



# FIEM INDUSTRIES LTD.

(AN ISO / TS 16949 : 2009, ISO 14001 : 2004 & OHSAS 18001 : 2007 CERTIFIED COMPANY)

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

Tel. : +91-130-2367905/906/907/908/909/910 Fax : +91-130-2367903

E-mail : fiemunit7@fiemindustries.com

CIN : L36999DL1989PLC034928

## Re: Declaration of the Results of the Postal Ballots

The Board of Directors of the Company in its Meeting held on 28th May, 2014 had decided to seek the approval of the shareholders through Postal Ballot process (including e-voting) pursuant to section 110 of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014 ("the Rules") and Clause 35B of the Listing Agreement for the following Resolutions:

**Resolution No. 1:** Special Resolution under section 188 of the Companies Act, 2013 for approval of Related Party Transaction.

**Resolution No. 2:** Special Resolution under section 180 of the Companies Act, 2013 for increase in borrowing powers of the Board of Directors of the Company and creation of charge on the Company's assets.

Pursuant to above, Postal Ballot Notice had been dispatched to all the eligible shareholders through speed post / registered post. To those shareholders, whose e-mail ID was available in the beneficiary list provided by depositories / RTA records, the Notice was sent to their respective e-mail IDs. Dispatch of physical Notice of Postal Ballot as well as through e-mail was completed on 16th June, 2014.

The duly completed Postal Ballot Forms were to be sent by the Shareholders, so that to reach to the Scrutinizer latest by close of working hours on 16<sup>th</sup> July, 2014.

The Company had also provided e-voting facility to its shareholders and engaged NSDL for this purpose. The e-voting period commenced on 17th June, 2014 (00.00 a.m.) and ended on July 16, 2014 (06.00 p.m.).

The Board of Directors of the Company has appointed Mrs. Ranjana Gupta, Practising Company Secretary, as Scrutinizer, for conducting the said Postal Ballot process in a fair and transparent manner. She has submitted her report today.

On the basis of Report of Scrutinizer dated 21<sup>st</sup> July, 2014, the details of Postal Ballot Forms (including e-voting) received, valid, invalid, assents, dissents are as under:

Particulars	Resolution No. 1			
	E-Voting		Postal Ballots	
	Voter Count	Vote Count	No. of Forms	Vote Count
Total Ballot Form & e-voting received	22	379106	128	153361
Less: Invalid e-votes / Ballot Forms	0	0	8	2468
<b>Valid Votes</b>	<b>22</b>	<b>379106</b>	<b>120</b>	<b>150893</b>
Total Valid Votes (Ballot Form & e-voting)				529999
Out of Valid Votes, No. of Votes in favour				528934
Out of Valid Votes, % of Votes in favour				99.7991%
Out of Valid Votes, No. of Votes against				1065
Out of Valid Votes, % of Votes against				0.2009%

*[Handwritten Signature]*

*[Handwritten mark]*



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Particulars	Resolution No. 2			
	E-Voting		Postal Ballots	
	Voter Count	Vote Count	No. of Forms	Vote Count
Total Ballot Form & e-voting received	22	379106	134	8521639
Less: Invalid e-votes / Ballot Forms	0	0	8	2468
<b>Valid Votes</b>	<b>22</b>	<b>379106</b>	<b>126</b>	<b>8519171</b>
Total Valid Votes (Ballot Form & e-voting)				8898277
Out of Valid Votes, No. of Votes in favour				8897216
Out of Valid Votes, % of Votes in favour				99.9881%
Out of Valid Votes, No. of Votes against				1061
Out of Valid Votes, % of Votes against				0.0119%

**Note:** The Company is having only one type of Equity Share Capital with face value of Rs. 10/- each. All shares are fully paid-up. Hence, all shares carry equal voting rights.

## Declaration of the Results:

On the basis of Report of Scrutinizer dated 21<sup>st</sup> July 2014, I hereby announce the Results of the Postal Ballots as under:

### **Resolution No. 1:**

The Number of votes polled in favour of the Resolution No. 1 are 5,28,934 that is 99.7991% of total Valid Votes polled, which are more than three times the no. of votes polled against the respective resolution, accordingly, Resolution No.1 declared passed as Special Resolution by requisite majority.

### **Resolution No. 2:**

The Number of votes polled in favour of the Resolution No. 2 are 88,97,216 that is 99.9881 % of total Valid Votes polled, which are more than three times the no. of votes polled against the respective resolution, accordingly, Resolution No. 2 declared passed as Special Resolution by requisite majority.

For Fiem Industries Ltd.

**S.K. Jain,**  
Independent Director



Date : 21<sup>st</sup> July, 2014

Place : New Delhi

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**Information under Clause 35A of the Listing Agreement in case of Poll/Postal Ballot/E-voting:**

**Resolution No. 1 :** Approval of Related Party Transaction u/s 188 of Companies Act, 2013

**Resolution Required :** (Ordinary/ Special)

**Mode of Voting :** (Show-of-hands/Poll/Postal ballot/E-voting)

**In case of Poll/ Postal ballot / E-voting:**

	Promoter / Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Promoter and Promoter Group	8368278	Nil	[3]=[(2)/(1)]*100	[4]	[5]	[6]=[(4)/(2)]*100	[7]=[(5)/(2)]*100
2	Public - Institutional Holders	390360	377500	96.7056	377500	0	100.0000	0.0000
3	Public- Others	3203588	152499	4.7603	151434	1065	99.3016	0.6984
<b>Total</b>		<b>11962226</b>	<b>529999</b>	<b>4.4306</b>	<b>528934</b>	<b>1065</b>	<b>99.7991</b>	<b>0.2009</b>

**Resolution No. 2:**

**Resolution Required :**

**Mode of Voting :**

**In case of Poll/ Postal ballot / E-voting:**

Increase in borrowing powers of the Board of Directors and creation of Charge on Company's Assets

(Ordinary/ Special)

(Show-of-hands/Poll/Postal ballot/E-voting)

	Promoter / Public	No. of Shares Held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
1	Promoter and Promoter Group	8368278	8368278	100.0000	8368278	0	100.0000	0.0000
2	Public - Institutional Holders	390360	377500	96.7056	377500	0	100.0000	0.0000
3	Public- Others	3203588	152499	4.7603	151438	1061	99.3043	0.6957
<b>Total</b>		<b>11962226</b>	<b>8898277</b>	<b>74.3865</b>	<b>8897216</b>	<b>1061</b>	<b>99.9881</b>	<b>0.0119</b>

