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MINUTES OF THE 44TH ANNUAL GENERAL MEETING OF THE MEMBERS OF FLUIDOMAT LIMITED HELD ON 26TH SEPTEMBER, 2020 THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) AT 2:00 P.M. AND CONCLUDED AT 2:34 P.M. FOR WHICH PURPOSES THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 117, 1ST FLOOR, NAVNEET DARSHAN, 16/2 OLD PALASIA, INDORE 452018 (M.P.) SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING

PRESENCE IN THE MEETING THOROUGH VC/OVAM:

I. DIRECTORS:

- | | |
|------------------------------|------------------------|
| 1. SHRI ASHOK JAIN | -CHAIRMAN & MD |
| 2. SMT.RADHICA SHARMA | - DY. MD |
| 3. SHRI KUNAL JAIN | - EXECUTIVE DIRECTOR |
| 4. SHRI KHUSHAL CHANDRA JAIN | - INDEPENDENT DIRECTOR |
| 5. CA MAHENDRA KUMAR SHAH | - INDEPENDENT DIRECTOR |
| 6. SHRI PRAFUL R. TURAKHIA | - INDEPENDENT DIRECTOR |

II. OFFICERS IN PRESENCE:

- | | |
|---------------------------|---------------------------|
| 1. MRS. MONICA JAIN | - CHIEF FINANCIAL OFFICER |
| 1. CS DEVENDRA KUMAR SAHU | -CS & COMPLIANCE OFFICER |

III. SPECIAL INVITEES

- | | |
|-----------------------|--|
| 1. CA C.P. RAWKA | -STATUARY AUDITOR |
| 2. CS (DR.) D.K. JAIN | -SECRETARIAL AUDITOR |
| 3. CS ISHAN JAIN | -SCRUTINIZER FOR E-VOTING
& REMOTE E-VOTING |

And other members as per the Attendance Sheet.

CHAIRMAN:

Shri Ashok Jain, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members, Directors, Scrutinizer, and Special Invitees present at the 44th AGM of the company.

Apart from him the Independent Director & Chairman of the Audit Committee CA M. K. Shah also shared video conference room with Shri K. C. Jain, Independent Director & Chairman of the Nomination and Remuneration Committee and Shri Praful R Turakhia, Independent Director.

Smt. Radhica Sharma, Deputy Managing Director, Shri Kunal Jain, Whole Time Director, Secretarial Auditor Shri (Dr.) D. K. Jain, Statuary Auditor Shri C.P. Rawka and CS Ishan Jain, Scrutinizer for the E-Voting process attended meeting from different locations.

CS Devendra Kumar Sahu introduced Directors and others special invites.

CS Devendra Kumar Sahu further informed that in view of the massive outbreak of the COVID-19 pandemic, the 44th Annual General Meeting of the Company was held through VC/OAVM pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020.

QUORUM FOR THE MEETING:

CS Devendra Kumar Sahu informed that the company is having total 5534 shareholders as on the cut-off date 19th September, 2020 and need minimum 30 members to constitute the Quorum. Since, 41 members is present in person as per

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the Central Depository Services (India) Limited (CDSL) Independent agency for e-voting and VC/OAVM Attendance Sheet. Hence, adequate quorum for the meeting was present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

BOOKS & STATUTORY REGISTER:

The CS informed that the Register of Director and Key Managerial Personnel and their shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under provisions of the Companies Act, 2013 have been available online for inspection of the members.

PROCEDURE FOR THE 44TH ANNUAL GENERAL MEETING

The Chairman delivered his speech to the members at the AGM.

Company Secretary informed the members that, this time only Electronic copies of the Notice & Annual Report for the financial year 2019-20 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). The Notice of this Annual General Meeting is given on Page No. 3 to 9 of 44th Annual Report.

The Auditors Report on the Standalone & Consolidated Financial Statements of the Company is given by the Statutory Auditors M/s C.P. Rawka & Co., Chartered Accountant, Indore and it do not contain any qualification or negative remarks. With the consent of Members the Independent Auditors' Report on Standalone & Consolidated Financial Statements of the Company, is taken as read.

The Secretarial Audit Report for Financial Year 2019-20 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Same is given in Annual Report. Secretarial Audit Report does not contain any qualification or adverse remarks.


CS Ishan Jain was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this Meeting to scrutinize the voting to be done in a fair and transparent manner.

Company Secretary further informed that Company has availed service of CDSL for remote e-voting & e-voting in this AGM and as per the requirements of the Companies Act, 2013 the Remote-E voting was commenced from Wednesday 23rd September, 2020 at 9.00 A.M. (IST) and have already been completed on Friday, 25th September, 2020 at 5.00 P.M. (IST) and E-voting at this AGM already commenced and will be available upto 15 minutes from the conclusion of this AGM. Who have already casted their vote by Remote E-voting shall not be entitled to vote again in this AGM by E-voting.

The Members who are in the records of the Company as on the cut-off date i.e. 19th September, 2020 shall only be entitled to participate in the voting process.

Further please note that Pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed for 7 (Seven) consecutive years to the Investor Education and Protection Fund (IEPF) of the Central Government.

The Company has sent letters to the concerning shareholders whose dividend has not been claimed for 7 (Seven) consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.fluidomat.com>.

After that the Company Secretary placed before the meeting ~~business~~ **RESOLUTIONS** as contained in the Notice one by one for consideration and approval of members. INITIALS 

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Company Secretary further informed that, As set out in the Notice of Annual General Meeting stating the requirement to registered themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received request from Four shareholders for seeking opportunity to speak at AGM.

Thereafter, Company Secretary invited speakers one by one to ask questions or queries which was satisfactorily replied by the Board Members.

Chairman informed the members present in the AGM that the results of the remote e-voting and E-Voting at AGM along with the report of the scrutinizer will be announced within 48 (Forty Eight) hours from the conclusion of 44th Annual General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.

Chairman further informed that since all the business to be conducted at this Annual General Meeting has been transacted, I hereby declare that the 44th Annual General Meeting as close.

Chairman further confirmed that the meeting was conducted as per the requirement of the Companies Act, 2013, SEBI (LODR) Regulation, 2015, Secretarial Standard issued by ICSI and mechanism provided in the circular issued by Ministry of Corporate Affairs (MCA) circulars dated 8th April 2020, 13th April 2020 and 5th May 2020, permitted the holding of the AGM through Video Conferencing /Other Audio Visual Means, without the physical presence of the Members.

SCRUTINIERS REPORT:

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report on Remote E-voting and E-voting at the Annual General Meeting on 26th September, 2020.


DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 44TH ANNUAL GENERAL MEETING:

Thereafter, with the due consideration, the Chairman declared the following results for the 44th Annual General Meeting held on 26th September, 2020 on Monday, the 28th September, 2020 and also declared that the date of the passing of the resolutions shall be considered as the date of the 44th Annual General Meeting, i.e. 26th September, 2020, when the E-voting was taken for all the purposes.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: ORDINARY RESOLUTION: APPROVAL OF THE STANDALONE AND CONSOLIDATED AUDITED FINANCIAL STATEMENTS WHICH INCLUDE THE AUDITED BALANCE SHEET AS AT 31ST MARCH, 2020, STATEMENT OF CHANGES IN EQUITY, THE STATEMENT OF PROFIT & LOSS, AND CASH FLOW STATEMENT OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2020 AND THE REPORT OF THE BOARD'S AND AUDITORS THEREON.

"RESOLVED THAT the Standalone & Consolidated Financial statements containing the Balance Sheet as at 31st March, 2020, Statement of Profit & Loss Account, Cash Flow Statement and change in Equity Statement for the year ended 31st March, 2020 along with the Boards' and Auditors' Report thereon and the Report of the Board of Directors on Corporate Governance as circulated to the members and submitted to the Meeting be and are hereby received, considered, and adopted."

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The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)			<i>Ordinary</i>					
Whether promoter/ promoter group are interested in the agenda/resolution?			<i>No</i>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstand ing shares=[(2)/(1)]* 100 (3)	No. of Votes – in favour (4)	No. of Vote s – again st (5)	% of Votes in favour on votes polled [(4)/(2)] *100 (6)	% of Votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	E-Voting	2624731	2624731	100%	2624731	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2624731	2624731	100%	2624731	0	100%
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28400	0	0	0	0	0
Public Non Institutions	E-Voting	2273869	149453	6.57%	149453	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2273869	149453	6.57%	149453	0	100%
Total		4927000	2774184	56.31%	2774184	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed by **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

ITEM NO.2: ORDINARY RESOLUTION: CONFIRMATION OF THE PAYMENT OF THE INTERIM DIVIDEND OF RS. 2.25/- (22.50%) ON 49,27,000 EQUITY SHARE OF RS. 10/- EACH FOR THE FINANCIAL YEAR 2019-20 AS THE FULL AND FINAL PAYMENT.

“**RESOLVED THAT** confirmation of the Members of the Company for payment of interim dividend be and is hereby granted for interim dividend @ 22.50% (Rs. 2.25/-) on the Equity Shares of Rs. 10/- (Rs. Ten each) of the Company for the financial year 2019-20, which already paid to the shareholder's whose names was appeared in the register of members as on record date declared by the Board of Directors. .”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>
Whether promoter/ promoter group are interested in the agenda/resolution?		<i>No</i>

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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2)/(1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)] * 100$	% of Votes against on votes polled $[(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2624731	100%	2624731	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2624731	100%	2624731	0	100%	0
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	28400	0	0	0	0	0	0
Public Non Institutions	E-Voting	2273869	149453	6.57%	149453	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2273869	149453	6.57%	149453	0	100%	0
Total		4927000	2774184	56.31%	2774184	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

ITEM NO.3: ORDINARY RESOLUTION: RE-APPOINTMENT OF A DIRECTOR IN PLACE OF SHRI KUNAL JAIN (DIN: 01475424) WHO LIABLE TO RETIRE BY ROTATION AT THIS ANNUAL GENERAL MEETING AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT.

“RESOLVED THAT the members of the Company be and are hereby approved the re-appointment of Shri Kunal Jain (DIN: 01475424), Executive Director whose period of office was liable to retire and was available for re-appointment in the Annual General Meeting and Board of Directors be and is hereby authorized to do all such acts for the purpose of this resolution.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)	<i>Ordinary</i>
Whether promoter/ promoter group are interested in the agenda/resolution?	<i>No</i>

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Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[$(2)/(1)]*100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [$(4)/(2)]*100$	% of Votes against on votes polled [$(5)/(2)]*100$
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2624731	100%	2624731	0	100%	0
	Poll		0	0	0	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2624731	2624731	100%	2624731	0	100%
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28400	0	0	0	0	0
Public Non Institutions	E-Voting	2273869	149453	6.57%	149453	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		2273869	149453	6.57%	149453	0	100%
Total		4927000	2774184	56.31%	2774184	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 3 was passed **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

VOTE OF THANKS:

Being no other business, the Chairman thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

Place: Indore
Date: 08/10/2020

Ashok Jain
ASHOK JAIN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00007813

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