



**FLUIDOMAT  
LIMITED**

ISO 9001 : 2008



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



FL/SE/DKS/2022-23

29<sup>th</sup> August, 2022

Online filing at: [www.listing.bseindia.com](http://www.listing.bseindia.com)

To,  
The General Manager  
DCS-CRD  
BSE LIMITED,  
Dalal Street, Fort  
MUMBAI - 400001

**BSE CODE: 522017**

**Sub: Filing of the Notice of the 46<sup>th</sup> Annual General meeting of the Company to be held on 26<sup>th</sup> September, 2022**

Dear Sir/Madam,

We are pleased to submit a copy of the notice of the 46<sup>th</sup> Annual General Meeting of the Company to be held on **Monday, 26<sup>th</sup> September, 2022 at 2:00 pm through Video Conferencing / Other Audio Visual Means (VC)/(OAVM)** for which purposes the Registered office of the company situated at 117, 1st Floor, Navneet Darshan, 16/2 Old Palasia, Indore 452018 (M.P.) shall be deemed as the venue for the 46<sup>th</sup> Annual General Meeting.

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

Thanking You,  
Yours Faithfully,

For, **FLUIDOMAT LIMITED**

**DEVENDRA KUMAR SAHU  
COMPANY SECRETARY &  
COMPLIANCE OFFICER**

**Encl.:** 1. Notice of 46<sup>th</sup> Annual General Meeting.



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CIN No : L74210MP1978PLC001452



## NOTICE

Notice is hereby given that the 46<sup>th</sup> Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on **Monday the 26<sup>th</sup> day of September, 2022 at 2:00 P.M.** through Video Conferencing / Other Audio Visual Means (VC)/(OAVM) for which purpose the Registered office of the company situated at 117, 1<sup>st</sup> Floor, Navneet Darshan, 16/2 Old Palasia, Indore 452018 (M.P.) shall be deemed as the venue for the 46<sup>th</sup> 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, 2022, 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, 2022 and the Reports of the Board's and Auditors thereon.
2. To declare dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31<sup>st</sup> March, 2022.
3. To appoint a director in place of **Mrs. Radhica Sharma (DIN: 06811597)** who is liable to retire by rotation at this Annual General Meeting and who, being eligible offers herself for re-appointment.
4. Appointment of Statutory Auditors for a term of 5 years:  
To consider and if thought fit, to convey assent or dissent to the following **Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and the Board of Directors, **M/s J.P. Saraf & Co., Chartered Accountants (F.R. No. 006430C)**, who fulfill the criteria of independence be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors **M/s C.P. Rawka & Co. Chartered Accountants**, whose tenure shall be expired on the conclusion of this Annual General Meeting for a first term of 5 consecutive years i.e. commencing from the conclusion of this 46<sup>th</sup> Annual General Meeting until the conclusion of 51<sup>st</sup> Annual General Meeting to be held in the year 2027 and the Board of Directors be and is hereby further authorized to finalize the remuneration of the Statutory Auditor (plus applicable taxes) and reimbursement of out-of-pocket expenses, based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board of Directors (including Audit Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper, or expedient to give effect to this resolution."

### SPECIAL BUSINESSES:

5. To Re-appoint **Shri Kunal Jain (DIN: 01475424)**, Whole-Time Director of the Company designated as an Executive Director:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

**"RESOLVED THAT** as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of



Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re-appointment of **Shri Kunal Jain (DIN- 01475424)** as the Whole-time Director and designated as the Executive Director of the Company for a further period of 3 (Three) years w.e.f. 1<sup>st</sup> May, 2023 on the following terms and condition:-

**Category: A**

**Remuneration, allowances and perquisites:**

Remuneration not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

In addition of his aforesaid remuneration, Shri Kunal Jain, the Executive 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.

**Category: B**

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.

**Category C**

**Facilities to perform the Company's work (Not to be considered as Remuneration payable to him):**

1. **Use of Car:** The Company shall provide a car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by him.
2. **Use of Telephone, Internet & 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 of the Executive Director.

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kunal Jain shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

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

**FURTHER RESOLVED THAT** Shri Kunal Jain, Executive Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other senior executives of the Company.

**FURTHER RESOLVED THAT** the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider 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 and the Nomination and Remuneration Committee/ the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, without requirement for seeking further approval of members of the Company and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.”

**6. To ratify the appointment of Shri Praful Ratilal Turakhia (DIN:00366398) Independent Director for the remaining period of second term due to attending the age of 75 years:**

To consider and if thought fit, to convey assent or dissent to the following **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, regulation 17(1A) of the SEBI (LODR) Regulation, 2015 and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members of the Company be and is hereby granted to ratify the appointment of Shri Praful Ratilal Turakhia (DIN: 00366398), who will be attaining the age of seventy five (75) years in April, 2023, to continue to be a Non-Executive Independent Director of the Company up to 31<sup>st</sup> March, 2024 being the date of expiry of his current term of office.”

**BY ORDERS OF THE BOARD**

Date: 13<sup>th</sup> August, 2022

Place: Indore (M.P.)

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

**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, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021 and Circular No. 02/2022 dated 5<sup>th</sup> May, 2022 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31<sup>st</sup> December, 2022) Securities and Exchange Board of India (“SEBI”) also vide its Circular dated 12<sup>th</sup> May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15<sup>th</sup> January, 2021 till December 31, 2021 and 13<sup>th</sup> May, 2022 till December 31, 2022 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, followed by no. 02/2021 dated 13<sup>th</sup> January, 2021 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 46<sup>th</sup> AGM is not annexed to the notice.

The Members can join the AGM through VC/OAVM mode 15 minutes before and after 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 (LODR) Regulations, 2015 (as amended), and the Circulars issued by the MCA dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 5<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021 and Circular no. 02/2022 dated 5<sup>th</sup> May, 2022 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 **Monday, the 19<sup>th</sup> September, 2022**.
7. The Company's Register of Members and Share Transfer Books shall remain closed from **Tuesday, September 20, 2022 to Monday, September 26, 2022 (both days inclusive)** for the purpose of the Annual General Meeting and to ascertain the eligibility to participate in the payment of dividend, if any.
8. 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 for remote e-voting:-

<b>Commencement of remote e-voting</b>	<b>09.00 am (IST) on Friday 23<sup>rd</sup> September, 2022</b>
<b>End of remote e-voting</b>	<b>05.00 pm (IST) on Sunday, 25<sup>th</sup> September, 2022</b>

Once the vote on a resolution is casted by a member, such 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, 2022** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
10. Pursuant to Finance Act, 2020, dividend income is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Income Tax Act, 1961. The Shareholders are requested to update their PAN with the Company/ Ankit Consultancy Private Limited (in case of shares held in physical mode) and with the Depositories/ Depository Participants (in case of shares held in demat mode). The shareholders who are not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to [investor@ankitonline.com](mailto:investor@ankitonline.com) or [info@fluidomat.com](mailto:info@fluidomat.com) latest by 11:59 P.M. (IST) on or before 19<sup>th</sup> September, 2022. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10 F, any other document which may be required to avail the tax treaty benefits by sending an email to [info@fluidomat.com](mailto:info@fluidomat.com). The aforesaid declaration and documents needs to be submitted by the shareholders by 11:59 P.M. (IST) on or before 19<sup>th</sup> September, 2022.



11. In compliance with the MCA Circulars dated 5<sup>th</sup> May, 2020 & 13<sup>th</sup> January, 2021 and SEBI Circular dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 & 5<sup>th</sup> May, 2022, Notice of the AGM along with the Annual Report 2021-22 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.
12. 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)).
13. 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.
14. 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.
15. 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 46<sup>th</sup> AGM i.e. 26<sup>th</sup> September, 2022. Members seeking to inspect such documents may send an email to [info@fluidomat.com](mailto:info@fluidomat.com).
16. CS Ishan Jain, Practicing Company Secretary (F.R.No.S2021MP802300; Peer Review No. 842/2020 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.
17. 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. Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
18. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
19. 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.
20. 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 [investor@ankitonline.com](mailto:investor@ankitonline.com) to receive the soft copy of all communication and notice of the meetings etc of the company.
21. 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.
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be

downloaded from the Company's website [www.fluidomat.com/](http://www.fluidomat.com/) and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

23. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
24. 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 2014-15) 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.
25. As per SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, shareholders holding shares of the company in the physical form are required to provide PAN, KYC, Contact Details, Bank account Details, Specimen Signature and Nomination by holders and compulsory linking of PAN and Aadhaar by all holders of physical securities in listed companies.  
If, the aforesaid details not updated in folio, the folios wherein any one of the above cited document/details are not available **on or after April 01, 2023, shall be frozen by the RTA.**
26. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
27. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
28. 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.
29. 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 31.03.2022 (Rs.)
2014-15	26.09.2015	Final Dividend	25.10.2022	591376.50
2015-16	26.09.2016	Final Dividend	25.10.2023	533945.00
2016-17	26.09.2017	Final Dividend	25.10.2024	423314.50
2017-18	26.09.2018	Final Dividend	25.10.2025	399593.25
2018-19	26.09.2019	Final Dividend	25.10.2026	209506.00
2019-20	14.02.2020	Interim Dividend	13.03.2027	326668.50
2020-21	25.09.2021	Final Dividend	24.10.2028	334096.75

30. **Voting through electronic means:**

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

- i. The voting period begins on **23<sup>rd</sup> September, 2022 (Friday), 9:00 A.M. (IST) and ends on 25<sup>th</sup> September, 2022 (Sunday), 5:00 P.M. (IST)**. 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, 2022**) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.



- ii. 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
- iii. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, under Regulation 44 of the SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:**

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual	If you are already registered for NSDL IDEAS facility, please visit the e-





Shareholders holding securities in demat mode with NSDL Depository	<p>Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**



- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
  - 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on "Shareholders" module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For 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.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) 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.
  - 6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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 sent by Company/RTA or contact Company/RTA.</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.</li> </ul>

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for **FLUIDOMAT LIMITED** to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

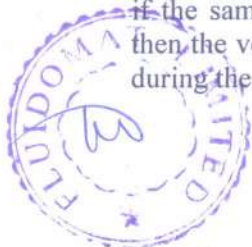


(xiii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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.
- 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)
- 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.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 (company email id). 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, mobile number at [info@fluidomat.com](mailto:info@fluidomat.com). These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. 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 Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> 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 toll free no. 1800 22 55 33.

**31. General Guidelines for shareholders:**

- a. Members 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).  
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, 2022** (Monday), may obtain the login ID and password by sending a request at [info@fluidomat.com](mailto:info@fluidomat.com).
- b. 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, 2022 (Monday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
- c. 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.
- d. 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).
- e. 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- 4281333/0731-4065797/99Fax-0731-40657 98 Email id: [investor@ankitonline.com](mailto:investor@ankitonline.com)
- f. The 46<sup>th</sup> AGM will be held through VC/OAVM therefore, the requirement for route map is not applicable.

**DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT IN THE ENSUING ANNUAL GENERAL MEETING**

Name of Directors	Smt. Radhica Sharma	Shri Kunal Jain	Shri Praful Ratilal Turakhia
Designation	Executive Director	Executive Director	Independent Director
DIN	06811597	01475424	00366398
Date of Birth	14/09/1979	27/04/1982	21-04-1948
Date of Appointment (previous)	10/02/2020	01/5/2018	01-04-2019
Expertise/ Experience in specific functional areas	More than 21 years' experience in the field	20 years' experience in the field of	49 years' experience in Engineering Pharma



	of commercial matters and industrial management.	commercial matters and Industrial Management	Bulk Drugs and Chemical Industries.
Qualification	BBA, PGDBM	B. Com	BE Mechanical
No. & % of Equity Shares held	0.64%, holding 31,730 shares jointly with her husband Shri Sundeep Sharma	11,87,331 equity shares (24.10%)	NIL
List of outside Company's directorship held	NIL	Redwood Packaging Pvt. Ltd	Ratilal Chemark Pvt. Ltd
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL	1. Nomination & Remuneration Committee-Member 2. Stakeholder Relationship Committee-Member 3. Audit Committee-Member
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	NIL	NIL	NIL
Disclosures of relationships between directors inter-se.	1. Shri Ashok Jain: CMD Relation- Father 2. Shri Kunal Jain: Whole-time Director Relation-Brother	1. Shri Ashok Jain: CMD Relation- Father 2. Mrs. Radhica Sharma: Deputy Managing Director Relation-Sister	NIL

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

**Item No. 5:**

Shri Kunal Jain was previously re-appointed by the shareholders at their 41<sup>st</sup> Annual General Meeting held on 26<sup>th</sup> September, 2017 w.e.f. 1<sup>st</sup> May, 2018 for a period of five years on the total monthly remuneration not exceeding Rs. 2,00,000/- per month with an annual increment of Rs. 10,000/- along with other privileges like HRA, Medical Expenses Club fee etc. The remuneration of Shri Kunal Jain was revised on 45<sup>th</sup> Annual General Meeting held on 25<sup>th</sup> September, 2021 subject to not exceeding Rs. 4,50,000/- per month inclusive of all allowances and perquisites w.e.f. 1<sup>st</sup> October, 2021 till the remaining part of his tenure up to 31<sup>st</sup> April, 2023.

Shri Kunal Jain is leading designing department. He is having wide and varied experience in our industry and is acquainted with thorough knowledge of business. Due to his active participation the department is well in discipline. He has made a systemic procedure in his department and the Company is being benefited with his experience, commitment and capabilities.

The Nomination & Remuneration Committee and the Board after reviewing his performance has recommended re-appointment of Shri Kunal Jain on the terms and conditions as set out in the Item No. 5 of the notice and recommend passing of necessary special resolution at the Meeting.

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



Shri Kunal Jain is also holding 11,87,331 equity shares of Rs. 10/- each totaling to 24.10% 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 turnover of Rs.3406.89 Lakhs for the year ended 31 <sup>st</sup> March, 2022 and earned profits before Tax Rs.742.64 Lakhs.
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company except that the company is having NRI/ FPI holding in equity shares of Rs.14.21 Lakhs as on 31 <sup>st</sup> March, 2022 and the company has also made investment in one wholly owned subsidiary in UK an amount of Rs. 16.54 lakhs.

**II. Information about the appointee:**

Sr. No.	Particulars	Shri Kunal Jain
(1)	Background details	Shri Kunal Jain is graduate and designated as Executive Director, involved in production and design development beside administration and other commercial activities under the guidance of Shri Ashok Jain having more than 19 years experiences in commercial matters.
(2)	Past remuneration	The total Remuneration for the year period 2021-22 is Rs. 48.01 lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Shri Kunal Jain is leading design department. He is having wide and varied experience in our industry and is acquainted with thorough knowledge of business.
(5)	Remuneration proposed	Up to Rs. 54.00 lakhs per annum
(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 Kunal Jain along with his relatives hold 51.47% 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 Executive Director and dividend as may be declared by the Company. He has also rented out office premises to the Company on terms as approved by the Audit Committee and the Board. Shri Kunal Jain is a relative of Shri Ashok Jain, Chairman and Managing Director; Mrs. Radhica Sharma Whole-time Directors and Mrs. Monica Jain, CFO of the Company.
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**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. However, during the year 2021-22 Company's turnover and profit has been increased.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits every year.

**Item No. 6:**

The Members of the Company at the 42<sup>nd</sup> Annual General Meeting held on 26<sup>th</sup> September, 2018 had appointed Shri Praful Turakhia (DIN 00366398) as Independent Directors of the Company for a second term of five (5) consecutive years commencing from 1<sup>st</sup> April, 2019 and expiring on 31<sup>st</sup> March, 2024. He shall attain the age of 75 on 21<sup>st</sup> April, 2023.

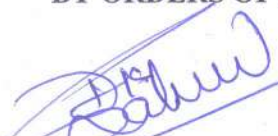

Pursuant to the Regulation 17(1A) of the SEBI (LODR) Regulations, effective from April 1, 2019, no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five (75) years unless a special resolution is passed to that effect.

He is qualified BE Mechanical and having more than 49 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 Company.

In view of the aforesaid requirements and considering the performance of appointee, the Board and Nomination and Remuneration Committee has considered and recommended to ratify his appointment for remaining period of second term. Therefore, your Board of directors recommends passing of necessary special resolutions to that effect as set out in the notice of the Annual General Meeting.

Shri Praful Turakhia, the aforesaid independent director may be deemed to be interested in the resolution to the extent of the fee for attending the meetings as may be payable. 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.

BY ORDERS OF THE BOARD

  
  
**DEVENDRA KUMAR SAHU**  
 COMPANY SECRETARY  
 ACS 31933

Place: Indore (M.P.)  
 Date: 13<sup>th</sup> August, 2022

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