

HELD AT ON TIME

MINUTES OF THE 39th ANNUAL GENERAL MEETING OF THE MEMBERS OF FLUIDOMAT LIMITED HELD ON SATURDAY 26th SEPTEMBER, 2015 AT THE REGISTERED OFFICE OF THE COMPANY AT 117, NAVNEET DARSHAN, 16/2 OLD PALASIA INDORE (M.P.) 452 018 AT 2.00 P.M. AND CONCLUDED AT 2:40 P.M.

PRESENT:

- | | |
|----------------------------|---|
| 1. SHRI ASHOK JAIN | : ON THE CHAIR, CHAIRMAN & MANAGING DIRECTOR & MEMBER |
| 2. RADHICA SHARMA | : WHOLE-TIME DIRECTOR |
| 3. SHRI KUNAL JAIN | : WHOLE-TIME DIRECTOR & MEMBER |
| 4. CA M.K. SHAH | : INDEPENDENT DIRECTOR |
| 5. SHRI K.C. JAIN | : INDEPENDENT DIRECTOR & MEMBER |
| 6. SHRI PRAFUL R. TURAKHIA | : INDEPENDENT DIRECTOR |

SPECIAL INVITEE:

- | | |
|----------------|-----------------------------------|
| CA J.P.SARAF | : STATUTORY AUDITOR |
| Dr. D. K. JAIN | : SECRETARIAL AUDITOR |
| CS ISHAN JAIN | : SCRUTINIZER FOR E-VOTING & POLL |

OFFICER FOR ASSISTANCE

- | | |
|------------------------|--|
| CS DEVENDRA KUMAR SAHU | : COMPANY SECRETARY & COMPLIANCE OFFICER |
|------------------------|--|

And total 40 members were personally presented as per the attendance Register. However, no proxy was appointed and attended the Annual General Meeting.

PROCEEDING OF THE MEETING:**CHAIRMAN OF THE MEETING:**

Shri Ashok Jain, the Chairman & Managing Director occupied the Chair for the Meeting. Apart from him the Chairman of the Audit Committee and Nomination and Remuneration Committee Shri M. K. Shah also shared dais with Shri K. C. Jain, Independent Director, Shri Praful R Turakhia, Independent Director, Mrs. Radhica Sharma, Deputy Managing Director, Kunal Jain, Whole Time Executive Director, Shri J.P. Saraf the Statutory Auditors and Shri Ishan Jain, Scrutinizers for the E-voting and Poll at the AGM.

CS Devendra Kumar Sahu, Company Secretary introduced Directors and others sitting at dais.

QUORUM FOR THE MEETING:

CS Devendra Kumar Sahu, Company Secretary informed that the company is having total 7,078 shareholders as on the cutoff date 19th Sept., 2015 and needs 30 members to constitute the Quorum, hence adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

The Chairman delivered his speech to the members at the AGM.

NOTICE OF THE 39th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 39th Annual General Meeting along with the Audited Balance Sheet as at 31st March, 2015 and the Statement of Profit & Loss and the Cash Flow for the year ended 31st March, 2015 along with the Notes and the Report of the Board's and the Auditor's Report, Secretarial Audit Report, have already been dispatched to the members by electronically mode to the members as per the records made available by the CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members present at the Meeting the same were taken as read.

BOOKS & STATUTORY REGISTER:

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

CHAIRMAN'S INITIALS	Ar
------------------------	----

Certified True Copy
For FLUIDOMAT LIMITED
[Signature]
Company Secretary

HELD AT ON TIME

BUSINESS AT THE 39TH ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Company Secretary informed that as per requirements of the Companies Act, 2013 and the listing agreement the Remote e-voting has already been completed on 25th Sept. 2015 at 5.00 P.M. and now voting in the 39th Annual General Meeting shall be conducted by way of poll therefore the members were requested to mark their assent or dissent on the Poll paper provided to them. He also informed that the members may ask their question on any agenda items of the company during the meeting.

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

Thereafter, Company Secretary read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

On the Item no. 5 re-appointment of Chairman & Managing Director, Shri Ashok Jain, Chairman was interested on it. Shri Ashok Jain left the chair and Shri M. K. Shah occupied the chair for item no. 5. After voting on item no. 5 Shri Ashok Jain re-occupied the chair.

The said procedure was proposed by Shri K. C. Jain and seconded by Shri P.K. Jain.

Further the Chairman asked to the members of the company present at the meeting to raise their queries relating to the business affairs of the Company and the same shall be replied by the Chairman of the Audit Committee. However, no question was raised.

CS Devendra Kumar Sahu, Company Secretary arranged the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT-12 in the Poll Box and requested to ensure that if any member have casted his vote by Remote E-voting process, they will not be entitled to cast their votes by Poll and if it is casted, the Vote given by Remote e-voting shall be considered as final. Further Company Secretary requested member to fill the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution.

The Chairman allowed 15 minutes time for polling and after the Scrutinizer ascertained that no member was left for polling. The Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

After ascertaining by the Scrutinizer that all the members have casted their vote he closed the Poll Box in presence of two members as witness and took the Poll Box in his safe custody and informed that after scrutiny of the Poll Papers and results of the Remote e-voting he will submit his consolidated report to Chairman and the requisite papers, documents and records shall be handed over to the Chairman/Company Secretary with counter sign on the report within the stipulated time.

The Chairman declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 26th Sept., 2015 as under for all the purposes.

The Chairman thanks to all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded and requested the members to join for tea.

After receiving the Scrutinizers Report for e-voting and Poll, the Chairman declared the following results, on the basis of report submitted by the scrutinizer on 26th Sept., 2015 for the 39th Annual General Meeting.

Agenda wise consolidated results as follows:-

I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: APPROVAL OF THE AUDITED FINANCIAL STATEMENTS, FOR THE YEAR ENDED 31ST MARCH, 2015 AND REPORT OF THE BOARDS' AND AUDITOR THEREON:

CHAIRMAN'S
INITIALS

A

Certified True Copy
For FLUIDOMAT LIMITED
[Signature]
Company Secretary

HELD ATON.....TIME.....

Shri Ashok Jain, Chairman proposed and Shri Kunal Jain, seconded the same as ordinary resolution:

RESOLVED THAT the Balance Sheet as on 31st March 2015 & Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2015 along with the Report of the Boards, the Corporate Governance Report and the Auditor's Report and Secretarial Audit Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total Votes		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	30	27,16,955	29	97,481	59	28,14,436	100%
Against	0	0	0	0	0	0	0%
Total	30	27,16,955	29	97,481	59	28,14,436	100%

The Resolution was declared as **passed by unanimous Consent** by Ordinary Resolution.

ITEM NO.2: DECLARATION OF RS. 2.75 (27.50%) DIVIDEND ON 49,27,000 EQUITY SHARES OF RS. 10/- FOR THE YEAR 2014-15.

Shri Ashok Jain, Chairman proposed and Shri Kunal Jain, Member seconded the same as ordinary resolution:

RESOLVED THAT in terms of the recommendation of the Board of directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @ Rs.2.75 (i.e.27.50%) on the fully paid-up 49,27,000 Equity Share of Rs.10/- each of the Company for the year 2014-15 and the same be paid to all the members whose names appear in the Register of Members on 26th September, 2015 and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository participants as on 26th September, 2015.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total Votes		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	30	27,16,955	29	97,481	59	28,14,436	100%
Against	0	0	0	0	0	0	0%
Total	30	27,16,955	29	97,481	59	28,14,436	100%

The Resolution was declared as **passed by unanimous Consent** by Ordinary Resolution.

ITEM NO.3: RE-APPOINTMENT OF SHRI ASHOK JAIN (DIN: 00007813) DIRECTOR WHO WAS RETIRED BY ROTATION AND BEING ELIGIBLE OFFER HIMSELF FOR RE-APPOINTMENT.

Shri Pramod Jain, Member proposed and Shri K.C.Jain, another Member seconded the same as ordinary resolution:

RESOLVED THAT subject to the provisions of section 152 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Shri Ashok Jain (DIN: 00007813) who liable to retire by rotation offered himself for re-appointment be and is hereby re-appointed as a director of the Company.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	28	27,16,884	29	97,481	57	28,14,365	99.99%
Against	1	36	0	0	1	36	0.01%
Total	29	27,16,920	29	97,481	58	28,14,401	100.00%

The Resolution was declared as **passed by requisite majority** by Ordinary Resolution.

CHAIRMAN'S
INITIALS

A

Certified True Copy
For FLUIDOMAT LIMITED
Company Secretary

HELD AT ON TIME

ITEM NO.4: RECTIFICATION OF APPOINTMENT OF AUDITORS M/S J.P. SARAF & CO., CHARTERED ACCOUNTANTS (FR NO. 006430C) FOR THE YEAR 2015-16 AND AUTHORITY TO THE BOARD TO THEIR REMUNERATION:

Shri Keshav Garg proposed and Shri Sundeep Sharma, Member seconded the same as ordinary resolution:

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made there under and pursuant to the resolution passed by the members at the 38th Annual General Meeting held on 26th day of September, 2014 for the appointment of M/s J.P. Saraf & Co. Chartered Accountants (Firm Registration No. 006430C) as the Auditors of the Company to hold office till the conclusion of the 41st Annual General Meeting of the Company to be held in the year 2017 be and is hereby ratified their re-appointment for the year 2015-16 and the Board of Directors be and is hereby authorized to fix the remuneration payable to them as may be determined by the Audit Committee in consultation with the Auditors.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No.	Votes	
Favor	29	27,16,919	29	97,481	58	28,14,400	99.99%
Against	1	36	0	0	1	36	0.01%
Total	30	27,16,955	29	97,481	59	2814436	100.00%

The Resolution was declared as passed by requisite majority by Ordinary Resolution.

II: SPECIAL BUSINESS BY SPECIAL RESOLUTION:**ITEM NO. 5: RE-APPOINTMENT OF SHRI ASHOK JAIN (DIN: 00007813) AS A CHAIRMAN CUM MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 3 (THREE) YEARS W.E.F. 1ST JULY, 2016:**

Shri K.C. Jain, Member proposed and Shri Arvind Jain, another Member seconded the same a Special resolution:

RESOLVED THAT pursuant to the provisions of section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company and subject to the approval of the Central Govt., if any, the consent of the shareholders of the Company be and is hereby accorded to re-appoint Shri Ashok Jain as Chairman cum Managing Director of the Company for a period of 3 (Three) years with effect from 1st July, 2016 on remuneration upto Rs. 3,50,000/- (Rupees Three Lakhs Fifty Thousand only) per month.

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.

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 & Cell:** Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls

CHAIRMAN'S
INITIALS

5

Certified True Copy
For FLUIDOMAT LIMITED
Company Secretary

HELD AT ON TIME

on the telephone shall be billed by the Company to the Chairman & Managing Director.

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 be 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.

The Results of the Voting were as under:

Particulars	Remote e-votes		Vote by Poll		Total		%
	No.	Votes	No.	Votes	No	Votes	
Favor	29	27,16,919	29	97,481	58	28,14,400	99.99%
Against	1	36	0	0	1	36	0.01%
Total	30	27,16,955	29	97,481	59	2814436	100.00%

The Resolution was declared as passed by requisite majority by Special Resolution.

The Chairman also declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 26th Sept., 2015 for all the purposes and the voting results will also be submitted to BSE and NSDL for their information and also uploaded the website of the Company and displayed Notice Board of the registered office of the Company.

Place: Indore
Date: 27th September, 2015

Ashok Jain
ASHOK JAIN
CHAIRMAN
DIN: 00007813

Certified True Copy

For FLUIDOMAT LIMITED

[Signature]
Company Secretary

CHAIRMAN'S
INITIALS

AJ