

CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED IN THE MEETING OF FUND RAISING COMMITTEE (THE "COMMITTEE") OF THE BOARD OF DIRECTORS ("BOARD") OF FIEM INDUSTRIES LIMITED (THE "COMPANY") HELD ON SEPTEMBER 12, 2016, AT PLOT NO. 1915, RAI INDUSTRIAL ESTATE, SONIPAT, HARYANA IN CONNECTION WITH THE ISSUE OF EQUITY SHARES OF THE COMPANY UNDER CHAPTER VIII OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED (THE "ISSUE")

Approval of Preliminary Placement Document

"RESOLVED THAT the preliminary placement document dated September 12, 2016 (which includes disclosures prescribed in Form PAS-4 under the Companies Act, 2013 and Schedule XVIII of the SEBI ICDR Regulations) ("**Preliminary Placement Document**") , along with the application form, in respect of the Issue, as per the copy placed before the Committee, be and are hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**").

RESOLVED FURTHER THAT the serially numbered application form, together with serially numbered Preliminary Placement Document, be sent to the qualified institutional buyers, as defined in the SEBI ICDR Regulations ("**QIBs**"), to whom the offer is made in the Issue.

RESOLVED FURTHER THAT Mr. J.K. Jain, Chairman & Managing Director, Mr. Rahul Jain, Whole-time Director, Mr. Arvind K. Chauhan, Company Secretary and Compliance Officer and Mr. O.P. Gupta, the Chief Financial Officer (each an "**Authorized Person**") be and are hereby jointly and/or severally authorized to sign the Preliminary Placement Document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the Preliminary Placement Document, and make any changes to the Preliminary Placement Document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the Preliminary Placement Document as may be necessary or desirable.

RESOLVED FURTHER THAT the Authorized Persons be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the Preliminary Placement Document to the Stock Exchanges and filing the placement document along with the records and other particulars of the QIBs to whom the offer is made in the Issue with the Registrar of Companies, Delhi and Haryana at New Delhi and the Securities and Exchange Board of India intimating the Stock Exchanges in relation to the above and filing of applications for seeking final listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the common seal on all necessary documents, as required, in terms of the provisions of the Articles of Association of the Company, the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Companies Act, 2013, as amended read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."



Opening of the Issue

“RESOLVED FURTHER THAT the consent and approval of the Committee be and is hereby accorded to open the Issue on September 12, 2016 for receiving bids in connection with the securities offered in the Issue, pursuant to the terms of the Preliminary Placement Document dated September 12, 2016, in accordance with the Securities and Exchange Board of India (Issue Of Capital And Disclosure Requirements) Regulations, 2009 (“SEBI ICDR Regulations”) and the Companies Act, 2013 read together with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and that the Committee will decide the bid closing date in connection with the Issue. The Committee also takes note of the receipt of the In-principle approval received from the BSE Limited and National Stock Exchange of India Limited under Regulation 28 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.”

Floor Price and Relevant Date

“RESOLVED FURTHER THAT the Committee has considered and taken note of the floor price of Rs. 1054.70 per Equity Share (“Floor Price”), in respect of the Issue, calculated based on the pricing formula as prescribed under Regulation 85(1) of Chapter VIII of SEBI ICDR Regulations, as amended and that the “relevant date” for this purpose in terms of Regulation 81(c)(i) of Chapter VIII of SEBI ICDR Regulations, is September 12, 2016. The Company may offer a discount of not more than 5% on the Floor Price.”

**Certified True Copy
For Fiem Industries Limited**


**Company Secretary
Arvind K. Chauhan
Member No. FCS-7694**

