

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

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CIN No : L74210MP1978PLC001452



Voting Results of the 40th Annual General Meeting of Fluidomat Ltd. held on 26th September, 2016

at Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal
Square, M G Road, Indore-452001 at 02:00 PM and concluded at 02:30 PM

Date of the AGM	26.09.2016
Total number of shareholders on record date	7250
No. of shareholders' present in the meeting either in person or through proxy:	
- Promoters and Promoter Group:	5
- Public:	36
No. of Shareholders attended the meeting through Video Conferencing	
- Promoters and Promoter Group:	Nil
- Public	Nil

Agenda-wise disclosure:

Item No. 1: Consideration and adoption of the Audited Financial Statements containing the Balance Sheet as at 31st March, 2016, the Statement of Profit & Loss and Cash Flow for the financial year ended 31st March, 2016 and the Reports of the Boards and Auditors thereon.

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	2547051	97%	2547051	0	100%	0
	Poll		31730	1.21%	31730	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		2578781	98.21%	2578781	0	100%	0
Public Institutions	E-Voting	141575	26411	18.66%	26411	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total		26411	18.66%	26411	0	100%	0
Public Non Institutions	E-Voting	2160694	1477	0.07%	1477	0	100%	0
	Poll		149814	6.93%	149814	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total		151291	7%	151291	0	100%	0
Total		4927000	2756483	55.95%	2756483	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 1 was passed UNANIMOUSLY.

Radhika

Item No. 2: Declaration of Rs. 2.50 (25%) Dividend on 49,27,000 Equity Share of Rs. 10/- for the year 2015-16.

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 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	E-Voting	2624731	2547051	97%	2547051	0	100%	0
	Poll		31730	1.21%	31730	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2578781	98.21%	2578781	0	100%	0
Public Institutions	E-Voting	141575	10421	7.36%	10421	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	141575	10421	7.36%	10421	0	100%	0
Public Non Institutions	E-Voting	2160694	1519	0.070%	1519	0	100%	0
	Poll		149814	6.93%	149814	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2160694	151333	7.00%	151333	0	100%	0
Total		4927000	2740535	55.62%	2740535	0	100%	0

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 2 was passed UNANIMOUSLY.

Item No 3: Re-appointment of Mrs. Radhica Sharma (DIN 06811597) who liable to retire by rotation

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 (3)	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled [(4)/(2)]*100 (6)	% of Votes against on votes polled [(5)/(2)]*100 (7)
Promoter and Promoter Group	E-Voting	2624731	2547051	97%	2547051	0	100%	0
	Poll		31730	1.21%	31730	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2578781	98.21%	2578781	0	100%	0
Public Institutions	E-Voting	141575	30000	21.19	30000	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	141575	30000	21.19	30000	0	100%	0
Public Non Institutions	E-Voting	2160694	1519	0.07%	1514	5	99.67%	0.00%
	Poll		149814	6.93%	149814	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2160694	151333	7.00%	151333	0	100%	0
Total		4927000	2760114	56.02%	2760109	5	100%	0.00%

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

Radhica

Item No 4: Ratification the appointment of Statutory Auditor M/s J.P. Saraf & Co., Chartered Accountants (F.R. No. 006430C), for the year ended 2016-17

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	2547051	97%	2547051	0	100%	0
	Poll		31730	1.21%	31730	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2578781	98.21%	2578781	0	100%	0
Public Institutions	E-Voting	141575	30000	0	0	30000	0	100%
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	141575	30000	21.19	0	30000	0	100%
Public Non Institutions	E-Voting	2160694	1519	0.07%	1483	36	97.63%	2.34%
	Poll		149814	6.93%	149814	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2160694	151333	7.00%	151297	36	99.98%	0.02%
Total		4927000	2760114	56.02%	2730078	30036	98.91%	1.09%

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

Item No 5: Approval for re-appointment of Mrs. Radhica Sharma (DIN 06811597) as a Whole-time Director designated as Deputy Managing Director of the Company w.e.f. 10.02.2017 for a term of three years and approval of remuneration

Resolution required: (Ordinary/ Special)				Special				
Whether promoter/ promoter group are interested in the agenda/ resolution?				Yes (However, the resolution not falling u/s 188 of the Companies Act and not a material related party transaction as per Regulation 23(1) of the SEBI (LODR) Regulations, 2015)				
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	52200	1.99%	52200	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	52200	1.99%	52200	0	100%	0
Public Institutions	E-Voting	141575	18137	12.81%	18137	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	141575	18137	12.81%	18137	0	100	0
Public Non Institutions	E-Voting	2160694	1519	0.07%	1464	55	96.38%	3.62%
	Poll		149814	6.93%	149814	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2160694	151333	7.00%	151278	55	100%	00%
Total		4927000	221670	4.50%	221615	55	100%	00%

Radhica

Note: 25,26,581 votes casted by the related parties were rejected in terms of the Regulation 23(7) of the SEBI (LODR) and declared as invalid by the Scrutiniser.

On the basis of the above said valid votes mentioned in the voting results, the Chairman declared that Resolution No. 5 was passed as Special Resolution with the REQUISITE MAJORITY.

Item No 6: Adoption of new sets of Article of Association as per the Companies Act, 2013

Resolution required: (Ordinary/ Special)				Special				
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	2547051	97%	2547051	0	100%	0
	Poll		31730	1.21%	31730	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2624731	2578781	98.21%	2578781	0	100%	0
Public Institutions	E-Voting	141575	15762	11.13%	15762	0	100%	0
	Poll		0	0	0	0	0	0
	Postal Ballot		0	0	0	0	0	0
	Total	141575	15762	11.13%	15762	0	100%	0
Public Non Institutions	E-Voting	2160694	1519	0.07%	1478	41	97.30%	2.70%
	Poll		149814	6.93%	149814	0	100%	0
	Postal Ballot		0	0	0	0	0	0
	Total	2160694	151333	7.00%	151292	41	100%	0.00%
Total		4927000	2745876	55.73%	2745835	41	100%	00%

On the basis of the above mentioned voting results the Chairman declared that Resolution No. 6 was passed as Special Resolution with the REQUISITE MAJORITY.

As authorized by the Board

For, FLUIDOMAT LTD.

Radhica

**RADHICA SHARMA
DEPUTY MANAGING DIRECTOR
DIN: 06811597**



CONSOLIDATED SCRUTINIZERS' REPORT

*For Consolidated Results of Remote E-voting and Poll at
the 40th Annual General Meeting of*

Fluidomat Ltd.

*held on 26th Sept., 2015 at 2.00 P.M. and concluded at 2.30 P.M.
at Pritam Lal Dua Auditorium, Government Ahilya Central
Library, Near Regal Square, M.G. Road,
Indore, (M.P.) 452001*

ISHAN JAIN & CO.

Company Secretaries

401-402, Silver Ark Plaza, 20/1, New Palasiya, Indore (M.P.) 452001
Email: ishan1619@yahoo.co.in cell 09479555060 Phone 0731 2532813



ISHAN JAIN & CO.

Company Secretaries

Ishan Jain

ACS

IJ/FL/2016

26th Sept., 2016

To,
The Chairman of the AGM of
Fluidomat Ltd.
117 1st Floor Navneet Darshan,
16/2, Old Palasia, Indore, (M.P.) 452018

Sub: Submission of the Consolidated Scrutinizers' Report for Remote E-voting and Poll conducted for 40th Annual General Meeting held on 26th September, 2016.

Dear Sir,

We refer to our appointment as scrutinizer by the Board of directors of Fluidomat Ltd. (The Company) by letter dated 13th August, 2016, to Scrutinize the remote e-voting and poll process in a fair and transparent manner as per the provision of section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (the rule) for the 40th Annual General Meeting (AGM) of the Company held on Monday, 26th Sept., 2016 at Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M.G. Road, Indore, (M.P.) 452001.

We have carried out the work as Scrutinizer of the Annual General Meeting commenced at 2.00 P.M. and concluded at 2.30 P.M. and we had scrutinized and reviewed the voting through electronic means and polls process and votes tendered therein.

Our responsibility as a scrutinizer for the remote e-voting and poll process is restricted to make a consolidated scrutinizers' report of the votes cast in **Favour or Against or Invalid** the matters/resolution stated in the Notice of the 40th AGM, based on the reports generated in the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide remote e-voting facility and votes casted through poll process at the AGM held on the 26th September, 2016.

We herewith submit the consolidated scrutinizer's report on the results of the remote e-voting and poll process along with the relevant listings.

Thanking you

Yours faithfully

For, ISHAN JAIN & CO.

COMPANY SECRETARIES


CS ISHAN JAIN
PROPRIETOR

ACS: 29444

CP: 13032

Encl.: a/a



**Consolidated Report of Scrutinizer's**

[Pursuant to Section 108 & 109 of the Companies Act, 2013, Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014]

IJ/FL/2016

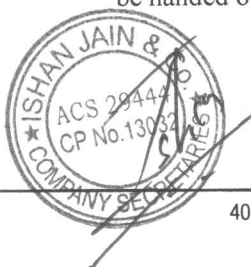
26th Sept., 2016

To,
The Chairman of the AGM of
Fluidomat Ltd.
117 1st Floor Navneet Darshan,
16/2, Old Palasia,
Indore, (M.P.) 452018

Dear Sir,

I, **CS Ishan Jain** proprietor of **M/s Ishan Jain & Co.**, Company Secretaries Indore, was appointed as scrutinizer for the purpose of scrutinizing the Remote E-voting and poll process of **Fluidomat Ltd.** (CIN: L74210MP1978PLC001452) in a fair and transparent manner, for the below mentioned resolution(s) as contained in the Notice of the 40th Annual General Meeting (AGM) of the Company held on Monday, 26th Sept., 2016, I submit my consolidated report for remote e-voting and poll results as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the agency for providing the remote e-voting process and allotted EVSN 104681 for the same.
2. The notice convening the AGM was sent (along with the Annual Report) to the members as per the information provided by the company.
3. The voting rights were reckoned as on **Monday, 19th Sept., 2016** being the cut-off date for the purpose of deciding the entitlements of members at the remote e-voting and poll process.
4. As on the cut-off date, there were 7250 members holding an aggregate of 49,27,000 equity shares of Rs. 10/- each. *Out of them 41 (Forty One) members were physically present at the annual general meeting personally and there was an adequate quorum for all the items of the notice of the meeting.*
5. Disclosure relating to shareholder voted through remote e-voting as well as by poll.
 - a. For Item No. 5, there was 5 members holding total 25,26,581 equity shares, which was declared as invalid as they were related in the resolution under regulation 23 of the SEBI (LODR) Regulations, 2015 but had casted their votes for the above stated resolution through poll and e-voting.
6. Remote E-voting was opened from Friday, 23rd Sept., 2016 at 9.00 A.M. [IST] and ended on Sunday, 25th Sept., 2016 at 5.00 P.M. [IST].
7. The AGM was held on Monday, 26th Sept., 2016 at Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M.G. Road, Indore, (M.P.) 452001 at 02.00 P.M. and which was concluded at 2.30 P.M.
8. One Empty Ballot Box used for the poll was displayed on lock in my presence.
9. On the completion of the Poll Process:
 - a. I opened the ballot box in the presence of Ms. Taranjeet Kaur Chunn and Ms. Saloni Gangwal as the witness who are not in the employment of the company.
 - b. I also unblocked the votes casted through remote e-voting in the presence of the above said persons as the witness who are not in the employment of the company.
10. I have scrutinized the votes casted through remote e-voting and in the poll process and validated the same with the list of members as on the cut-off date i.e. 19th Sept., 2016 provided by Ankit Consultancy Pvt. Ltd. the Registrar and Share Transfer Agent of the Company.
11. The relevant records relating to remote electronic voting shall remain in our safe custody until the Chairman considers and approves the said results of the 40th AGM and the same shall thereafter be handed over to the Company Secretary for safe keeping.



Consolidated Results of Voting:

Item No.1: Ordinary Resolution: Approval of the Audited Financial Statements, for the year ended 31st March, 2016 and the Report of Board and Auditors thereon.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	21	25,74,939	30	1,81,544	51	27,56,483	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	0	0	0	0	N.A.
Total	21	25,74,939	30	1,81,544	51	27,56,483	100.00%

Item No.2: Ordinary Resolution: Declaration of Rs. 2.50 (25.00%) Dividend on 4927000 Equity Share of Rs. 10/- for the financial year 2015-16.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	22	25,58,991	30	1,81,544	52	27,40,535	100.00%
Against	0	0	0	0	0	0	0.00%
Invalid	0	0	0	0	0	0	N.A.
Total	22	25,58,991	30	1,81,544	52	27,40,535	100.00%

Item No.3: Ordinary Resolution: Re-appointment of Mrs. Radhica Sharma (DIN: 06811597) who is liable to retire by rotation and is being eligible and offer herself for re-appointment.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	21	25,78,565	30	1,81,544	51	27,60,109	100.00%
Against	1	5	0	0	1	5	0.00%
Invalid	0	0	0	0	0	0	N.A.
Total	22	25,78,570	30	1,81,544	52	27,60,114	100.00%

Item No.4: Ordinary Resolution: Ratify the appointment of M/s J.P. Saraf & Co., Chartered Accountants (F.R. No. 006430C) as the Auditors for the year 2016-17 and to fix their remuneration.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	20	25,48,534	30	1,81,544	50	27,30,078	98.91%
Against	2	30,036	0	0	2	30,036	1.09%
Invalid	0	0	0	0	0	0	N.A.
Total	22	25,78,570	30	1,81,544	52	27,60,114	100.00%

Item No.5: Special Resolution: 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.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	16	71,801	29	1,49,814	45	2,21,615	100.00%
Against	2	55	0	0	2	55	0.00%
Invalid	4	24,94,851	1	31,730	5	25,26,581	N.A.
Total	22	25,66,707	30	1,81,544	52	27,48,251	100.00%



Item No.6: Special Resolution: Adoption of New Set of Articles of Association.

Particulars	Remote e-votes		Vote by Poll		Total		Percentage
	No.	Votes	No.	Votes	No.	Votes	
Favor	20	25,64,291	30	1,81,544	50	27,45,835	100.00%
Against	2	41	0	0	2	41	0.00%
Invalid	0	0	0	0	0	0	N.A.
Total	22	25,64,332	30	1,81,544	52	27,45,876	100.00%

For, ISHAN JAIN & CO.
COMPANY SECRETARIES

CS ISHAN JAIN
PROPRIETOR

ACS: 29444

CP: 13032



We the undersigned witnessed that the votes were unblocked/finalized from the e-voting website of National Securities Depository Limited (<http://www.evoting.nsdl.com>) (NSDL) and the polling boxes were opened after the conclusion of the Annual General Meeting of the Company in our presence on 26th Sept., 2016 at the office of the Scrutinizer.


Ms. Taranjeet Kaur Chunn


Ms. Saloni Gangwal