



**FLUIDOMAT
LIMITED**

Head Office & Works : 7C-8J, I. S. Gajra Industrial Area I, A. B. Road, DEWAS - 455 001 (M.P.) INDIA
Phone : + 91-7272-268100, 258582, 258583. Fax : 91-7272-258581
Email : info@fluidomat.com Website : www.fluidomat.com
CIN No : L74210MP1978PLC001452



FL/SE/DKS/2022-23

26th September, 2022

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Rotunda Building
P.J. Tower, Dalal Street Fort,
Mumbai - 400001

BSE CODE: 522017

Sub: Submission of the Proceedings of the 46th Annual General Meeting held on Monday, the 26th September, 2022, pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we are pleased to submit the proceedings of the 46th Annual General Meeting of Fluidomat Limited held on Monday, 26th September 2022 at 2:00 P.M. and concluded at 2:32 P.M. through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”) and for this purpose the registered office of the company situated at 117, 1st Floor, Navneet Darshan, 16/2, Old Palasia, Indore, (M.P.) 452018 shall be deemed to be the venue of the meeting.

Please note that results of e-voting will be intimated to you separately upon receipt of Report from the Scrutinizer within 2 working days from the conclusion of the Annual General Meeting.

You are requested to please take on record the above said document for your reference and further needful.

Thanking You,
Yours Faithfully,

For, FLUIDOMAT LIMITED

**DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER
Encl.: a/a**

PROCEEDING OF THE 46TH ANNUAL GENERAL MEETING OF FLUIDOMAT LIMITED HELD ON MONDAY THE 26TH SEPTEMBER 2022, THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO VISUAL MEANS (“OAVM”) AT 2:00 P.M. AND CONCLUDED AT 2:32 P.M. FOR WHICH PURPOSE 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 THROUGH VC/OAVM:

I. DIRECTORS:

- | | |
|------------------------------|--------------------------------|
| 1. SHRI ASHOK JAIN | - CHAIRMAN & MANAGING DIRECTOR |
| 2. SMT.RADHICA SHARMA | - DEPUTY MANAGING DIRECTOR |
| 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 |
| 2. CS DEVENDRA KUMAR SAHU | - CS & COMPLIANCE OFFICER |
| 3. SHRI PROMOD KUMAR JAIN | - VICE PRESIDENT |

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 |
| 4. CA J.P. SARAF | - PROPOSED AUDITOR |

Total No. of Members on the Cutoff date 19th September, 2022 were 5654 Members, as per the requirement of the Companies Act, 2013, in order to have a valid quorum atleast 30 members are required to be present through VC/OAVM. Adequate members attended AGM through VC/OAVM.

PROCEEDING OF THE MEETING:

The 46th Annual General Meeting (the “AGM”) 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, Circular No. 02/2021 dated 13th January, 2021 and Circular No. 02/2022 dated 5th May, 2022 (which extended the time line for holding of Annual General Meetings through VC/OAVM till 31st December, 2022). Securities and Exchange Board of India(“SEBI”) also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 and 13th May, 2022 till December 31, 2022 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

As per Article of the Article of Association of the Company, Shri Ashok Jain, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members and directors and invitees present in the meeting through VC/OAVM.

CS Devendra Kumar Sahu, Company Secretary informed that the company is having total 5654 shareholders as on the cut-off date i.e. 19th September, 2022 and needs 30 members to constitute the Quorum, hence adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

CS Devendra Kumar Sahu, Company Secretary took a roll call of the Directors and introduced other invites.

The Chairman of the Audit Committee Shri M.K. Shah was available to respond to the queries relating to Books of Accounts and Directors Remuneration etc.

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

Company Secretary informed the members that, electronic copies of the Notice & Annual Report for the financial year 2021-22 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 17 of 46th 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. The Auditor's Report does not contain any qualification or negative remarks.

The Secretarial Audit Report for Financial Year 2021-22 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 & e-voting at this Meeting. The Scrutinizer will ensure the voting to be done in a fair and transparent manner.

Company Secretary further informed that Company has availed service of Central Depository Services (India) Limited (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 Friday 23rd September, 2022 at 9.00 A.M. (IST) and have already been completed on Sunday, 25th September, 2022 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. Those 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, 2022 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 businesses as contained in the Notice one by one for consideration and approval of the members.

S. No.	Type of resolution passed	Matters
1.	Ordinary	Adoption of the Standalone and Consolidated Audited Financial Statements which include the Audited Balance Sheet as at 31 st March, 2022, Statement of Changes in Equity, the Statement of Profit & Loss, and Cash Flow Statement of the company for the financial year ended 31 st March, 2022 and the Reports of the Board's and Auditors thereon.
2.	Ordinary	Declaration of dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2022
3.	Ordinary	Re-appointment of a director in place of Mrs. Radhica Sharma (DIN: 06811597) who are liable to retire by rotation at this Annual General Meeting and being eligible offers herself

		for re-appointment
4.	Special	Appointment of M/s J.P. Saraf & Co., Chartered Accountants (F.R. No. 006430C), who fulfills the criteria of independence as the Statutory Auditors of the Company in place of the retiring auditors M/s C.P. Rawka & Co. Chartered Accountants, whose tenure shall be expired on the conclusion of this Annual General Meeting for a first term of 5 consecutive years i.e. commencing from the conclusion of this Annual General Meeting until the conclusion of 51 st Annual General Meeting to be held in the year 2027 and Authorised Board of Directors to finalize the remuneration of the Statutory Auditor (plus applicable taxes) and reimbursement of out-of-pocket expenses, based on the recommendation of the Audit Committee and further authorised Board of Directors including Audit Committee thereof to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution.
5.	Special	Re-appointment of Shri Kunal Jain (DIN- 01475424) as the Whole-time Director and designated as the Executive Director of the Company for a further period of 3 (Three) years w.e.f. 1st May, 2023.
6.	Special	Ratify the appointment of Shri Praful Ratilal Turakhia (DIN:00366398) Independent Director for the remaining period of second term due to attending the age of 75 years

Company Secretary further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register 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 three shareholders for seeking opportunity to speak at AGM.

Thereafter, Company Secretary invited speakers 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 2 working days from the conclusion of 46th 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 businesses to be conducted at this Annual General Meeting has been transacted, the 46th Annual General Meeting has come to an end.

Chairman further confirmed that the meeting was conducted as per the requirement of the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and Secretarial Standard issued by ICSI.

Chairman thanked all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

For, **FLUIDOMAT LIMITED**

DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER