



**FLUIDOMAT
LIMITED**

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CIN No : L74210MP1978PLC001452



FL/SE/DKS/2025-26

Online filing at www.listing.bseindia.com

26th September, 2025

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

BSE CODE: 522017

Sub: Submission of the Proceedings of the 49th Annual General Meeting held on Friday, the 26th September, 2025, pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we are pleased to submit the proceedings of the 49th Annual General Meeting of Fluidomat Limited held on Friday, 26th September 2025 at 2:00 P.M. (IST) and concluded at 2:43 P.M. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") and for this purpose the registered office of the company situated at **117, 1st Floor, Navneet Darshan, 16/2, Old Palasia, Indore, (M.P.) 452018** shall be deemed to be the venue of the meeting.

Please note that the outcome of the Annual General Meeting and results of e-voting will be communicated separately upon receipt of Scrutinizer's Report within two working days from the conclusion of the Annual General Meeting, in accordance with the applicable provisions.

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

Thanking You,
Yours Faithfully,

For, FLUIDOMAT LIMITED

**DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER
Encl.: a/a**

PROCEEDING OF THE 49TH ANNUAL GENERAL MEETING OF FLUIDOMAT LIMITED HELD ON FRIDAY THE 26TH SEPTEMBER 2025, THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) AT 2:00 P.M. AND CONCLUDED AT 2:43 P.M. 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 ANNUAL GENERAL MEETING

PRESENCE IN THE MEETING THROUGH VC/OAVM:

I. DIRECTORS:

- | | |
|-------------------------|--|
| 1. SHRI SHARAD PANOT | - INDEPENDENT DIRECTOR & CHAIRMAN OF THE MEETING |
| 2. SHRI KUNAL JAIN | - EXECUTIVE DIRECTOR |
| 3. SMT. RADHICA SHARMA | - DEPUTY MANAGING DIRECTOR |
| 4. CA ASHOK KUMAR PATNI | - INDEPENDENT DIRECTOR |
| 5. SHRI SAMYAK MODI | - INDEPENDENT DIRECTOR |

II. OFFICERS IN PRESENCE:

- | | |
|---------------------------|---------------------------|
| 1. MRS. MONICA JAIN | - CHIEF FINANCIAL OFFICER |
| 2. CS DEVENDRA KUMAR SAHU | - CS & COMPLIANCE OFFICER |

III. SPECIAL INVITEES

- | | |
|-----------------------|--|
| 1. CA J.P. SARAF | - STATUARY AUDITOR |
| 2. CS (DR.) D.K. JAIN | - SECRETARIAL AUDITOR |
| 3. CS ISHAN JAIN | - SCRUTINIZER FOR E-VOTING AT AGM &
REMOTE E-VOTING |

Total No. of Members on the Cut-off date 19th September, 2025 were 10548 Members, as per the requirement of the Companies Act, 2013, in order to have a valid quorum at least 30 members are required to be present through VC/OAVM. Adequate members attended AGM through VC/OAVM.

PROCEEDING OF THE MEETING:

The 49th Annual General Meeting (the “AGM”) of the Company was held through VC/OAVM pursuant to the Ministry of Corporate Affairs (“MCA”) General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to “Clarification on holding of Annual General Meeting (“AGM”) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)” (collectively referred to as “MCA Circulars”) permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“the Act”), Securities and Exchange Board of India (LODR) Regulations, 2015, (“SEBI Listing Regulation”) and Secretarial Standard-2 on General Meetings (“SS2”) issued by The Institute of Company Secretaries of India and MCA Circulars issued by the Securities and Exchange Board of India (“SEBI Master Circular”), and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”).

CS Devendra Kumar Sahu, Company Secretary took a roll call of the Directors and introduced other invites.

CHAIRMAN OF THE MEETING:

CS Devendra Kumar Sahu, Company Secretary informed that regular Chairman of the Company is not available for the meeting due to some personal reasons. Therefore, Board of Directors is required to appoint one of the Director to act as a chairman and proceed the meeting.

Shri Ashok Kumar Patni, Independent Director proposed the name of Shri Sharad Panot, Independent Director as a chairman for the 49th annual general meeting which was seconded by Shri Kunal Jain, Whole-time Director and Shri Samyak Modi, Independent Director.

Board of Directors appointed Shri Sharad Panot, Independent Director as a chairman for the meeting, as per the section 104 of the Companies Act, 2013. Shri Sharad Panot took the chair and welcomes all the members and proceed the meeting.

CS further informed that adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and then the proceeding of the Meeting was commenced.

The Chairman of the Audit Committee CA Ashok Kumar Patni was available to respond to the queries relating to Books of Accounts and Directors Remuneration etc.

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

“Chairman’s Speech”

“Dear Shareholders,

Good afternoon ladies and gentleman and a very warm welcome to the 49th Annual General meeting of your company. I hope all of you and your families are safe and well and I thank you for your unwavering trust and support for Fluidomat. We have circulated AGM Notice and our Annual Report for F.Y. 25 to shareholders and it is also available on the website of our company and on the stock exchange – BSE.

The global economy is undergoing big turmoil due to continuing wars, disruption in global supply chain and political disturbances trying to create new world order. The global economic growth may remain below 2.3 percent.

India with its huge internal consumption, high reserve of food grain and strong military power will remain unaffected by geopolitical economic turbulences and is expected to record growth rate of around 6.5%.

The union Government insistence on “Swadeshi” is certainly going to boost Indian Industry in all sectors. The GST reforms is also going to boost consumption and revenue growth.

Your Company is proudly producing very hitech fluid couplings indigenously in pace with Govt. initiative of “Swadeshi” and is amongst few Companies possessing fluid coupling technology.

The Union Govt. has announced 32 number new Coal based Thermal Power Plants out of which for 10 Plants EPC contracts are already awarded and out of which your Company has secured orders for fluid couplings in 8 projects. For mining 19 new projects have been announced and out of which for 9 projects EPC Contracts are awarded and out of which your Company has secured orders for fluid couplings for 7 projects. In long term these projects supplies will be regular source of spare parts and replacement business.

These new projects are going to boost growth of engineering sector with its sizeable contribution in GDP, exports and employment to skilled and unskilled labours and also to Engineers and Technicians.

The Govt. initiative to indigenously produce semiconductor chips is strong step in self reliance and supporting Indian Industry in various sectors including Automobiles, Electronic Hardware and Software industry.

Many other infrastructure and social projects have been undertaken by Union Govt. List is exhaustive.

Your Company is envisaging its modernization activities, financed by internal accruals. Modern CNC machines will be installed contributing to enhanced production, quick deliveries and better quality.

Product testing machines and modern laboratory for material testing will be installed. Modernization will also give a face lift to Company attracting International buyers.

I am pleased to report that your Company has delivered a standout performance in the F.Y. 2024-25. Your company has recorded revenue of Rs. 7564.23 lakhs during the F.Y. 2024-25, registering a growth of 28.33% over F.Y. 2023-24. Profit after Tax reached at 2222.35 lakhs as against 1305.24 lakhs in the previous financial year which represents a growth of 70.26% over the previous financial year. Your company is debt free and carried a free reserve of Rs. 7552.24 lakhs as on 31st March, 2025.

Your Company exercises good financial control giving consistent returns to shareholders and at the same time continuously investing in new machinery and softwares. Company proposes dividend of Rs.7.50 per equity share for the FY 24-25 subject to shareholders approval.

Your company has contributed Rs. 25.13 lakh to the society by contributing in corporate social responsibility (CSR) activities during the F.Y. 2024-25 under its CSR program.

Your company with relentless efforts in all fields including quality, reliability and customer satisfaction alongwith continuous R & D and product improvement enjoys high credibility amongst users in market and also attracts new buyers.

With committed and experienced employees, the company aims at sustainable growth and wealth creation for stake holders.

I would like to take this opportunity to acknowledge and thank my fellow Board Members for their individual contribution and support in strengthening the company.

On behalf of the entire team at Fluidomat, I would like to extend my deepest gratitude for the trust and support of our Investors, shareholders, Bankers and financial institutions, Government, vendors, customers and employees.

Your strong and continued support has played a pivotal role in company's achievements, and I am sure that the same will continue in the years to come.

Once again, thank you to everyone who has been part of our journey – your support has been instrumental in our shared success.”

Company Secretary informed the members that, electronic copies of the Notice & Annual Report for the financial year 2024-25 have been sent to all the members whose e-mail ids were registered with the Company or Depository Participant(s) and sent a letter to shareholders whose e-mail addresses are not registered with Company or Depository Participant(s), providing the weblink of Company's website from where the Integrated Annual Report for financial year 2024-25 can be accessed. The Notice of this Annual General Meeting is given on Page No. 3 to 24 of 49th Annual Report.

The Auditors Report on the Financial Statements of the Company is given by the Statutory Auditors M/s J P Saraf & Co LLP, Chartered Accountants, Indore (F. R. No. 006430C/C400368). The Auditor's Report does not contain any qualification or negative remarks.

The Secretarial Audit Report for Financial Year 2024-25 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore (F.R. No. S2003MP064600) FCS 3565 and CP 2382. Same is given in Annual Report. Secretarial Audit Report does not contain any qualification or adverse remarks.

CS Ishan Jain, Proprietor of M/s Ishan Jain & Co., Company Secretaries, Indore (M.P.) (F.R. No. S2021MP802300; Peer Review No. 6973/ 2025, M. No. FCS 9978 & C.P. No.13032), was appointed by the Board as the Scrutinizer for the remote e-voting & e-voting at this Meeting. The Scrutinizer will ensure the voting to be done in a fair and transparent manner.

Company Secretary further informed 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 Tuesday 23rd September, 2025 at 9.00 A.M. (IST) and have already been completed on Thursday, 25th September, 2025 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. Those who have already casted their vote by remote e-voting shall not be entitled to vote again in this AGM by e-voting.

The Members, who are in the records of the Company as on the cut-off date i.e. 19th September, 2025 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.

Company Secretary further informed that 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>.

Company Secretary also explained about the special campaign titled “**Saksham Niveshak**” from 28th July 2025 to 6th November 2025 launched by IEPFA.

Shareholders are advised to update their KYC details, verify any unclaimed dividends for the years 2017-18 to 2023-24, and take necessary action to claim these amounts. Details of unpaid dividends are available on the Company’ s website and the IEPF portal.

Company Secretary requested all the shareholders to utilize this opportunity to safeguard their entitlements and update their records promptly.

Company Secretary further informed that in case a holder of physical securities whose folio do not have PAN, nomination, contact details, bank account details and specimen signature updated shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing PAN, KYC details and Nomination.

Payment of dividend in respect of such folios, only through electronic mode upon furnishing all the aforesaid details in entirety.

In compliance with SEBI guidelines, the Company have already sent communication intimating about the submission of above KYC details to all the Members holding shares in physical form and the members are requested to provide the required information in the specified format to the RTA/ Company within the timeline specified by the SEBI.

The relevant forms as applicable, for Nomination and Updation of PAN/ KYC details and SEBI circulars are available at company and RTA website.

After that the Company Secretary placed before the meeting businesses as contained in the Notice one by one for consideration and approval of the members.

S. No.	Type of resolution passed	Matters
1.	Ordinary	Adoption of the Audited Financial Statements which include the Audited Balance Sheet as at 31 st March, 2025, the Statement of Profit & Loss, Cash Flow and Changes in Equity for the financial year ended 31 st March, 2025 and the Reports of the Board’s and Auditors thereon.

2.	Ordinary	Declaration of dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2025.
3.	Ordinary	Re-appointment of a director in place of Mrs. Radhica Sharma (DIN- 06811597) who is liable to retire by rotation at this Annual General Meeting and being eligible offers herself for re-appointment.
4.	Ordinary	Appointment of M/s D. K. Jain & Co., Practicing Company Secretaries as the Secretarial Auditor of the Company for a term of five consecutive years and fix their remuneration.
5.	Special	Revision in the remuneration payable to Shri Kunal Jain (DIN: 01475424), Whole-time Director of the Company designated as an Executive Director.
6.	Special	Re-appoint Shri Kunal Jain (DIN: 01475424), Whole-time Director of the Company designated as an Executive Director for a further period of 3 years w.e.f. 1st May, 2026.
7.	Special	Revision in the remuneration payable to Mrs. Radhica Sharma (DIN: 06811597), Whole-Time Director and change in designation from Deputy Managing Director to Joint Managing Director of the Company.

Company Secretary further informed that, as set out in the Notice of Annual General Meeting stating the requirement to register themselves as a speaker to express views or ask questions during the AGM. Adequate time was provided for registration and the company has received request from four shareholders for seeking opportunity to speak at AGM.

Thereafter, Company Secretary invited speakers to ask questions or queries which was satisfactorily replied by the Board Members.

Chairman informed the members present in the AGM that the results of the remote e-voting and e-voting at AGM along with the report of the scrutinizer will be announced within 2 working days from the conclusion of 49th 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.

Chairman further informed that since all the businesses to be conducted at this Annual General Meeting has been transacted, the 49th Annual General Meeting has come to an end.

Chairman further confirmed that the meeting was conducted as per the requirement of the Companies Act, 2013, SEBI (LODR) Regulation, 2015 and Secretarial Standard issued by ICSI.

Chairman thanked all the members and Board members and invites for participating in the meeting and declared that the meeting is concluded.

For, **FLUIDOMAT LIMITED**

DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER