



# FLUIDOMAT LIMITED

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CIN No : L74210MP1978PLC001452



## Ethics Code of Conduct for Board of Directors and Senior Management personnel of Fluidomat Limited

*Under Regulation 17(5) of the SEBI (Listing Obligations and Disclosures Requirements)  
Regulation, 2015*

### 1. PREAMBLE:

The Board of Directors (Board) of Fluidomat Limited (the Company) has adopted the following CODE OF CONDUCT. The Board shall review and may amend the code periodically.

### 2. PURPOSE:

The Code of Conduct has been framed as per requirement of Regulation 17(5) of SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015 (hereinafter referred to as the "Listing Regulation")

### 3. INTRODUCTION:

The Code of Conduct (hereinafter referred to as the "Code") shall be called "The Code of Conduct for the Members of the Board and Senior Management personnel" of Fluidomat Limited (hereinafter referred to as the "Company") The purpose of this code is to enhance ethical and transparent process in managing the affairs of the Company, and thus to sustain the trust and confidence shown in the Management by the shareholders of the Company with a mission ***"To create an international brand with high standards of Quality, Technology, R & D and Business ethics."***

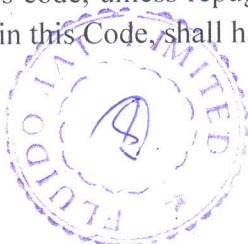
The Company currently has its internal rules and regulations, within the framework of various laws, which govern the conduct of all permanent employees of the Company.

This code shall be applicable to all the Board Members and Senior Management of the Company and the principles prescribed in this Code are general in nature and lay down broad standards of compliance and ethics, as required by Listing Regulation.

Violations of law, or this code or company's rules & regulations or procedures should be reported immediately to the Managing Director/Compliance Officer of the company in writing.

### 4. DEFINITIONS:

In this code, unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them.



4.1 'Company' means Fluidomat Limited.

4.2 'Board Members' means Board of directors of the Company.

4.3 'Senior Management' shall mean personnel of the company who are members of its core management team excluding Board of directors. Normally, this would comprise all members of management one level below the executive directors, including all functional heads.

4.4 'Relative' shall have the same meaning assigned to them in Section 2(77) of the Companies Act, 2013.

4.5 'Price Sensitive Information' shall have the same meaning as assigned to them in SEBI (Prohibition of Insider Trading) Regulations, 2015.

4.6 'Officers' shall collectively refer to the board members and the senior management personnel.

4.7 'Listing Regulation' means SEBI (Listing Obligations and Disclosures Requirements) Regulation, 2015

4.8 'Compliance Officer' means the officer appointed by the Board of directors under the Listing Regulation.

#### 5. COMPLIANCE:

All Board Members and senior management personnel of the Company shall affirm compliance with this Code on annual basis in such form as may be prescribed (Annexure I) and send it to the Compliance Officer by 30th April each year. The annual report of the Company shall contain a declaration to this effect.

#### 6. CODE OF CONDUCT:

Every Officer shall act within the authority conferred upon him by the Company and under applicable law, keeping the best interests of the Company and adhere to the following:

6.1 Shall act with personal and professional integrity, due care, skill, diligence, honesty, good faith as well as high moral and ethical standards;

6.2 Shall be independent in their judgment and actions;

6.3 Shall not participate in any decision making process on a subject matter in which a conflict of interest exists or is likely to exist such that an independent judgment of the Company's best interest cannot be exercised;

6.4. Shall not allow their personal interest to conflict with the interest of the Company, if they are considering investment in the Company's customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the company. In the event of there being a conflict of interest and duty, they should make full disclosure of all facts and circumstances thereof to the Board of directors;

6.5 Shall not, in his official capacity, enter into business with (a) a relative or (b) a private limited company in which he or his relative is a member or a director (c) a public limited company in which he or his relative holds 2% or more paid up share capital and (d) with a firm in which the relative is a partner, except with the prior approval of the Managing Director of the Company unless otherwise permitted by law;

6.6 Shall not discriminate employees based on colour, religion, caste, creed or gender;

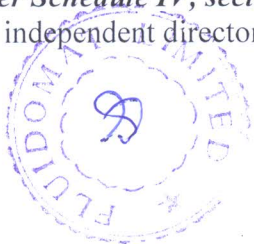
6.7 Shall not commit any offence involving moral turpitude.



- 6.8** Shall refer all inquiries or calls from the press, media and financial analysts to the Company's Managing director. The Company has designated its Managing Director as official Company spoke people for any company related matters.
- 6.9** Unless specifically permitted by the Managing Director of the Company, not to hold any positions or jobs or directorship or engage in other businesses or interests that are prejudicial to the interests of the company.
- 6.10** Shall not disclose any Price Sensitive Information/Unpublished Price Sensitive information that may affect performance of the Company.
- 6.11** Unless specifically permitted by the Managing Director of the Company, the Officers shall not serve as director of any other company or accept any appointment or post, whether advisory or administrative or as partner of a firm that is engaged in a business competing with the Company or with which the company has business relations.
- 6.12** The Officers shall protect the Company's assets including physical assets, intangible assets, information and intellectual rights and shall not use the same for personal gain.
- 6.13** Shall ensure that their actions in the conduct of business are totally transparent except where the needs of business security dictate otherwise. Such transparency shall be brought about through appropriate policies, systems and processes.
- 6.14** Should strive for optimum utilization of available resources. They shall exercise care to ensure that costs are reasonable and there is no wastage.
- 6.15** Shall follow all prescribed safety and environment related norms.
- 6.16** Are to exercise due diligence in attending to their respective duties and obligations in the best interest of the Company.
- 6.17** Are to ensure that the Company carries out its business as per accepted practices of business integrity, ethical standards, fair play and conduct, honestly, legitimately and as a fair competitor.
- 6.18** Are to endeavor that the products / services of the Company meet the accepted standards of quality and also the specifications of the legal authorities/ laws so that customer satisfaction is ensured. Moreover costs are kept reasonable.
- 6.19** Are to endeavor that their dealings with the customers are given due importance, value is created and relationship of trust is built. In dealing with suppliers it should be the endeavor that supplies are based on need, quality, service, price, and appropriate terms and conditions.
- 6.20** Are to ensure that the rights of shareholders and fixed depositors are met as per law and good corporate practices, and all efforts are made to provide best services to them.
- 6.21** Are to ensure to use the information technology resources of the Company and social media responsibly without detriment to the interest of the Company.
- 6.22** Are to endeavor that the Company be a trusted corporate citizen and, as an integral part of the Society, fulfills its responsibilities and duties to the societies and communities in which it operates.
- Compliance with laws, rules, and regulations:  
The Directors and the Senior Management shall ensure compliance with all the applicable laws, rules, regulations etc. as amended from time to time.

*Apart from the above the Independent Directors shall abide by statutory duties as prescribed in 3 under Schedule IV, section 149 (8) of Companies Act, 2013 stated below:-*

The independent directors shall—



- a) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- b) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company;
- c) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- d) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- e) strive to attend the general meetings of the company;
- f) where they have concerns about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- g) keep themselves well informed about the company and the external environment in which it operates;
- h) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- i) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure themselves that the same are in the interest of the company;
- j) ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- k) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- l) acting within his authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- m) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.

#### **7. REVIEW OF THE CODE:**

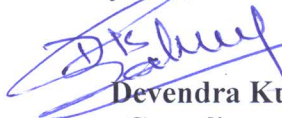
The provisions of this Code can be reviewed and modified by the Board of directors of the Company from time to time and all such amendments and modifications shall take effect from the date stated therein.


#### **8. PLACEMENT OF THE CODE ON WEBSITE:**

Pursuant to listing regulation, this Code and any amendment thereto shall be posted on the website of the Company.

*Note: The above said code was reviewed by the Board of directors at their meeting held on 13<sup>th</sup> February, 2016 and shall become applicable from the date of modification i.e. 13<sup>th</sup> February, 2016*

By Orders of the Board

  
Devendra Kumar Sahu  
Compliance Officer &  
Company Secretary



\*\*\*\*End\*\*\*\*

**Affirmation of Code of Conduct for Board of Directors and Senior  
Management personnel of Fluidomat Limited**

*Under Regulation 26(3) of the SEBI (Listing Obligations and Disclosures  
Requirements) Regulation, 2015*

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Annexure I

To,  
The Compliance Officer  
Fluidomat Limited

**Sub : Confirmation of Compliance of the Code of Conduct of Fluidomat Limited.**

I \_\_\_\_\_ (name), \_\_\_\_\_  
(designation) of the Company, do hereby confirm that I have fully complied with the  
provisions of the Code of Conduct of the Fluidomat Limited for the Accounting year  
ending on 31st March, 200\_\_

Date : \_\_\_\_\_

Signature: \_\_\_\_\_

Place: \_\_\_\_\_

Name: \_\_\_\_\_

*Note: to be submitted by 30th April, each year.*