

HELD AT.....ON.....TIME.....

MINUTES OF THE 43RD ANNUAL GENERAL MEETING OF THE MEMBERS OF FLUIDOMAT LIMITED HELD ON THURSDAY, THE 26TH DAY OF SEPTEMBER, 2019 AT PRITAM LAL DUA AUDITORIUM, GOVERNMENT AHILYA CENTRAL LIBRARY, NEAR REGAL SQUARE, M G ROAD, INDORE-452001 AT 2:00 P.M. AND CONCLUDED AT 2:35 P.M.

A. DIRECTORS PRESENT:

- | | | |
|---|-------------------------|---|
| 1 | Shri Ashok Jain | : On The Chair, Chairman & Managing Director & Member |
| 2 | Smt. Radhica Sharma | : Deputy Managing Director |
| 3 | Shri Kunal Jain | : Executive Director & Member |
| 4 | Ca M.K. Shah | : Independent Director |
| 5 | Shri K.C. Jain | : Independent Director & Member |
| 6 | Shri Praful R. Turakhia | : Independent Director |

B. SPECIAL INVITEE:

- | | | |
|---|---------------------|-----------------------------------|
| 1 | CS (Dr.) D. K. Jain | : Secretarial Auditor |
| 2 | CS Ishan Jain | : Scrutinizer for E-Voting & Poll |

C. OFFICER FOR ASSISTANCE

- | | | |
|---|---------------------|--|
| 1 | Devendra Kumar Sahu | : Company Secretary & Compliance Officer |
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And other members as per the Attendance Sheet.

Leave of absence was granted to statutory auditors of the company as per their specific request for attending the Annual General Meeting.

CHAIRMAN:

Shri Ashok Jain, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members present in the meeting.

Apart from him the Chairman of the Audit Committee CA M. K. Shah also shared dais with Shri K. C. Jain, Chairman of the Nomination and Remuneration Committee, Shri Praful R Turakhia, Independent Director, Smt. Radhica Sharma, Deputy Managing Director, Shri Kunal Jain, Whole Time Director and CS Ishan Jain, Scrutinizer for the remote e-voting and Poll at the AGM.

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

QUORUM FOR THE MEETING:

CS Devendra Kumar Sahu informed that the company is having total 6000 shareholders as on the cut-off date 19th September, 2019 and need minimum 30 members to constitute the Quorum. Since, 37 members is present in persson as per the Attendance Sheet. Hence, adequate quorum for the meeting was present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

PROCEDURE FOR THE 43RD ANNUAL GENERAL MEETING

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

The Chairman further informed that the Chairman of the Audit Committee is available, he will reply for the matters relating to the Accounts of the Company.

COMPANY MANAGER
INITIALS **A**

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The Company Secretary informed the members that electronic copies of the Annual Report for the financial year 2018-19 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s). Physical copies of same have been sent to all other members at their registered address in permitted mode; as per records made available by NSDL, CDSL and Registrar & Share Transfer Agent of the Company.

The Company Secretary informed the members that the Notice of this Annual General Meeting is given on Page No. 3 to 10 of 43rd Annual Report and with the consent of Members the Notice of AGM is hereby taken as read.

The Company Secretary informed the members that the Auditors Report on the Financial Statements of the Company is given by the Statutory Auditor M/s C.P. Rawka & Co., Chartered Accountant, Indore and do not contain any qualification or negative remarks. With the consent of Members the Independent Auditors' Report on financial statements of the Company, is taken as read.

The Company Secretary informed the members that the Secretarial Audit Report for Financial Year 2018-19 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Same is given on Page No. 18 to 20 of the 43rd Annual Report. Secretarial Audit Report does not contain any qualification or adverse remarks.

CS 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.

Company Secretary informed that as per requirement of the Companies Act, 2013 the electronic voting was commenced on 9:00 A.M. on Monday, 23rd September, 2019 had already been completed at 5.00 P.M. on Wednesday, 25th September, 2019 and voting in the general meeting shall be conducted by way of poll therefore the members of the Company were requested to mark their assent or dissent on the ballot paper provided to them. He also informed that the members may ask their questions on any agenda items of the company at any time during the meeting.

Company Secretary also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (FCS: 9978, CP: 13032) of Indore as scrutinizer to scrutinize the e-voting results as well as voting through poll.

During the AGM the Company Secretary further informed that Pursuant to the IEPF (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed for 7 (Seven) 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 for 7 (Seven) consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.fluidomat.com>.

After that the Company Secretary placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members. Further the Company Secretary asked the members of the company present at the meeting to raise queries relating to the business affairs of the Company if any, which would be replied by the Chairman of the Audit Committee. However, no questions were raised.

CHAIRMAN'S
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On the instructions of the Chairman, the Company Secretary arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members were then provided opportunity to cast their votes by Poll and drop their Poll Papers which were provided in the Form MGT-12 in the Poll Box and then requested them to ensure that if any member have cast their vote by Remote E-voting process, they will not be entitled to cast votes by Poll again and even if it is cast, the Vote given by e-voting shall be considered as final and the later be treated as invalid by the Scrutinizer and the vote casted by electronic mode will be prevailed.

The Chairman provide 15 minutes' time for polling and then the Scrutinizer ascertained that no member was left for polling; he locked the Poll Box in presence of the two witnesses who was not in employment of the company and collected the Poll Box and Attendance Sheet, etc for scrutiny of the Poll Papers.

Thereafter, the Chairman informed all the members of the Company that the results of the Poll and Remote E-Voting along with the report of the scrutinizer will be announced within 48 hours from the conclusion of the AGM and the results of the voting shall be declared by the Chairman upon receipt of the Scrutinizers Report and the same shall be placed at the Company's, BSE and NSDL Website.

SCRUTINIERS REPORT:

Company Secretary of the Company authorized by the Board received the Scrutinizers' Report in the Form MGT-13 and Consolidated and Report on Remote E-voting and Poll at the Annual General Meeting on 27th September, 2019.

DECLARATION OF RESULTS FOR THE BUSINESSES PROPOSES AT THE 43RD ANNUAL GENERAL MEETING:

Thereafter, with the due consideration, the Chairman declared the following results for the 43rd Annual General Meeting held on 26th September, 2019 on Saturday, the 28th September, 2019 and also declared that the date of the passing of the resolutions shall be considered as the date of the 43rd Annual General Meeting, i.e. 26th September, 2019, when the Poll was taken for all the purposes.

ORDINARY BUSINESS BY ORDINARY RESOLUTION:

ITEM NO.1: ADOPTION OF THE FINANCIAL STATEMENTS CONTAINING THE BALANCE SHEET AS AT 31STMARCH, 2019, THE STATEMENT OF PROFIT & LOSS, CASH FLOW STATEMENT AND STATEMENT OF CHANGE IN EQUITY FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019 AND THE REPORTS OF THE BOARD'S AND AUDITORS THEREON:

"RESOLVED THAT the Financial statements containing the Balance Sheet as at 31st March, 2019, Statement of Profit & Loss Account, Cash Flow Statement and change in Equity Statement for the year ended 31st March, 2019 along with the Boards' and Auditors' Report thereon and the Report of the Board of Directors on Corporate Governance 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:

Resolution required: (Ordinary/ Special)	<i>Ordinary</i>
Whether promoter/ promoter	<i>No</i>

CHAIRMAN'S INITIALS *A7*

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group are interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)]* 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2490281	94.88%	2490281	0	100%	0
	Poll		88500	3.37%	88500	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2624731	2578781	98.25%	2578781	0	100%
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28400	0	0	0	0	0
Public Non Institutions	E-Voting	2273869	2007	0.09%	1739	268	86.65%	13.35%
	Poll		16788	0.74%	16778	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2273869	18785	0.83%	18517	268	98.57%
Total		4927000	2597566	52.72%	2597298	268	99.99%	0.01%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

ITEM NO. 2: DECLARATION OF FINAL DIVIDEND OF RS. 2.00 (20%) ON 49,27,000 EQUITY SHARES OF RS. 10/- FOR THE FINANCIAL YEAR 2018-19.

“RESOLVED THAT the approval of the members of the company be and is hereby granted for dividend @ 20% (Rs. 2.00/-) on the Equity Shares of Rs. 10/- (Rs. Ten each) of the Company for the financial year 2018-19, which will be paid to the shareholder’s whose names appears in the register of members as on the book closure date i.e. 26th September, 2019.”

The Results of the Voting were as under:

Resolution required: (Ordinary/ Special)		<i>Ordinary</i>						
Whether promoter/ promoter group are interested in the agenda/resolution?		<i>No</i>						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)]* 100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and	E-Voting	2624731	2490281	94.88%	2490281	0	100%	0
	Poll		88500	3.37%	88500	0	100%	0

CHAIRMAN'S INITIALS

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Promoter Group	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2578781	98.25%	2578781	0	100%	0
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	28400	0	0	0	0	0	0
Public Non Institutions	E-Voting		2007	0.09%	2007	0	100%	0
	Poll	2273869	16778	0.74%	16778	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2273869	18785	0.83%	18785	0	100%	0
Total		4927000	2597566	52.72%	2597566	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed **UNANIMOUSLY AS AN ORDINARY RESOLUTION.**

ITEM NO.3: RE-APPOINTMENT OF A DIRECTOR IN PLACE OF SMT. RADHICA SHARMA (DIN: 06811597) WHO IS LIABLE TO RETIRE BY ROTATION AND IS BEING ELIGIBLE AND OFFER HERSELF FOR RE-APPOINTMENT:

“RESOLVED THAT the members of the Company be and are hereby approved the re-appointment of Smt. Radhica Sharma, Deputy Managing Director whose period of office was liable to retire and was available for re-appointment in the Annual General Meeting and Board of Directors be and is hereby authorized to do all such acts for the purpose of this resolution.”

The Results of the Voting were as under:

Resolution required: (Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares=[(2)/(1)]* 100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled [(4)/(2)]* 100	% of Votes against on votes polled [(5)/(2)]*100
		(1)	(2)	(3)	(4)	(5)	(6)	(7)
Promoter and Promoter Group	E-Voting	2624731	2490281	94.88%	2490281	0	100%	0
	Poll		88500	3.37%	88500	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2624731	2578781	98.25%	2578781	0	100%
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	28400	0	0	0	0	0	0
Public Non Institutions	E-Voting	2273869	2007	0.09%	1739	268	86.65%	13.35%
	Poll		16788	0.74%	16778	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2273869	18785	0.83%	18517	268	98.57%
Total		4927000	2597566	52.72%	2597298	268	98.56%	1.44%

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On the basis of the above mentioned voting results the Chairman declared that Resolution No. 3 was passed by **REQUISITE MAJORITY AS AN ORDINARY RESOLUTION.**

SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO.4 RE-APPOINTMENT OF SMT. RADHICA SHARMA (DIN: 06811597) AS A WHOLE TIME DIRECTOR AND DESIGNATED AS DEPUTY MANAGING DIRECTOR OF THE COMPANY FOR A PERIOD OF FIVE YEARS W.E.F. 10TH FEBRUARY, 2020 AND APPROVAL FOR REMUNERATION.

RESOLVED THAT as recommended by Nomination and Remuneration Committee and Board of the Company, pursuant to the provisions of section 190, 196, 197, 198, 203, provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions if any, (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 Smt. Radhica Sharma (DIN- 06811597) as the Whole-time Director and designated as the Dy. Managing Director of the Company for a period of five years w.e.f. 10th February, 2020 on the following terms and condition.

1. Fixed Salary: in the scale of Rs.1,90,000/- per month with an annual increment of Rs. 10,000/- per year.

2. Allowances/perquisites: as per Category A subject to the maximum of salary.

CATEGORY:A

1. **House Rent:** The Company shall provide House Rent Allowance subject to a maximum of 50% of the salary or house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the Company on her electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
2. **Medical Expenses:** Re-imburement of medical expenses of the Dy. Managing Director and her family, the total cost of which to the Company shall not exceed one month's salary in the year or three months' salary in a block of three years.
3. **Leave travel assistance:** Expenses incurred for self and family in accordance with the Rules of the Company.
4. **Club Fees:** subject to a maximum of two clubs, this will not include admission and life membership.
5. **Personal accident insurance premium:** not exceeding Rs. 24000/- p.a.

NOTE: For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

CATEGORY B- EXEMPTED FROM THE LIMITS PRESCRIBED UNDER THE SCHEDULES:

1. **Employers Contribution to PF:** As per the Rules of the Company.
2. **Gratuity:** As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. **Leave encashment:** up to 15 days salary for every one year completed service as per the rules of the Company.

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Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Dy. Managing Director.

CATEGORY C- 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 shall be made as per actual on the basis of claims submitted by her.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at her residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Dy. Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Smt. Radhica Sharma 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 her tenure.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Smt. Radhica Sharma 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 Smt. Radhica Sharma, Dy. Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her 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.

RESOLVED FURTHER 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 Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, 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:

Resolution required: (Ordinary/ Special)			<i>Special</i>					
Whether promoter/ group are interested in the agenda/resolution?			<i>No</i>					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares= $[(2) / (1)] * 100$	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled $[(4)/(2)] * 100$	% of Votes against on votes polled $[(5)/(2)] * 100$
		(1)	(2)	(3)	(4)	(5)		
							(6) A I R M A N S INITIALS	

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Promoter and Promoter Group	E-Voting	2624731	2490281	94.88%	2490281	0	100%	0
	Poll		88500	3.37%	88500	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2578781	98.25%	2578781	0	100%	0
Public Institutions	E-Voting	28400	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		28400	0	0	0	0	0
Public Non Institutions	E-Voting	2273869	2007	0.09%	1639	368	81.66%	18.34%
	Poll		16788	0.74%	16778	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2273869	18785	0.83%	18417	368	98.04%
Total		4927000	2597566	52.72%	2597198	368	99.99%	0.01%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 4 was passed by **REQUISITE MAJORITY AS A SPECIAL RESOLUTION.**

VOTE OF THANKS:

Being no other business, 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.

The Conclusion time and date of 43rd Annual General Meeting was 26th September, 2019 at 2:35 PM

Place: Indore
Date: 05/10/2019

Ashok Jain
ASHOK JAIN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00007813

**CHAIRMAN'S
INITIALS**