



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: <u>info@fluidomat.com</u> Website: <u>www.fluidomat.com</u>

CIN No: L74210MP1978PLC001452

NOTICE



Notice is hereby given that 40thAnnual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on Monday the 26th day of September, 2016 at 2.00 P.M. at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 to transact the following businesses:

ORDINARY BUSINESSES:

- 1. To receive, consider and adopt the audited Financial Statements containing the Balance Sheet as at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2016 and the Reports of the Boards' and Auditors thereon.
- 2. To declare dividend on equity shares of the Company for the financial year ended 31st March, 2016.
- 3. To appoint a director in place of Mrs. Radhica Sharma (DIN: 06811597) who liable to retire by rotation and being eligible offers herself for re-appointment.
- 4. To ratify the appointment of statutory auditors of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:

RESOLVED THAT pursuant to section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder 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 (Farm 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 2016-17 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.

SPECIAL BUSINESSES:

5. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:

RESOLVED THAT as recommended by Nomination and Remuneration Committee of the Board, pursuant to the provisions of section 190, 196, 197, 203, provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 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 Mrs. Radhica Sharma (DIN- 06811597) as the Whole-time Director and designated as the Dy. Managing Director of the Company for a period of 3 years w.e.f. 10th February, 2017 on the following terms and condition.

Fixed Salary: in the scale of Rs.1, 40,000/- per month with an annual increment of Rs. 10,000/- per year.

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-imbursement 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.

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 Mrs. 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 Mrs. 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 Mrs. 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 break up 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.

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013read with Companies (Incorporation) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the timebeing in force), the draft regulations contained in the Articles of Association of the Company submitted to this meeting, be and arehereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or

expedient to give effect to this resolution."

By Orders of the Board

DEVENDRA KUMAR SAHU COMPANY SECRETARY

ACS 31933

Date: 13th August, 2016

Place: Indore

Registered Office:

CIN: L74210MP1978PLC001452

117, First Floor, Navneet Darshan 16/1, Old Palasiya, Indore (M.P.) 452018

NOTES.

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITILED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HEREWITH AND, IF INDENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMMENT OF 40TH ANNUAL GENERAL MEETING.
- 2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN AGGREGATING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of the Notice.

- 4. The Company's Register of members and share transfer books shall remain closed from Tuesday the September, 20th 2016 to Monday, the September, 26th 2016 (both days inclusive) for the purpose of the Annual General Meeting and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.
- 5. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.

b) Quote their ledger folio number in all their correspondence.

c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.

- d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
- e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
- 6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
- 7. Members seeking any information are requested to write to the Company by email at info@fluidomat.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
- 8. Members are requested to notify immediately any change in their address and e-mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
- 9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company /Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
- 10. Members may also note that the Annual Report for FY 2015-16 will be hosted on Company's website www.fluidomat.com.
- 11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
- 12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 11:00 A.M and 1:00 P.M up to the date of the meeting.
- 13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

14. Voting through electronic means

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (LODR) Regulation, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 40th annual general meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

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

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

The cut-off date for the purpose of voting (including remote e-voting) is Monday, the 19th September, 2016

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

Commencement of remote e-voting	09.00 am (IST) on Friday 23 rd September, 2016
End of remote e-voting	05.00 pm (IST) on Sunday, 25th September, 2016

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

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

- A. In case a Member receives an email from NSDL: [for members whose email IDs are registered with the Depository Participants(s)]
- (i) Open email and open PDF file viz; (Fluidomat.pdf) The said PDF file contains your user ID and password/ PIN for e-voting.
- (ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com
- (iii) Click on Shareholder Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

- (vii) Select "EVEN" (E-voting Event Number) of Fluidomat Ltd..
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to evoting info@fluidomat.com with a copy marked to evoting@nsdl.co.in

B. In case Email ID of the member is not registered with the depository participant and members holding shares in Physical Form:

(i) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number)	USER ID	PASSWORD/PIN
	9	

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- V. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2016.
- VI. CS Ishan Jain, Practising Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.fluidomat.com and on the website of NSDL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd. within 48 hours as per SEBI (LODR) Regulation, 2015.
- IX. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents An kit Consultancy Pvt. Ltd. at the address; Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731- 4281333/0731-4065797/99 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com
- 15. Brief profile of the directors seeking re-appointment as per Item No. 3 and 5 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

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

Name of Directors	Mrs. Radhica Sharma
Designation	Deputy Managing Director
Date of Birth	14/09/1979
Date of Appointment (previous)	10/02/2014
Expertise/Experience in specific functional areas	15 years experience in the field of commercial matters and Industrial Management
Qualification	BBA,PGDBM
No. & % of Equity Shares held	0.64%, holding 31,730 shares jointly with her husband Shri Sundeep Sharma
List of outside Company's directorship held	NA VIII

Chairman / Member of the Committees of the	Member-CSR Committee
Board of Directors of the Company	Member-Risk Management Committee
Chairman / Member of the Committees of the	NA
Board, Directors of other Companies in which	
she is director	
Disclosures of relationships between directors	1. Shri Ashok Jain: Chairman & Managing Director
inter-se.	Relation- Father
	2. Shri Kunal Jain: Whole-time Director
9	Relation-Brother

Brief Resume: Mrs. Radhica Sharma is post graduate in Business Management and having 15 years of experience in the field of commercial matters and Industrial Management. Mrs. Sharma has served the Company as a Vice President for more than nine years. Presently appointed as a woman Whole-time Director and designated as a Deputy Managing Director. Mrs. Sharma is mainly responsible for raw material management, Inventory control besides other duties and responsibilities. Mrs. Sharma is member of CSR and Risk Management Committee of the Company.

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

The Board of directors at their meeting held on 10th February, 2014 had appointed Mrs. Radhica Sharma as the Whole-time director and designated, Dy. Managing Director for a period of three years upto 9th February, 2017 upon the recommendation of the Remuneration Committee of the Board.

The term of appointment would be end on 9th February, 2017. The Board of Directors with the consultation of Nomination and Remuneration Committee and considering the performance of Mrs. Radhica Sharma recommended re-appointment for a further period of 3 years subject to the approval of members with such terms and remuneration as set out in resolution.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No. 5 of the notice is commensurate with her high responsibilities, status and image of the Company.

The Board recommends to pass necessary special resolution as set out in Item No. 5 of the notice.

Mrs. Radhica Sharma, being appointee is considered as financially interested in the resolution to the extent of the remuneration as may be paid to Shri Ashok Jain, Chairman and Managing Director, Shri Kunal Jain, Wholetime Director and Mrs. Monica Jain, Chief Financial Officer being her 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.

Mrs. Radhica Sharma is holding 31,730 shares jointly with her husband Shri Sundeep Sharma in the Company.

Item no. 6

The Companies Act, 2013 is now largely in force. On September 12, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on March 26, 2014, MCA notified most of the remaining Sections. Importantly, the substantive Sections of the Companies Act, 2013 which deal with the general working of companies stand notified. The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956. Not only do several regulations in the existing AoA contain references to the specific Sections of the Companies Act, 1956, but some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013. With the coming into force of the Companies Act, 2013 several regulations of the existing AoA of the Company require alteration or deletions. It is therefore considered expedient to replace the existing AoA with an entirely new set of AoA. The substitution of the existing AoA with the new AoA is proposed to align the AoA of the Company with the provisions of the Companies Act, 2013.

The proposed new draft AoA is being uploaded on the Company's website www.fluidomat.com for information of the shareholders and also kept available for inspection during office hours at the registered office of the Company up to the date of the meeting.

None of the Directors/Key Managerial Personnel or their relatives is concerned or interested in the resolution.

The Board recommends passing of the resolution set out at Item No. 6 as a Special Resolution.

Place: Indore

Date: 13th August, 2016

By Orders of the Board

DEVENDRA KUMAR SAHU **COMPANY SECRETARY**

ACS 31933

PROXY FORM FORM MGT- 11

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

_	office	: FLUIDOMAT LIMITED : L74210MP1978PLC001452 : 117, 1 st Floor, Navneet Darshan,16/2, Old Palasia, Indore (M.P.)-452018
	e of the member	(s):
	stered address	:
E-ma	il Id	1
Folio	No/ Client Id	:
DP II)	- 1
I/We.	being the mem	ber (s) of shares of the above named company, hereby appoint
1. Na		:
Addr		: E-mail Id:
Signa		: or failing him
2. Na		:
	dress	: E-mail Id:
_	gnature	: or failing him
3. Na		;
	dress	: E-mail Id:
Sig	gnature	: or failing him
Audit 2.00	torium, Governi P.M. and at any	the company, to be held on the 26 th September, 2016 at the Pritam Lal Duament Ahilya Central Library, Near Regal Square, M G Road, Indore-452001at adjournment thereof in respect of such resolutions as are indicated below:
	utions	
1.	Balance Sheet a	at March 31, 2016, the Statement of Profit & Loss and Cash Flow Statement al year ended March 31, 2016 and the Reports of the Boards' and Auditors
	thereon.	in your olided intaion 51, 2010 and the reports of the Boards and Italians
2.		ution for declare dividend on equity shares of the Company for the financial March, 2016
3.	Ordinary Resol	ution to appoint a director in place of Mrs Radhica Sharma (DIN 06811597) tire by rotation and being eligible offers herself for re-appointment.
4.	Ratify the appo	intment of statutory auditors of the Company, and to fix their remuneration.
5.	Special Resolu Director design	tion to re-appoint Mrs. Radhica Sharma (DIN 06811597) as a Whole-time lated as Deputy Managing Director of the Company w.e.f. 10.02.2017 for a ears and approval of remuneration.
6.	Special Resolution Act, 2013.	ution to adopt new set of Article of Association as per the Companies
Signe	ed this day of	of 2016
Signe	d illis day	Signature of shareholder
Affix		
Reve		
stamp		Signature of Proxy holder(s)

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

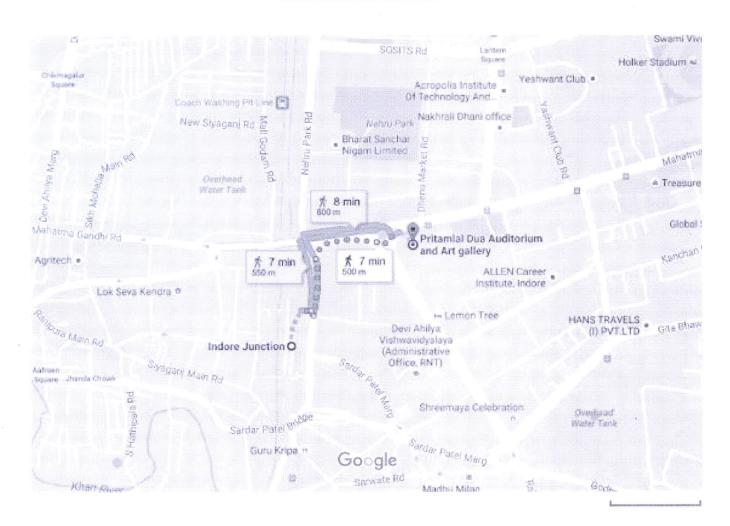
ATTENDANCE SLIP 40th Annual General Meeting of Fluidomat Limited

R.F. No.
Mr./Mrs./Miss
(Shareholders' name in block letters)
I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.
I/We hereby record my/our presence at the 40 th Annual General meeting of the company at the Pritam Lal Dua
Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 on 26th
September, 2016.
(If signed by proxy, his name should be
Written in block letters)
(Shareholders/proxy's Signature)

Note:

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

40th Annual General Meeting Venue Guide Map of Fluidomat Limited to be held on 26.09.2016



Distance: Walk 500 m, 7 min from Railway Station, Indore to AGM venue.

By: **Google** Maps