

**NOTICE**

Notice is hereby given that 42nd Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on Wednesday the 26th day of September, 2018 at 2.00 P.M. at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Audited Financial Statements containing the Balance Sheet as at 31st March, 2018, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31st 2018 and the Reports of the Board and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31st March, 2018.
3. To appoint a director in place of Shri Ashok Jain (DIN: 00007813) who is liable to retire by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:**4. Re-appointment of Shri Ashok Jain (DIN:00007813) as a Chairman & Managing Director:**

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and Board of Directors and subject to the provisions of Section 196,197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V of the Companies Act, 2013 and Articles of Association of the company, approval of the members of the Company be and is hereby accorded on account of attainment of 70 years of age on January 4, 2019 as the Chairman & Managing Director of the Company for a period of five years w.e.f. July 01, 2019 on remuneration upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month and reimbursement of medical expenses upto Rs. 1,00,000/- (One Lakh) per annum. whose period of office is liable to retirement by rotation.

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, Shri Ashok Jain, the Chairman & Managing Director shall also be entitled for the following benefits and shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category.

1. **Employers Contribution to PF:** As per the Rules of the Company.
2. **Gratuity:** As per the rules of the Company, subject to the maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. **Earned Privilege Leave:** As per the rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.
4. **Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

FACILITIES TO PERFORM THE COMPANIES WORK:

1. **Car:** The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance/car expenses shall be made as per actual on the basis of claims submitted by him.
2. **Telephone, Internet and Cell:** Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.
3. **Electricity and Water :** The company shall pay electricity bill and water charges for the residence of Shri Ashok Jain

FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Ashok Jain shall be minimum remuneration payable by the Company.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Ashok Jain as “the Employer-Employee” and each party may terminate the above said appointment with six months notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Ashok Jain, the Chairman & Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any





question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

5. Re-appointment of Shri Khushal Chandra Jain (DIN:00007916) as an Independent Director:

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Khushal Chandra Jain (DIN: 00007916), who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 and being eligible has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Khushal Chandra Jain who has also having age of more than 75 years be and is hereby re-appointed 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. 1st April, 2019 to 31st March, 2024.”

6. Re-appointment of Shri Mahendra Kumar Shah (DIN:00014556) as an Independent Director:

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Mahendra Kumar Shah (DIN: 00014556), who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 and being eligible has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Mahendra Kumar Shah be and is hereby re-appointed 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. 1st April, 2019 to 31st March, 2024.”

7. Re-appointment of Shri Praful Ratilal Turakhia (DIN:00366398) as an Independent Director:

To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:
“RESOLVED THAT pursuant to the provisions of sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Praful Ratilal Turakhia (DIN: 00366398) who was appointed as an Independent Director upto the 1st term of 5 years ending on 31st March, 2019 being eligible has submitted a declaration for his independence and upon recommendation of the Nomination and Remuneration Committee and the Board of directors, Shri Praful Ratilal Turakhia be and is hereby re-appointed 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. 1st April, 2019 to 31st March, 2024.”

Date: 13th August, 2018

Place: Indore

Registered Office:

CIN: L74210MP1978PLC001452

117, First Floor, Navneet Darshan

16/2, Old Palasia, Indore (M.P.) 452001

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE

By Orders of the Board

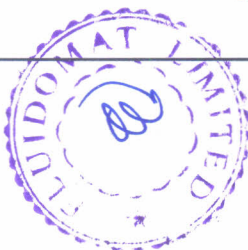
DEVENDRA KUMAR SAHU
COMPANY SECRETARY
ACS 31933





COMPANY. A BLANK FORM OF PROXY IS ATTACHED HEREWITH AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 42ND ANNUAL GENERAL MEETING.

2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN AGGREGATING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of the Notice.
4. The Company's Register of members and share transfer books shall remain closed from Thursday the September, 20th 2018 to Wednesday, the September, 26th 2018 (both days inclusive) for the purpose of the Annual General Meeting and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.
5. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
7. Members seeking any information are requested to write to the Company by email at info@fluidomat.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and e-mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2017-18 will be hosted on Company's website www.fluidomat.com.
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M and 4:00 P.M up to the date of the meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. 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 or encashed for 7 or more 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/encashed for 7 or more consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.fluidomat.com>. Please note that the shares so transferred to the IEPF can be claimed from the IEPF Authority as per the procedure prescribed under the Rules.





15. 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 first letter to all the shareholders holding shares in the physical form by the Registered Post and further two reminder letters will also be sent by the Ordinary Post for requiring the aforesaid details. 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.
16. 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 get the 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.
17. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which may be transferred if continuing remain unpaid and or the balance amount if claimed by the shareholders for transfer thereafter the same to IEPF are as under:

F.Y. Ended	Declaration Date	Due Date	Amount remains unpaid/un claimed as at 31.03.2018 (Rs.)
31 st March, 2011	26/09/2011	25/10/2018	215913.00
31 st March, 2012	26/09/2012	25/10/2019	277646.25
31 st March, 2013	26/09/2013	25/10/2020	531837.50
31 st March, 2014	26/09/2014	25/10/2021	623427.75
31 st March, 2015	26/09/2015	25/10/2022	614751.50
31 st March, 2016	26/09/2016	25/10/2023	554945.00
31 st March, 2017	26/09/2017	25/10/2024	443072.00

18. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (LODR) Regulation, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 42nd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The cut-off date for the purpose of voting (including remote e-voting) is Wednesday, the 19th September, 2018

The remote e-voting facility will be available during the following period after which the portal shall forthwith be blocked and shall not be available:-

Commencement of remote e-voting	09.00 am (IST) on Sunday 23rd September, 2018
End of remote e-voting	05.00 pm (IST) on Tuesday, 25th September, 2018

Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

19. Members are requested to carefully read the below mentioned instructions for remote e-voting before casting their vote.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?





1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

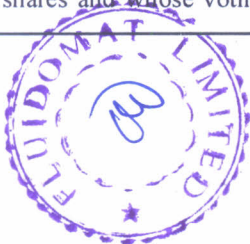
Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID for example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.





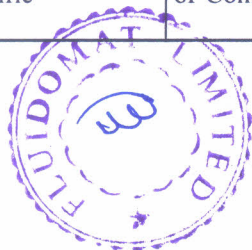
3. Select "EVEN" of Fluidomat Ltd. for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

20. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ishan1619@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2018.
5. CS Ishan Jain, Practicing Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fluidomat.com and on the website of NSDL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd. within 48 hours as per SEBI (LODR) Regulation, 2015.
8. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. at the address;
Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731- 4281333/0731-4065797/99 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com

21. Details of the directors seeking re-appointment as per Item No. 3, 4, 5, 6 and 7 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

Name of Directors	Shri Ashok Jain	Shri Khushal Chandra Jain	Shri Mahendra Kumar Shah	Shri Praful Ratilal Turakhia
DIN	00007813	00007916	00014556	00366398
Designation	Chairman & Managing Director	Independent Director	Independent Director	Independent Director
Date of Birth	05-01-1949	08-01-1943	19-07-1958	21-04-1948
Date of Appointment (previous)	01-07-2016	01-04-2014	01-04-2014	01-04-2014
Expertise/Exp experience in specific	More than 45 years experience in the field of Company's product	54 years Corporate experience in the field of Accounts, Finance,	More than 33 years experience in Auditing and Taxation.	45 years experience in Engineering Pharma Bulk





functional areas		Taxation and Industrial Management.		Drugs and Chemical Industries.
Qualification	BE Mechanical	M. Com DIT	CA	BE Mechanical
No. & % of Equity Shares held	1106452 (22.46%)	200	NIL	NIL
List of outside Company's directorship held	Redwood Packaging Pvt. Ltd	NIL	1. Aawas Finance Ltd. 2. DMIC Pithampur Jal Prabandhan Company Limited	Ratilal Chemark Pvt. Ltd.
Chairman/Member of the Committees of the Board of Directors of the Company	Nil	1. Nomination & Remuneration Committee-Chairman 2. Stakeholder Relationship Committee-Member 3. Audit Committee-Member 4. CSR Committee-Member 5. Corporate Compliance Committee - Chairman	1. Nomination & Remuneration Committee-Member 2. Stakeholder Relationship Committee-Chairman 3. Audit Committee-Chairman 4. CSR Committee-Chairman 5. Risk Management Committee-Chairman 6. Corporate Compliance Committee - Member	1. Nomination & Remuneration Committee-Member 2. Stakeholder Relationship Committee-Member 3. Audit Committee-Member 4. CSR Committee-Member 5. Corporate Compliance Committee - Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	NIL	NIL	NIL	NIL
Disclosures of relationships between directors inter-se.	1. Shri Kunal Jain; Executive Director Relation- Son 2. Mrs. Radhica Sharma; Deputy Managing Director Relation-Daughter	NIL	NIL	NIL

BRIEF RESUME**1. Shri Ashok Jain:**

He is a technocrat and qualified graduate electrical engineer with more than 45 years all-round experience of design, development of fluid couplings and management of industry. He has developed the fluid coupling technology indigenously and brought India amongst few selected Companies in the world possessing this technology. He is considered the best expert in India on fluid couplings including its application, usages and energy saving. He is also recognized internationally by all the competitors and many users/buyers of fluid couplings in many places of the world.

2. Shri Khushal Chandra Jain:

He is M.com & DIT and having more than 54 years experience in the field of accounts, Finance, Taxation and Industrial Management. He is acquainted with through knowledge of business. His experience, Commitment and capabilities are playing a crucial role in the growth of the company.





3. Shri Mahendra Kumar Shah:

He is Chartered Accountant and having more than 33 years experience in the field of accounts, Finance, Taxation, and Audit. He is qualified Chartered Accountant. He shows his commitment, integrity and efforts towards the success of the Company. He is serving in various Companies as a Director along with the Fluidomat Ltd. He is the chairman of Audit Committee of the Company.

4. Shri Praful Ratilal Turakhia:

He is qualified BE Mechanical and having more than 45 years of experience in the field of Engineering, Pharmacy Bulk and Chemical Industry. He is serving in various Companies as a Director along with the Fluidomat Ltd

EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

Shri Ashok Jain was re-appointed at the 39th Annual General Meeting held on 26th September, 2015 as the Chairman cum Managing Director for a period of 3 years w.e.f. 1st July, 2016 on the total monthly remuneration not exceeding Rs.3,50,000/- per month.

Shri Ashok Jain is going to attain the age of 70 years on 4th January, 2019 and he is eligible for re-appointment for period of five year after passing special resolution pursuant to the proviso of section 196(3)(a) of the Companies Act, 2013.

In view of his attaining the age of 70 years on 4th January, 2019, and proposed re-appointment for a period of five years from 1st July, 2019 to 30th June, 2024, the company needs to seek approval of members by way of special resolution u/s 196(3)(a) read with Schedule V of the Companies Act, 2013.

Shri Ashok Jain is a technocrat and is a qualified graduate electrical engineer with more than 45 years all-round experience of design, development of fluid couplings and management of industry. He has developed the fluid coupling technology indigenously and brought India amongst few selected Companies in the world possessing this technology. He is considered the best expert in India on fluid couplings including its application, usages and energy saving. He is also recognized internationally by all the competitors and many users/buyers of fluid couplings in many places of the world. He is thus key asset of the Company and is fully capable to take the Company on progressive path with his knowledge and management skills. The Fluid coupling industry in the Country is having special category and the Company's activities cannot be compared with others.

The Nomination and Remuneration Committee and the Board at their meeting held on 13th August, 2018 considered that the Company needs to re-appoint Shri Ashok Jain as a Chairman & Managing Director for a further period of five years w.e.f. 1st July, 2019 on the terms and conditions and remuneration as set out in the Item No. 4 of the notice and recommend to pass necessary special resolution at the Meeting.

Shri Ashok Jain, is financially interested in the resolution to the extent of the remuneration as may be paid to him. Further that Shri Kunal Jain and Mrs. Radhica Sharma Whole-time Directors and Mrs. Monica Jain, Chief Financial Officer being his relatives may be deemed as concerned or interested otherwise in the resolutions. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Ashok Jain is a promoter and also holding 11,06,452 equity shares of Rs. 10/- each consisting of 22.46% of the total paid up capital of the Company.

The Information as required under section II, Part 2 of the Schedule V is being given as under

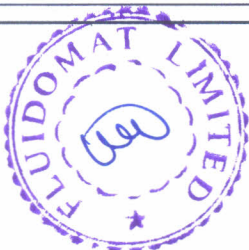
I. General Information:

(1) Nature of industry	Engineering machinery (Fluid coupling manufacturing)
(2) Date or expected date of commencement of commercial production	N.A., already existing in business
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business





(4) Financial performance based on given indicators	The Company has achieved gross turnover of Rs.2405.48 Lakhs for the year ended 31 st March, 2018 and earned profits before Tax Rs.314.27 Lakhs.
(5) Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company.
II. Information about the appointee:	
(1)Background details	Shri Ashok Jain is a technocrat and qualified graduate electrical engineer with more than 45 years all-round experience of design, development of fluid couplings and management of industry. He has developed the fluid coupling technology indigenously and brought India amongst few selected Companies in the world possessing this technology. He is considered the best expert in India on fluid couplings including its application, usages and energy saving. He is also recognized internationally by all the competitors and many users/buyers of fluid couplings in many places of the world.
(2)Past remuneration	The total Remuneration for the year period 2017-18 was Rs. 44.44 Laks
(3)Recognition or awards	Nil
(4)Job profile and his suitability	Shri Ashok Jain, the Chairman And Managing Director is in-charge of the entire affairs of the Company being the Managing Director subject to superintendence and control of the Board of directors and conduct the activities of the Company, also assisted by two whole time directors
(5)Remuneration proposed	Rs. 42.00 Lakh+ perks as may be admissible.
(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7)Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Ashok Jain alongwith his relatives hold 50.87% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Chairman And Managing Director and dividend as may be declared by the Company. His relatives have also rented out office premises to the Company on terms approved by the Board. Shri Ashok Jain is a relative of Mr. Kunal Jain, and Mrs. Radhica Sharma whole-time directors and Mrs. Monica Jain, CFO of the Company.
III. Other information:	
(1)Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits due to adverse market position and matter of demand and supply, the profits may be inadequate in a particular period. The reasons for inadequate profit is decrease in the turnover and profits during the year 2017-18,
(2)Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and replacing old machines
(3)Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.





Item No. 5 to 7

Shri Khushal Chandra Jain (DIN: 00007916), Shri Mahendra Kumar Shah (DIN: 00014556) and Shri Praful Ratilal Turakhia (DIN: 00366398) were appointed as the Independent Directors of the Company to hold office as Independent Director up to March 31, 2019 (“first term”).

The Nomination and Remuneration Committee of the Board of Directors, on the basis of the report of performance evaluation, has recommended for their re-appointment as the Independent Directors for a second term of 5 (five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given his background and experience and contributions made by him during their tenure, the continued association would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors.

Accordingly, it is proposed to re-appoint them as Independent Directors of the Company, not liable to retire by rotation, for a second term of 5 (five) consecutive years w.e.f. 1st April, 2019 on the Board of the Company.

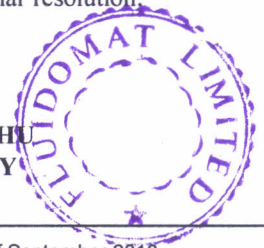
Shri Khushal Chandra Jain has attained the age of 75 years, therefore, his re-appointment can be made by way of special resolution. All the aforesaid independent directors proposed for re-appointment are not disqualified as a Director in terms of Section 164 of the Act and other applicable laws and has given their consent to act as a Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015. In the opinion of the Board, these directors fulfil the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and the SEBI (LODR) Regulation, 2015.

They shall be paid remuneration by way of fee for attending meetings of the Board. Copy of draft letter of appointment of them setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The aforesaid directors may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable and their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

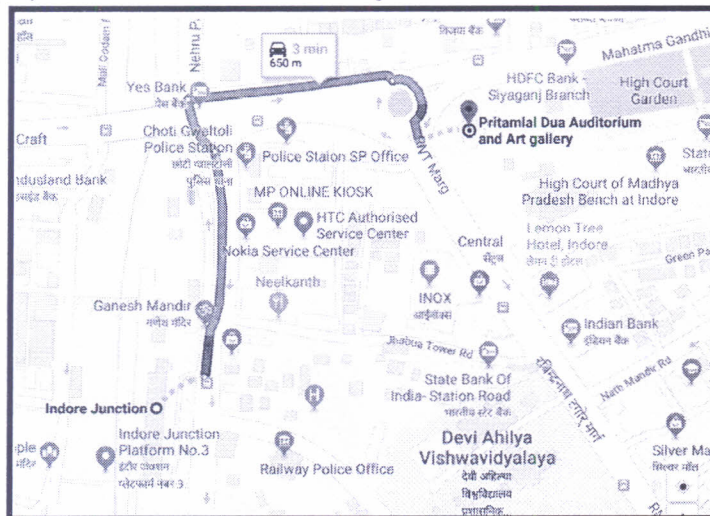
Your directors recommend to pass resolutions as set out in the Item No. 5 to 7 by way of special resolution.

By Orders of the Board
[Signature]
DEVENDRA KUMAR SAHU
COMPANY SECRETARY
ACS 31933



Place: Indore
Date: 13th August, 2018

Venue Guide map for the 42nd Annual General Meeting of Fluidomat Limited to be held on 26th Day of September 2018





**PROXY FORM
FORM MGT- 11**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : FLUIDOMAT LIMITED
 CIN : L74210MP1978PLC001452
 Regd office : 117, 1st Floor, Navneet Darshan, 16/2, Old Palasia, Indore (M.P.)-452018
 Name of the member (s) :
 Registered address :
 E-mail Id :
 Folio No/ Client Id :
 DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
 Address : E-mail Id:.....
 Signature : or failing him.....
2. Name :
 Address : E-mail Id:.....
 Signature : or failing him.....
3. Name :
 Address : E-mail Id:.....
 Signature : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 42nd Annual general meeting of the company, to be held on the 26th September, 2018 at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1.	Ordinary Resolution for consider and adopt the audited Financial Statements containing the Balance Sheet as at 31 st March, 2018, the Statement of Profit & Loss, Cash Flow Statement and Statement of Other Equity for the financial year ended 31 st March, 2018 and the Reports of the Boards' and Auditors thereon.
2.	Ordinary Resolution for declare dividend on equity shares of the Company for the financial year ended 31 st March, 2018
3.	Ordinary Resolution to appoint a director in place of Shri Ashok Jain (DIN: 00007813) who liable to retire by rotation and being eligible offers herself for re-appointment.
4.	Special Resolution to re-appoint 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 Resolution to re-appoint 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 Resolution to re-appoint 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 Resolution to re-appoint 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."

Signed this..... day of..... 2018

Affix
Revenue
stamp

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDANCE SLIP
42nd Annual General Meeting of Fluidomat Limited**

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 42nd Annual General meeting of the company at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 on 26th September, 2018.

(If signed by proxy, his name should be Written in block letters)

(Shareholders/proxy's Signature)

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.