

July 9, 2024

(Through Listing Centre)

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

Dear Sir,

**Sub: Notice of 35<sup>th</sup> Annual General Meeting being sent to shareholders.**  
**Ref: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**  
**(Listing Regulations).**

Pursuant to Regulation 34 (1) (a) and 30 (6) of Listing Regulations read with Para A of Part A of Schedule III, please find attached the Notice, being sent today to shareholders through e-mail for 35<sup>th</sup> Annual General Meeting of the Company to be held on 31<sup>st</sup> July, 2024 at 10.30 am through Video Conferencing / Other Audio Video Means (VC/OAVM) (including Notice for remote e-voting).

This is for your information and records please.

Yours faithfully,  
**For Fiem Industries Limited**

**Arvind K. Chauhan**  
**Company Secretary**

*Encl: A/a*

**FIEM INDUSTRIES LIMITED**

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

**NOTICE OF 35<sup>TH</sup> ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT THE 35<sup>TH</sup> ANNUAL GENERAL MEETING (AGM)** of the Members of Fiem Industries Limited will be held on Wednesday, July 31, 2024 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, 2024, 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, 2024 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, 2024 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, 2024 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. 20/- per equity share for the Financial Year 2023-24 and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** final dividend at the rate of Rs. 20/- (Rupees Twenty) 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, 2024 and the same be paid out of the profits of the Company."

**3. To appoint a Director in place of Mrs. Seema Jain (DIN: 00013523), who retires by rotation at this Annual General Meeting and being eligible, has offered herself for re-appointment 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, **Mrs. Seema Jain (DIN: 00013523)**, 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. Kashi Ram Yadav (DIN: 02379958), 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. Kashi Ram Yadav (DIN: 02379958)**, 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 2024-25.**

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. 3.10 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 2024-25, 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 approve the re-appointment and revision in 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 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(s) or re-enactment thereof, for the time being in force) and all other applicable provisions of the Act, if any, 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. Rajesh Sharma (DIN: 08650703)** as Joint Managing Director of the Company in the category of Whole-time Director for a period of five (5) years, with effect from January 1, 2025, on the following terms and conditions:

**(a) Revised Gross Salary - Rs. 20,50,000/- (Rupees Twenty Lakh 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 revised Gross Salary of Rs. 20,50,000/- per month will be effective from April 1, 2024 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. 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."

**7. To approve the revision in the remuneration of Mr. Rahul Jain (DIN: 00013566), Joint Managing Director in the category of Whole-time Director of the Company 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(s) or re-enactment thereof, for the time being in force) and all other applicable provisions of the Act, if any, 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. Rahul Jain (DIN: 00013566)** Joint Managing Director of the Company in the category of Whole-time Director w.e.f. April 1, 2024 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) 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. 12,00,000/- per month will be effective from April 1, 2024 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."

**8. 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(s) or re-enactment thereof, for the time being in force) and all other applicable provisions of the Act, if any, 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, 2024 as mentioned hereunder:

**(a) Revised Gross Salary** - Rs.11,00,000/- (Rupees Eleven 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 revised Gross Salary of Rs.11,00,000/- per month will be effective from April 1, 2024 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. 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.

**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 re-appoint Ms. Shobha Khatri (DIN: 08650727), as Woman Independent 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17(1) (a) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per Articles of Association of the Company, **Ms. Shobha Khatri (DIN: 08650727)**, who fulfils the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 read with Regulations 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who was appointed as a Woman Independent Director and continue to hold the office of Woman Independent Director till December 31, 2024, and who is recommended to be re-appointed as a Woman Independent Director by the Nomination & Remuneration Committee of the Company and by the Board of Directors of the Company in their respective meetings held on May 21, 2024, and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, being eligible, be and is hereby re-appointed as a Woman Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years effective from January 1, 2025.

**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 appoint Mr. Sanjiv Rai Mehra (DIN: 03074093), as an Independent 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per Articles of Association of the Company, **Mr. Sanjiv Rai Mehra (DIN: 03074093)**, who fulfils the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is recommended to be appointed as an Independent Director by the Nomination & Remuneration Committee of the Company and by the Board of Directors of the Company in their respective meetings held on May 21, 2024; and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office from the conclusion of 35th Annual General Meeting for a term of five (5) consecutive years or till the conclusion of 40th Annual General Meeting to be held in calendar year 2029, whichever comes earlier.

**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."

**11. To appoint Mr. Pradeep Bhagat (DIN: 00056330), as an Independent 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per Articles of Association of the Company, **Mr. Pradeep Bhagat (DIN: 00056330)**, who fulfils the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is recommended to be appointed as an Independent Director by the Nomination & Remuneration Committee of the Company and by the Board of Directors of the Company in their respective meetings held on May 21, 2024; and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office from the conclusion of 35th Annual General Meeting for a term of five (5) consecutive years or till the conclusion of 40th Annual General Meeting to be held in calendar year 2029, whichever comes earlier.

**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."

**12. To appoint Mr. Satinder Manocha (DIN: 00738572), as an Independent 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per Articles of Association of the Company, **Mr. Satinder Manocha (DIN: 00738572)**, who fulfils the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is recommended to be appointed as an Independent Director by the Nomination & Remuneration Committee of the Company and by the Board of Directors of the Company in their respective meetings held on May 21, 2024; and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office from the conclusion of 35th Annual General Meeting for a term of five (5) consecutive years or till the conclusion of 40th Annual General Meeting to be held in calendar year 2029, whichever comes earlier.

**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."

**13. To appoint Mr. Rakesh Chand Jain (DIN: 10638945), as an Independent 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per Articles of Association of the Company, **Mr. Rakesh Chand Jain (DIN: 10638945)**, who fulfils the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is recommended to be appointed as an Independent Director by the Nomination & Remuneration Committee of the Company and by the Board of Directors of the Company in their respective meetings held on May 21, 2024; and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing his candidature for the office of Director, being eligible, be and is hereby appointed as

an Independent Director of the Company, not liable to retire by rotation, to hold the office from the conclusion of 35th Annual General Meeting for a term of five (5) consecutive years or till the conclusion of 40th Annual General Meeting to be held in calendar year 2029, whichever comes earlier.

**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."

**14. To appoint Mrs. Rita Arora (DIN: 10638873), as an Independent 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 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with Regulation 17(1A) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and as per Articles of Association of the Company, **Mrs. Rita Arora (DIN: 10638873)**, who fulfils the criteria of Independence as specified in Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and who is recommended to be appointed as an Independent Director by the Nomination & Remuneration Committee of the Company and by the Board of Directors of the Company in their respective meetings held on May 21, 2024; and in respect of whom the Company has received a Notice in writing under Section 160 of the Companies Act, 2013 from a member, proposing her candidature for the office of Director, being eligible, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office from the conclusion of 35th Annual General Meeting for a term of five (5) consecutive years or till the conclusion of 40th Annual General Meeting to be held in calendar year 2029, whichever comes earlier.

**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:** Rai, Sonapat (HR.)  
**Dated:** 21/05/2024

**Registered Office:**

D-5, Mansarover Garden, New Delhi - 110015

**Tel:** +91-11-25101002/03/04/05

**Email:** investor@fiemindustries.com

**Website:** www.fiemindustries.com

**CIN:** L36999DL1989PLC034928

**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.09/2023 dated 25th September, 2023 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/2023/167 dated October 07, 2023 (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, 2024. 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, Mrs. Seema Jain and Mr. Kashi Ram Yadav, Whole-time Directors, 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.

Mrs. Seema Jain and Mr. Kashi Ram Yadav may deemed to be interested in the Ordinary Resolutions set out at Item Nos. 3 and 4, respectively, of the Notice with regard to their re-appointment.

Further, Mr. J.K. Jain, Chairman & Managing Director, Mr. Rahul Jain, Joint Managing Director and Ms. Aanchal Jain, Whole-time Director being related to Mrs. Seema Jain may deemed to be interested in the resolution set out at Item No. 3 of the Notice. The relatives of Mrs. Seema Jain and Mr. Kashi Ram Yadav, who hold the shares of the Company, if any, to the extent of their shareholding interest, may also be 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 Link Intime (India) Pvt. Limited (LIPL) 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 2023-24 is being sent only through electronic mode to those

Members whose email addresses are registered with the Company/Depositories.

(f) In line with the MCA Circulars and SEBI Circulars, the Notice of the AGM and Annual Report 2023-24 will be available on the website of the Company at [www.fiemindustries.com](http://www.fiemindustries.com) under Investor section, on the website of BSE at [www.bseindia.com](http://www.bseindia.com) and NSE at [www.nseindia.com](http://www.nseindia.com). The Notice of the AGM will also be available on the website of LIPL 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](mailto:csranjana@ranjanagupta.in) with copies marked to the Company at [investor@fiemindustries.com](mailto:investor@fiemindustries.com) and to e-voting service provider i.e. LIPL at [enotices@linkintime.co.in](mailto:enotices@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 LIPL, 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 appointment/ 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 Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer books of the Company will remain **closed from Thursday, July 25, 2024 to Wednesday 31, 2024 (both days inclusive)** for determining the name of members eligible for final dividend on Equity Shares, if declared at the Meeting.
- (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, 2024** 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 **Wednesday, July 24, 2024** 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. Link Intime India Pvt Ltd.) on or before the closing hours on **Wednesday, July 24, 2024**.
- (iii) SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: [https://www.sebi.gov.in/sebi\\_data/faqfiles/jan-2024/1704433843359.pdf](https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf)

- (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 dividend warrant/ Bankers' cheque/ demand draft to such Member, at the earliest by permissible modes.

- (r) Pursuant to Finance Act, 2020, dividend income has become taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend payable to the Members (if applicable for that member) as per Income Tax Act, 1961 ("the IT Act"). 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, Link Intime India Pvt. Ltd. at the link <https://liiplweb.linkintime.co.in/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, 2024**.
- (iii) Members seeking to inspect such documents can send an email to [investor@fiemindustries.com](mailto: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 pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/SECFATF/P/CIR/2023/169 dated October 12, 2023 the format of which are available on the Company's website at <https://fiemindustries.com/investor-services-forms/>. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details.
- (u) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 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, LIPL at <https://linkintime.co.in/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.

- (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 LIPL, for assistance in this regard.
- (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 LIPL, 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/> Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to LIPL in case the shares are held in physical form.

- (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 vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the 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 Link Intime (India) Pvt. Limited (LIPL).

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 24, 2024**.
4. The remote e-voting period commences on **July 27, 2024 (10:00 AM) and ends on July 30, 2024 (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, 2024**, may cast their vote through remote e-voting. The remote e-voting module shall be disabled by LIPL 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](http://www.fiemindustries.com) and on the website of LIPL. 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, 2024**.
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, 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 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>	i. To register, type in the browser / Click on the following e-Services link: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>  <b>OR</b> <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>
ii. Click on the button " <b>Beneficial Owner</b> " 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 " <b>Access to e-Voting</b> " under Value Added Services on the panel available on the left-hand side.	iv. After successful registration, please follow all steps given under
v. Click on " <b>LinkInTime</b> " under " <b>E-voting Service Providers (ESPs)</b> "	
vi. You will see Company Name:  " <b>Fiem Industries Limited</b> " on the next screen. Click on the e-Voting link available against <b>Fiem Industries Limited</b> to cast your vote without any further authentication.	

**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: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on " <b>Login</b> " tab at top on right side after that select " <b>My Easi New (Token)</b> " and click on <b>Login</b>	i. Type in the browser / Click on following links: <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on " <b>Login</b> " tab at top on right side after that select " <b>My Easi New (Token)</b> "  -Next window will appear: " <b>Sign In Easi/Easiest</b> " -Click on " <b>To Register for Easi!</b> "
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 " <b>Evoting</b> " tab then " <b>ESP Details</b> " will appear. Click on " <b>Link InTime</b> " and submit	iii. After successful registration, please follow all steps given under Column A to cast your vote.
iv. You will see Company Name:  " <b>Fiem Industries Limited</b> " on the next screen. Click on the e-Voting link available against <b>Fiem Industries Limited</b> to cast your vote without any further authentication.	

**Alternative Option (for 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](http://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 they have successfully logged-in through their respective logins. Click on the option "**e-Voting**" and they 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 "**Link InTime**" and you will be re-directed to the e-Voting page of "**Link InTime**" to cast your vote without any further authentication.

**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 any technical issue on NSDL Website:** Members facing any technical issue during login can contact NSDL helpdesk by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or call at: 022 - 4886 7000 and 022 - 2499 7000

**Contact details in case of any technical issue on CDSL Website:** Members facing any technical issue during login can contact CDSL helpdesk by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no: 1800 22 55 33

**REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE AND INSTITUTIONAL SHAREHOLDERS**

**(ii) Remote e-voting procedure through LINKINTIME Instavote Portal:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

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

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

**A. User ID: Enter your User ID as under:**

Shareholders/ members holding shares in physical form shall provide Event No **240258** + Folio Number (7 Digit) 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. 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/ members who 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).

Click "**confirm**" (Your password is now generated).

2. Click on "**Login**" under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. 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).
7. 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.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.

- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- 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.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

**For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.**

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios shall choose the voting process separately for each of the folios.

In case shareholders/ members have any queries regarding e-voting, they may refer the Frequently Asked Questions ('FAQs') and InstaVote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000

**PROCESS AND MANNER FOR ATTENDING THE AGM THROUGH INSTAMEET**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>  
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, 2024** 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, 2024 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.

In case shareholders/ members have any queries regarding login through VC/OAVM/ e-voting, they may send an email to **instameet@linkintime.co.in** or contact on: - Tel: 022-49186175 to our RTA.

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

**ITEM NO. 5**

On the recommendation of the Audit Committee, the Board of Directors in its meeting held on May 21, 2024 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 2024-25 at a remuneration of Rs. 3.10 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 2024-25.

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**

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

As per terms of appointment, the current tenure of Mr. Rajesh Sharma, Joint Managing Director, is due for completion on 31st December, 2024.

Hence, on recommendations of Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on May 21, 2024, re-appointed Mr. Rajesh Sharma as Joint Managing Director of the Company in the category of Whole-time Director effective from January 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. Rajesh Sharma, aged 60 years, joined Fiem Industries Ltd. in 2003. He is having vast experience of more than 40 years in Automotive Industry. He is a Science Graduate and during his long career has travelled in many countries in connection with the OEM business development. He has a rich experience in the fields of marketing, sales

and new product developments in automotive components industry, majorly in automotive lighting and rear-view mirrors.

Mr. Rajesh Sharma is not debarred from holding the office of Director pursuant to any SEBI order or order of any other authority.

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

Except Mr. Rajesh Sharma himself, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Mr. Rajesh Sharma is not related to any Director or Key Managerial Personnel of the Company.

The other requisite details of Mr. Rajesh Sharma are provided in '**Annexure-A**' to the Notice.

**The Board recommend to pass the Resolution set out at Item No. 6 of the Notice by way of Ordinary Resolution.**

**ITEM NO. 7 & 8**

The proposed Resolutions for revision in remuneration of Mr. Rahul Jain, Joint Managing Director and Mr. Kashi Ram Yadav, Whole-time Director are being proposed respectively at Item No. 7 & 8 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 21, 2024. 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 policy of company to retain and remunerate the talent 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. Rahul Jain, 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 21, 2024, 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. Rahul Jain, Joint Managing Director and Mr. Kashi Ram Yadav, Whole-time Director as on 31/03/2024 is as under:**

Name of Directors	Designation	No. of Shares	%
Mr. Rahul Jain	Joint Managing Director	3251336	12.35
Mr. K.R. Yadav	Whole-time Director	676	Negligible

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

Further, Mr. J.K. Jain, Mrs. Seema Jain and Ms. Aanchal Jain are relatives of Mr. Rahul Jain. Mr. J.K. Jain and Mrs. Seema Jain are parents of Mr. Rahul Jain and Ms. Aanchal Jain is sister of Mr. Rahul Jain and all these are promoters of the Company. As on 31.03.2024, Promoter Group hold 66.56% shareholding in the Company. For other transaction of the Directors with the Company, please refer the **Note No. 41** 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 Resolutions.

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

The revision in remuneration of Mr. Rahul Jain, Joint Managing Director, as proposed in this AGM by way of Ordinary Resolution at **Item No. 7. The Board of Directors recommend the passing of the Resolution as set out in Item No. 7 of the Notice by way of 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. 8 of the Notice. **The Board of Directors recommend the passing of the Resolution as set out in Item No. 8 of the Notice by way of Special Resolution.**

## ITEM NO. 9

Ms. Shobha Khatri was appointed as Woman Independent Director of the Company for a period of 5 years with effect from January 1, 2020 and her appointment was approved by the shareholders at the 31st Annual General Meeting held on September 21, 2020. As per terms of appointment, the current tenure of Ms. Shobha Khatri, Women Independent Director on Board is due for completion on 31st December, 2024.

In accordance to Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto 5 consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto 5 consecutive years.

Further, Pursuant to Regulation 17(1)(a) of Listing Regulations, the top 1000 Companies on the basis of market capitalization, as at the end of the immediate previous financial year need to have at least one-Woman Independent Director on the Board. As Company falls under top 1000 companies by market capitalization, hence it is required to have one Woman Independent Director at the Board of the Company.

Ms. Shobha Khatri, aged 69 years, is a self-made women entrepreneur and running her own garment export business. She is based in Delhi and hold a B.Sc. degree from Delhi University. She has enrolled herself in Independent Directors Databank portal as provided by Indian Institute of Corporate Affairs (IICA).

In terms of clause 1.2.5. of Secretarial Standard-2 (SS-2), for re-appointment of Ms. Shobha Khatri, Independent Director, performance evaluation summary is provided hereunder:

As per performance evaluation outcome summary, Ms. Shobha Khatri is a keen learner and studious, remain passionate for industry depth and latest happenings, very good knowledge of export business. She has strong acumen in areas like Strategic, Futuristic and Growth oriented vision, good Operational skills and competencies, good knowledge of Finance, Marketing and Business Development.

Considering the above, the Nomination & Remuneration Committee (NRC) in its meeting held on May 21, 2024, has recommended to the Board for her re-appointment for a second term of 5 (five) years. Accepting the recommendation of the NRC, the Board of Directors also recommended to shareholders for her re-appointment as Woman Independent Director for a second term of 5 (five) years.

Ms. Shobha Khatri is not debarred from holding the office of Director pursuant to any SEBI order or order of any other authority. Hence, resolution for her re-appointment as Woman Independent Director is proposed in the Notice of AGM.

Hence, the NRC and the Board are of the view that Ms. Shobha Khatri possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to

re-appoint her as a Woman Independent Director for a second term of 5 years, effective from January 1, 2025.

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

Ms. Shobha Khatri holds no shares in the Company in her name.

Except Ms. Shobha Khatri herself, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Ms. Shobha Khatri is not related to any Director or Key Managerial Personnel of the Company.

The other requisite details of Ms. Shobha Khatri are provided in 'Annexure-A' to the Notice.

**The Board recommend to pass the Resolution set out in Item No. 9 of the Notice by way of Special Resolution.**

## ITEM NO. 10,11,12,13 & 14

At Item Nos. 10, 11, 12, 13 & 14 the resolutions are proposed for appointment of 5 new Independent Directors, respectively for **Mr. Sanjiv Rai Mehra, Mr. Pradeep Bhagat, Mr. Satinder Manocha, Mr. Rakesh Chand Jain and Mrs. Rita Arora.**

All the requisite information for appointment of these new Independent Directors are being furnished here at one place for the ease of reference for shareholders and to avoid repetition of information.

**On the conclusion of this (35th) AGM, following existing Independent Directors would complete their 2nd term:**

Name	DIN Number
Mr. Subodh Kumar Jain	00165755)
Mr. Mohan Bir Sahni	00906251
Mr. Vinod Kumar Malhotra	03544095
Mr. Jawahar Thakur	07650035
Mr. Ashok Kumar Sharma	07610447

As per Section 149(11) of the Companies Act, 2013, read with Listing Regulations, no independent director shall hold office for more than two consecutive terms of 5 years. Due to completion of 2nd term of above 5 Independent Directors, new Independent Directors need to be appointed, so that number of Independent Directors could be maintained in the composition of Board at least at 50% of the total strength of the Board, as mandated under Regulation 17(1)(b) of Listing Regulations.

Accordingly, considering the impending completion of tenure of 5 existing Independent Directors at the conclusion of this 35th AGM, Nomination & Remuneration Committee (NRC) in its meeting held on May 21, 2024, considered the candidature of following persons for new Independent Directors of the Company:

Name	DIN Number
Mr. Sanjiv Rai Mehra	03074093
Mr. Pradeep Bhagat	00056330
Mr. Satinder Manocha	00738572
Mr. Rakesh Chand Jain	10638945
Mrs. Rita Arora	10638873

None of the above candidates are debarred from holding the office of Director pursuant to any SEBI order or order of any other authority.

The Company's Board has identified following matrix of core Skills/ Expertise/ Competencies for itself, as required in the context of business of the Company and automotive sector, to function affectively:

- (i) Strategic, Futuristic and Growth oriented vision.
- (ii) Domain Knowledge of Automotive Components business, especially Automotive lighting.
- (iii) Indian and global Automobile Business matrix, especially OEMs.
- (iv) Operational skills and competencies.
- (v) Finance, Marketing and Business Development.

Based on their profile, consent, declaration and other requisite information, NRC recommended their candidature for appointment as new Independent Directors.

Accepting the recommendations of the NRC, the Board of Directors also recommended candidatures of above persons to shareholder for their appointment as new Independent Directors of the Company effective from the conclusion of 35th AGM for a consecutive term of 5 years.

As per section 149(6)(f) read with Rule 5 of Companies (Appointment and Qualification of Directors) Rules; clause 1.2.5. of Secretarial Standard-2 (SS-2) read with Regulation 36(3) of Listing Regulations; expertise in specific functional areas, skills and capabilities required for the role and the manner in which the proposed person(s) meet such requirement and justification for the appointment of above mentioned candidates as Independent Directors are as under:

All these candidates possess entrepreneurial skills, vast & rich experience and knowledge in one or more fields of finance, law, management, sales, marketing, business development, administration and carries operational skills and competencies. Hence, they are ideal candidates for appointment as new Independent Directors on the Board of the Company. Accordingly, NRC and Board decided to recommended these candidates for appointment as new Independent Directors and believe that their diverse experience and background will enhance the skill matrix of the Board.

The Company has also received separate notices under Section 160 of the Companies Act, 2013 from member(s) of the Company proposing candidature each of above person as Independent Director of the Company.

Further, regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five (75) years, unless a Special Resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointment for such a person.

As Mr. Pradeep Bhagat is already more than 75 years old and other 4 newly proposed Independent Directors will attain the age of seventy five (75) years during their 1st term of office, hence their appointment is sought by way of Special Resolutions. Further, NRC and Board considered their long experience in the diverse fields, and recommended for their appointment with the underlining opinion that these candidates will significantly contribute to the diversity and enrichment of experience to the Board, hence these are ideal candidates for appointment as new Independent Directors on the Board of the Company.

As per section 152(6) of the Companies Act, Independent Directors are not liable to retire by rotation.

The other requisite details of above candidates are provided in '**Annexure-A**' to the Notice.

Except the candidate himself / herself seeking appointment, none of the other Directors and Key Managerial Personnel of the Company or their relatives are in anyway concerned or interested, whether financially or otherwise, in the Special Resolutions as set out at Item Nos. 10, 11, 12, 13 & 14.

**The Board recommends the passing of Resolutions set out Item Nos. 10, 11, 12, 13 & 14 as Special Resolutions.**

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

Sd/-

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

**Place:** Rai, Sonapat (HR.)  
**Dated:** 21/05/2024

**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	Mrs. Seema Jain	Mr. Rahul Jain
DIN	00013523	00013566
Brief Resume and nature of Expertise in Specific Functional Areas	She belongs to a business family and was involved in her family business from an early age. She is actively involved in decision making in our Company besides overseeing the finance functions. She is also involved in the CSR programs of the Company. Further, she is founding promoter of the Company, along with Mr. J.K. Jain.	Mr. Rahul Jain started his working career with Fiem Industries Ltd. He is involved in all activities in the Company spanning over Manufacturing Operations, Business Development, Corporate Planning and Strategic Affairs. He has extensively travelled abroad and visited many facilities of Automotive Companies in foreign countries to acquire learning from new and latest practices and technology.
D.O.B.	28-08-1954	14-11-1986
Qualifications	Graduate	Management Graduate
No. of years of Experience	40	15
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	06-02-1989	14-11-2004
Details of shareholding in the Company (as on 31/03/2024)	54,11,766 (20.56%) Shares	32,51,336 (12.35%) Shares
Relationship with other Directors/Key Managerial Personnel (if any)	Mrs. Seema Jain, Whole-time Director is wife of Mr. J.K. Jain, Chairman & Managing Director and mother 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.
- 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: - Fiem Applied and Technologies Pvt. Ltd. (Formerly Fiem Auto Pvt. Ltd.) (Director)"	No current Directorship or past Directorship in any other listed Company.  Directorship details in non-listed company: - Fiem Applied and Technologies Pvt. Ltd. (Formerly Fiem Auto Pvt. Ltd.) (Director) - Neuralniti Private Limited (Director)"

Name of Director	Mr. Rajesh Sharma	Mr. Kashi Ram Yadav
DIN	08650703	02379958
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.	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.	21-01-1963	07-02-1956
Qualifications	Science Graduate	Matriculation
No. of years of Experience	41	48

<b>Terms and conditions of appointment / re-appointment / change in remuneration</b>	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.
<b>Details of remuneration and remuneration last drawn</b>	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.
<b>Date on which first appointed on the Board</b>	01-01-2020	25-10-2008
<b>Details of shareholding in the Company (as on 31/03/2024)</b>	NIL	676 Shares
<b>Relationship with other Directors / Key Managerial Personnel (if any)</b>	None	None
<b>Number of Board meetings attended during the year</b>	As provided in Corporate Governance Report.	As provided in Corporate Governance Report.
<b>- 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.</b>	None	None
<b>- Directorship in other than listed companies and Membership &amp; Chairmanship [Only Indian Companies considered]"</b>		

<b>Name of Director</b>	<b>Mr. Sanjiv Rai Mehra</b>	<b>Mr. Pradeep Bhagat</b>
<b>DIN</b>	03074093	00056330
<b>Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.</b>	Mr. Sanjiv Rai Mehra graduated in Commerce Honours from the prestigious Shri Ram College of Commerce. Thereafter, he pursued his Chartered Accountancy in New Delhi. He is a Fellow member of the Institute of Chartered Accountants of India. He has the distinction of being an All-India rank holder of the Institute of Chartered Accountants. Mr. Sanjiv has over 33 years of rich experience in the fields of Accountancy, Direct & Indirect taxes, Statutory Audits, Company Law matters, Sales Tax matters, Financial Services and Management Consultancy. He is a founder partner of Mehra & Sistani, Chartered Accountants, New Delhi.	Mr. Pradeep Bhagat, aged 77 years, completed his post-graduation M.A. (History) from D.U. in 1969, then he moved to Canada in 1970. In Canada, He joined Wilfrid Laurier University and completed Masters of Social Work and then worked with Ministry of Social Services Ontario Canada for three years. On return to India in 1978, He worked as India Representative for American Company and facilitated import of Engineering Goods and Equipments from them to niche industries in India.
<b>D.O.B.</b>	22.10.1952	07.07.1947
<b>Qualifications</b>	Chartered Accountant	Post Graduate
<b>No. of years of Experience</b>	47	50
<b>Terms and conditions of appointment / re-appointment / change in remuneration</b>	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.
<b>Details of remuneration and remuneration last drawn</b>	Last drawn remuneration is nil. On appointment, sitting fee will be paid as applicable for all other Independent Directors.	Last drawn remuneration is nil. On appointment, sitting fee will be paid as applicable for all other Independent Directors.
<b>Date on which first appointed on the Board</b>	None	None
<b>Details of shareholding in the Company (as on 31/03/2024)</b>	NIL	NIL
<b>Relationship with other Directors/Key Managerial Personnel (if any)</b>	None	None
<b>Number of Board meetings attended during the year</b>	Not Applicable	Not Applicable



<p>- 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.</p> <p>- Directorship in other than listed companies and Membership &amp; Chairmanship [Only Indian Companies considered]"</p>	<p>No Directorship in any other listed company.</p> <p>No resignation in past three year in any listed Company.</p> <p>No other Directorship being currently held.</p>	<p>No Directorship in any other listed company.</p> <p>No resignation in past three year in any listed Company.</p> <p>No other Directorship being currently held.</p>
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Name of Director	Mr. Satinder Manocha	Mr. Rakesh Chand Jain
DIN	00738572	10638945
Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.	Mr. Satinder Manocha, aged 73 years, is a Graduate from Delhi University. He is an entrepreneur with diverse business experience of more than 2 decades and engaged in export-import of food items and beverages.	Mr. Rakesh Chand Jain, aged 73 years, is a Graduate from Delhi University. He is an entrepreneur with diverse business experience of more than 3 decades majorly in trading of commodities.
D.O.B.	23.02.1951	04.01.1951
Qualifications	Graduate	Graduate
No. of years of Experience	20	30
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	Last drawn remuneration is nil. On appointment, sitting fee will be paid as applicable for all other Independent Directors.	Last drawn remuneration is nil. On appointment, sitting fee will be paid as applicable for all other Independent Directors.
Date on which first appointed on the Board	None	None
Details of shareholding in the Company (as on 31/03/2024)	NIL	NIL
Relationship with other Directors/Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the year	Not Applicable	Not Applicable
<p>- 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.</p> <p>- Directorship in other than listed companies and Membership &amp; Chairmanship [Only Indian Companies considered]"</p>	<p>No Directorship in any other listed company.</p> <p>No resignation in past three year in any listed Company.</p> <p>No other Directorship being currently held.</p>	<p>No Directorship in any other listed company.</p> <p>No resignation in past three year in any listed Company.</p> <p>No other Directorship being currently held.</p>

Name of Director	Mrs. Rita Arora	Ms. Shobha Khatri
DIN	10638873	08650727
<b>Brief Resume and nature of Expertise in Specific Functional Areas, including skills and capabilities required for the role and the manner in which the director meet the requirements.</b>	Mrs. Rita Arora, aged 70 years is a science graduate from Delhi University and also hold a post graduate diploma in Dietetics & Public Health Nutrition. She has been an entrepreneur engaged in manufacturing of sanitary wares and now engaged business of frozen foods.	Ms. Shobha Khatri, aged 69 years, is a self-made women entrepreneur and running her own garment export business. She is based in Delhi and hold a B.Sc. degree from Delhi University.
D.O.B.	06.07.1954	14.07.1955
Qualifications	Graduate	Graduate
No. of years of Experience	15	45
<b>Terms and conditions of appointment / re-appointment / change in remuneration</b>	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.
<b>Details of remuneration and remuneration last drawn</b>	Last drawn remuneration is nil. On appointment, sitting fee will be paid as applicable for all other Independent Directors.	Details of last remuneration (sitting fee) is given in Corporate Governance Report. On re-appointment, sitting fee will be paid as applicable for all other Independent Directors.
<b>Date on which first appointed on the Board</b>	None	01.01.2020
<b>Details of shareholding in the Company (as on 31/03/2024)</b>	NIL	NIL
<b>Relationship with other Directors/Key Managerial Personnel (if any)</b>	None	None
<b>Number of Board meetings attended during the year</b>	Not Applicable	As provided in Corporate Governance Report.
<b>- 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.</b>	No Directorship in any other listed company.	No Directorship in any other listed company.
<b>- Directorship in other than listed companies and Membership &amp; Chairmanship [Only Indian Companies considered]"</b>	No resignation in past three year in any listed Company.  No other Directorship being currently held.	No resignation in past three year in any listed Company.  No other Directorship being currently held.
<b>Shareholding of Non-executive Directors in the listed entity, including shareholding as a beneficial owner.</b>	Shareholding of Non-executive Directors in the Company, including shareholding as a beneficial owner are given in Corporate Governance Report.	

## 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	November 8, 2013
2006-07 (Dividend)	42,288	February 9, 2015
2007-08 (Dividend)	54,785	November 16, 2015
2008-09 (Dividend)	1,07,922	November 28, 2016
2009-10 (Dividend)	57,955	November 21, 2017
2010-11 (Dividend)	17,872	November 26, 2018
2011-12 (Dividend)	29,754	November 25, 2019
2012-13 (Dividend)	23,292	November 5, 2020
2013-14 (Dividend)	34,476	November 9, 2021
2014-15 (Dividend)	46,788	November 7, 2022
2015-16 (Interim Dividend)	54,150	April 18, 2023
2015-16 (Final Dividend)	27,795	October 27, 2023

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 2016-17 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](http://www.fiemindustries.com). Members should check their dividends pertaining to FY 2016-17 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](http://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 2016-17, some amount is still lying in Unpaid Dividend Account, which is due for transfer to IEPF in November, 2024 after completion of 7 years in Unpaid Dividend Account. We have sent final reminders to all such shareholders, whose dividend is lying in Unpaid Dividend Account of FY 2016-17, 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 2016-17, then it will be transferred to IEPF in November, 2024. 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
<b>Any resident shareholder</b>	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 – Link Intime India Private Limited (LIPL) (in case of shares held in physical mode).  <b>No deduction of taxes in the following cases -</b> <ul style="list-style-type: none"> <li>If dividend income to a resident Individual shareholder during FY 2024-25 does not exceed INR 5,000/-</li> <li>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.</li> </ul>
<b>Resident individuals submitting Form 15G/ 15H</b>	NIL	"Shareholders providing <b>Form 15G</b> (applicable to individuals below 60 years) / <b>Form 15H</b> (applicable to an Individual above the age of 60 years) - on fulfillment of prescribed conditions.  <b>Note</b> - 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."
<b>Order under section 197 of the Act</b>	Rate provided in the order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
<b>Insurance Companies: Public &amp; Other Insurance Companies</b>	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable.
<b>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.</b>	NIL	Documentary evidence that the person is covered under section 196 of the Act.
<b>Mutual Funds</b>	NIL	Documentary evidence that the person is covered under section 196 of the Act.
<b>Business Trust</b>	NIL	Documentary evidence that the provisions of section 194 of the Act are not applicable.
<b>Alternative Investment fund</b>	NIL	Documentary evidence that the person is covered by Notification No. 51/2015 dated 25 June 2015.
<b>Recognized Provident funds / Approved Superannuation fund / Approved Gratuity Fund</b>	NIL	Documentary evidence that the person is covered by Circular No. 18/2017 dated 29 May 2017.
<b>New Pension System Trust</b>	NIL	Documentary evidence that the person is covered under 197A (1E) of the Act.
<b>Other resident shareholders without registration of PAN or having Invalid PAN or a person who is considered as specified person u/s 206AB</b>	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:

- a) 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.
- b) 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.
- c) 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, 2024.

Table 2: Non-resident Shareholders

Category of Shareholder	Tax Deduction Rate	Exemption applicability/ Documentation requirement
<b>Any Non-resident shareholder, Foreign Institutional Investors, Foreign Portfolio Investors (FII, FPI)</b>	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 2024-25 or calendar year 2024), 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 2024-25 or calendar year 2024).</p> <p>TDS shall be recovered at 20% (plus applicable surcharge and cess) if any of the above-mentioned 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>
<b>Submitting Order under section 197 of the Act</b>	Rate provided in the Order	Lower / NIL withholding tax certificate obtained from Income Tax authorities.
<b>Non-Resident Shareholders who are tax residents of Notified Jurisdictional Area as defined u/s 94A(1) of the Act</b>	30%	NA
<b>Sovereign Wealth Funds and Pension funds notified by Central Government u/s 10(23FE) of the Act</b>	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>
<b>Subsidiary of Abu Dhabi Investment Authority (ADIA) as prescribed under section 10(23FE) of the Act</b>	NIL	Self-Declaration substantiating the fulfillment of conditions prescribed under section 10(23FE) of the Act.

**Note:**

- 1) 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:**

- 1) 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.
- 2) 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, Link Intime India Pvt. Ltd. (LIPL) by uploading the documents on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before **July 25, 2024**, 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: -**

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

**3. Please note that no communication on tax determination/deduction shall be entertained after July 25, 2024. Documents received through any other modes viz. email or hand delivery will not be considered to determine/ deduct TDS/ withholding tax.**

4. 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>
5. 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.
6. 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 dividend warrant/ bankers' cheque/ demand draft to such Member, at the earliest by permissible modes and within the permissible time frame.
7. 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 LIPL at the following URL <https://www.linkintime.co.in/client-downloads.html>

**AGM INFORMATION AT A GLANCE**

<b>Date of AGM</b>	::	July 31, 2024
<b>Time of AGM</b>	::	10:30 AM
<b>Website Link for Joining AGM</b>	::	<a href="https://instameet.linkintime.co.in/">https://instameet.linkintime.co.in/</a>
<b>Link Activation time for Joining AGM</b>	::	10:00 AM Onwards
<b>Cut-off date for e-Voting</b>	::	July 24, 2024
<b>Remote E-Voting Start Date and Time</b>	::	July 27, 2024 at 10:00 AM Onwards
<b>Remote E-Voting End Date and Time</b>	::	July 30, 2024 upto 05:00 PM
<b>Website Link for Remote E-Voting</b>	::	<a href="https://instavote.linkintime.co.in/">https://instavote.linkintime.co.in/</a>
<b>Dividend</b>	::	Rs.20 per equity Share
<b>Dividend Record / BC Date</b>	::	July 24, 2024
<b>Dividend Payment Date</b>	::	On or before August 14, 2024
<b>Helpline/Contact details of E-Voting Service Provider</b>	::	Link Intime India Pvt. Ltd. <b>Email:</b> <a href="mailto:enotices@linkintime.co.in">enotices@linkintime.co.in</a>   <b>Contact No:</b> 022-49186000