

January 17, 2024

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

Dear Sir,

Sub: Notice of Postal Ballot being sent to shareholders.
Ref: SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
(Listing Regulations).

Pursuant to Regulation 30(6) of Listing Regulations read with Para A of Part A of Schedule III, please find attached the Postal Ballot Notice being sent today to shareholders of the Company, seeking their approval by way of remote e-voting process for the following matter:

- **To issue the Bonus Shares.**

Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the Register of Members / Register of Beneficial Owners, as on **Friday, January 12, 2024 ("Cut-off Date")**, received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories.

The Company has engaged the services of National Securities and Depository Limited (NSDL), as the agency to provide e-voting facility to all its members.

The e-voting facility will be available during the following period:

Commencement of e-voting	:	10:00 a.m. (IST) on Thursday, January 18, 2024
End of e-voting	:	05:00 p.m. (IST) on Friday, February 16, 2024

The Postal Ballot Notice is also available on the Company's website at following link <https://fiemindustries.com/postal-ballot/>

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 POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, General Circular No. 09/2023 dated 25th September, 2023 and other relevant Circulars issued by the Ministry of Corporate Affairs ('MCA') from time to time ('MCA Circulars'), the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), and other applicable laws and regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the resolution as set out below is proposed to be approved, through Postal Ballot by way of remote electronic voting ('e-voting') process only.

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

The Board of Directors of the Company have appointed Mrs. Ranjana Gupta proprietor of M/s Ranjana Gupta & Associates, Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot voting process through electronic means in a fair and transparent manner. The e-voting period commences at **10.00 a.m. IST on Thursday, 18th January, 2024 and ends at 5.00 p.m. IST on Friday, 16th February, 2024. The E-Voting Event Number (EVEN) as allotted by NSDL is 127539.**

Members are requested to read the instructions and notes carefully while expressing their assent or dissent and cast votes through e-voting by not later than **5.00 p.m. IST on Friday, 16th February, 2024.** The e-voting facility will be disabled by NSDL thereafter. The Scrutinizer will submit her report to the Chairman of the Company (the 'Chairman') or any other person authorised by the Chairman, and the results of the e-voting will be announced on **Saturday, 17th February, 2024.** The results declared along with the Scrutinizer's report shall be communicated in the manner provided in this Postal Ballot Notice.

SPECIAL BUSINESS

1. TO APPROVE THE ISSUE OF BONUS SHARES

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

"RESOLVED THAT pursuant to Section 63 and other applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Share Capital & Debentures) Rules, 2014 and Article 58 of the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Foreign Exchange and Management Act, 1999, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all other applicable provisions of the Act, regulations and guidelines issued from time to time by the Securities and Exchange Board of India (SEBI), Reserve Bank of India (RBI) and other statutory authorities and subject to such consents and approvals as may be required from the appropriate authorities and subject to such terms and modifications as may be specified while according such approvals, approval of the shareholders be and is hereby accorded to capitalize a sum of not exceeding Rs. 13,15,98,300 (Rupees Thirteen Crores Fifteen Lakhs Ninety Eight Thousand Three Hundred Only) out of the sum standing to the credit of 'Securities Premium Account' of the Company, as per the audited financial statements of the Company for the financial year ended March 31, 2023 and that the said amount be transferred to the Share Capital Account and be applied for issue and allotment of equity shares not exceeding 1,31,59,830 (One Crore Thirty One Lakhs Fifty Nine Thousand Eight Hundred Thirty Only) equity shares of Rs. 10/- (Ten) each as fully paid up bonus shares, to the eligible members of the Company holding equity shares of Rs. 10/- (Ten) each, whose names appear in the Register of Members/Beneficial Owners' position of the Company on such date ("Record Date") fixed by the Company, in the proportion of 1:1 i.e. One (1) new equity share of Rs. 10/- (Ten) each for every One (1) existing equity share of Rs. 10/- (Ten) each held as on the Record Date and that the new bonus shares so issued and allotted shall be treated for all purposes as an increase in the nominal amount of the equity share capital of the Company held by each of such member(s).

RESOLVED FURTHER THAT the new equity shares of Rs. 10/- (Ten) each to be issued and allotted as bonus shares, shall be issued in dematerialized form only and shall be subject to the provisions of the Memorandum & Articles of Association of the Company and shall rank pari-passu in all respects and carry the same rights as the existing fully paid equity shares of the Company, including the right to get dividend declared by the Company, if any, post allotment of such Bonus Shares.

RESOLVED FURTHER THAT the allotment of the new bonus equity shares to the extent that they relate to Non-Resident members, Foreign Portfolio Investors (FPIs), Persons of Indian Origin (PIO), Overseas Corporate Bodies (OCBs) and other foreign investors of the Company, shall be subject to the approval, if any, of the RBI under the Foreign Exchange Management Act, 1999 and other applicable rules/regulations/guidelines issued/amended by RBI from time to time, in this regard.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee duly constituted by the Board), be and is hereby authorized to do and execute all such acts, deeds and things as may be necessary for giving effect to this resolution, including to settle any question or doubt or difficulty whatsoever that may arise with regard to issue, allotment and listing of the said Bonus Shares."

Place: Rai, Sonapat (HR.)
Dated: 15/01/2024

**By Order of the Board
 For Fiem Industries Limited
 Sd/-**

Registered Office : D-5, Mansarover Garden, New Delhi - 110015
Contact No(s) : +91-11-25101002/03/04/05
Email Address : investor@fiemindustries.com
Website Address : www.fiemindustries.com
CIN of Company : L36999DL1989PLC034928

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

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulation forms part of this Postal Ballot Notice.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on **Friday, January 12, 2024 ("Cut-Off Date")** received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Only a person, whose name is recorded in the Register of Members / Register of Beneficial Owners, as on the Cut-Off Date, maintained by the Depositories shall be entitled to participate in the e-voting. A person who is not a Member as on the Cut-Off Date, should treat this Postal Ballot Notice for information purpose only.
4. This Postal Ballot Notice will be available on the Company's website at following link <https://fiemindustries.com/postal-ballot/>, website of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of NSDL at <https://www.evoting.nsdl.com>.
5. Subject to the provisions of the Articles of Association of the Company, voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
6. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the Members from the date of circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to investor@fiemindustries.com
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and(ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting **Form ISR-1** (available on the website of the Company at www.fiemindustries.com duly filled and signed along with requisite supporting documents to Link Intime India Pvt. Ltd. at Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058

E-VOTING FACILITY AND E-VOTING SYSTEM

1. In compliance with provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members the facility to exercise their right to vote through e-voting. The facility of casting the votes by the members using an electronic voting system ("e-voting") from any place will be provided by NSDL.
2. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the **cut-off date i.e. Friday, January 12, 2024.**
3. The e-voting period commences on **Thursday, January 18, 2024 (10:00 AM)** and ends on **Friday, February 16, 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. January 12, 2024,** may cast their vote through e-voting. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

4. Mrs. Ranjana Gupta, proprietor of M/s. Ranjana Gupta & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
5. The Scrutinizer, after scrutinizing the votes cast through e-voting, within 48 hours of conclusion of the voting period, will make her report and submit the same to the Chairman or person authorised by the Chairman. The result declared along with the scrutinizer’s report shall be placed on the website of the Company **www.fiemindustries.com** and on the website of NSDL. The result shall simultaneously be communicated to the Stock Exchanges.
6. Subject to receipt of requisite number of votes, the resolution shall be deemed to have been passed on the last date of e-voting i.e. **Friday, 16th February, 2024.**





How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

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

Type of shareholders	Login Method
holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center; margin-top: 20px;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33</p>

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

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
<p>a. For Members who hold shares in demat account with NSDL.</p>	<p>8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.</p>
<p>b. For Members who hold shares in demat account with CDSL.</p>	<p>16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****</p>
<p>c. For Members holding shares in Physical Form.</p>	<p>EVEN Number (127539) followed by Folio Number registered with the company For example if folio number is 001*** then user ID is 127539001***</p>

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the **'initial password'** which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) **How to retrieve your 'initial password'?**
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6.** If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on **www.evoting.nsdl.com**
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on **www.evoting.nsdl.com**
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at **evoting@nsdl.co.in** mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 7.** After entering your password, tick on Agree to **"Terms and Conditions"** by selecting on the check box.
- 8.** Now, you will have to click on **"Login"** button.
- 9.** After you click on the **"Login"** button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **csranjana@ranjanagupta.in** with a copy marked to **evoting@nsdl.co.in**. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on **www.evoting.nsdl.com** to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of **www.evoting.nsdl.com** or call on : **022 - 4886 7000 and 022 - 2499 7000** or send a request to (Name of NSDL Official) at **evoting@nsdl.co.in**

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

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

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

The Company came with Initial Public Offer (IPO) in 2006 and equity shares of the Company are listed and actively traded on the National Stock Exchange of India Limited and BSE Limited since October, 2006.

Since listing of the shares in October 2006, Company's growth journey has remained extraordinary and Company has achieved many milestones in this growth journey. In 2016, Company also raised further equity capital by way of Qualified Institutional Placement (QIP), which was subscribed by great interest by the investors.

A snap shot of the Company's growth journey is as under:

Financial Year	Annual Financial Performance (Rs. in Crores)		Accumulated Reserves as at end of Financial Year (Rs. in Crores)		
	Turnover	Profit After Tax	Profit & loss Balance	Securities Premium Account	General Reserves
2007-08	177.30	9.34	33.79	51.00	2.50
2012-13	598.88	27.31	80.96	51.00	10.35
2017-18	1228.46	52.55	235.79	167.23	32.80
2022-23	1834.04	139.63	503.67	167.23	75.40

During Financial Year 2022-23, Company has achieved another milestone by becoming a zero debt Company.

It is also a matter of record that since listing the Company has paid dividend every year and accordingly shareholders of the Company have been rewarded in line with the Company's performance.

Presently, Company's paid-up shares capital stand at Rs. 13,15,98,300/- divided into 1,31,59,830 equity shares of Rs. 10/- each.

Overwhelmed by stellar performance of the Company on all fronts, public shareholders of the Company have demanded Bonus share in Annual General Meetings on many occasions in past.

Considering all above factors, the Board of Directors of the Company at its meeting held on January 15, 2024 recommended to issue Bonus Shares to shareholders by capitalization of Securities Premium Account in the ratio of (One) Bonus Equity Share of Rs.10/- (Ten) each for every 1 (One) fully paid-up Equity Share of Rs. 10/- (Ten) each held by the eligible shareholder(s) i.e. in the ratio of **1:1**.

As per audited financial statements for financial year 2022-23, the Company has a balance of Rs. 167.23 Crore in Securities Premium Account, which is realized in cash, and the same can be capitalised for the purpose of Bonus Shares. For recommended Bonus share ratio of **1:1**, the Company need a sum to the extent of Rs. 13.16 Crore only, hence, the company has sufficient accumulated balance in Securities Premium Account.

The shares to be allotted as Bonus Shares shall rank pari-passu in all respect with the existing fully paid-up Equity Shares of the Company and in terms of Regulation 294(6) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Bonus Shares shall be issued only in dematerialized form. Further, the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

The other information and disclosures as required to be provided under Section 63 and other applicable provisions of the Companies Act, 2013 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended are as under:

- (i) The Company has not issued any fixed deposit or debt securities, hence no question of default in payment of principle or interest thereon.
- (ii) The Company has not defaulted in respect of the payment of statutory dues of the employees such as contribution to provident fund, gratuity and bonus.
- (iii) The Company has no partly paid-up shares.
- (iv) The bonus shares shall not be issued in lieu of dividend.
- (v) None of the Promoters or Directors of the Company is a fugitive economic offender.

The Ordinary Resolution, if passed by the shareholders, will have the effect of allowing the Board of Directors **(including any Committee duly constituted by the Board)** to complete all formalities and activities, including issue and allotment of Bonus Equity Shares to those shareholders who on the Record Date, are shareholders of the Company.

The Directors and Key Managerial Personnel of the Company and their relatives, may deemed to be concerned or interested in the issue of the Bonus Shares to the extent of their shareholding in the Company. Save as aforesaid, none of the Directors, Key Managerial Personnel or their relatives are, in any way, financially or otherwise, concerned or interested in the Resolution.

Article No. 58 of the Articles of Association provides that on recommendation by Board of Directors shareholders may pass resolution for issuance of the Bonus Shares. Hence, the resolution mentioned at **Item No.1** is moved to seek the approval of the shareholders of the Company.

The proposed resolution is in the interest of the Company and your Directors commend the resolution for your approval by way of Ordinary Resolution.

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

Place: Rai, Sonapat (HR.)
Dated: 15/01/2024

Postal Ballot Information at a Glance		
Date of Postal Ballot Notice	::	January 15, 2024
Cut-off date for e-Voting	::	January 12, 2024
E-Voting Start Date and Time	::	January 18, 2024, at 10:00 AM (IST)
E-Voting End Date and Time	::	February 16, 2024, at 05:00 PM (IST)
Website Link_ E-Voting Service Provider	::	https://eservices.nsdl.com/
Website Link for E-Voting NSDL	::	https://eservices.nsdl.com/
Website Link for E-Voting CDSL	::	https://www.cdslindia.com/
Helpline/Contact details of E-Voting Service Provider	::	National Securities Depository Limited Pallavi Mahatre, Senior Manager Email: evoting@nsdl.co.in Contact No: 022 - 4886 7000, 022 - 2499 70000

FOR ATTENTION OF SHAREHOLDERS HOLDING SHARES IN PHYSICAL FORM(S) /CERTIFICATE(S)

With effect from May 23, 2023, SEBI has mandated allotment of shares in a bonus issue only in the dematerialized form. In view of the same, the shareholders holding shares in demat account shall, automatically, get the bonus shares credited directly to their demat accounts.

However, in case of shareholders holding shares in physical form, Company will send intimation to the shareholders to provide the details of demat account which should be in the same name(s) / order of names as in the physical holding along with Form ISR-4 and Client Master List of DP for crediting the shares to the said demat account.

The shareholders holding shares in physical form shall first ensure that their Physical share folios are updated with KYC, PAN and choice of nomination. Only after complying with this requirement, the request for crediting the bonus shares would be considered and processed by the Company / RTA after proper verification of the documents.