

# FLUIDOMAT LIMITED

ISO 9001 : 2015



FM - 82849

Head Office & Works : 7C-8J, I. S. Gajra Industrial Area 1, A. B. Road, DEWAS - 455 001 (M.P.) INDIA  
Phone : + 91-7272-268100, 258582, 258583, Fax : 91-7272-258581  
Email : [info@fluidomat.com](mailto:info@fluidomat.com) Website : [www.fluidomat.com](http://www.fluidomat.com)  
CIN No : L74210MP1978PLC001452



## NOTICE

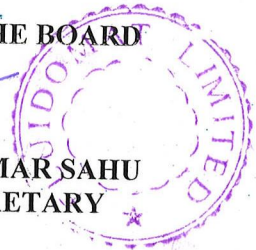
Notice is hereby given that 44<sup>th</sup> Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on **Saturday the 26<sup>th</sup> day of September, 2020 at 2.00 P.M.** through Video Conferencing / Other Audio Visual Means (VC)(OAVM) for which purposes the Registered office of the company situated at 117, 1<sup>st</sup> Floor, Navneet Darshan, 16/2 Old Palasia, Indore 452001 (M.P.) shall be deemed as the venue for the Annual General Meeting, to transact the following businesses:

### ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements which include the Audited Balance Sheet as at 31<sup>st</sup> March, 2020, Statement of Changes in Equity, the Statement of Profit & Loss, and Cash Flow Statement of the company for the financial year ended 31<sup>st</sup> March, 2020 and the Reports of the Board's and Auditors thereon.
2. To confirm the payment of the interim dividend of Rs. 2.25/- (22.25%) per 49,27,000 equity share of Rs. 10/- each for the Financial Year 2019-20 as the full and final payment.
3. To appoint 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.

BY ORDERS OF THE BOARD

*Deendra*  
**DEVENDRA KUMAR SAHU**  
COMPANY SECRETARY  
ACS 31933



Date: 28<sup>th</sup> August, 2020  
Place: Indore

### Registered Office:

**CIN: L74210MP1978PLC001452**  
117, First Floor, Navneet Darshan  
16/2, Old Palasia, Indore (M.P.) 452018

### NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the MCA, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 44<sup>th</sup> AGM is not annexed to the notice.
3. The Members can join the AGM the VC/OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of

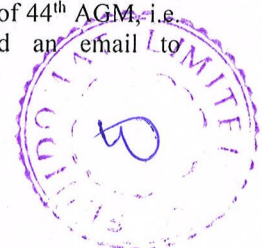
participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act"). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email through its registered email address to [ishan1619@yahoo.co.in](mailto:ishan1619@yahoo.co.in) with a copy of the same marked to the Company at [info@fluidomat.com](mailto:info@fluidomat.com).
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/ OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.
6. The cut-off date for the purpose of entitlement for voting (including remote e-voting) is **Saturday, the 19<sup>th</sup> September, 2020**
7. The Company's Register of Members and Share Transfer Books shall remain closed from **Sunday, the September, 20<sup>th</sup> 2020 to Saturday, the September, 26<sup>th</sup> 2020 (both days inclusive)** for the purpose of the Annual General Meeting.
8. The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available for remote e-voting:-

<b>Commencement of remote e-voting</b>	<b>09.00 am (IST) on Wednesday 23<sup>rd</sup> September, 2020</b>
<b>End of remote e-voting</b>	<b>05.00 pm (IST) on Friday, 25<sup>th</sup> September, 2020</b>

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

9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. 19<sup>th</sup> September, 2020** only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
10. In compliance with the MCA Circulars dated 5<sup>th</sup> May, 2020 and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. However, any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company, if Courier Agency/Post Office is ready to deliver the same in specific zone due to Covid-19.
11. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company [www.fluidomat.com](http://www.fluidomat.com). The Notice and Annual Report can also be accessed from the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. ([www.evotingindia.com](http://www.evotingindia.com)).
12. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company [www.fluidomat.com](http://www.fluidomat.com) as soon as possible after the Meeting is over.
13. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 44<sup>th</sup> AGM, i.e. 26<sup>th</sup> September, 2020. Members seeking to inspect such documents may send an email to [info@fluidomat.com](mailto:info@fluidomat.com).



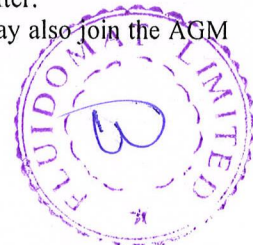
15. CS Ishan Jain, Practicing Company Secretary (F.R.No. I2014MP1139600; M.No.FCS 9978 & C.P. No. 13032) and Proprietor of M/s. Ishan Jain & Co., Company Secretaries, Indore (M.P.) has been appointed as the Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
16. The Members are requested to:
- Quote their ledger folio number in all their correspondence.
  - Send their Email address to RTA for prompt communication and update the same with their D.P to receive soft copy of the Annual Report of the Company.
17. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
18. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID [info@fluidomat.com](mailto:info@fluidomat.com) so that the information required may be made available at the Meeting.
19. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent (RTA) Ankit Consultancy Pvt. Ltd Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com), [rtaindore@gmail.com](mailto:rtaindore@gmail.com).
20. 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.
21. 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 year 2012-13) dividend has not been claimed 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 [www.fluidomat.com](http://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.
22. As per SEBI Circular dated 20<sup>th</sup> April, 2018 shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account Details to the RTA of the Company.
23. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1<sup>st</sup> April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the D-mat form.
24. 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 not claimed by the shareholders for transfer thereafter the same to IEPF are as under:

Financial Year	Date of Declaration	Type of Dividend	Due date for transfer to IEPF	Amount of unpaid dividend as on 31.03.2020 (Rs.)
2012-13	26.09.2013	Final Dividend	25.10.2020	516337.50
2013-14	26.09.2014	Final Dividend	25.10.2021	606927.25
2014-15	26.09.2015	Final Dividend	25.10.2022	595776.50
2015-16	26.09.2016	Final Dividend	25.10.2023	537945.00
2016-17	26.09.2017	Final Dividend	25.10.2024	426114.50
2017-18	26.09.2018	Final Dividend	25.10.2025	400643.25
2018-19	26.09.2019	Final Dividend	25.10.2026	211166.00
2019-20	14.02.2020	Interim Dividend	13.03.2027	559750.50

25. **Voting through electronic means:**

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

- The voting period begins on **23<sup>rd</sup> September, 2020 (Wednesday) and ends on 25<sup>th</sup> September, 2020 (Friday)**. During this period shareholders 'of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (19<sup>th</sup> September, 2020) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again
- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).



- iv. Click on “Shareholders” module.
- v. Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. or NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

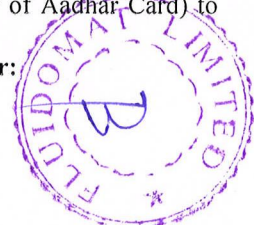
For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant <Fluidomat Limited> on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- xviii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

**Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.**

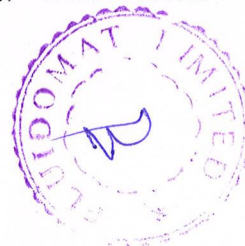
- i. Process for those shareholders whose email addresses are not registered with the Depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:
- ii. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [info@fluidomat.com](mailto:info@fluidomat.com)/[rtaindore@gmail.com](mailto:rtaindore@gmail.com) .
- iii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [info@fluidomat.com](mailto:info@fluidomat.com)/[rtaindore@gmail.com](mailto:rtaindore@gmail.com).

26. Instructions for shareholders attending the AGM through VC/OAVM are as under:



- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
  - b. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
  - c. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@fluidomat.com](mailto:info@fluidomat.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, and mobile number at [info@fluidomat.com](mailto:info@fluidomat.com). These queries will be replied to by the company suitably by email.
  - f. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
27. **Instructions for shareholders for e-voting during the AGM are as under:-**
- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  - b. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  - c. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  - d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
28. **Note for Non – Individual Shareholders and Custodians:**
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c. After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - d. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - e. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@fluidomat.com](mailto:info@fluidomat.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

29. **General Guidelines for shareholders:**

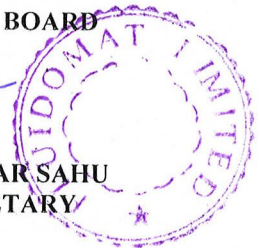


- a. Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the cut-off date i.e. 19<sup>th</sup> September, 2020 (Saturday), may obtain the login ID and password by sending a request at [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)/[rtaindore@gmail.com](mailto:rtaindore@gmail.com).
- b. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
- c. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company ([www.fluidomat.com](http://www.fluidomat.com)) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (Stock Exchange).
- d. 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](mailto:ankit_4321@yahoo.com) [rtaindore@gmail.com](mailto:rtaindore@gmail.com).
- e. The 44<sup>th</sup> AGM will be held through VC/OAVM therefore, the requirement for route map is not applicable.
30. Details of the directors seeking re-appointment as per Item No. 3 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

<b>Name and DIN of Directors</b>	<b>Shri Kunal Jain (DIN 01475424)</b>
<b>Designation</b>	<b>Whole-time Director</b>
Date of Birth	27/04/1982
Date of Re-appointment (previous)	01/05/2018 upto 5 years
Expertise/Experience in specific functional areas	18 years experience in the field of commercial matters and Industrial Management
Qualification	B.Com
No. & % of Equity Shares held	11,78,131 equity shares (23.91%)
List of outside Company's directorship held	Redwood Packaging Private Limited
Chairman / Member of the Committees of the Board of Directors of the Company	NA
Chairman / Member of the Committees of the Board, Directors of other Companies in which she is director	NA
Disclosures of relationships between directors inter-se.	1. Shri Ashok Jain: Chairman & Managing Director (Relation- Father) 2. Mrs. Radhica Sharma: Whole-time director Relation-Sister

BY ORDERS OF THE BOARD

**DEVENDRA KUMAR SAHU**  
**COMPANY SECRETARY**  
 ACS 31933



Place: Indore  
 Date: 28<sup>th</sup> August, 2020

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