



**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/2021-22

27th August, 2021

Online filing at: www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE LIMITED
Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 522017

Sub: Filing of the Notice of the 45th Annual General meeting of the Company to be held on 25th September, 2021

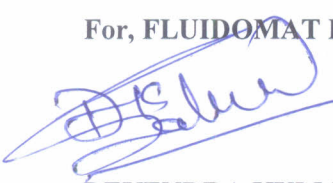
Dear Sir/Madam,

We are pleased to submit a copy of the notice of the 45th Annual General Meeting of the Company to be held on **Saturday, 25th September, 2021 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 45th 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.: 1. Notice of 45th Annual General Meeting.



FLUIDOMAT LIMITED



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NOTICE

Notice is hereby given that 45th Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on **Saturday the 25th day of September, 2021 at 2.00 P.M.** 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 45th 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, 2021, Statement of Changes in Equity, the Statement of Profit & Loss, and Cash Flow Statement of the company for the financial year ended 31st March, 2021 and the Reports of the Board's and Auditors thereon.
2. To declare dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31st March, 2021.
3. To appoint a director in place of **Shri Ashok Jain (DIN: 00007813)** who liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESSES:

4. To Revise the remuneration of **Shri Ashok Jain (DIN: 00007813), Chairman and Managing Director of the Company:**

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

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, **Shri Ashok Jain, the Chairman & 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.

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.

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 to the Chairman & Managing Director.

3. Electricity and Water: The Company shall pay electricity bill and water charges for the residence of Shri Ashok Jain.

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 Ashok Jain shall be minimum remuneration payable by the Company.

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 six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Shri Ashok Jain, the Chairman & Managing 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."

5. 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, 2021 for the remaining part of his tenure till 30th April, 2023 not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

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.

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.

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.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Shri Kunal Jain as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT 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."

6. 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 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 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, 2021 for the remaining part of her tenure till 09th February, 2025 not exceeding Rs 4,50,000/- per month inclusive of all allowances and perquisites.

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.

1. Employers Contribution to PF: As per the Rules of the Company.

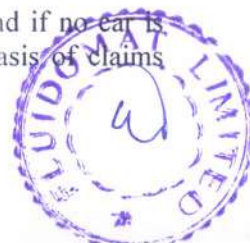
2. Gratuity: As per the rules of the Company, subject to the maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.

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.

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.

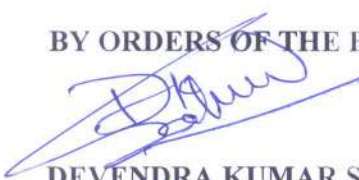
FURTHER RESOLVED THAT in the event of there being any loss or inadequacy of profit for any financial year, the aforesaid remuneration payable to Mrs. Radhica Sharma shall be minimum remuneration payable by the Company.

FURTHER RESOLVED THAT there shall be clear relation of the Company with Mrs. Radhica Sharma as "the Employer-Employee" and each party may terminate the above said appointment with six months' notice in writing or salary in lieu thereof.

RESOLVED FURTHER THAT Mrs. Radhica Sharma, 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."

BY ORDERS OF THE BOARD


DEVENDRA KUMAR SAHI
COMPANY SECRETARY
ACS 31933



Date: 14th August, 2021

Place: Indore (M.P.)

Registered Office:

CIN: L74210MP1978PLC001452

117, First Floor, Navneet Darshan

16/2, Old Palasia, Indore (M.P.) 452018

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and 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 and Circular No. 02/2021 dated 13th January, 2021 (extended the time line for holding of Annual General Meetings through VC/OAVM till 31st December, 2021) Securities and Exchange Board of India ("SEBI") also vide its Circular dated 12th May, 2020 permitted holding of Annual General Meetings through VC/OAVM which was further extended by its circular dated 15th January, 2021 till December 31, 2021 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 Circular No. 14/2020 dated 8th April, 2020, issued by the MCA, the facility to appoint 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 45th AGM is not annexed to the notice.
3. The Members can join the AGM the 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 Circulars issued by the MCA dated 8th April, 2020, 13th April, 2020, 5th May, 2020 and 13th January, 2021 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 **Saturday, the 18th September, 2021**.
7. The Company's Register of Members and Share Transfer Books shall remain closed from **Sunday, the September, 19th 2021 to Saturday, the September, 25th 2021 (both days inclusive)** for the purpose of the Annual General Meeting and payment of dividend.
8. The remote e-voting facility will be available during the following 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 Wednesday 22 nd September, 2021
End of remote e-voting	05.00 pm (IST) on Friday, 24 th September, 2021

Once the vote on a resolution is casted by the member, the 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. 18th September, 2021** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM.
10. Pursuant to 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) and who is 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 18th September, 2021. Shareholders are requested to note that in case 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.
11. In compliance with the MCA Circulars dated 5th May, 2020 & 13th January, 2021 and SEBI Circular dated 12th May, 2020 & 15th January, 2021, Notice of the AGM along with the Annual Report 2020-21 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, if Courier Agency/Post Office is ready to deliver the same in specific zone due to Covid-19.
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 45th AGM i.e. 25th September, 2021. 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) and 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. Quote their ledger folio number in all their correspondence.
 - b. Send their Email address to RTA for prompt communication and update the same with their D.P 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@iankitonline.com, rtaindore@gmail.com.
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. 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 2013-14) 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.
23. As per SEBI Circular dated 20th April, 2018 shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. (PAN) and Bank Account Details to the RTA of the Company.
24. 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.
25. 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.
26. 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 31.03.2021(Rs.)
2013-14	26.09.2014	Final Dividend	25.10.2021	606377.75
2014-15	26.09.2015	Final Dividend	25.10.2022	595226.50
2015-16	26.09.2016	Final Dividend	25.10.2023	537195.00
2016-17	26.09.2017	Final Dividend	25.10.2024	425764.50
2017-18	26.09.2018	Final Dividend	25.10.2025	400118.25
2018-19	26.09.2019	Final Dividend	25.10.2026	210566.00
2019-20	14.02.2020	Interim Dividend	13.03.2027	327636.00

27. **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 **22nd September, 2021 (Wednesday) and ends on 24th September, 2021 (Friday)**. During this period shareholders of the Company, holding shares either in physical form or



in dematerialized form, as on the cut-off date (18th September, 2021) 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 SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, 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 SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	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 e-voting 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	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 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. 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/SecureWeb/IdeasDirectReg.jsp 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
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 022- 23058738 and 22-23058542-43.
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

- v. Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
 - i. The shareholders should log on to the e-voting website www.evotingindia.com
 - ii. Click on "Shareholders" module.
 - iii. 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.
 - iv. Next enter the Image Verification as displayed and Click on Login.
 - v. 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.
 - vi. 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) 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. 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.

- vii. After entering these details appropriately, click on "SUBMIT" tab.
- viii. 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.
- ix. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant <Fluidomat Ltd > on which you choose to vote.
- xi. 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.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. 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.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvi. 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.
- xvii. **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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xviii. **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:**
- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
 - 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/EGM.
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 4 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 to 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/EGM 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 EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

xix. 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 022- 23058738 and 022-23058542/43.

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 Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

28. General Guidelines for shareholders:

- a. 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. 18th September, 2021 (Saturday), may obtain the login ID and password by sending a request at info@fluidomat.com.
- b. 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.
- c. 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).
- d. 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- 4281333/0731-4065797/99 Fax-0731-40657 98 .Email id: investor@ankitonline.com
- e. The 45th AGM will be held through VC/OAVM therefore, the requirement for route map is not applicable.



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

Item No. 4

Shri Ashok Jain was re-appointed at the 42nd Annual General Meeting held on 26th September, 2018 as the Chairman cum Managing Director (CMD) for a period of 5 years w.e.f. 1st July, 2019 on the total monthly remuneration not exceeding Rs.3,50,000/- per month along with other privileges.

In spite of continuous and all-round growth of the Company the remuneration of CMD was not revised previously. Now its need to revise the remuneration of CMD in view of his excellent efforts in growth of the Company.

Shri Ashok Jain is a technocrat and is a qualified graduate electrical engineer with more than 48 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, 2021 considered that the Company should increase the remuneration payable to him not exceeding Rs. 6,50,000/- per month w.e.f. 1st October, 2021 for the remaining part of his tenure upto 30th June, 2024 on the terms and conditions and revised remuneration as set out in the Item No. 4 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 also holding 11,06,452 equity shares of Rs. 10/- each consisting of 22.46% 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. 6 being the information are in common nature.

Item No. 5:

Shri Kunal Jain was previously re-appointed by the shareholders at 41st Annual General Meeting held on 26th September, 2017 w.e.f. 1st May, 2018 for a period of five years on the total monthly remuneration not exceeding Rs. 2,00,000/- per month with an annual increment of Rs. 10,000/- along with other privileges like HRA, Medical Expenses Club fee etc.

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. Due to his active participation the department is well in discipline. 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 review the performance has recommended increment in the remuneration payable to him not exceeding Rs. 4,50,000/- per month inclusive of all allowances and perquisites w.e.f. 1st October, 2021 till the remaining part of his tenure upto 30th April, 2023 on the terms and conditions and revised remuneration as set out in the Item No. 5 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 is also holding 11,87,331 equity shares of Rs. 10/- each totaling to 24.10% 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. 6 being the information are in common nature.

Item No. 6:

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 on the total monthly remuneration not exceeding Rs. 1,90,000/- per month with an annual increment of Rs. 10,000/- along with other privileges like HRA, Medical Expenses Club fee etc.

She is 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.

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 extra ordinary 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 entire purchases of the company and has also reduced the purchase cost effectively. 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. Presently, the company is having good order bookings due to her extra ordinary effort.

The Nomination & Remuneration Committee and the Board after review the performance has recommended increment in the remuneration payable to her not exceeding Rs. 4,50,000/- per month inclusive of all allowances and perquisites w.e.f. 1st October, 2021 till the remaining part of her tenure upto 09th Feb., 2025 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.

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 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.

Mrs. Radhica Sharma jointly with her husband Mr. Sandeep Sharma holding 31,730 equity shares of Rs. 10/- each totaling to 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 indicators	The Company has achieved turnover of Rs.2827.34 Lakhs for the year ended 31 st March, 2021 and earned profits before Tax Rs.439.74 Lakhs.
(5)	Foreign investments or collaborations, if any.	There is no foreign investment or Foreign Collaboration in the Company except in one wholly owned subsidiary in UK on 26 th June, 2019 amount of Investment is Rs. 16.54 lakhs.



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 48 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 19 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 20 years' experience in the field of commercial matters and Industrial management.
(2)	Past remuneration	The total Remuneration for the year period 2020-21 is Rs. 44.49 lakhs	The total Remuneration for the year period 2020-21 is Rs. 42.76 lakhs	The total Remuneration for the year period 2020-21 is Rs. 37.24 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.
(5)	Remuneration proposed	Upto Rs. 78.00 lakhs per annum	Upto Rs. 54.00 lakhs per annum	Upto Rs. 54.00 lakhs 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 51.47% 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 51.47% 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 have 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 totalling to 0.64% of the total paid up capital of the Company with her husband.
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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 2020-21 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.

Place: Indore (M.P.)
Date: 14th August, 2021

BY ORDERS OF THE BOARD

DEVENDRA KUMAR SAHU
COMPANY SECRETARY
ACS 31933

