

September 21, 2016

(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: Proceedings of 27<sup>th</sup> Annual General Meeting held on September 20, 2016**  
**Ref: Regulation 30(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (referred herein as Listing Regulations).**

Pursuant to Regulation 30(6) of Listing Regulations read with Para A of Part A of Schedule III and any other applicable provision of the Listing Regulations, we hereby submit the following:

- (1) Proceedings and voting results of the Annual General Meeting held on September 20, 2016.
- (2) Report of Scrutinizer dated September 20, 2016, Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

This is for your information and records please.

Thanking you.

Yours faithfully,  
For Fiem Industries Limited

  
Arvind K. Chauhan  
Company Secretary



Encl: A/a.



Date: September 21, 2016

## **Proceedings and Voting Results of 27<sup>th</sup> Annual General Meeting of the Company held on September 20, 2016.**

The 27<sup>th</sup> Annual General Meeting ('the AGM') of the members of Fiem Industries Limited ('the Company') was held on Tuesday, September 20, 2016, at 10.00 AM at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036.

Total 432 Members (on the basis of Folio Numbers) including one proxy, were present at the AGM.

Annual Report for Financial Year 2015-16, Notice of 27<sup>th</sup> Annual General Meeting (AGM) and Notice of remote e-voting were sent to the Shareholders through permitted modes.

After confirming the quorum, the Chairman delivered a short speech to the members highlighting financial performance and operational updates about the Company. Some members applauded the performance of the Company and also raised some queries. After satisfactory reply to shareholders and with their consent, the Notice and Auditors Report were taken as read.

At the AGM, the Chairman informed the Members that as per Companies Act, 2013 and Rules notified by the Central Government, the Voting in General Meetings need to be through Remote e-Voting and through Poll/Ballot Paper. Hence, the voting at the AGM will be carried by Poll and not by Show of Hands.

The Chairman also informed that the Company had engaged Central Depository Services (India) Limited (CDSL) as the authorized agency to provide remote e-voting facility to the members to cast their votes for resolutions as mentioned in the notice of AGM dated May 30, 2016. The remote e-voting facility was available to the members from Friday, September 16, 2016 (IST 10:00 a.m.) till Monday, September 19, 2016 (IST 05:00 p.m.).

He further informed that Mrs. Ranjana Gupta, Practicing Company Secretary (CP-9920) was appointed as Scrutinizer for the remote e-voting as well as for conducting the poll process at the AGM in a fair and transparent manner. For the purpose of remote e-voting as well as for voting by poll at the AGM, September 13, 2016, was fixed as the cut-off date.

He further informed that upon completion of voting by Poll, the Scrutinizer will submit her consolidated report on remote e-voting and Poll and results will be declared by the Company by posting on website of the Company and would also be informed to the Stock Exchanges (National Stock Exchange of India Limited and BSE Limited) and also on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com).

At the AGM, Scrutinizer conducted the Poll process with the help of Registrar & Transfer Agent and voting concluded at 10.30 a.m.

After that, Scrutinizer opened the ballot box and carried the verification process of the ballot papers with the help of Registrar & Transfer Agent. She opened the remote e-voting results and submitted her Consolidated Report dated September 20, 2016 on remote e-voting and Poll.

On the basis of the scrutinizer's report, the results of voting in respect of each agenda item of Notice are being declared herewith:





For reference, short description of agenda items of Notice dated May 30, 2016 are listed hereunder:

Item No. of AGM Notice	Resolution Type	Short Description of Resolution
Item No. 1	Ordinary	To Consider and adopt: a) Audited financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors thereon; and b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2016.
Item No. 2	Ordinary	To declare final dividend for the Financial Year 2015-16.
Item No. 3	Ordinary	To re-appoint Mr. Rahul Jain (DIN: 00013566), Director of the Company who retire by rotation.
Item No. 4	Ordinary	To re-appoint Mr. Kashi Ram Yadav (DIN: 02379958), Director of the Company who retire by rotation.
Item No. 5	Ordinary	To ratify the continuation of M/s Anil S. Gupta & Associates, Chartered Accountants, as Auditors and fixing their remuneration.
Item No. 6	Ordinary	To approve the remuneration of the Cost Auditors for the Financial Year 2016-17.
Item No. 7	Ordinary	To approve the re-appointment and remuneration of Mrs. Seema Jain (DIN: 00013523) as Whole-time Director of the Company.
Item No. 8	Ordinary	To approve the re-appointment and remuneration of Ms. Aanchal Jain (DIN: 00013350) as Whole-time Director of the Company.
Item No. 9	Ordinary	To revise the remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company.
Item No. 10	Ordinary	To revise the remuneration of Mr. J.S.S. Rao (DIN: 00014320), Whole-time Director of the Company.
Item No. 11	Ordinary	To revise the remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole-time Director of the Company.

The voting result on the each agenda item of the AGM Notice are as under:

Mode of Voting on each agenda item: By Poll and e-Voting.

Item No. of AGM Notice	Resolution Type	No. of Valid Votes Polled	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on Valid votes polled	% of Votes against on valid votes polled	Result
		[1]	[2]	[3]	$[4]=\frac{[2]}{[1]} \times 100$	$[5]=\frac{[3]}{[1]} \times 100$	
Item No. 1	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously
Item No. 2	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously
Item No. 3	Ordinary	9524470	9508860	15610	99.84%	0.16%	Passed with Requisite Majority
Item No. 4	Ordinary	9524470	9508860	15610	99.84%	0.16%	Passed with Requisite Majority
Item No. 5	Ordinary	9508860	9508860	0	100.00%	0.00%	Passed Unanimously
Item No. 6	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously
Item No. 7	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously
Item No. 8	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously
Item No. 9	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously
Item No. 10	Ordinary	9501660	9501660	0	100.00%	0.00%	Passed Unanimously
Item No. 11	Ordinary	9524470	9524470	0	100.00%	0.00%	Passed Unanimously



For Fiem Industries Limited

*Arvind K. Chauhan*

Arvind K. Chauhan  
Company Secretary  
Date : 21/09/2016





**CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended]

**To**  
**THE CHAIRMAN**  
**of 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of**  
**FIEM INDUSTRIES LIMITED**  
**(CIN : L36999DL1989PLC034928)**  
**D-34, DSIDC Packaging Complex,**  
**Kirti Nagar, New Delhi -110015.**

**Sub:** Consolidated Scrutinizer's Report on remote e-voting and voting through polling paper

Dear Sir,

I, Ranjana Gupta, Practicing Company Secretary, Proprietor of M/s Ranjana Gupta & Associates, Company Secretaries was appointed as Scrutinizer by the Board of Directors of Fiem Industries Limited (the Company) for the purpose of scrutinizing:

- (i) the e-voting process i.e. remote e-voting under the Provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended till date; and
- (ii) Poll at the Annual General Meeting (AGM) under the Provisions of Section 109 of the Companies Act 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014.

on the resolutions mentioned in the Notice dated May 30, 2016 for 27<sup>th</sup> Annual General Meeting of the Equity Shareholders of the Company held on Tuesday, September 20, 2016 at 10.00 A.M. at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036,

The company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means as well as conduct of the polling at the AGM. My responsibility as the scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting is conducted in a fair and transparent manner and render Consolidated Scrutinizer's Report of the total votes cast "in favour or against", to the chairman on the resolutions mentioned in the notice date May 30, 2016, based on the reports generated from the e-voting system provided by Central Depository Securities Limited (CDSL) and polling paper received at the AGM.

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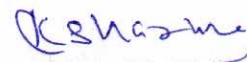


I submit my report as under:

1. The remote e-voting period commenced on September 16, 2016 at 10:00 A.M. and ended on September 19, 2016 at 05:00 P.M. on the designated website Via CDSL e-voting Platform.
2. The equity shareholders of the Company as on the "Cut Off" date i.e. September 13, 2016 were entitled to avail the facility of remote e-voting as well as voting through ballots at the AGM on the proposed resolutions (item no. 1 to 11) as set out in the Notice dated May 30, 2016.
3. The total paid-up Equity Share Capital of the Company as on cut-off date i.e, September 13, 2016 was Rs. 11,96,22,260 (Rupees eleven crores ninety six lacs twenty two thousand two hundred sixty only) divided into 1,19,62,226 Equity Shares of Rs 10/- each. The Company is having only one type of shares i.e. equity shares of Rs. 10/- each and all shares are fully paid-up. Hence, all shares carry equal voting rights.
4. Poll was conducted at AGM as per Rule 20 & 21 of Companies (Management and Administration) Rules, 2014 as amended till date.
5. An empty ballot box was kept for polling and the ballot box was locked in my presence. Thereafter the shareholders/proxies present at the AGM casted their votes.
6. After completion of the Poll at the AGM at 10.30 A.M. the Ballot Box was opened in my presence along with 2 witnesses (1) Mr. Amit Kumar Yadav R/o of H.no.21, Begumpur, Opposite rohini Sector 22, Delhi 110086, (2) Mr. K.C. Sharma (R/O 1-C/4, New Rohtak Road, Karol Bagh, New Delhi-110005) who are not in the employment of the company and ballots were diligently scrutinized. Thereafter, ballots were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company. A detailed register was prepared containing the particulars of the shareholders who participated in Poll at the AGM.
7. The votes cast through remote e-voting were unblocked after completion of poll at the AGM in the presence of above mentioned two witnesses i.e. Mr. Amit Kumar Yadav and Mr. K.C. Sharma.
8. The witnesses have signed below in confirmation that the ballot box was opened in their presence and Remote e-voting being unblocked in their presence.



Mr. Amit Kumar Yadav



Mr. K.C. Sharma



9. The Consolidated summary of the results of remote e-voting and poll at AGM are as under:

Resolution No. 1	Ordinary resolution						
Subject	To Consider and Adopt : a) Audited financial statements of the Company for the financial year ended March 31,2016, the reports of the Board of Directors and Auditors thereon; and b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2016.						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						

Resolution No. 2	Ordinary Resolution						
Subject	To declare final dividend for Financial Year 2015-16.						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						





<b>Resolution No. 3</b>	<b>Ordinary Resolution</b>						
<b>Subject</b>	To re-appoint Mr. Rahul Jain, Director of the Company who retire by rotation.						
<b>Particulars</b>	<b>Details of Voting</b>						<b>% of total valid votes Cast</b>
	<b>Poll</b>		<b>Remote e-votes</b>		<b>Total</b>		
	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	27	9502178	82	9508860	<b>99.84%</b>
<b>Dissent</b>	0	0	1	15610	1	15610	<b>0.16%</b>
<b>Result:</b>	Resolution passed with requisite majority.						

<b>Resolution No. 4</b>	<b>Ordinary Resolution</b>						
<b>Subject</b>	To re-appoint Mr. Kashi Ram Yadav, Director of the Company who retire by rotation						
<b>Particulars</b>	<b>Details of Voting</b>						<b>% of total valid votes Cast</b>
	<b>Poll</b>		<b>Remote e-votes</b>		<b>Total</b>		
	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	27	9502178	82	9508860	<b>99.84%</b>
<b>Dissent</b>	0	0	1	15610	1	15610	<b>0.16%</b>
<b>Result:</b>	Resolution passed with requisite majority.						



<b>Resolution No. 5</b>	<b>Ordinary Resolution</b>						
<b>Subject</b>	To ratify the continuation of M/s Anil S. Gupta & Associates, Chartered Accountants, as auditors and fixing their remuneration.						
<b>Particulars</b>	<b>Details of Voting</b>						<b>% of total valid votes Cast</b>
	<b>Poll</b>		<b>Remote e-votes</b>		<b>Total</b>		
	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	
<b>Total Votes Cast</b>	55	6682	27	9502178	82	9508860	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	27	9502178	82	9508860	
<b>Assent</b>	55	6682	27	9502178	82	9508860	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						

<b>Resolution No. 6</b>	<b>Ordinary Resolution</b>						
<b>Subject</b>	To approve the remuneration of the Cost Auditors for the financial year 2016-2017						
<b>Particulars</b>	<b>Details of Voting</b>						<b>% of total valid votes Cast</b>
	<b>Poll</b>		<b>Remote e-votes</b>		<b>Total</b>		
	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	<b>No. of Voters</b>	<b>Votes</b>	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						





Resolution No. 7	Ordinary Resolution						
Subject	To approve the re-appointment and remuneration of Mrs. Seema Jain as Whole-time Director of the Company						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						

Resolution No. 8	Ordinary Resolution						
Subject	To approve the re-appointment and remuneration of Ms. Aanchal Jain as Whole-time Director of the Company						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						



Resolution No. 9	Ordinary Resolution						
Subject	To revise the remuneration of Mr. Rahul Jain, Whole-time Director of the Company						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						

Details of Voting

Resolution No. 10	Ordinary Resolution						
Subject	To revise the remuneration of Mr. J. S. S. Rao, Whole-time Director of the Company						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	26	9494978	81	9501660	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	26	9494978	81	9501660	
<b>Assent</b>	55	6682	26	9494978	81	9501660	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						





Resolution No. 11	Ordinary Resolution						
Subject	To revise the remuneration of Mr. Kashi Ram Yadav, Whole-time Director of the Company						
Particulars	Details of Voting						% of total valid votes Cast
	Poll		Remote e-votes		Total		
	No. of Voters	Votes	No. of Voters	Votes	No. of Voters	Votes	
<b>Total Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Less:Invalid Votes</b>	0	0	0	0	0	0	
<b>Net Valid Votes Cast</b>	55	6682	28	9517788	83	9524470	
<b>Assent</b>	55	6682	28	9517788	83	9524470	<b>100.00%</b>
<b>Dissent</b>	0	0	0	0	0	0	<b>0.00%</b>
<b>Result:</b>	Resolution passed unanimously.						

10. The register and all other papers relating to remote e-voting and poll shall remain in my safe custody until the Chairman considers, approves and signs the minutes and thereafter the same shall be handed over to the company.

**For RANJANA GUPTA & ASSOCIATES  
COMPANY SECRETARIES**

*Ranjana*  
  


Ranjana Gupta  
Scrutinizer  
CP No. 9920

Date : September 20, 2016  
Place : New Delhi.