



FIEM INDUSTRIES LIMITED

Unit-VII : Plot No. 1915, Rai Industrial Estate, Phase-V, Sonapat-131029 Haryana (INDIA)

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E-mail : fiemunit7@fiemindustries.com

August 26, 2019

(through NEAPS)

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

Dear Sir,

**Sub: Notice of Annual General Meeting as 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, as sent to shareholders by permitted modes for 30th Annual General Meeting of the Company to be held on 21st September, 2019 at 10.00 am (including Notice for remote e-voting).

This is for your information and records please.

Thanking you.

Yours faithfully,

For Fiem Industries Limited

**Arvind K. Chauhan
Company Secretary**

Encl: A/a

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 30th Annual General Meeting of the Members of Fiem Industries Limited will be held on Saturday, September 21, 2019 at 10.00 a.m. at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036, to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt:

- (a) The audited financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and
- (b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs. 8/- per equity share and declare a Final Dividend of Rs. 4/- per equity share for the Financial Year 2018-19.
3. 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.
4. To appoint a Director in place of Mr. Joga Shyam Sunder Rao (DIN: 00014320), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS

5. To ratify the remuneration of the Cost Auditors for the Financial Year 2019-20 and in this regard to consider and if thought fit, to pass, with or without modification(s), 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. 2.80 lac plus applicable taxes and out of pocket expenses as recommended by the Audit Committee and approved by the Board of Directors while appointing Mr. Krishan Singh Berk, Cost Accountant (Firm Registration No. 102044), to conduct the Cost Audit of the cost records maintained by the Company for the Financial Year 2019-20, 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 revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 in remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company w.e.f. April 1, 2019 as mentioned hereunder:

- (a) **Revised Salary** - Rs.5,50,000/- (Rupees Five Lac Fifty Thousand) per month;

(b) **Other Benefits, Perquisites & Allowance -**

In addition to the salary, she will be entitled to:

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as 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 salary of Rs.5,50,000/- per month will be effective from April 1, 2019 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, 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 Mrs. Seema Jain as Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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 revise the remuneration of Ms. Aanchal Jain (DIN:00013350) Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 in remuneration of Ms. Aanchal Jain (DIN:00013350), Whole-time Director of the Company w.e.f. April 1, 2019 as mentioned hereunder:

- (a) **Revised Salary** - Rs.4,50,000/- (Rupees Four Lac Fifty Thousand) per month;

(b) **Other Benefits, Perquisites & Allowance -**

In addition to the salary, she will be entitled to:

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as 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 salary of Rs.4,50,000/- per month will be effective from April 1, 2019 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, 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 Ms. Aanchal Jain as Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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 revise the remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 in remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company w.e.f. April 1, 2019 as mentioned hereunder:

- (a) **Revised Salary** - Rs.5,50,000/- (Rupees Five Lac Fifty Thousand) per month.

- (b) **Other Benefits, Perquisites & Allowances-**

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

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as 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 salary of Rs. 5,50,000/- per month will be effective from April 1, 2019 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, 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 as Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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 revise the remuneration of Mr. Joga Shyam Sunder Rao (DIN: 00014320), Whole-time Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s), 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 in remuneration of Mr. Joga Shyam Sunder Rao (DIN: 00014320), Whole-time Director of the Company w.e.f. April 1, 2019 as mentioned hereunder:

- (a) **Revised Salary** - Rs. 9,00,000/- (Rupees Nine Lac) per month.

- (b) **Other Benefits, Perquisites & Allowances-**

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

- (i) Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as 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 salary of Rs.9,00,000/- per month will be effective from April 1, 2019 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, 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. Joga Shyam Sunder Rao (DIN: 00014320) as Whole-time Director shall be governed by Schedule V read with other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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 revise the remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole-time Director of the Company and if thought fit, to pass with or without modification(s), 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 the increase in remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole-time Director of the Company w.e.f. April 1, 2019 as mentioned hereunder:

- (a) **Revised Salary** - Rs.8,50,000/- (Rupees Eight Lac Fifty Thousand) per month.

- (b) **Other Benefits, Perquisites & Allowances-**

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

- (i) Contribution to Provident Fund, Bonus, Health Insurance, Personal Accident Insurance and such other perquisites/ allowances in accordance with the rules of the Company or as 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 salary of Rs.8,50,000/- per month will be effective from April 1, 2019 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, 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 as Whole time Director shall be governed by Schedule V read with

other applicable provisions of the Companies Act, 2013 or any modification(s) thereof.

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. Re-appointment of **Mr. Iqbal Singh (DIN: 00014256)** as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, **Mr. Iqbal Singh (DIN: 00014256)**, who was appointed as an Independent Director and continue to hold the office of Independent Director upto the conclusion of this Annual General Meeting, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of this Annual General Meeting for a second term of five (5) consecutive years or till the conclusion of 35th Annual General Meeting of the Company to be held in Calendar year 2024, whichever comes earlier."

12. Re-appointment of **Mr. Vinod Kumar Malhotra (DIN: 03544095)** as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, **Mr. Vinod Kumar Malhotra (DIN: 03544095)**, who was appointed as an Independent Director and continue to hold the office of Independent Director upto the conclusion of this Annual General Meeting, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of this Annual General Meeting for a second term of five (5) consecutive years or till the conclusion of 35th Annual General Meeting of the Company to be held in Calendar year 2024, whichever comes earlier."

13. Re-appointment of **Mr. Subodh Kumar Jain (DIN: 00165755)** as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; Regulation 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, **Mr. Subodh Kumar Jain (DIN: 00165755)**, who was appointed as an Independent Director and continue to hold the office of Independent Director upto the conclusion of this Annual General Meeting, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of this Annual General Meeting for a second term of five (5) consecutive years or till the conclusion of 35th Annual General Meeting of the Company to be held in Calendar year 2024, whichever comes earlier."

14. Re-appointment of **Mr. Mohan Bir Sahni (DIN: 00906251)** as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, **Mr. Mohan Bir Sahni (DIN: 00906251)**, who held the office of Independent Director upto August 8, 2019 and appointed by the Board as Additional Director (Independent Director) with effect from August 9, 2019 and holds the office up to this Annual General Meeting, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) consecutive years up to August 8, 2024 or till the conclusion of 35th Annual General Meeting of the Company to be held in Calendar year 2024, whichever comes earlier."

15. Re-appointment of **Mr. Ashok Kumar Sharma (DIN: 07610447)** as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, **Mr. Ashok Kumar Sharma (DIN: 07610447)**, who was appointed as an Independent Director and continue to hold the office of Independent Director upto the conclusion of this Annual General Meeting, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of this Annual General Meeting for a second term of five (5) consecutive years or till the conclusion of 35th Annual General Meeting of the Company to be held in Calendar year 2024, whichever comes earlier."

16. Re-appointment of **Mr. Jawahar Thakur (DIN: 07650035)** as an Independent Director of the Company and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013; the Companies (Appointment and Qualification of Directors) Rules, 2014; the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, **Mr. Jawahar Thakur (DIN: 07650035)**, who was appointed as an Independent Director and continue to hold the office of Independent Director upto the conclusion of this Annual General Meeting, 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 re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office from the conclusion of this Annual General Meeting for a second term of five (5) consecutive years or till the conclusion of 35th Annual General Meeting of the Company to be held in Calendar year 2024, whichever comes earlier."

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

**Place : Rai, Sonapat (HR.)
Date : August 14, 2019**

**Arvind K. Chauhan
Company Secretary**

Registered Office:

D-34, DSIDC Packaging Complex, Kirti Nagar
New Delhi - 110015, India

Tel: +91-11-25927820, 25927919 **Fax:** +91-11-25927740

Email: investor@fiemindustries.com | **Website:** www.fiemindustries.com

CIN: L36999DL1989PLC034928

ANNUAL REPORT 2018-19

NOTES:

1. **A member entitled to attend and vote at the Annual General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll, instead of himself/ herself and the proxy need not be a member of the Company. The Instrument appointing the proxy must be deposited at the registered office of the Company not less than forty-eight (48) hours before the time of commencement of the Meeting.**

A person can act as a proxy on behalf of Members upto and not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, a Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The holder of proxy shall prove his/her identity at the time of attending the Meeting.

2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.
3. **The Business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.** Instructions and other information related to remote e-voting are given in this Notice. The Company is also sending information relating to remote e-voting which inter alia would contain details about User ID and Password along with the copy of this Notice to the Members.
4. **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.**
5. Brief details of the Directors, who are seeking appointment/ re-appointment at the ensuing meeting, are annexed hereto as per requirements of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India. Requisite declarations have been received from the Directors for seeking appointment/ re-appointment.
6. 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 Sunday, September 15, 2019 to Saturday, September 21, 2019 (both days inclusive)** for determining the name of members eligible for final dividend on Equity Shares, if declared at the Meeting.
7. Subject to the provisions of Section 126 of the Companies Act, 2013 dividend on equity shares, if declared at the Annual General Meeting, will be credited/ dispatched to the shareholders as under:
 - a) 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 **Saturday, September 14, 2019**; and
 - b) To all those members holding shares in physical form, after giving effect to all the valid share transfers lodged with the Company/ Share Transfer Agent (i.e. Link Intime India Pvt Ltd.) on or before the closing hours on **Saturday, September 14, 2019**.
8. Dividend will be preferably paid through National Electronic Clearing Services (NECS) wherever the facility is available. Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the Members. In cases, where the dividend cannot be paid through NECS, the same will be paid by account payee/ non-negotiable instruments.
9. To ensure timely delivery of shareholders' communications and also credit of dividend through NECS or dividend warrants/ payment instruments, members are requested to notify change of address, or particulars of their bank account, if changed, along with the 9 digit MICR/ NECS details, to

the respective depository participant in case of shares held in demat mode/ share transfer agent of the Company in case of shares held in physical mode.

10. To avoid fraudulent transactions, the identity/ signature of the Members holding shares in electronic/ demat form may be verified with the specimen signatures furnished by NSDL/ CDSL and that of Members holding shares in physical form may be verified as per the records of the share transfer agent of the Company (i.e. Link Intime India Pvt Ltd.). Members are requested to keep the same updated.
11. In terms of Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, the Listed Companies may send the Notice of Annual General Meeting and the Annual Report, including Financial Statements, Director's Report, etc. by electronic mode. Accordingly, the Company is forwarding soft copies of the above referred documents to all those members who have registered their E-mail IDs with their respective depository participants or with the share transfer agent of the Company.
12. Members please note that the Notice of the 30th Annual General Meeting, Attendance Slip, Proxy Form, Route Map and the Annual Report for 2018-19 shall also be available on the Company's website www.fiemindustries.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at New Delhi. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, shareholders may send their requests at the email id: investor@fiemindustries.com
13. To receive all shareholders' communications through electronic means, including Annual Reports and Notices, members are requested to register/ update their email address with their respective depository participant, where shares are held in electronic form. If shares are held in physical form, members are advised to register their e-mail address with Link Intime India Pvt. Ltd.
14. Relevant documents referred to in the accompanying Notice and the Statement shall be open for inspection without any fee by the Members at the Registered Office of the Company on all working days (Monday to Saturday) from 10.00 a.m. to 5.00 p.m. except holidays, upto the date of the Meeting.
15. Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic/ demat form, the Members may please contact their respective depository participant.
16. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
17. Members/ Proxies are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
18. In case of Joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
19. Please note that for security reasons, no article/ baggage will be allowed at the venue of the Meeting.

Voting through electronic means

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 its members the facility to exercise their right to vote either through remote e-voting or at the Annual General Meeting by way of Ballot Paper. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Meeting ("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 by Ballot Paper and vice-versa. However, in case members cast their vote both via Ballot Paper and remote e-voting, then voting through remote e-voting shall prevail and voting through Ballot Paper shall be treated as invalid.

2. The facility for voting through Ballot Paper shall be available at the venue of the Meeting and the Members attending the meeting who has not cast their votes by remote e-voting shall be able to vote at the venue of meeting.
3. 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.
4. 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 (record date) i.e. September 14, 2019.**
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 in a fair and transparent manner.
6. The Scrutinizer, after scrutinizing the votes cast at the Meeting through Ballot Paper and through remote e-voting, will, not later than forty-eight hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The result declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.fiemindustries.com and on the website of LIPL. The result shall simultaneously be communicated to the Stock Exchanges.
7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, **i.e. September 21, 2019.**
8. The remote e-voting period commences on **September 18, 2019 (1000 hours IST) and ends on September 20, 2019 (1700 hours IST).** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) **i.e. September 14, 2019**, may cast their vote electronically. 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.
9. Members are requested to read the instructions given below for remote e-voting:
 - (i) Visit the e-voting system of LIPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - (ii) Click on "Login" tab, available under 'Shareholders' section.
 - (iii) Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 - (iv) Your User ID details are given below:
 - (a) **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - (b) **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID
 - (c) **Shareholders holding shares in Physical Form (i.e. Share Certificate):** Your User ID is Event No + Folio Number registered with the Company
 - (v) Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and confirm (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).

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Dividend Bank Details in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Dividend Bank Details field as mentioned in instruction (iv-c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

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

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

Cast your vote electronically

- (vi) After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.
- (vii) On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.

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'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

- (viii) If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

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- (ix) After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.
- (x) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.
- (xi) You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <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.

- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call at :- Tel : 022 - 49186000.

10. At the Annual General Meeting, after discussion on the resolutions on which voting to be held, the Chairman shall allow voting with the assistance of Scrutinizer, by use of 'Ballot Paper' for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

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 14, 2019 has approved the appointment and remuneration of Mr. Krishan Singh Berk, Cost Accountant (Membership No. 2724 Firm Registration No. 102044), as the Cost Auditor to conduct the audit of the cost records of the Company for the Financial Year 2019-20 at a remuneration of Rs. 2.80 Lac (Rupees Two Lac Eighty Thousand) 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.

Mr. Berk has furnished a certificate regarding his eligibility for re-appointment as Cost Auditor of the Company. He is having a vast experience in the field of cost audit and has conducted the audit of the cost records of the Company for the previous year(s) under the provisions the Companies Act, 2013.

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.

Accordingly, ratification by the Members is sought to the remuneration payable to the Cost Auditor for the financial year 2019-20 and the Board of Directors recommend to pass the Resolution set out in item no. 5 of the Notice by way of Ordinary Resolution.

Item No. 6, 7, 8, 9 & 10

The matter of increase in remuneration of all Whole-time Directors viz, Mrs. Seema Jain, Ms. Aanchal Jain, Mr. Rahul Jain, Mr. Joga Shyam Sunder Rao and Mr.

Kashi Ram Yadav are being proposed in Item No. 6, 7, 8, 9 & 10 of the Notice of AGM. All the requisite information related to resolutions for increase in remuneration of these Whole-time Directors are being furnished here at one place for the ease of shareholders and to avoid repetition of information.

The matter of increase in remuneration of all above Whole-time Directors was considered by the Nomination & Remuneration Committee (Committee) in its meeting held on August 14, 2019 as per Remuneration Policy of the Company. The Committee 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. Committee also considered the fact that because of untiring efforts of the Management, company has been able to grow well ahead of Industry. The Committee also 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. The financial and operational performance of the Company for the year 2018-19 was also reviewed by the Committee, while considering the increase in remuneration of Whole-time Directors.

By way of separate resolution for each Whole-time Director, Committee recommended to Board for an increase of Rs. 50,000/- per month in the remuneration of each Whole-time Director of the Company, effective from April 1, 2019.

Accepting the recommendation of the Nomination & Remuneration Committee, the Board passed necessary resolutions and approved the proposed revised remuneration of Whole-time Directors as mentioned above, in their meeting held on August 14, 2019. The approval of Board is subject to approval of the members of the Company.

The details of existing remuneration of all Directors is given in Corporate Governance Report and revised remuneration after above increase for each Whole-time Director is given in the respective resolution in the Notice of AGM.

The shareholding of Managing Director and each Whole-time Director as on 31/03/2019 is as under:

Name of Director	Designation	No. of Shares	Percentage (%)
Mr. Jagjeevan Kumar Jain	Chairman & Managing Director	3055808	23.22
Mrs. Seema Jain	Whole-time Director	2960000	22.49
Ms. Aanchal Jain	Whole-time Director	800000	6.08
Mr. Rahul Jain	Whole-time Director	1552340	11.80
Mr. J.S.S. Rao	Whole-time Director	12	-
Mr. Kashi Ram Yadav	Whole-time Director	338	-

The above Directors may deem to be interested to the extent of their shareholding benefits. Further, Mr. J.K. Jain, Mrs. Seema Jain, Ms. Aanchal Jain and Mr. Rahul Jain are relatives of each other, as Mr. J.K. Jain and Mrs. Seema Jain are parents of Ms. Aanchal Jain and Mr. Rahul Jain and all these are promoters of the Company. As on 31.03.2019, promoters group hold 64.32% shareholding. For other transaction with the Company, please refer the notes to accounts 'Related Party Transaction'.

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 Board recommends the passing of the Ordinary Resolutions as set out in the Item No. 6, 7, 8, 9 & 10 of the Notice.

Item No. 11, 12, 13, 14, 15 & 16

In item nos. 11, 12, 13, 14, 15 & 16, the resolutions are proposed for re-appointment of Independent Directors, respectively for Mr. Iqbal Singh, Mr. Vinod Kumar Malhotra, Mr. Subodh Kumar Jain, Mr. Mohan Bir Sahni, Mr. Ashok Kumar Sharma and Mr. Jawahar Thakur. All the requisite information for re-appointment of these Independent Directors are being furnished here at one place for the ease of shareholders and to avoid repetition of information.

Mr. Iqbal Singh, was freshly appointed as Independent Director for 5 years at the 25th AGM of the Company held on September 29, 2014, in terms of section 149, 152 and other applicable provisions of Companies Act, 2013 and revised Clause

49 of the Listing Agreement. Mr. Iqbal Singh hold the office up to conclusion of this AGM and being eligible, proposed for re-appointment for a second term of 5 years starting from conclusion of this AGM.

Mr. Vinod Kumar Malhotra, was also freshly appointed as Independent Director for 5 years at the 25th AGM of the Company held on September 29, 2014, in terms of section 149, 152 and other applicable provisions of Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Mr. Vinod Kumar Malhotra hold the office up to conclusion of this AGM and being eligible, proposed for re-appointment for a second term of 5 years starting from conclusion of this AGM.

Mr. Subodh Kumar Jain, was also freshly appointed as Independent Director for 5 years at the 25th AGM of the Company held on September 29, 2014, in terms of section 149, 152 and other applicable provisions of Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Mr. Subodh Kumar Jain hold the office up to conclusion of this AGM and being eligible, proposed for re-appointment for a second term of 5 years starting from conclusion of this AGM.

Mr. Mohan Bir Sahni, was appointed as Independent Director on February 12, 2015 to fill the casual vacancy arose due to sudden demise of Mr. P.N. Viswanathan on 3rd December 2014. Mr. P.N. Viswanathan was appointed as Independent Director w.e.f. August 9, 2014 for a term of 5 years in terms of section 149, 152 and other applicable provisions of Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Hence, Mr. Mohan Bir Sahni, was appointed to hold the office of Independent Director up to August 8, 2019. Board of Directors of the Company on recommendation of Nomination & Remuneration Committee and after considering the result of performance evaluation as well as after considering the requisite consents and declaration and after satisfying themselves that Mr. Mohan Bir Sahni fulfills the criteria of Independent Director, appointed him as Additional Director (Independent Director) effective from August 9, 2019 for a term of 5 years, subject to his re-appointment as Independent Director by the members of the Company by way of Special Resolution in this AGM. Hence, resolution for his re-appointment is proposed in the Notice of AGM.

Mr. Ashok Kumar Sharma was appointed as Independent Director on September 10, 2016 to fill the casual vacancy arose due to resignation of Mr. Abhishek Jain, Independent Director, who resigned w.e.f. September 08, 2019. Mr. Abhishek Jain was appointed to fill the casual vacancy arose due to resignation of Mr. Amitabh Prakash Agrawal, who resigned w.e.f. November 4, 2015. Mr. Amitabh Prakash Agrawal, was freshly appointed as Independent Director for 5 years at the 25th AGM of the Company held on September 29, 2014, in terms of newly enacted Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Mr. Ashok Kumar Sharma hold the office up to conclusion of this AGM and being eligible, proposed for re-appointment for a second term of 5 years starting from conclusion of this AGM.

Mr. Jawahar Thakur was appointed as Independent Director, effective from November 12, 2016 to fill the casual vacancy arose due to resignation of Mr. Charoen Sachamuneewongse, Independent Director, who resigned w.e.f. October 20, 2016. Mr. Charoen S. was freshly appointed as Independent Director for 5 years at the 25th AGM of the Company held on September 29, 2014, in terms of newly enacted Companies Act, 2013 and revised Clause 49 of the Listing Agreement. Mr. Jawahar Thakur hold the office up to conclusion of this AGM and being eligible, proposed for re-appointment for a second term of 5 years starting from conclusion of this AGM.

The Company has received separate declarations from each of above Independent Directors, wherein each of them have confirmed that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended. In the opinion of the Board,

each of above Independent Director fulfills the conditions specified in the Companies Act and is independent of the management of the Company.

The Company has also received separate notices under Section 160 of the Companies Act, 2013 from member(s) of the Company proposing candidature for re-appointment of each of above Independent Directors of the Company.

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.

In view of above provision, it is being informed that Mr. Subodh Kumar Jain, Independent Director will attain the age of seventy five (75) years on August 22, 2020. Mr. Subodh Kumar Jain is a Chartered Accountant and has a long experience in finance and business management fields. Due to his long experience, Board and associated Committees have significantly benefited. Nomination & Remuneration Committee and Board think it justifiable to further avail his guidance and support and based on the report of evaluation process, it is recommended to continue his directorship as an Independent Director for a second term of 5 years and Special Resolution is moved for his proposal as well.

Except Mr. Subodh Kumar Jain, none of the other Independent Directors, who are seeking re-appointment will attain the age of 75 years at the time of appointment or during the continuance of their term of 5 years.

Based on the report of performance evaluation of each Independent Director and on the recommendation of Nomination & Remuneration Committee, the Board considers that continued association of each of above Independent Directors would be of immense benefit to the Company and it is desirable to continue to avail their services as Independent Directors. Hence, the Board of Directors of the Company at their Meeting held on August 14, 2019, have recommended the re-appointments of each Independent Director as mentioned above for another term of 5 (five) years as mentioned in the respective resolutions in the Notice of AGM.

Board recommend to pass all these resolutions as Special Resolutions. All the Independent Directors are not liable to retire by rotation, as provided in the respective resolutions in the Notice of AGM.

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

A copy of the draft letter for re-appointment, setting out the terms and conditions is available for inspection at the Registered Office of the Company on all working days (except Sundays and Public Holidays) between 11:00 a.m. to 1:00 p.m. upto the date of AGM.

Except every Independent Director seeking re-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. 11, 12, 13, 14, 15 & 16. The Board recommends the passing of resolution set out in above said Item Nos. as Special Resolutions.

**By Order of the Board
For Fiem Industries Limited**
Sd/-
Arvind K. Chauhan
Company Secretary

**Place : Rai, Sonapat (HR.)
Date : August 14, 2019**

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 and for whom the resolution moved for increase in remuneration:

Name of Director	Mr. Rahul Jain	Ms. Aanchal Jain
DIN	00013566	00013350
Brief Resume and nature of Expertise in Specific Functional Areas	He started his working career with Fiem Industries Ltd. and involved in strategic affairs and corporate planning besides close interaction with the OEM customers. He also oversees the manufacturing operations of units periodically. He spearheads the new initiatives in the Company.	She started her working career with Fiem Industries Ltd. and takes care of the human resource management functions of the Company and is also actively involved in skill development and labour welfare programme in the Company.
D.O.B.	14/11/1986	01/12/1981
Qualifications	Management Graduate	Management Graduate
No. of years of Experience	10	15
Terms and conditions of appointment/reappointment/change in remuneration	As mentioned in resolution in the Notice of AGM	As mentioned in resolution in the Notice of AGM
Details of remuneration and remuneration last drawn	The revised remuneration is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report	The revised remuneration 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	14/11/2004	02/12/1999
Details of shareholding in the Company (as on 31/03/2019)	1552340 (11.80%)	800000 (6.08%)
Relationship with other Directors/ Key Managerial Personnel (if any)	Mr. J.K. Jain, Chairman & Managing Director is husband of Mrs. Seema Jain, Whole-time Director and father of Mr. Rahul Jain, Whole-time Director and Ms. Aanchal Jain, Whole-time Director, hence all are related to each other. Further, all of these are promoters of the Company.	Mr. J.K. Jain, Chairman & Managing Director is husband of Mrs. Seema Jain, Whole-time Director and father of Mr. Rahul Jain, Whole-time Director and Ms. Aanchal Jain, Whole-time Director, hence all 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
Details/Names of Directorships/ Committee Chairmanship and Membership in other companies [Only Indian Companies considered]	Fiem Auto Pvt. Ltd. (Director)	Fiem Auto Pvt. Ltd. (Director)

Name of Director	Mrs. Seema Jain	Mr. Joga Shyam Sunder Rao
DIN	00013523	00014320
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 programmes of the Company.	He is experienced in the field of automotive lighting and components industry involving manufacturing, operational and business strategic functions. He is presently responsible for the overseas and south India operations of our Company.
D.O.B.	28/08/1954	02/12/1956
Qualifications	Graduate	Post Graduate
No. of years of Experience	35	40
Terms and conditions of appointment/reappointment/change in remuneration	As mentioned in resolution in the Notice of AGM	As mentioned in resolution(s) in the Notice of AGM
Details of remuneration and remuneration last drawn	The revised remuneration is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report	The revised remuneration 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	01/12/2005
Details of shareholding in the Company (as on 31/03/2019)	2960000 (22.49%)	12 shares
Relationship with other Directors/ Key Managerial Personnel (if any)	Mr. J.K. Jain, Chairman & Managing Director is husband of Mrs. Seema Jain, Whole-time Director and father of Mr. Rahul Jain, Whole-time Director and Ms. Aanchal Jain, Whole-time Director, hence all are related to each other. Further, all of these are promoters of the Company.	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details/Names of Directorships/ Committee Chairmanship and Membership in other companies [Only Indian Companies considered]	Fiem Auto Pvt. Ltd. (Director)	Nil

Name of Director	Mr. Kashi Ram Yadav	Mr. Subodh Kumar Jain
DIN	02379958	00165755
Brief Resume and nature of Expertise in Specific Functional Areas	He has more than 44 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 facilities of the Company.	He is Fellow Chartered Accountant and having experience in Auditing, Taxation, Finance, consulting and business management.

D.O.B.	07/02/1956	22/08/1945
Qualifications	Matriculation	Chartered Accountant
No. of years of Experience	44	50
Terms and conditions of appointment/reappointment/change in remuneration	As mentioned in resolution(s) in the Notice of AGM	As mentioned in resolution in the Notice of AGM
Details of remuneration and remuneration last drawn	The revised remuneration is given in resolution in the Notice of AGM and last drawn remuneration is given in Corporate Governance Report	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors.
Date on which first appointed on the Board	25/10/2008	09/11/2012
Details of shareholding in the Company (as on 31/03/2019)	338 Shares	Nil
Relationship with other Directors/ Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details/Names of Directorships/ Committee Chairmanship and Membership in other companies [Only Indian Companies considered]	NIL	NIL

Name of Director	Mr. Iqbal Singh	Mr. Vinod Kumar Malhotra
DIN	00014256	03544095
Brief Resume and nature of Expertise in Specific Functional Areas	He is running his own business and has an overall experience of over four decades in the field of exports of automotive parts and engineering goods.	He has more than three decades of experience in diverse businesses and also engaged in hospitality business.
D.O.B.	20/07/1953	01/02/1957
Qualifications	Under Graduate	Graduate
No. of years of Experience	40	30
Terms and conditions of appointment/reappointment/change in remuneration	As mentioned in resolution in the Notice of AGM	As mentioned in resolution in the Notice of AGM
Details of remuneration and remuneration last drawn	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors.	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors.
Date on which first appointed on the Board	05/10/2005	04/08/2011
Details of shareholding in the Company (as on 31/03/2019)	20014 Shares	NIL
Relationship with other Directors/ Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details/Names of Directorships/ Committee Chairmanship and Membership in other companies [Only Indian Companies considered]	- Harav India Pvt. Ltd. (Director) - Parspex (India) Pvt. Ltd. (Director)	Nil

Name of Director	Mr. Mohan Bir Sahni	Mr. Jawahar Thakur
DIN	00906251	07650035
Brief Resume and nature of Expertise in Specific Functional Areas	He is among promoters of Elofic group, which is a strong brand in automotive filtration system and lubricants in India. He has rich experience in manufacturing, quality control and business development of automotive components business.	Mr. Jawahar Thakur has retired as Controller General of Accounts from Ministry of Finance, Depatt of Expenditure, Govt of India. He has a long experience as Controller of Accounts in different departments/ ministries of Govt. of India. His experience in administration is commendable.
D.O.B.	23/09/1951	01/01/1956
Qualifications	Graduate	Post Graduate
No. of years of Experience	44	35
Terms and conditions of appointment/reappointment/change in remuneration	As mentioned in resolution in the Notice of AGM	As mentioned in resolution in the Notice of AGM
Details of remuneration and remuneration last drawn	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors.	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors.
Date on which first appointed on the Board	12/02/2015	12/11/2016
Details of shareholding in the Company (as on 31/03/2019)	NIL	NIL
Relationship with other Directors/ Key Managerial Personnel (if any)	None	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report	As provided in Corporate Governance Report
Details/Names of Directorships/ Committee Chairmanship and Membership in other companies [Only Indian Companies considered]	- Elofic Industries Limited (Director) - Elofic Pvt. Ltd. (Director) - Mettler Auto Pvt. Ltd. (Director)	NIL

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Name of Director	Mr. Ashok Kumar Sharma
DIN	07610447
Brief Resume and nature of Expertise in Specific Functional Areas	He is having a vast experience in administration as he has been in government service for a long time and retired as gazetted officer from Ministry of Finance, Government of India.
D.O.B.	06/05/1953
Qualifications	Graduate
No. of years of Experience	35
Terms and conditions of appointment/reappointment/change in remuneration	As mentioned in resolution in the Notice of AGM
Details of remuneration and remuneration last drawn	The sitting fee details are given in Corporate Governance Report. No other remuneration paid to Independent Directors.
Date on which first appointed on the Board	10/09/2016
Details of shareholding in the Company (as on 31/03/2019)	NIL
Relationship with other Directors/ Key Managerial Personnel (if any)	None
Number of Board meetings attended during the year	As provided in Corporate Governance Report
Details / Names of Directorships/ Committee Chairmanship and Membership in other companies [Only Indian Companies considered]	NIL

By Order of the Board
For Fiem Industries Limited

Sd/-
Arvind K. Chauhan
Company Secretary

Place : Rai, Sonapat (HR.)
Date : August 14, 2019

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	Financial Year	Amount Transferred to IEPF (Rs.)	Date of Transfer
2006-07(IPO Refund)	2,160	November 8, 2013	2008-09 (Dividend)	1,07,922	November 28, 2016
2006-07 (Dividend)	42,288	February 9, 2015	2009-10(Dividend)	57,955	November 21, 2017
2007-08 (Dividend)	54,785	November 16, 2015	2010-11(Dividend)	17,872	November 26, 2018

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 (Dividend of FY 2011-12 onwards), so that they can claim their dividend from the Company before transfer of such dividend(s) to IEPF. Details of such shareholders with their unpaid/unclaimed dividends are uploaded on the website of the Company www.fiemindustries.com. Members should check their dividends pertaining to FY 2011-12 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 effective from September 7, 2016 ('IEPF Rules 2016'). 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 Account by the due date prescribed as per the IEPF Rules, 2016.

- C) Attention of the shareholders also invited that out of the Dividend declared for the Financial Year 2011-12, some amount is still lying in Unpaid Dividend Account, which is due for transfer to IEPF in November, 2019 after completion of 7 years in Unpaid Dividend Account. The final reminders are being sent to all such shareholders, whose dividend is lying in Unpaid Dividend Account of FY 2011-12, 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 2011-12, then it will be transferred to IEPF in November, 2019. 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 as per due procedures of law. Therefore, shareholders should remain alert in claiming their dividends regularly.

Attention: Members holding shares in Physical Mode Update your PAN and Bank Account Details immediately to get the Dividend hassle free

Pursuant to SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20.04.2018, all physical share holders are requested to update their PAN (including Joint holders) and Bank Details of the 1st Registered Member, inter-alia, for prompt and hassle free credit of Dividend with following documents.

- 1) Application on plain paper with Folio No. (duly signed by all the joint-members).
- 2) Self-attested copy of PAN (all Joint Holders) – Sikkim residents can give other ID proof.
- 3) Original Cancelled Cheque – with pre-printed name (in case name not pre-printed, copy of first page of Passbook duly attested by the Bank) – by 1st Registered Member only.
- 4) Self-attested copy of Address Proof: Aadhar / passport / Utility bill (not older than 3 months).

Please also note that pursuant to SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8 June 2018, shares held in physical mode cannot be transferred after 30.06.2019, hence you are encouraged to dematerialize your shares held in physical form, preferably in a single demat account.

You are also encouraged to register your E-mail ID and mobile no. for prompt communication. Please write to us or RTA for any information / help on above matter.

FIEM INDUSTRIES LIMITED

(CIN: L36999DL1989PLC034928)

Registered Office: D-34, DSIDC Packaging Complex, Kirti Nagar, New Delhi - 110015, India

Email: investor@fiemindustries.com Website: www.fiemindustries.com

Phone: +91-11-25927820, 25927919 Fax: +91-11-25927740



30th Annual General Meeting

ATTENDANCE SLIP

Please fill Attendance Slip and hand it over the registration counter

DP ID* & Client ID/ Folio No.	
No. of Shares held	Name and Address of the Shareholder :

I hereby record my presence at the 30th Annual General Meeting of the Company, held on the **Saturday, September 21, 2019 at 10:00 am** at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L36999DL1989PLC034928
Name of the Company : FIEM INDUSTRIES LTD.
Registered Office : D-34, DSIDC Packaging Complex, Kirti Nagar, New Delhi - 110015, India
Name of the member(s) : _____
Registered address : _____
E-mail ID : _____
Folio No/ Client ID/ DP ID : _____

I/ We, being the member(s), holding _____ Shares of the above named company, hereby appoint:

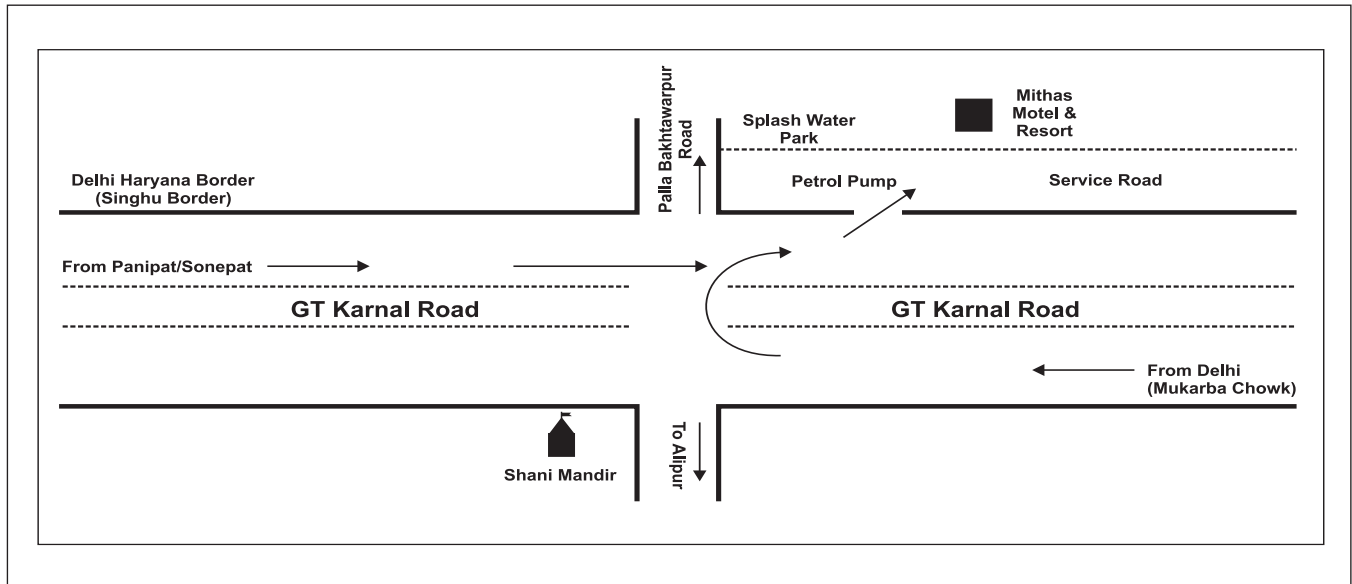
1)	Name : _____	Address : _____	
	E-mail : _____	Signature : _____	or failing him
2)	Name : _____	Address : _____	
	E-mail : _____	Signature : _____	or failing him
3)	Name : _____	Address : _____	
	E-mail : _____	Signature : _____	

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 30th Annual General Meeting of the Company, to be held on the **Saturday, September 21, 2019 at 10:00 am** at Mithas Motel & Resorts, 92/16, G.T. Karnal Road, Alipur, New Delhi - 110036 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Notes:

- 1) This form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) A proxy need not be a member of the Company.
- 3) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 4) Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.

ROUTE MAP TO THE VENUE OF AGM



**I wish my above proxy to vote in the manner as indicated in the box below:

Item No.	Description	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To Consider and adopt: (a) The audited financial statements of the Company for the Financial Year ended March 31, 2019, the reports of the Board of Directors and Auditors thereon; and (b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2019 and the report of Auditors thereon		
2.	To confirm the payment of Interim Dividend of Rs. 8/- per equity share and declare a Final Dividend of Rs. 4/- per equity share for the Financial Year 2018-19.		
3.	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.		
4.	To appoint a Director in place of Mr. Joga Shyam Sunder Rao (DIN: 00014320), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.		
5.	To ratify the remuneration of the Cost Auditors for the financial year 2019-20		
6.	To revise the remuneration of Mrs. Seema Jain (DIN:00013523), Whole-time Director of the Company.		
7.	To revise the remuneration of Ms. Aanchal Jain (DIN:00013350) Whole-time Director of the Company.		
8.	To revise the remuneration of Mr. Rahul Jain (DIN: 00013566), Whole-time Director of the Company.		
9.	To revise the remuneration of Mr. J.S.S. Rao (DIN: 00014320), Whole-time Director of the Company.		
10.	To revise the remuneration of Mr. Kashi Ram Yadav (DIN: 02379958), Whole time Director of the Company.		
11.	Re-appointment of Mr. Iqbal Singh (DIN: 00014256) as an Independent Director of the Company		
12.	Re-appointment of Mr. Vinod Kumar Malhotra (DIN: 03544095) as an Independent Director of the Company.		
13.	Re-appointment of Mr. Subodh Kumar Jain (DIN: 00165755) as an Independent Director of the Company.		
14.	Re-appointment of Mr. Mohan Bir Sahni (DIN: 00906251) as an Independent Director of the Company.		
15.	Re-appointment of Mr. Ashok Kumar Sharma (DIN: 07610447) as an Independent Director of the Company.		
16.	Re-appointment of Mr. Jawahar Thakur (DIN: 07650035) as an Independent Director of the Company		

Signed this ____ day of ____ 2019.

Affix
Revenue
Stamp of
Rs. 1

Signature of Proxy holder(s)

Signature of shareholder

Notes:

** This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the box. If you leave the "For" or "Against" column blank against any or all the resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.