



**FLUIDOMAT
LIMITED**

Head Office & Works : 7C-8J, I. S. Gajra Industrial Area I, A. B. Road, DEWAS - 455 001 (M.P.) INDIA
Phone : + 91-7272-268100, 258582, 258583, Fax : 91-7272-258581
Email : info@fluidomat.com Website : www.fluidomat.com
CIN No : L74210MP1978PLC001452



FL/SE/DKS/2023-24

31st August, 2023

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE Ltd.
Rotunda Building
P.J. Tower, Dalal Street Fort,
Mumbai - 400001

BSE CODE: 522017

Sub: Filing of the Notice of the 47th Annual General meeting of the Company to be held on 26th September, 2023

Dear Sir/Madam,

We are pleased to submit a copy of the notice of the 47th Annual General Meeting of the Company to be held on **Tuesday, 26th September, 2023 at 2:00 pm through Video Conferencing / Other Audio Visual Means (VC)/(OAVM)** for which purposes the Registered office of the company situated at 117, 1st Floor, Navneet Darshan, 16/2 Old Palasia, Indore 452018 (M.P.) shall be deemed as the venue for the 47th Annual General Meeting.

You are requested to please take on record the above said document of the Company for your reference and further needful.

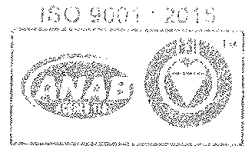
Thanking You,
Yours Faithfully,
For, FLUIDOMAT LIMITED

**DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Encl.: Notice of 47th Annual General Meeting.



FLUIDOMAT LIMITED



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Email : info@fluidomat.com Website : www.fluidomat.com
CIN No : L74210MP1978PLC001452



NOTICE

Notice is hereby given that the 47th Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on **Tuesday the 26th day of September, 2023 at 2:00 P.M.** through Video Conferencing / Other Audio Visual Means (VC)/(OAVM) for which purpose the Registered office of the company situated at 117, 1st Floor, Navneet Darshan, 16/2 Old Palasia, Indore 452018 (M.P.) shall be deemed as the venue for the 47th Annual General Meeting, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider, approve and adopt the Standalone and Consolidated Audited Financial Statements which include the Audited Balance Sheet as at 31st March, 2023, Statement of Changes in Equity, the Statement of Profit & Loss and Cash Flow Statement of the company for the financial year ended 31st March, 2023 and the Reports of the Board's and Auditors thereon.
2. To declare dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2023.
3. To appoint a director in place of Shri Kunal Jain (DIN- 01475424) who is liable to retire by rotation at this Annual General Meeting and who, being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

4. To Re-appoint Shri Ashok Jain (DIN: 00007813), as the Chairman and Managing Director for a further period of 3 years w.e.f. 1st July, 2024:

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 (including any statutory modifications or re-enactment thereof for the time being enforce), upon recommendation of the Nomination and Remuneration committee and the Board of directors of the Company, the approval of members of the Company be and is hereby granted to re-appoint Shri Ashok Jain (DIN- 00007813) as the Chairman & Managing Director of the Company for a further period of 3 (Three) years w.e.f. 1st July, 2024 on the following terms and condition:-

Category: A

Remuneration, allowances and perquisites:

Remuneration not exceeding Rs 7,00,000/- per month inclusive of all allowances and perquisites.

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, Shri Ashok Jain, 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.

Category: B

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.
4. **Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

Category C

Facilities to perform the Company's 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 him.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Ashok Jain 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 his tenure.

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 the six month's notice in writing or salary in lieu thereof.

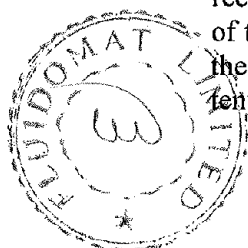
RESOLVED FURTHER THAT Shri Ashok Jain, Chairman & Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/amenities and other privileges, as may from time to time, be available to other senior executives of the Company.

FURTHER RESOLVED 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 Nomination and Remuneration Committee/ the Board shall have absolute powers to decide breakup of the remuneration within the above said maximum permissible limit, without requirement for seeking further approval of members of the Company and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company."

5. **To revise/increase the remuneration payable to Shri Ashok Jain (DIN: 00007813) the Chairman & Managing Director w.e.f. 1st October, 2023 for the remaining period of his current tenure:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, and other applicable provisions if any of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 (including any statutory modifications or re-enactment thereof for the time being enforce), upon recommendation of the Nomination and Remuneration committee and the Board of directors of the Company, the approval of members of the Company be and is hereby granted to revise the existing remuneration w.e.f. 1st October, 2023 for the remaining period of his current tenure till 30th June, 2024 as under:-



Category: A

Remuneration, allowances and perquisites:

Remuneration not exceeding Rs 7,00,000/- per month inclusive of all allowances and perquisites.

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, Shri Ashok Jain, 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.

Category: B

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.
4. **Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

Category C

Facilities to perform the Company's 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 him.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Chairman and Managing Director.

FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Ashok Jain 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 his tenure.

RESOLVED FURTHER THAT Shri Ashok Jain, Chairman & Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by him 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.

FURTHER RESOLVED 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 Nomination and Remuneration Committee/ the Board shall have absolute powers decide breakup of the remuneration within the above said maximum permissible limit, without requirement for seeking further approval of members of the Company and 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 Revise the remuneration of Shri Kunal Jain (DIN: 01475424), Whole-Time Director of the Company designated as an Executive Director:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution:**



“RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of 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 enforced, the approval of the members of the Company be and is hereby accorded to increase the remuneration of Shri Kunal Jain (DIN: 01475424), Whole-time Director designated as an Executive Director of the Company w.e.f. 1st October, 2023 for the remaining part of his tenure till 30th April, 2026 as under;

Category: A

Remuneration, allowances and perquisites:

Remuneration not exceeding Rs 6,00,000/- per month inclusive of all allowances and perquisites.

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, Shri Kunal Jain, the Executive 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.

Category: B

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.
4. **Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

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 him.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at his residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company of the Executive Director.

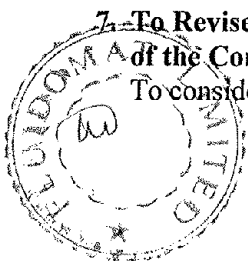
FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Shri Kunal Jain shall be minimum remuneration payable by the Company.

RESOLVED FURTHER THAT Shri Kunal Jain, Executive 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 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.”

7. **To Revise the remuneration of Mrs. Radhica Sharma (DIN: 06811597), Whole-Time Director of the Company designated as Deputy Managing Director:**

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:



"RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded to increase in the remuneration of Mrs. Radhica Sharma (DIN: 06811597), Whole-time Director designated as Deputy Managing Director of the Company w.e.f. 1st October, 2023 for the remaining part of her tenure till 9th February, 2025 as under;

Category: A

Remuneration, allowances and perquisites:

Remuneration not exceeding Rs 6,00,000/- per month inclusive of all allowances and perquisites.

FURTHER RESOLVED THAT in addition of her aforesaid remuneration, Mrs. Radhica Sharma, Deputy 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.

Category: B

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.

4. **Directors Obligation Insurance Premium:** If any taken by the Company as per provisions of section 197(13) of the Companies Act, 2013.

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.

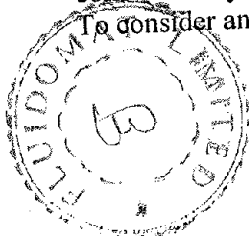
FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mrs. Radhica Sharma shall be minimum remuneration payable by the Company.

RESOLVED FURTHER THAT Mrs. Radhica Sharma, Deputy Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform her 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 her remuneration within the permissible limits in its absolute discretion as may 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."

8. To confirm the appointment of Shri Ashok Kumar Patni (DIN 10251353), as a director under the category of Non-Executive Independent Director for the period first term of five consecutive years:

To consider and if thought fit, to convey assent or dissent to the following Special Resolution:



“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17 and 25 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) and on the recommendation of Nomination & Remuneration Committee and Board of directors, **Shri Ashok Kumar Patni (DIN 10251353)**, who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. 14th August, 2023 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company and has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby confirmed and appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years with effect from 14th August, 2023 to 13th August, 2028.

RESOLVED FURTHER THAT he would be entitled to receive sitting fees for attending the meetings of the Board and its Committees, as may be determined by the Board.”

- 9. To confirm the appointment of Shri Samyak Modi (DIN 07359320), as a director under the category of Non-Executive Independent Director for the period first term of five consecutive years:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution**:

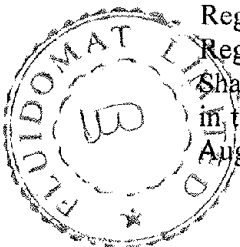
“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17 and 25 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) and on the recommendation of Nomination & Remuneration Committee and Board of Directors, **Shri Samyak Modi (DIN 07359320)**, who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. 14th August, 2023 pursuant to provisions of Section 161(1) of the Act and the Articles of Association of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years with effect from 14th August, 2023 to 13th August, 2028.

RESOLVED FURTHER THAT he would be entitled to receive sitting fees for attending the meetings of the Board and its Committees, as may be determined by the Board.”

- 10. To confirm the appointment of Shri Sharad Panot (DIN 10262641), as a director under the category of Non-Executive Independent Director for the period first term of five consecutive years:**

To consider and if thought fit, to convey assent or dissent to the following **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 16(1)(b), 17 and 25 of the SEBI (LODR) Regulations, 2015 (“Listing Regulations”) and on the recommendation of Nomination & Remuneration Committee, **Shri Sharad Panot (DIN 10262641)**, who was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors w.e.f. 14th August, 2023 pursuant to provisions of Section 161(1) of the Act and the Articles of



Association of the Company and who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold office for a First term of 5 (five) consecutive years with effect from 14th August, 2023 to 13th August, 2028.

RESOLVED FURTHER THAT he would be entitled to receive sitting fees for attending the meetings of the Board and its Committees, as may be determined by the Board."

BY ORDERS OF THE BOARD



DEVENDRA KUMAR SAHU
COMPANY SECRETARY
ACS 31933

Date: 14th August, 2023

Place: Indore (M.P.)

Registered Office:

CIN: L74210MP1978PLC001452

117, First Floor, Navneet Darshan, 16/2, Old Palasia,

Indore (M.P.) 452018

NOTES:

1. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) followed by Circular No. 20/2020 dated 5th May, 2020, Circular No. 2/2021 dated 13th January, 2021, Circular No. 2/2022 dated 5th May, 2022 and Circular No. 10/2022 dated 28th December, 2022 (Collectively referred as MCA Circulars), physical attendance of the Members to the AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM only and no physical presence at the meeting is required.
2. Pursuant to the MCA Circular, the facility to appoint a proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Therefore, the Proxy Form and Attendance Sheet for the 47th AGM is not annexed to the notice.
3. The Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders holding 2% or more share capital, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Secretarial Auditors, Scrutinizers, etc. who are allowed to attend the AGM without any restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013 ("the Act"). Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution / authorization letter to the Scrutinizer by email through its registered email address to ishan1619@yahoo.co.in with a copy of the same marked to the Company at info@fluidomat.com.
5. Pursuant to the provisions of section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (LODR) Regulations, 2015 (as amended), and the MCA Circulars, the Company is providing facility of



remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has made an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, and independent agency for providing necessary platform for VC/OAVM and necessary technical support as may be required. Therefore, the facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by CDSL.

6. The cut-off date for the purpose of entitlement for voting (including remote e-voting) is **Tuesday, the 19th September, 2023.**
7. The Company's Register of Members and Share Transfer Books shall remain closed from **Wednesday, September 20, 2023 to Tuesday, September 26, 2023 (both days inclusive)** for the purpose of the Annual General Meeting and to ascertain the eligibility to participate in the payment of dividend, if any.
8. 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 for remote e-voting:-

Commencement of remote e-voting	09.00 am (IST) on Saturday 23rd September, 2023
End of remote e-voting	05.00 pm (IST) on Monday, 25th September, 2023

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

9. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date i.e. 19th September, 2023** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
10. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of Shareholders and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Income Tax Act, 1961. The Shareholders are requested to update their PAN with the Company/ Ankit Consultancy Private Limited (in case of shares held in physical mode) and with the Depositories/ Depository Participants (in case of shares held in demat mode). The shareholders who are not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to investor@ankitonline.com or info@fluidomat.com latest by 11:59 P.M. (IST) on or before **19th September, 2023**. Shareholders are requested to note that if their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e., No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10 F, any other document which may be required to avail the tax treaty benefits by sending an email to info@fluidomat.com. The aforesaid declaration and documents needs to be submitted by the shareholders by 11:59 P.M. (IST) on or before 19th September, 2023.
11. In compliance with the MCA Circulars and Master Circular dated 11th July, 2023 issued by SEBI, Notice of the AGM along with the Annual Report 2022-23 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/Depositories. However, any specific request received from the members for demanding of the physical copy of the Annual Report will be provided by the company.
12. The Notice calling the AGM along with complete Annual Report has been uploaded on the website of the Company www.fluidomat.com. The Notice and Annual Report can also be accessed from the websites of the BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and providing necessary platform for VC/OAVM) i.e. (www.evotingindia.com).
13. The recorded transcript of the forthcoming AGM shall also be made available on the website of the Company www.fluidomat.com as soon as possible after the Meeting is over.
14. Members joining the meeting through VC/OAVM, who have not casted their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have casted their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.



15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under section 189 of the Act will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of 47th AGM i.e. 26th September, 2023. Members seeking to inspect such documents may send an email to info@fluidomat.com.
16. CS Ishan Jain, Practicing Company Secretary (F.R.No.S2021MP802300; Peer Review No. 842/2020 M.No.FCS 9978 & C.P.No.13032), Proprietor of M/s Ishan Jain & Co., Company Secretaries, Indore (M.P.) has been appointed as the Scrutinizer to scrutinize the e-voting at the AGM and remote e-voting process in a fair and transparent manner.
17. 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. Send their Email address to RTA for prompt communication and update the same with their DP to receive softcopy of the Annual Report of the Company.
18. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Boards.
19. Members desirous of obtaining any information concerning Accounts and Operations of the Company are requested to address their questions in writing to the Company at least 7 days before the date of the Meeting at its email ID info@fluidomat.com so that the information required may be made available at the Meeting.
20. Members are requested to notify immediately any change in their address and also intimate their active E-Mail ID to their respective Depository Participants (DPs) in case the shares are held in demat form and in respect of shares held in physical form to the Registrar and Share Transfer Agent (RTA) Ankit Consultancy Pvt. Ltd Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id investor@ankitonline.com; compliance@ankitonline.com to receive the soft copy of all communication and notice of the meetings etc of the company.
21. 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 2:00 P.M. and 4:00 P.M. up to the date of the meeting.
22. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests, viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4. The said form can be downloaded from the Company's website www.fluidomat.com/ and is also available on the website of the RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.
23. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.
24. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which (Dividend year 2015-16) dividend has not been claimed/encashed for 7 or more 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/encashed for 7 or more consecutive years. The details of such shareholders are posted on the website of the Company at www.fluidomat.com. Please note that the shares so



transferred to the IEPF can be claimed from the IEPF Authority as per the procedure prescribed under the Rules.

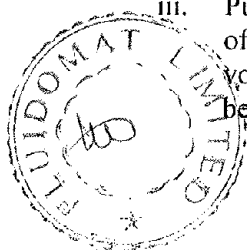
25. Dispute Resolution Mechanism at Stock Exchanges-SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating about the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
26. In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by **October 1, 2023** to Ankit Consultancy Pvt. Ltd. otherwise they will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002. In compliance with SEBI guidelines, the Company sent communication intimating about the submission of above details to all the Members holding shares in physical form to the RTA/ Company.
27. SEBI has mandated submission of PAN by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their depository participants. Members holding shares in physical form are requested to submit their PAN details to the company's RTA.
28. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013, which sets out details relating to special business at the meeting is annexed and forms part of the Notice.
29. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form if any to get convert into the D-mat form.
30. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which may be transferred if continuing remain unpaid and or the balance amount if not claimed by the shareholders for transfer thereafter the same to IEPF are as under:

Financial Year	Date of Declaration	Type of Dividend	Due date for transfer to IEPF	Amount of unpaid dividend as on 31.03.2023 (Rs.)
2015-16	26.09.2016	Final Dividend	25.10.2023	578027.50
2016-17	26.09.2017	Final Dividend	25.10.2024	423139.50
2017-18	26.09.2018	Final Dividend	25.10.2025	398368.25
2018-19	26.09.2019	Final Dividend	25.10.2026	209506.00
2019-20	14.02.2020	Interim Dividend	13.03.2027	326668.50
2020-21	25.09.2021	Final Dividend	24.10.2028	333446.75
2021-22	26.09.2022	Final Dividend	25.10.2029	327924.50

31. Voting through electronic means:

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

- i. The voting period begins on **23rd September, 2023 (Saturday), 9:00 A.M. (IST)** and ends on **25th September, 2023 (Monday), 5:00 P.M. (IST)**. During this period shareholders 'of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (**19th September, 2023**) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC/OAVM but shall not be entitled to cast their vote again.
- iii. Pursuant to Master Circular Dated 11th July, 2023 issued by SEBI and under Regulation 44 of the SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail



shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

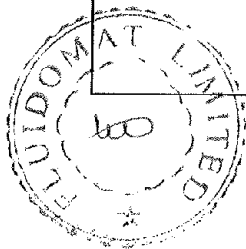
- iv. In terms of Master Circular Dated 11th July, 2023 issued by SEBI on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/ NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services



	<p>and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/ Secure Web/IdeasDirectReg.jsp</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/ CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

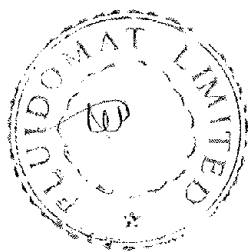
Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

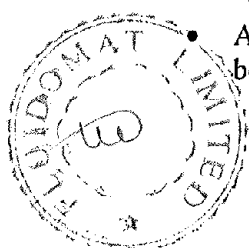
- (i) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for **FLUIDOMAT LIMITED** to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com



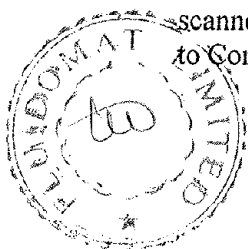
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@fluidomat.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that 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 mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at info@fluidomat.com. These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.



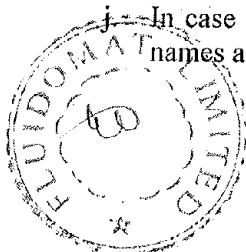
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.

32. General Guidelines for shareholders:

- a. Members 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).
Any person, who acquires shares of the Company and become member of the Company after mailing of the notice and holding shares as on the **cut-off date i.e. 19th September, 2023** (Monday), may obtain the login ID and password by sending a request at info@fluidomat.com.
- b. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date i.e. 19th September, 2023 (Tuesday) only shall be entitled to avail the facility of remote e-voting as well as e- voting at the AGM.
- c. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow e-voting to all those members who are present/logged in at the AGM but have not cast their votes by availing the remote e-voting facility.
- d. The Results of the voting on the resolutions along with the report of the Scrutinizer shall be declared and placed on the website of the Company (www.fluidomat.com) and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (Stock Exchange).
- e. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. at the address: -Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731- 4281333/0731-4065797/99Fax-0731-40657 98 Email id: investor@ankitonline.com
- f. The 47th AGM will be held through VC/OAVM therefore, the requirement for route map is not applicable.
- g. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairperson or a person authorized by him in writing, who shall countersign the same.
- h. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to STA in case the shares are held by them in physical form.
- i. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit the said details to their DP in case the shares are held by them in electronic form and to STA, in case the shares are held in physical form.
- j. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.



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

Name of Directors	Shri Ashok Jain	Shri Kunal Jain	Shri Ashok Kumar Patni	Shri Sharad Panot	Shri Samyak Modi
Designation	Chairman & Managing Director	Whole-time Director	Independent Director	Independent Director	Independent Director
DIN	00007813	01475424	10251353	10262641	07359320
Date of Birth	05-01-1949	27/04/1982	06-06-1960	09-10-1965	18-07-1982
Date of Appointment (previous)	01-07-2019	01/05/2023	NA	NA	NA
Expertise/ Experience in specific functional areas	More than 50 years' experience in the field of Company's product	21 years of experience in commercial matters.	More than 38 years' experience in the field of Finance, Taxation and general practice	More than 32 years' experience in the field of project planning, production, business process reengineering, EHS and quality systems	More than 15 years' experience in the field of Industry management
Qualification	BE Mechanical	B.Com	Chartered Accountant	BE Mechanical	B.com, PGDFMB
No. & % of Equity Shares held	10,17,952 (20.66%)	11,97,912 (24.31%)	Nil	Nil	Nil
List of outside Company's directorship held	Redwood Packaging Pvt. Ltd	Redwood Packaging Pvt. Ltd	Nil	Nil	Diversitech General Engineering Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	NIL	NIL	Nil	Nil	Nil
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	NIL	NIL	Nil	Nil	Nil
Disclosures of relationships between directors inter-se.	1. Shri Kunal Jain: Executive Director Relation- Son 2. Mrs. Radhica Sharma; Deputy Managing Director Relation-Daughter 3. Mrs. Monica Jain, CFO Relation – Daughter	1. Shri Ashok Jain: Chairman & Managing Director Relation- Father 2. Mrs. Radhica Sharma; Deputy Managing Director Relation-Sister 3. Mrs. Monica Jain, CFO Relation – Sister	Nil	Nil	Nil



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

Item No. 4 & 5:

Shri Ashok Jain was re-appointed at the 42nd Annual General Meeting held on 26th September, 2018 as the Chairman cum Managing Director for a period of 5 years w.e.f. 1st July, 2019 and his remuneration was revised in 45th Annual General Meeting held on 25th September, 2021 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.

Shri Ashok Jain is aged about 74 years and he is eligible for re-appointment for period of three years after passing special resolution pursuant to the proviso of section 196(3)(a) of the Companies Act, 2013. The Proposed re-appointment for a period of three years from 1st July, 2024 to 30th June, 2027, the company needs to seek approval of members by way of special resolution u/s 196(3)(a) read with Schedule V of the Companies Act, 2013.

Shri Ashok Jain is a technocrat and is a qualified graduate electrical engineer with more than 50 years all-round experience of design, development of fluid couplings and management of industry. He has developed the fluid coupling technology indigenously and brought India amongst few selected Companies in the world possessing this technology. He is considered the best expert in India on fluid couplings including its application, usages and energy saving. He is also recognized internationally by all the competitors and many users/buyers of fluid couplings in many places of the world. He is thus key asset of the Company and is fully capable to take the Company on progressive path with his knowledge and management skills. The Fluid coupling industry in the Country is having special category and the Company's activities cannot be compared with others.

The Nomination and Remuneration Committee and the Board at their meeting held on 14th August, 2023 considered that the Company needs to re-appoint Shri Ashok Jain as a Chairman & Managing Director for a further period of three years w.e.f. 1st July, 2024 on the terms and conditions and remuneration as set out in the Item No. 4 of the notice and recommend to pass necessary special resolution at the Meeting.

The Nomination and Remuneration Committee and the Board at their meeting held on 14th August, 2023 considered and approved the increase in his remuneration from Rs. 6,50,000 to Rs. 7,00,000 p.m. for the remaining part of his tenure from 1st Oct., 2023 to 30th June, 2024 on the terms and conditions and remuneration as set out in the Item No. 5 of the notice and recommend to pass necessary special resolution at the Meeting.

Shri Ashok Jain, is financially interested in the resolution to the extent of the remuneration as may be paid to him. Further that Shri Kunal Jain and Mrs. Radhica Sharma Whole-time Directors and Mrs. Monica Jain, Chief Financial Officer being his relatives may be deemed as concerned or interested otherwise in the resolutions. Except that none of the other directors or Key Managerial Personnel (KMP) or their relatives are concerned or interested in the Resolution.

Shri Ashok Jain is a promoter and holds 10,17,952 equity shares of Rs. 10/- each consisting of 20.66% of the total paid up capital of the Company.

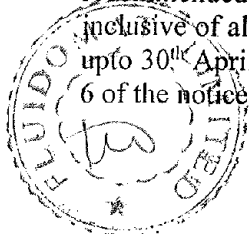
The Information as required under section II, Part 2 of the Schedule V is being given with the Item No. 7 being the information are in common nature.

Item No. 6:

Shri Kunal Jain was previously re-appointed by the shareholders at 46th Annual General Meeting held on 26th September, 2022 w.e.f. 1st May, 2023 for a period of three years on the total monthly remuneration not exceeding Rs. 4,50,000/- per month inclusive of all allowances and perquisites.

Shri Kunal Jain is leading the design department. He has wide and varied experience in our industry and is acquainted with thorough knowledge of business. Due to his active participation the department is well disciplined. He has made a systemic procedure in his department and the Company is being benefited with his experience, commitment, and capabilities.

The Nomination & Remuneration Committee and the Board, after reviewing the performance, has recommended an increase in the remuneration payable to him not exceeding Rs. 6,00,000/- per month inclusive of all allowances and perquisites w.e.f. 1st October, 2023 till the remaining part of his tenure upto 30th April, 2026 on the terms and conditions and revised remuneration as set out in the Item No. 6 of the notice and recommend to pass necessary special resolution at the Meeting.



Shri Kunal Jain, being the appointee is financially interested in the resolution to the extent of the remuneration as may be paid to him, further, Shri Ashok Jain, Chairman & Managing Director Mrs. Radhica Sharma Whole-time Director and Mrs. Monica Jain, Chief Financial Officer being his 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.

Shri Kunal Jain also holds 11,97,912 equity shares of Rs. 10/- each totaling to 24.31% of the total paid up capital of the Company.

The Information as required under section II, Part 2 of the Schedule V is being given with the Item No. 7 being the information are in common nature.

Item No. 7:

Mrs. Radhica Sharma was previously re-appointed by the shareholders at 43rd Annual General Meeting held on 26th September, 2019 w.e.f. 10th February, 2020 for a period of five years and her remuneration was increased w.e.f. 1st Oct., 2021 at the AGM held on 25th Sept., 2021 to Rs.4,50,000/- per month along with other perquisites etc.

She is results-oriented and driven to manage costs and establish strategic mutually beneficial partnerships and relationships with users' vendors and service providers. Excel at building and retaining high performance teams by hiring developing and motivating skilled professionals.

She is mainly responsible for Sales, raw material management, Inventory control, Debtors management, Administration besides other duties and responsibilities in the Company. Due to her extraordinary efforts company is able to recover debt. Raw material cost & other purchase cost were also decreased. She is showing multiple roles in day to day affairs, strategic management, good corporate governance, tapping foreign and domestic markets and production management.

She has introduced many new suppliers and vendors. Mrs. Sharma is successfully and satisfactorily handling all the purchases of the company and has also reduced the purchase cost effectively. The overseas market is also headed by Mrs. Radhica Sharma. She also helps in brand building of the Company's product in the international market. She visited various countries for overseas sales and succeeded. Not only overseas sales but she is also able to get good orders from domestic market. At present, the company is having good order bookings due to her extraordinary effort.

The Nomination & Remuneration Committee and the Board, after review the performance has recommended increment in the remuneration payable to her not exceeding Rs. 6,00,000/- per month inclusive of all allowances and perquisites w.e.f. 1st October, 2023 till the remaining part of her tenure upto 9th Feb., 2025 on the terms and conditions and revised remuneration as set out in the Item No. 7 of the notice and recommend to pass necessary special resolution at the Meeting.

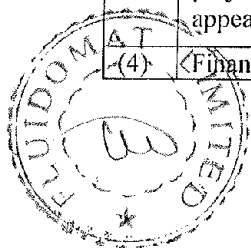
Mrs. Radhica Sharma, being the appointee is financially interested in the resolution to the extent of the remuneration as may be paid to her, further, Shri Ashok Jain, Chairman & Managing Director Shri Kunal Jain Whole-time Director and Mrs. Monica Jain, Chief Financial Officer being her relatives may 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 jointly with her husband Mr. Sandeep Sharma holding 31,730 equity shares of Rs. 10/- each totaling 0.64% of the total paid up capital of the Company.

The Information as required under section II, Part 2 of the Schedule V is being given as under:

I. General Information:

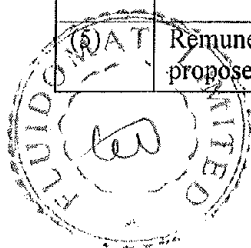
(1)	Nature of industry	Engineering machinery (Fluid coupling manufacturing)
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given	The Company has achieved turnover of Rs.4615.73 Lakhs



	indicators	for the year ended 31 st March, 2023 and earned profits before Tax Rs.1287.06 Lakhs.
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company except that the company is having NRI/ FPI holding in equity shares of Rs.14.21 Lakhs as on 31 st March, 2023 and the company has also made investment in one wholly owned subsidiary (WOS) in UK an amount of Rs. 16.54 lakhs. However, Board of Directors of the Company in their meeting held on 11 th February, 2023 has approved the proposal to close its WOS due to not having any business and the said WOS is already stiked off and wound up by the competent authority.

II. Information about the appointee:

Sr. No.	Particulars	Shri Ashok Jain	Shri Kunal Jain	Smt. Radhica Sharma
(1)	Background details	Shri Ashok Jain is a technocrat and qualified graduate electrical engineer with more than 50 years all-round experience of design, development of fluid couplings and management of industry. He has developed the fluid coupling technology indigenously and brought India amongst few selected Companies in the world possessing this technology. He is considered the best expert in India on fluid couplings including its application, usages and energy saving. He is also recognized internationally by all the competitors and many users/ buyers of fluid couplings in many places of the world.	Shri Kunal Jain is graduate and designated as Executive Director, involved in production and design development beside administration and other commercial activities under the guidance of Shri Ashok Jain having more than 21 years experiences in commercial matters.	Mrs. Radhica Sharma is post graduate and results-oriented Deputy Managing Director driven to manage costs and establish strategic mutually beneficial partnerships and relationships with users' vendors and service providers. Excel at building and retaining high performance teams by hiring developing and motivating skilled professionals. Having more than 22 years' experience in the field of commercial matters and Industrial management.
(2)	Past remuneration	The total Remuneration for the year period 2022-23 is Rs. 77.77 lakhs.	The total Remuneration for the year 2022-23 is Rs. 53.75 lakhs.	The total Remuneration for the year 2022-23 is Rs. 51.67 lakhs
(3)	Recognition or awards	Nil		
(4)	Job profile and his /her suitability	Shri Ashok Jain, the Chairman and Managing Director is in-charge of the entire affairs of the Company being the Managing Director subject to superintendence and control of the Board of directors and conduct the activities of the Company, also assisted by two Whole-time Directors.	Shri Kunal Jain is leading design department. He is having wide and varied experience in our industry and is acquainted with thorough knowledge of business.	Mrs. Radhica Sharma is mainly responsible for Sales, raw material management, Inventory control, Debtors management, Administration besides other duties and responsibilities in the Company.
	Remuneration proposed	Upto Rs. 84.00 lakhs per annum	Upto Rs. 72.00 lakhs	Upto Rs. 72.00 lakhs



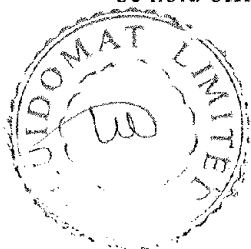
			per annum	per annum
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.		
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Shri Ashok Jain alongwith his relatives hold 49.88% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Chairman and Managing Director and dividend as may be declared by the Company. His relatives have also rented out office premises to the Company on terms approved by the Board. Shri Ashok Jain is a relative of Mr. Kunal Jain, and Mrs. Radhica Sharma Whole-time Directors and Mrs. Monica Jain, CFO of the Company.	Shri Kunal Jain alongwith his relatives hold 49.88% equity share capital of the Company. He is also having interest to the extent of the remuneration which he may draw from the Company being the Executive Director and dividend as may be declared by the Company. He has also rented out office premises to the Company on terms approved by the Board. Shri Kunal Jain is a relative of Shri Ashok Jain, and Mrs. Radhica Sharma Whole-time Directors and Mrs. Monica Jain, CFO of the Company.	She is having interest to the extent of the remuneration which he may draw from the Company being the Executive Director and dividend as may be declared by the Company. Mrs. Radhica Sharma is a relative of Shri Ashok Jain, and Shri Kunal Jain Whole-time Directors and Mrs. Monica Jain, CFO of the Company. She holds 31730 equity shares of Rs. 10/- each totaling to 0.64% of the total paid up capital of the Company with her husband.

III. Other information:

(1)	Reasons of loss or inadequate profits	There is no loss however, there may be inadequate profits due to adverse market position and matter of demand and supply, the profits may be inadequate in a particular period. However, during the year 2022-23 Company's turnover and profit has been increased.
(2)	Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3)	Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 10-15% every year.

Item No. 8, 9 and 10:

Second term of all existing Independent Directors of the Company is going to be completed on 31st March, 2024 as per the section 149 (11) of the Companies Act, 2023 the Independent Directors cannot be hold office more than two terms.



As per the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 half of the Board shall be comprised with the Independent Directors. Therefore, company needs to appoint Independent Directors in place of outgoing three Independent Directors.

The Board of Directors of the Company upon recommendation of Nomination & Remuneration Committee appointed **Shri Ashok Kumar Patni (DIN 10251353); Shri Samyak Modi (DIN 07359320) and Shri Sharad Panot (DIN 10262641)** as an additional director under the category of Non-Executive Independent Director w.e.f. **14th August, 2023** for a first term upto five consecutive years w.e.f. 14th August, 2023 and shall not be liable to retire by rotation.

Company has received consent from them in Form DIR-2 and their certificate of disqualification in Form DIR-8 along with their declaration of independency as required under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Further, they are also registered under the database maintained by the IICA and are eligible to being appointed as the Independent Director of the company.

Further, they have also confirmed that they are not disqualified from being appointed as Director under Section 164 of the said Act nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given their consent to act as a Director of the Company.

The Board is of the opinion that they are a person of integrity and possesses relevant expertise and experience and are eligible for the position of an Independent Director of the Company and fulfils the conditions specified by the Companies Act, 2013 including Rules framed thereunder and the SEBI (LODR) Regulations, 2015 and that they are independent of the management of the Company.

The Board considers that their association as Director will be of immense benefit and will be in the best interest of the Company. The details of the skills and capabilities required for the role. Their brief resume, the nature of expertise in specific functional areas, names of companies in which they holds directorship, committee memberships/chairmanships, their shareholding, if any etc., are separately annexed hereto.

A copy of letter of appointment of setting out the terms and conditions of their appointment is available for inspection by members at the Registered Office of the Company. Shri Ashok Kumar Patni; Shri Samyak Modi and Shri Sharad Panot are not related to any of the Directors or Key Managerial Personnel of the Company in terms of Section 2(77) of the Companies Act, 2013. None of the Directors or Key Managerial Personnel of the Company (including relatives of the Directors and Key Managerial Personnel, are concerned or interested, financially or otherwise, in this resolution. Accordingly, based on the recommendation of the Nomination & Remuneration Committee, the Board recommends the resolution as set out in item No. 8, 9 and 10 of the Notice for approval by the members as Special Resolution(s).



Place: Indore (M.P.)

Date: 14th August, 2023

BY ORDERS OF THE BOARD

DEVENDRA KUMAR SAHU
COMPANY SECRETARY
ACS 31933