

September 16, 2016

**The General Manager
BSE Limited**

Department of Corporate Services
Floor 25, P.J. Towers, Dalal Street
Mumbai – 400 001
Fax No. 022-2272-3121/1278/1557/3354

Scrip Code:532768

The VP, Listing Department

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051

Fax No. 022-2659-8237/8238/8347/8348

Symbol – FIEMIND

Dear Sir/Madam,

Re: Placement of equity shares of face value of ₹10 each (“Equity Shares”) of Fiem Industries Limited (“Issuer” or “Company”) to Qualified Institutional Buyers (“QIBs”) under Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (“SEBI ICDR Regulations”), Sections 42 and 62 of the Companies Act, 2013, read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (the “Issue” or “Qualified Institutions Placement” or “QIP”)

1. This is to inform you that in respect of the Qualified Institutions Placement, the Fund Raising Committee of the Board of Directors has, at its meeting held today i.e. September 16, 2016, *inter alia*, passed the following resolutions:
 - i. Determining and approving the issue price of ₹ 1,002/- per Equity Share (including premium of ₹ 992/- per Equity Share) after giving a discount of 5% to the Floor Price of ₹ 1054.70/-, for the issuance and allocation of 11,97,604 Equity Shares to eligible qualified institutional buyers in the Qualified Institutions Placement, aggregating upto ₹ 1,200 million;
 - ii. Approving and adopting the Placement Document dated September 16, 2016 in connection with the Qualified Institutions Placement (“**Placement Document**”); and
 - iii. Approving the issue of Confirmation of Allocation Notes to the Qualified Institutional Buyers


2. In relation to the QIP, we hereby submit the Placement Document dated September 16, 2016.

A certified copy of the resolution passed by the Fund Raising Committee of the Board of Directors is enclosed for your information. We request you to take this on record and the same be treated as compliance under the applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Thanking you

Yours faithfully,

For Fiem Industries Limited


Arvind K. Chauhan
Company Secretary



Encls: A/a

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 16, 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")

Determination of Issue Price

"RESOLVED THAT in respect of the Issue, the Company be and is hereby authorized to issue and allocate 11,97,604 Equity Shares at a price of Rs. 1,002/- per Equity Share ("**Issue Price**") (including a premium of Rs. 992/- per Equity Share) constituting a discount of 5% to the Floor Price of Rs. 1,054.70/- per Equity Share aggregating upto Rs. 1,200 million to successful bidders, who are QIBs, mentioned in the list placed before the Committee and initialed by the Chairman for the purpose of identification only in accordance with the terms and conditions of the placement documents in connection with the Issue, and applicable statutory and/or regulatory requirements."

Approval of the Placement Document

"RESOLVED THAT the Placement Document, in respect of the Issue, as per the copy placed before the Committee, duly initialed by the Company Secretary for the purpose of identification, be and is hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**")."

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 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 placement document, and make any changes to the 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 placement document as may be necessary or desirable.

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 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 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 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 SEBI Listing Regulations and the Companies Act, 2013, as amended read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."




Approval of the Confirmation of Allocation Note

“RESOLVED THAT the Confirmation of Allocation Note, as per the copy placed before the Committee, duly initialed by the Company Secretary for the purpose of identification, be and is hereby adopted and approved and that the Confirmation of Allocation Note along with the Placement Document be sent to the successful bidders.

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 and deliver on behalf of the Company the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any.

RESOLVED FURTHER THAT Mr. J.K. Jain, Chairman & Managing Director and Arvind K. Chauhan, Company Secretary and Compliance Officer be and are hereby severally authorized to issue the certified true copies of these resolutions and forward the same to any person or authority for their record and necessary action.”

**Certified True Copy
For Fiem Industries Limited**


Arvind K. Chauhan
Company Secretary
Membership No. FCS-7694



September 16, 2016

✓ **The General Manager
BSE Limited**

Department of Corporate Services
Floor 25, P.J. Towers, Dalal Street
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Thanking you

Yours faithfully,

For **Fiem Industries Limited**


Arvind K. Chauhan
Company Secretary



Encls: A/a

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Approval of the Placement Document

"RESOLVED THAT the Placement Document, in respect of the Issue, as per the copy placed before the Committee, duly initialed by the Company Secretary for the purpose of identification, be and is hereby adopted and approved for filing with the BSE Limited and the National Stock Exchange of India Limited (the "**Stock Exchanges**")."

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 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 placement document, and make any changes to the 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 placement document as may be necessary or desirable.

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 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 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 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 SEBI Listing Regulations and the Companies Act, 2013, as amended read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended."




Approval of the Confirmation of Allocation Note

“RESOLVED THAT the Confirmation of Allocation Note, as per the copy placed before the Committee, duly initialed by the Company Secretary for the purpose of identification, be and is hereby adopted and approved and that the Confirmation of Allocation Note along with the Placement Document be sent to the successful bidders.

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 and deliver on behalf of the Company the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any.

RESOLVED FURTHER THAT Mr. J.K. Jain, Chairman & Managing Director and Arvind K. Chauhan, Company Secretary and Compliance Officer be and are hereby severally authorized to issue the certified true copies of these resolutions and forward the same to any person or authority for their record and necessary action.”

**Certified True Copy
For Fiem Industries Limited**


Arvind K. Chauhan
Company Secretary
Membership No. FCS-7694

