTICE OF POSTAL BALLOT
(No.01/PB/25-26)**

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ('Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, **General Circular No. 03/2025 dated 22nd September, 2025** and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out below is proposed to be approved, through Postal Ballot by way of remote electronic voting ('e-voting') process only.

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

The Board of Directors of the Company have appointed Mrs. Ranjana Gupta & Associates, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot voting process through e-voting in a fair and transparent manner. The e-voting period commences at 9.00 a.m. **IST on Thursday, 26th February, 2026 and ends at 5.00 p.m. IST on Friday, 27th March, 2026.**

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through evoting by not later than **5.00 p.m. IST on Friday, 27th March, 2026.** The e-voting facility will be disabled by NSDL thereafter. The Scrutinizer will submit her report to the Chairman of the Company (the 'Chairman') or any other person authorised by the Chairman, and the results of the e-voting will be announced on or before **Saturday, 28th March, 2026.** The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

SPECIAL BUSINESS

1. Approval of Re-appointment and Remuneration of Mr. Vineet Sahni (DIN: 03616096), as Chief Executive Officer & Whole-time Director (Key Managerial Personnel) of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 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(s) or re-enactment thereof, for the time being in force) and other applicable provisions of the Act and in terms 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. Vineet Sahni (DIN:03616096) as Chief Executive Officer & Whole-time Director (Key Managerial Personnel) of the Company for a period of three (3) years with effect from May 1, 2026, on the following terms and conditions:

(a) Gross Salary:

Rs. 30,00,000/- (Rupees Thirty Lakhs) per month;

(b) Other Benefits, Perquisites & Allowance:

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;
- (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 in the event of absence or inadequacy of profits in any financial year during his tenure, the remuneration payable to Mr. Vineet Sahni shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to revise the remuneration during his tenure, as they may deem fit and proper from time to time, on recommendation of Nomination & Remuneration Committee, so that remuneration payable to Mr. Vineet Sahni 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 pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Vineet Sahni 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 Chief Executive Officer & 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."

**By Order of the Board
For Fiem Industries Limited
-Sd-
Arvind K. Chauhan
Company Secretary
Memb. No. - F7694**

Place : Gurugram
Date : 11.02.2026

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulation forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, February 20, 2026 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
4. This Postal Ballot Notice will be available on the Company's website at following link <https://fiemindustries.com/postalballot/>, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at www.evoting.nsdl.com
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investor@fiemindustries.com
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company at www.fiemindustries.com duly filled and signed along with requisite supporting documents to MUFG Intime India Pvt. Ltd. at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058.

E-VOTING FACILITY AND E-VOTING SYSTEM

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members the facility to exercise their right to vote through e-voting. The facility of casting the votes by the members using an electronic voting system ("e-voting") from any place will be provided by NSDL.
2. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. February 20, 2026.**
3. The e-voting period commences on **February 26, 2026 (9:00 AM)** and ends on **March 27, 2026 (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. **February 20, 2026**, may cast their vote through e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
4. Mrs. Ranjana Gupta, proprietor of M/s. Ranjana Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

5. The Scrutinizer, after scrutinizing the votes cast through e-voting, within 48 hours of conclusion of the voting period, will make her report and submit the same to the Chairman or person authorised by the Chairman. The result declared along with the scrutinizer’s report shall be placed on the website of the Company www.fiemindustries.com and on the website of NSDL. The result shall simultaneously be communicated to the Stock Exchanges.
6. Subject to receipt of requisite number of votes, the resolutions shall be deemed to have been passed on the last date of e-voting i.e. **Friday, 27th March, 2026**.

REMOTE EVOTING INSTRUCTIONS FOR SHAREHOLDERS:





EVEN NO.:138639

STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

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

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

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with “NSDL”	<ol style="list-style-type: none"> 1. For OTP based login: You can click on: https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing IDeAS User: Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. Non-existing IDeAS User: If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL: Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. “NSDL Speede” Mobile App: Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

<p>Individual Shareholders holding securities in demat mode with "CDSL"</p>	<p>1. For OTP based login:</p> <p>User can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> <p>2. CDSL Easi / Easiest facility (Registered User):</p> <p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on "login" icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the "evoting" option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. CDSL Easi / Easiest facility (Non-Registered User):</p> <p>If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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. 1800-21-09911</p>

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example: If your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example: If your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number (138639) followed by Folio Number registered with the company. For example: If folio number is 001*** and EVEN is 138639 then user ID is 138639001***

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com
- b. Physical User Reset Password? (If you are holding shares in physical mode) option available on www.evoting.nsdl.com
- c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open

STEP 2: CAST YOUR VOTE ELECTRONICALLY ON NSDL E-VOTING SYSTEM

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

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

General Guidelines for shareholders:

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

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

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

Explanatory Statement in respect of Special Business pursuant to Section 102(1) of the Companies Act, 2013.**ITEM NO. 1**

As the Members are aware that the appointment and remuneration of Mr. Vineet Sahni as Chief Executive Officer & Whole-time Director (Key Managerial Personnel) of the Company for a term of 3 years with effect from May 1, 2023, was approved at the 34th Annual General Meeting held on July 28, 2023. As per terms of appointment, the current tenure of Mr. Vineet Sahni is due for completion on **April 30, 2026.**

Mr. Vineet Sahni, aged 61 years, 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 over the years has held various leadership positions of increasing responsibility with Minda Group, Varroc Engineering and Lumax Group. In his career, he has held successful CEO positions since the year 2001. Before joining Fiem Industries Ltd. in May, 2023, he was the 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.

In Fiem Industries Ltd., he is also spearheading the four-wheeler business expansion of the Company and working to build four-wheel vertical for long term growth trajectory of the Company.

The Nomination & Remuneration Committee and Board, annually undertake evaluation of the Directors' performance, which include, review of skill-set, expertise & competencies in the context of the Company's business and governance needs. Following is the summary of the outcome of the performance evaluation conducted by the Board during the past years for Mr. Vineet Sahni:

- He has vast experience in Automotive Industry - handling big business at CEO position.
- He possesses deep knowledge of market, customers, technology, product development, financial management, supplier base, green field and brown-field projects set-up.
- Mr. Vineet Sahni also possess following skills and expertise as identified by the Board:
 - Strategic Vision,
 - Industry knowledge,
 - OEM Business depth,
 - Operational Skills,
 - Finance & Marketing

Hence, on recommendations of Nomination & Remuneration Committee, the Board of Directors of the Company in its meeting held on **February 11, 2026**, has approved the re-appointment and remuneration of Mr. Vineet Sahni as Chief Executive Officer & Whole-time Director (Key Managerial Personnel) of the Company with effect from **May 1, 2026**, for a further period of three (3) years from the expiry of his current tenure at the same remuneration as he was receiving before re-appointment, subject to approval by the shareholders of the Company.

Mr. Vineet Sahni is not related to any existing Director or Key Managerial Personnel of the Company.

Mr. Vineet Sahni hold Nil shares in Company in his name.

Further, except Mr. Vineet Sahni himself, being an appointee and his relatives, none of the other Director and Key Managerial Personnel and their relatives are, in any way, whether financially or otherwise, concerned or interested in the said Resolution.

Mr. Vineet Sahni is one of the Key Managerial Personnel ("KMP") pursuant to Section 203 of the Companies Act, 2013. Mr. Vineet Sahni 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 order of SEBI 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. Vineet Sahni are provided in '**Annexure-A**' to the Notice.

The Board of Directors recommend the passing of the Resolution as set out at Item No. 1 as an Ordinary Resolution.

**By Order of the Board
For Fiem Industries Limited
-Sd-
Arvind K. Chauhan
Company Secretary
Memb. No. - F7694**

Place : Gurugram
Date : 11.02.2026

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. Vineet Sahni
DIN	03616096
Brief Resume and nature of Expertise in Specific Functional Areas	As mentioned in Explanatory Statement u/s 102 in the Notice of Postal Ballot.
D.O.B. and Age	April 1, 1965 (61 years)
Qualifications	B.E. (Mechanical) and P.G. Diploma in Business Management.
No. of years ZExperience	38 years
Terms and conditions of appointment / re-appointment / change in Remuneration	As mentioned in Resolution and Explanatory Statement u/s 102 in the Notice of Postal Ballot.
Details of remuneration and remuneration last drawn	Rs. 30 Lakh per month with other Benefits, Perquisites & Allowance. Further, his proposed remuneration on re-appointment and last drawn (current) remuneration is same.
Date on which first appointed on the Board	May 1, 2023
Details of shareholding in the Company (as on 11/02/2026)	NIL
Relationship with other Directors/ Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	He attended three (3) Board Meetings out of 4 Board Meetings held during the period commenced from April 1, 2025 to February 11, 2026.
<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 of the Committees of the Board [Only Indian Companies considered]" 	<p>Listed entity Directorship in past 3 years:</p> <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) <p>Directorship details in non-listed company in past 3 years:</p> <ul style="list-style-type: none"> - SL Lumax Ltd. (Director) (Resigned w.e.f.14/04/2023)

Bird-Eye view of Postal Ballot Information

EVEN NO.	::	138639
Date of Postal Ballot Notice	::	February 11, 2026
Cut-off date for e-Voting	::	February 20, 2026
E-Voting Start Date and Time	::	February 26, 2026, at 9:00 AM (IST)
E-Voting End Date and Time	::	March 27, 2026 at 05:00 PM (IST)
Result Declaration Date	::	on or before Saturday, March 28, 2026
Website Link_ E-Voting Service Provider	::	https://eservices.nsd.com/
Website Link for E-Voting NSDL	::	https://eservices.nsd.com/
Website Link for E-Voting CDSL	::	https://www.cdslindia.com/
Helpline/Contact details of E-Voting Service Provider	::	National Securities Depository Limited Pallavi Mahatre, Assistant Vice President Email: evoting@nsdl.co.in Contact No:022 - 4886 7000, 022 - 2499 7000