

**Script of the 45th Annual General Meeting of Fluidomat Limited  
held on 25th September, 2021 through Video Conferencing (“VC”) or Other  
Audio Visual Means (“OAVM”)**

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Good afternoon Everyone, I am Devendra Sahu, Company Secretary & Compliance Officer of your Company. It is my pleasure to extend you all a very warm welcome in this 45<sup>h</sup> AGM on behalf of Fluidomat Limited.

As all of us are very well aware that due to second wave of Covid-19 pandemic, the physical presence of the Members at a common venue is not possible. Therefore the Ministry of Corporate Affairs has vide its numerous circulars, permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members.

Shareholders are requested to join the Meeting through Laptops / IPads for better experience and to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting. Please also note that the 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 avoid any kind of difficulties.

Now, before starting the annual general meeting, I would like to take a moment to introduce our board of directors. Please welcome:

Shri Ashok Jain, chairman and managing director.

Shri Kunal Jain, Executive Director,

Shri Khushal Chandra Jain, Independent Director of the Company and he is also the Chairman of Nomination & Remuneration Committee and Corporate Compliance Committee.

Shri Praful Turakhia, Independent Director

Shri Mahendra Kumar Shah, Independent Director of the Company is attending this meeting from other location I request to sir please introduce yourself.

I am Mahendra Kumar Shah, Independent Director of the Company.

Thank you Sir.

Mrs Radhica sharma, Deputy Managing Director of the Company is also attending this meeting from other location I request to Ma'am please introduce yourself.

Yes. Hello everybody. This is Radhica Sharma, Deputy Managing Director of the Company.

Thank you, Ma'am,

We are honoured with the presence of Board of Directors. We welcome you all.

Apart from the Directors, Mrs. Monica Jain, CFO, Shri C.P. Rawka, Statuary Auditor, Shri D K Jain, Secretarial Auditor of the Company and CS Ishan Jain, Scrutinizer for the E-voting process are also attending the meeting.

Dear Shareholders,

I would like to inform you all that quorum is present as per the requirement of Companies Act, 2013 & Secretarial Standard issued by ICSI.

Therefore, the Meeting may be commenced. I would like to request the Chairman to call the meeting in order and address to the shareholders.

Thank You Devendra.

Hello everyone, I Ashok Jain, Chairman & Managing Director of the Company,

It gives me immense pleasure in welcoming you to the 45th Annual General Meeting of your Company, which is being organised via video conferencing. Organising AGM through video conferencing have given us an opportunity amidst Covid-19 pandemic challenges to get closer to digitalization. Another advantage is, a larger number of shareholders are able to participate in AGM from safety of their respective locations. I trust your family and you are keeping well in the midst of unprecedented pandemic Covid-19.

I am happy to inform you & take pride that the year 2021 is Golden Jubilee year of your Company. Initially the Company was a partnership firm and started manufacturing fluid couplings in brand name Fluidomat in the year 1971. The partnership firm was converted into a Pvt. Ltd. Company in the year 1975 in the name of Fluidomat Pvt. Ltd. which became a Public Ltd. Company as Fluidomat Ltd. in the year 1985.

During past 50 years the Company has successfully met various challenges, crisis & identification issues to win the market & customer confidence in Company products. Being Hi-tech product developed, designed & manufactured with indigenous technology the Company had to face challenges from European manufacturers of the product who always challenged the indigenous effort & product and influenced the Indian industry to continue to use European fluid couplings.

Your Company successfully met this major challenge to establish the Company product, indigenous technology, product quality & reliability. At this point of time Fluidomat fluid coupling's is an international brand & couplings in operation in several countries.

Thanks to our Union Government under leadership of Hon. Prime Minister shri Narendra Modi for successfully meeting the challenge of Pandemic Covid-19. Unlike many other Countries the pandemic spread rate & death rate in percentage of population is commendably low and the Indian public co-operation to the Union Government Plan and efforts, vaccination programs & drive to contain the pandemic needs applaud. Also our scientists have done a great job in developing indigenous vaccine which is even superior to European/ American & Chinese Vaccine.

The uncertainty of economy issues in India seems to be over with the Union Government economic measures, financial policies, monetary policy and growth incentive. This is demonstrated by increase in GST collection during this year as compared to previous year. All infrastructure now is in place to fight the 3rd wave of pandemic if any.

The Union Government plans and implementation of Infrastructure projects is in good pace to boost country's economy and generate employment. The construction industry is now picking up pace which creates huge employment.

The AGM Notice and the Annual Report of your Company for the year ended 31st March, 2021 have already been mailed to your registered e-mail ids. With your permission I take them as read. The operations & activity of company during 1st quarter 2020 was disrupted due to lockdown on account of Corona Pandemic.

Despite the challenges in economy during the financial year 2020-21, the Company recorded satisfactory performance. The company has posted a total revenue from operations of Rs. 2962.38 lakhs during the current financial year 2020-21 as against Rs. 2717.00 lakhs in the previous financial year 2019-20 representing increase in total revenue of 9.03%.

During the year ended on March 31, 2021 the earnings before interest, depreciation and tax has increased to Rs. 605.62 lakhs as against EBIDTA of Rs. 494.18 lakhs in the corresponding previous year. The net profit of the company has increased to Rs. 398.34 lakhs during the current financial year 2020-21 as compared to Rs. 320.25 lakhs during the previous financial year.

During the financial year 2020-21 company has booked orders of Rs. 3856.53 lakhs as against order booking of Rs. 3194.87 lakhs in the previous financial year which is higher by 20.71%.

Your Company is debt free and carried a free reserves of Rs. 3184.75 lakhs as on 31st March, 2021.

It gives me great pleasure to inform you that the Board of Directors has recommended final dividend of 32.50% (Rs. 3.25 per share) for the financial year 2020-21 subject to your approval in this meeting, as against dividend payment of 22.50% (Rs. 2.25 per share) in the previous financial year 2019-20.

Your company has contributed Rs. 9.89 lakhs to the Society by contributing in Corporate Social Responsibility (CSR) activities during the financial year 2020-21 under its CSR program.

Considering company's quality product portfolio, brand image, long standing relationships and goodwill with its customers, consultants, distributors/agents, suppliers and other stakeholders the business operations of the Company are expected to report satisfactory financial results in the coming years with the V-shaped recovery in the economy expected by all of us.

Company continues with activity of development of new types of couplings and R & D for deeper penetration in the market. Your Company has successfully designed and developed discharge nozzle type couplings which seems to have a good market potential in future.

For modernisation and capacity expansion we have ordered a few machines including for replacement of old machines. We have also constructed new industrial shed of approx. 7000 sq. ft to streamline and improve material movement and addition of testing facility.

The Company is also focusing strongly on marketing activity through digital platform. Your company continues to enjoy accreditation of ISO 9001-2015, ISO 14001-2015 & ISO: 45001-2018.

I would like to take this opportunity to thank our directors on board for their interest, sharing their expertise and their wise counsel and look forward to their support.

As we continue our journey to create long-term value for our stakeholders, I would like to thank all the shareholders for reposing confidence in Fluidomat strategy. I would also like to thank the governments, customers, suppliers and lenders for their relentless support to the Company. The employees, unions and the Management team have worked very hard during the year and I would like to thank them for their tireless commitment to the Company. Also the Company's employees efforts and dedication during difficult pandemic situation deserves appreciation and applaud. Finally, I look forward to your continued and valuable support in the years to come.

It will certainly be our endeavor to put in our best efforts for sustained growth, expansion and prosperity of the Company benefiting all stakeholders in times to come.

With this I conclude my address. Stay safe. Stay healthy.

Now I proceed the AGM and would like to request CS Devendra Sahu to proceed further.

Thank You Sir,

We have one more special invitee Shri Pramod Jain, Vice –President of the Company. He is also joining the Board Room.

Dear Members,

Electronic copies of the Notice & Annual Report for the financial year 20-21 have been sent to all the members whose Email Ids were registered with the Company or Depository Participant(s).

The Notice of this Annual General Meeting is given on Page No. 3 to 19 of 45th Annual Report.

The Auditors Report on the Standalone & Consolidated Financial Statements of the Company is given by the Statutory Auditors M/s C.P. Rawka & Co., Chartered Accountant, Indore. I am pleased to announce that Auditors Report do not contain any qualification or negative remarks.

The Secretarial Audit Report for Financial Year 2020-21 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore. Same is given in Annual Report. Secretarial Audit Report does not contain any qualification.

Dear Shareholders, CS Ishan Jain was appointed by the Board as the Scrutinizer for the Remote E-voting and E-voting at this Meeting. The Scrutinizer will ensure the voting to be done in a fair and transparent manner.

I would like to inform you that Company has availed service of Central Depository Services (India) Limited (CDSL) for remote e-voting & e-voting in this AGM and as per the requirements of the Companies Act, 2013 the Remote-E voting was commenced from Wednesday 22nd September, 2021 at 9.00 A.M. (IST) and have already been completed on Friday, 24th September, 2021 at 5.00 P.M. (IST) and E-voting at this AGM already commenced and will be available upto 15 minutes from the conclusion of this AGM.

The Members who are in the records of the Company as on the cut-off date i.e. 18th September, 2021 shall only be entitled to participate in the voting process.

Further please note that Pursuant to the IEPF Authority (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 (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>.

Coming back to our AGM proceedings, it may kindly be noted that a member who have already casted their vote by Remote E-voting shall not be entitled to vote again in this AGM by E-voting.

Now, as per the directions of the Chairman, I would like to read the agenda items of the notice one by one and I would like to request all shareholders please cast your vote, if not done so.

**Item No.1 Ordinary Resolution:**

Consideration and Adoption of the Standalone and Consolidated Audited Financial Statements which include the Audited Balance Sheet as at 31st March, 2021, Statement of Changes in Equity, the Statement of Profit & Loss, and Cash Flow Statement of the company for the financial year ended 31st March, 2021 and the Reports of the Board's and Auditors thereon.

**Item No.2 Ordinary Resolution:**

Declaration of dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2021.

**Item No.3 Ordinary Resolution:**

Re-appointment of a director in place of Shri Ashok Jain (DIN: 00007813) who liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment

**Item No.4 Special Resolution:**

Revision in the remuneration of Shri Ashok Jain, Chairman and Managing Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th June, 2024 not exceeding Rs 6,50,000/- per month inclusive of all allowances and perquisites

Item No.5 Special Resolution:

Revision in remuneration of Shri Kunal Jain (DIN: 01475424), Whole-time Director designated as an Executive Director of the Company w.e.f. 1st October, 2021 for the remaining part of his tenure till 30th April, 2023 not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

Item No.6 Special Resolution:

Revision in remuneration of Mrs. Radhica Sharma (DIN: 06811597), Whole-time Director designated as Deputy Managing Director of the Company w.e.f. 1st October, 2021 for the remaining part of her tenure till 09th February, 2025 not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

Dear Shareholders, we have already informed about to get registered yourself as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration. Four shareholders registered themselves as a speaker. Now I invite the speaker one by one.

I request to our host CDSL Please unmute.

Mr. G.V. Naga Brahma

Please ask your question.

Yeah, okay, please ask your question. Okay, good afternoon I had sent the questions in advance and all of them have been answered. So I just have these following 4 questions.

we are hearing a lot of improved situation in the market with respect to the industrial recovery and other things, so just give us a which sectors are the segments that are showing the improvement and if this is a sustainable, is this development or the demand, that is coming through from these sectors are these are all sustainable secondary.

I just wanted to know how many orders we have booked in the current 6 months. Because you've already given for the last 31st What was the total quantity of orders that were pending to understand the momentum and the recovery please share us how much orders you are booked in the current 6 months of the final current financial year sir we are known for the progress so just wanted to know any new products are any new segments we have entered are entering during last year, are planning for the current.I don't want to the earlier ones. I just want to know which you have done. During last year are entering during the current year and the last question is, what the sales growth is and the operating margin we can expect for the current financial year and based on your experience, do you think that this momentum will carry this growth momentum will carry forward to the next day.

These are my 4 questions. Thank you for the opportunity.

Thank you, sir for asking you questions.

Now, I request to CMD sir for the reply.

Thank you for being presented this meeting.

Is your 1st question was about the mining sector. The mining sector is expected to grow. Exponentially during the next 2 to 3 years. Projects are upcoming, you know, 1st, open, cost, mining sector, requiring very large sizes of and the dorsal type couplings, which we have developed is expected to go into this mining sector in a very big way. These are very expensive couplings. Lot of automation is there. Now, the whole industry is tuning itself to automation. Instead of any manual monitoring of the operation of the couplings or the system.

So, in particular has requirement of approximately 45 number of these links for which the inquiries are already in the market and if we see contractor is also expected to be appointed very soon. So this is going to give a good boost to the company's turnover. In coming years so. Normal drain tech uplink is in the development stage, matter of fact, the, the normal type coupling is already. They will loved and successful, and we have supplied 1 company in about 3 years back. Which is in operations successfully, and recently I have supplied 1 company too.

I cannot tell you the name but i've given this coupling to one of the industries or a fifteen hundred lower drive for a fan operation and that is also expected to be installed very soon and if that comes through, then we can expect good number of links from that particular application.

Sales orders we are booking in the current 5 to 6 months Means up to 20th of September, or the approximately Next year, we are expecting a growth of at least 10% in the current financial year for the dispatches.

Several project orders, which are already booked and are in process of either approval or completion of job, or at the inspection state. Will be dispatched 1 by 1 and by the end of this is financial here.

We expect the growth in sales of less than 10. Normally, the project orders, execution, take place between January to March every year this is our past next year. So, the last quarter sales are the highest of the remaining 3 quarters of the year.

Thank you thank you, sir.

Now, I invite our 2nd speaker Mr. Shlok Dave

I request to host please unmute.

Mr. Shlok Dave Please ask your question.

Yeah, thank you so much for this opportunity. My questions have been answered. I have just 2 more follow up questions. We spoke about new products and new segments. Can you a little bit talk about that?

And my 2nd, question is in exports in Europe, what is the size of opportunity in Europe? And what is the market says? And what market share can we have in the European markets? for the couplings, thank you for the implements.

Thank you for your questions now I request to CMD sir please answer the question.

New product, I've already said is only the discharge. Those are type of No, other product is under development at this point of time and this product range completes a very major requirement of the market which means couplings is for control couplings. Discharge type couplings, waterfall, couplings, coupling for the underground bias, couplings for the couplings for the non-area. So, generally, this product portfolio covers almost 95% of the market requirement. The only segment which we cannot get to is the very large size of water feed from couplings, which exceed 5,000 kilowatts and go up to almost 18,000 kilowatts. So that is a sector which this our company is not Manufacturing, and has not an export in European market they exporting European market. Depends on the situation of Europe.

Majority there are about 8 to 10 players in Europe. 2 of them are major, which are in Italy and 2 are the best branch of companies. 1 is white of Germany and another is friend. The price difference between the and the top brands is why it is. Almost 30 to 50 in price difference.

So we have an opportunity to get into the European market. But that present because of this pandemic not able to travel. Either people are very active in creating new opportunities. Not the market situation is very conducive. So we have to wait for some time to.

For the, the situation of when they make to settle down and then only we can start our marketing activity in Europe. We do get some small inquiries, which we gather which we supply, but they're not sufficient.

Thank you sir.

Now, I will invite our 3rd speaker. Mr. Nandkishore Sharma

Mr. Nandkishore Sharma

Please ask your question.

Yeah, sir, thank you very much for providing me this opportunity. And I hope that you and your team are in good health.

I just wanted, sir, I have received most of my answers to mail Thank you for that. 2010 - 2013 our revenue is by large, flat at around 2019, but recently there has been some growth answer. You are giving a good, guidance for approximately 10% growth this year.

So what I am trying to understand, that when will we get some major breakthrough? What has to happen? So, the application of our coupling is so varied in so many sectors.

So, but what's a few years back you were mentioning that we were looking forward to some kind of breakthrough in offshore drilling rig. Somewhere, in that application for us some big company. So, has anything materialized. You were also talking about few years back in European market in the industry. Also. There was some kind of application. What has to happen for our sales to really pick up.

And why can't we just do some kind of agreement and get in touch with all kinds of contractors or ABC companies consultants who are basically installing these couplings in various projects

this by large just wanted to understand this because the thing is that our country, you know, that inflation is very high in our country.

For 7-8 years, the revenue, if there is no revenue growth, so then there is some margins are bound to go down. If you could just give us some idea that what to expect going forward so very grateful. Thank you very much and best of luck.

Thank you, sir  
I request to CMD sir for answer the questions.

The increase the turnover is expected to take place during next 2 years and we have already recorded the growth in sales by about 20% over the last year and this year that you see, those are major project orders, which take time to execute and to come to the final stage of April, etc. So that will take time. So we are expecting that in next 2 years we should have a good growth in the turnover of the company.

There is no formal agreement with the EPC contractors of the consultant, depending on the project they approach, you send you the inquiries and then you make a quotation and visit them there are technical aspects to be considered each other answered. Drawings have to be submitted. Which are scrutinized at various levels. There may be 3 or 4 or 5 agencies in the world.

In approving it, right? So that's a very long process. So, due to this long process the execution of the project take long. It takes a long time and it can extend to up to 2 to 3 years after the ordering has been made. So it all depends on the EPC contractors. How far they are going to implement the project and how far they are able to coordinate with the various agencies in all the user multiple times and there will be more than 1 consultant there maybe more than another consultant by the consultant by the EPC contractor and goes on very critical rights so therefore it takes very long time for the user for the consultant and everyone to approve the drawing add to I mean, the whole process has to underway various is group me at different levels and we have to continuously educate our clients and the users on different aspects of the product.

The environmental conditions, the requirement of a particular project may be different from consultant to consultant from sector to sector from country to country and so many things are in, So that is why you see the project order it takes very long time it to get converted into a sale and as I told you, it may take 1 to 3 years for a project to get implemented after these things have been made and then another 2 years for the project to be installed and become operational.

So, it becomes the cycle of 5 years, and therefore it takes a very long time to grow turnover and the growth then comes from the supply of square replacement, but we have an opportunity and we have a good credibility in the market for the replacement market where we are able to do proper engineering and give a 1 to 1 replacement. What our products or which I've done many in Australia. We are also doing now in India for some European couplings, some Chinese couplings, which are their operational in the Indian country.

So this is how you see the sales growth has to take very long time. The point is that it is at least steady, not declining and it is going and we are expecting a good growth in next 2 years.

Thank you, sir.

Now I invite our last speaker Mr. Keshav Garg

Please ask your question.

So, if you can just send that, that should be enough. thank you very much gentlemen. Sir you have given everything in on your speech, so I have nothing. What was the, that's it. How would you order book on number?

I will provide chairman speech on email.

Perfect. Perfect, thank you. Very much sir. And have a great year. Ahead sir. Thank you.

No other speaker we have,

Now I request the chairman for concluding the meeting.

Now I would like to inform all the members of the Company that the results of the E-Voting along with the report of the scrutinizer will be announced within two working days from the conclusion of 45th Annual General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.

Since all the business to be conducted at this Annual General Meeting has been transacted, I hereby declare that the 45th Annual General Meeting as close. I further confirm that the meeting was conducted as per the requirement of the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and Secretarial Standard.

I would like to thank all the shareholders, Directors and Invitees for attending today's meeting.

Thank you very much. And goodbye.

Thank you Sir, on behalf of fluidomat family. I would like to convey thanks to our board of directors, special invitees and participants for attending the meeting.

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