



FLUIDOMAT LIMITED

ISO 9001 : 2008



FM 82849

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CIN No : L74210MP1978PLC001452



FL/SE/DKS/2018-19

26th September, 2018

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 42nd Annual General Meeting held on 26th September 2018, pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

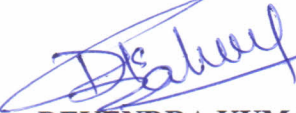
Dear Sir/Madam,

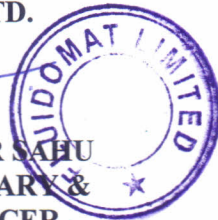
Pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we are pleased to submit the Proceedings of the 42nd Annual General Meeting held on Wednesday the 26th September 2018 at 2:00 P.M. and concluded at 2:30 P.M. At the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001.

Please note that results of e-voting as well as poll will be intimated to you separately upon receipt of Report from the Scrutinizer within 48 hours 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 LTD.


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



PROCEEDING OF THE 42ND ANNUAL GENERAL MEETING OF FLUIDOMAT LIMITED HELD ON WEDNESDAY THE 26TH SEPTEMBER 2018, AT PRITAM LAL DUA AUDITORIUM, GOVERNMENT AHILYA CENTRAL LIBRARY, NEAR REGAL SQUARE, M G ROAD, INDORE-452001 AT 2:00 P.M. AND CONCLUDED AT 2:30 P.M.

PRESENCE IN THE MEETING ON THE DAIS:

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 |
| 5. SHRI PRAFUL R. TURAKHIA | - INDEPENDENT DIRECTOR |

II. OFFICERS IN PRESENCE:

- | | |
|---------------------------|---------------------------|
| 1. CS DEVENDRA KUMAR SAHU | - CS & COMPLIANCE OFFICER |
|---------------------------|---------------------------|

III. SPECIAL INVITEES

- | | |
|------------------|-----------------------------------|
| 1. CS D.K. JAIN | - SECRETARIAL AUDITOR |
| 2. CS ISHAN JAIN | - SCRUTINIZER FOR E-VOTING & POLL |

PROCEEDING OF THE MEETING:

As per 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.

CS Devendra Kumar Sahu, Company Secretary informed that the company is having total 6963 shareholders as on the cutoff date 19th September, 2018 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 introduced Directors and others sitting at dais.

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.

The Company Secretary informed the members that electronic copies of the Annual Report for the financial year 2017-18 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address in permitted mode; as per records made available by NSDL, CDSL and Registrar & Share Transfer Agent of the Company.

The Company Secretary informed the members that the Notice of this Annual General Meeting is given on Page No. 3 to 12 of 42nd Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.



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

The Company Secretary informed the members that the Secretarial Audit Report for Financial Year 2017-18 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Same is given on Page No. 20 of the Annual Report. Secretarial Audit Report does not contain any qualification or adverse remarks.

CS informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept at the meeting and open for inspection of the members.

Company Secretary informed that as per requirement of the Companies Act, 2013 the electronic voting was commenced on 9:00 A.M. of 23rd September, 2018 had already been completed at 5.00 P.M. on 25th September, 2018 and voting in the general meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their questions on any agenda items of the company at any time during the meeting.

Company Secretary also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS: 29444, CP: 13032) of Indore as scrutinizer to scrutinize the e-voting results as well as voting through poll.

During the AGM the Company Secretary further informed about the following developments or events relating to shareholders of the company:-

1. Pursuant to the Investors Education and Protection Fund 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 consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government.

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

2. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The Company has sent two letters to all the shareholders holding shares in the physical form.

It may please be noted very carefully by the shareholders who are unable to provide required details to the Share Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being



undelivered on or before 17th October, 2018 (i.e. 180 days from the date of circular) shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

3. As per Amendments made w.e.f. 8th June, 2018 in the Regulation 40 of the SEBI (LODR) Regulation 2015 the shares shall be transferable only in the Demat form w.e.f. 5th December, 2018. Therefore, as per requirement of the Regulation the Share Transfer Agent of the Company has sent letters to the members holding shares in the physical form advising the members to get their shares in the Demat form as earliest. The members are requested to please take necessary action for dematerialization of shares as earliest but before 5th December, 2018 to avoid hardship in transfer of shares thereafter.

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. Further the Company Secretary asked the members of the company present at the meeting to raise queries relating to the business affairs of the Company if any, which would be replied by the Chairman of the Audit Committee. However, no questions were raised.

<i>No.</i>	<i>Type of Resolution</i>	<i>Item/s</i>
1	Ordinary	Consideration and Adoption of the Audited Financial Statements containing the Balance Sheet as at 31 st March, 2018, the Statement of Profit & Loss, Cash Flow Statement and Equity Statement for the financial year ended on 31 st March, 2018 and the Reports of the Boards' and Auditors thereon.
2	Ordinary	Declaration of dividend of Rs. 1.75 (17.50%) on equity shares of Rs. 10/- each for the financial year ended 31 st March, 2018.
3	Ordinary	Re-appointment of a director in place of Shri Ashok Jain (DIN: 00007813) who liable to retire by rotation and being eligible offers himself for re-appointment.
4	Special	Re-appointment of Shri Ashok Jain (DIN: 00007813) on account of attainment of 70 years of age on 4 th January, 2019, as the Chairman & Managing Director of the Company for a period of five years w.e.f. 1 st July, 2019 and approval of remuneration.
5	Special	Re-appointment of Shri Khushal Chandra Jain (DIN: 00007916) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1 st April, 2019 to 31 st March, 2024.
6	Special	Re-appointment of Shri Mahendra Kumar Shah (DIN: 00014556) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1 st April, 2019 to 31 st March, 2024.
7	Special	Re-appointment of Shri Praful Ratilal Turakhia (DIN: 00366398) as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years, w.e.f. 1 st April, 2019 to 31 st March, 2024.



On the instructions of the Chairman, the Company Secretary arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 in the Poll Box and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is cast, the Vote given by e-voting shall be considered as final and the later be treated as invalid by the Scrutinizer and the vote casted by electronic mode will be prevailed.

The Scrutiniser requested members to fill the entire Poll paper in proper manner, like, name, address, LF/Client ID, number of shares held and then mark right tick on the assent or dissent as they may desire appropriate for each of the proposed resolution.

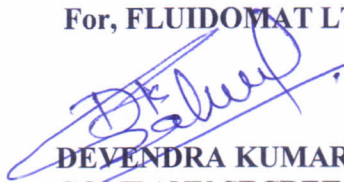
The Chairman provide 15 minutes' time for polling and then the Scrutinizer ascertained that no member was left for polling; he locked the Poll Box in presence of the two witnesses who was not in employment of the company and collected the Poll Box and Attendance Sheet, etc for scrutiny of the Poll Papers.

Thereafter the Chairman informed all the members of the Company that the results of the Poll and E-Voting along with the report of the scrutinizer will be announced within 48 hours from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company's, BSE and NSDL Website.

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 and requested the members to join for tea.

The Conclusion time and date of 42nd Annual General Meeting was 26th September, 2018 at 2:30 P.M.

For, FLUIDOMAT LTD.


DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER

