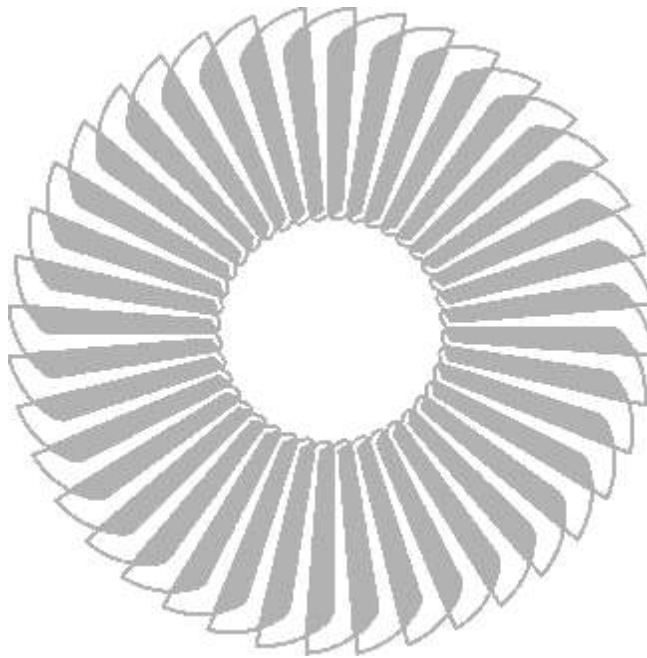




*An ISO 9001:2008 Certified Company*



**FLUIDOMAT LIMITED**

*37th Annual Report*

**2012-13**



# **Board of Directors :**  
**ASHOK JAIN** *Chairman and Managing Director*  
**KUNAL JAIN** *Executive Director*  
**M.K. SHAH**  
**K.C. JAIN**  
**NARENDRA KATHED**  
**PRAFUL R. TURAKHIA**

# **Vice President and Compliance officer :**  
**PRAMOD JAIN**

# **Auditors :**  
**J.P. SARAF & CO.**  
Chartered Accountants

# **Corporate Law Advisor :**  
**D.K. JAIN & COMPANY**  
Company Secretaries

# **Bankers :**  
**CENTRAL BANK OF INDIA**

# **Registered Office :**  
117, 1st Floor, 'Navneet Darshan',  
16/2, Old Palasia, Indore-452 018 (M.P.)  
Tel.: 0731-2564820

# **Registrar and Transfer Agents :**  
Ankit Consultancy Pvt. Ltd.  
Plot No. 60,  
Electronic Complex  
Pardeshipura, Indore (M.P.) -452010  
Tel. : 91-731-3198601, 3198602  
Fax : 91-731-4065798  
E-mail : ankit\_4321@yahoo.com

# **Works & Head Office :**  
7C-8J, I.S. Gajra Industrial Area,  
Agra-Bombay Road,  
DEWAS-455 001 (M.P.)  
Tel.: 07272-258582, 258583, 268100  
Fax : 07272-258581  
e-mail : fludomat@bsnl.in  
info@fluidomat.com  
Website : www.fluidomat.com

### **37th Annual General Meeting**

Date : 26th September, 2013  
Day : Thursday  
Time : 2.00 p.m.  
Place : 117, 1st Floor  
'Navneet Darshan'  
16/2, Old Palasia,  
Indore - 452 018 (M.P.)  
Book Closure : 23.09.2013 to 26.09.2013  
(Both days inclusive)

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**NOTICE**

**NOTICE** is hereby given that the 37th Annual General Meeting of the Members of **FLUIDOMAT LIMITED** will be held on Thursday, September 26, 2013 at 2.00 p.m., at 117, "NAVNEET DARSHAN", 16/2 Old Palasia, Indore (M.P.) 452018, Registered Office of the company to transact the following business:

**I. ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Statement of Profit & Loss Account for the year ended March 31, 2013 and the Balance Sheet as at that date together with the reports of the Directors and Auditors thereon.
2. To declare dividend for the financial year ended 31st March, 2013.
3. To appoint a Director in place of CA M.K. Shah who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri K.C. Jain who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint a Director in place of Shri Kunal Jain who retires by rotation and being eligible, offers himself for re-appointment.
6. To appoint the Auditors and to fix their remuneration and in this regard to pass with or without modification the following resolution as an Ordinary Resolution:

**RESOLVED THAT** M/s J.P.Saraf & Co., Chartered Accountants (Firm Registration No. 006430C) be and is hereby appointed as Auditors of the Company, to hold office from conclusion of this annual general meeting until the conclusion of the next annual general meeting of the Company on such remuneration as shall be fixed by the Board of Directors.

**By Order of the Board**

**Place: Indore**

**Date: 13th August, 2013**

**ASHOK JAIN**

**CHAIRMAN & MANAGING DIRECTOR**

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Company has already notified closure of Register of Members and Share Transfer Books from 23rd Sept., 2013 to 26th Sept., 2013 (both days inclusive) for the determining the names of members eligible for dividend on equity shares, if declared at the meeting. The Dividend on equity shares if declared at the meeting, will be credited/dispached to those members whose names shall appear on the Company's Register of Members on 26th Sept., 2013 in respect of the shares held in dematerialised form, the dividend will be paid to members, those names are furnished by NSDL/ CDSL as beneficial owners as on that date.
3. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, the Company or its Registrar and Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates, such changes are to be advised only to the depository participant of the members.
4. (a) Members are requested to notify immediately any change of address;
  - i) To their Depository Participants (DPs) in respect of their electronic share accounts; and
  - ii) To the Company to its Share Transfer Agents in respect of their physical share folios, if any.
 (b) In case the mailing address on this Annual Report is without the PINCODE, members are requested to kindly inform their PINCODE immediately.
- (c) Non-resident Indian Shareholders are requested to inform Share Transfer Agents immediately:
  - i) Change in the residential status on return to India for permanent settlement.
  - ii) The particulars of NRE Account with Bank in India, if not furnished earlier.
5. All documents referred to in the accompanying notice are open for inspection at the Registered office of the Company on all working days, except Saturdays between 11.00 A.M. to 1.00 P.M.
6. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company the details of such folios together with the share certificates for consolidating their holdings in one folio. The share certificates will be returned to the members after making requisite changes thereon.
7. Members desires 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 so that the information required may be made available at the Meeting.
8. The Company has connectivity from the CDSL & NSDL and equity shares of the Company may also be held in the Electronic form with any Depository Participant (DP) with whom the members/ investors having their depository account. The ISIN No. for the Equity Shares of the Company is INE459C01016. In case of any query/difficulty in any matter relating thereto may be



addressed to the Share Transfer Agents Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010.

9. As per the provisions of the Companies Act, 1956, facility for making nominations is now available to INDIVIDUALS holding shares in the Company. The Nomination Form-2B prescribed by the Government can be obtained from the Share Transfer Agent or may be down loaded from the website of the Ministry of Company affairs.
10. Pursuant to the provisions of section 205A(5) and 205C of the Companies Act, 1956, the Company is having total unpaid/unclaimed dividend of Rs. 521967/- for the financial year 2010-11 and 2011-12. Members are requested to please submit their request for obtaining dividend. The amount if any remains unpaid after 7 years from the date of declaration shall be transferred to the Investors Education and Protection Fund of the Central Government.
11. The SEBI has mandated the submission of PAN by every participant in securities market, members holding shares in electronic form are therefore, requested to submit the PAN to their depository participant with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN details to the Company's Share Transfer Agent, M/s Ankit Consultancy Pvt. Ltd.
12. Pursuant to the Clause No.49 of the Listing Agreement, profile of the Directors proposed for appointment/re-appointment being given in a statement containing details of the concerned Directors is attached hereto.

**GREEN INITIATIVE:**

The Ministry of Corporate Affairs ( "MCA"), Government of India, through its Circular No. 17/2011 dated 21st April, 2011 and Circular No. 18/2011 dated 29th April, 2011, has allowed companies to send Annual Report comprising of Balance Sheet, Profit & Loss Account, Directors' Report, Auditors' Report and Explanatory Statement etc., through electronic mode to the registered e-mail address of the members. Keeping in view the underlying theme and the circulars issued by MCA, we propose to send future communications in electronic mode to the e-mail address provided by you to the depositories and made available by them being the registered address. By opting to receive communication through electronic mode you have the benefit of receiving communications promptly and avoiding loss in postal transit.

Members who hold shares in physical form and desire to receive the documents in electronic mode are requested to please promptly provide their details (name, folio no., e-mail id) to the Registrar and Transfer Agent of the company. Members who hold shares in electronic form are requested to get their details updated with the respective Depositories.

The annual report and other communications/documents sent electronically would also be displayed on the Company's website: [www.fluidomat.com](http://www.fluidomat.com). As a Member of the Company, you will be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you.

We request you to support this initiative and opt for the electronic mode of communication by submitting your e-mail address to your DP or to the Company's Registrar, in the interest of the environment.

**STATEMENT REGARDING THE DIRECTORS PROPOSED FOR APPOINTMENT**

Name and Designation	Age/ Years	Qualification	Expertise/ Experience	Date of Appointment	Other Directorships	No. of Shares Held & %
CAM.K. Shah Independent Director	55yrs.	Chartered Accountants	Having more than 28 yrs. Experience in Auditing and Taxation	26.09.2000	Aawas Finance Ltd.	Nil
Mr. K.C. Jain Independent Director	70yrs.	M.Com, DIT	Having 36 yrs. Corporate experience in the field of Accounts, Finance, Taxation and Industrial Management.	01.02.2004	Nil	200 Shares
Mr. Kunal Jain (WTD) Promoters	31yrs.	B.Com	10 Years in commercial matters	01.05.2007	Red Wood Packaging Pvt. Ltd.	1136956 Shares 23.08%

**By Order of the Board**

**Place: Indore**  
**Date: 13th August, 2013**

**ASHOK JAIN**  
**CHAIRMAN & MANAGING DIRECTOR**



## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION AND ANALYSIS

**Dear Members,**

Your Directors have pleasure in presenting the 37th Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2013.

**FINANCIAL RESULTS:**

The financial performance of the Company, for the year ended March 31, 2013 is summarized below:

(₹ In Lacs)

Particulars	31.03.2013	31.03.2012
Revenue from operation	3020.02	2684.65
Other Income	37.41	26.92
<b>Total Income</b>	<b>3057.43</b>	<b>2711.57</b>
Total Expenses	2242.31	2138.62
<b>Profit before Interest, Depreciation &amp; Tax (EBIDTA)</b>	<b>815.12</b>	<b>572.95</b>
Less: Interest	1.71	0.34
Less: Depreciation	46.48	40.57
<b>Profit before Tax</b>	<b>766.93</b>	<b>532.04</b>
Less: (a) Current Tax	249.71	176.24
(b) Deferred Tax	4.50	(2.07)
<b>Net Profit for the year</b>	<b>512.72</b>	<b>357.87</b>
Add: Surplus brought forward from previous year	774.78	497.49
<b>Amount available for appropriation</b>	<b>1287.50</b>	<b>855.36</b>
<b>Appropriations:</b>		
(a) Transferred to General Reserve	100.00	9.00
(b) Proposed Dividend on Equity Shares	123.18	61.59
(c) Tax on Proposed Dividend	20.93	9.99
<b>Surplus Carried to Balance Sheet</b>	<b>1043.39</b>	<b>774.78</b>
Paid up Equity Share Capital	492.70	492.70
<b>Earning per share (Rs.10/- each) Basic &amp; Diluted (in Rs.)</b>	<b>10.41</b>	<b>7.26</b>

**DIVIDEND:**

Your Directors are pleased to recommend a dividend of Rs. 2.50 per share i.e. 25% (previous year 12.50%) for the financial year ended March 31, 2013. Above dividend would be paid subject to approval by the Members in the ensuing Annual General Meeting (AGM). The proposed dividend will absorb Rs. 144.11 lacs including Dividend Distribution Tax of Rs. 20.93 lacs.

**OPERATIONAL REVIEW:**

In the financial year 2012-13, the company continued its strong growth with consistent performance. Total revenue (including other income) increased by 12.75% to Rs. 3057.43 lacs as against Rs. 2711.57 lacs for the previous year. Profit after tax for the year under review increased by 43.27% as compared to previous year. The company has generated cash profits of Rs. 563.70 Lacs as against Rs. 396.37 Lacs in the corresponding previous year. During the year EPS has increased by 43% to Rs. 10.41 as against EPS of Rs. 7.26 in the corresponding previous year.

**FIXED DEPOSITS:**

Your Company has not accepted any public deposit within the meaning of provisions of section 58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposit) Rules, 1975 and as such no amount of principal or interest was outstanding as of the balance sheet date.

**CORPORATE GOVERNANCE:**

Your Company firmly believes and adopts the highest standard of practice under Corporate Governance. A separate section on corporate governance and a certificate from Auditors of the Company regarding compliance of the conditions of corporate governance as stipulated under clause 49 of the listing agreement with the stock exchanges form part of this annual report.

**DIRECTORS:**

The Board consists of executive and non-executive Directors including independent Directors who have wide and varied experience in different disciplines of corporate functioning.



In terms of Articles of Association of the Company CA M.K. Shah, Shri K.C. Jain and Shri Kunal Jain liable to retire by rotation at the forthcoming Annual General Meeting and being eligible offers themselves for re-appointment.

**DIRECTORS RESPONSIBILITY STATEMENT:**

In accordance with the provisions of section of 217(2AA) of the Companies Act, 1956, your Directors state that:

- In the preparation of accounts, the applicable accounting standards have been followed.
- Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company as at the end of March 31, 2013 and the profit of the Company for the year ended on that date.
- Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- The annual accounts of the Company have been prepared on a going concern basis.

**AUDITORS:**

M/s J. P. Saraf & Co., Chartered Accountants, Indore, the statutory Auditors of the Company retires at the close of this Annual General Meeting and is eligible for re-appointment. The Company has received confirmation from the Auditors that their re-appointment will be within the limits prescribed under section 224(1B) of the Companies Act, 1956. The Audit Committee of the Board has recommended their re-appointment. The necessary resolution is being placed before the shareholders for approval.

**AUDITORS' REPORT:**

The report of the auditors of the Company and notes to the accounts are self explanatory and therefore do not call for any further comments and may be treated as adequate compliance of section 217(3) of the Companies Act, 1956.

**COST AUDITORS:**

M/s G.K.Gupta & Co., Cost Accountants in whole-time practice, are re-appointed as the cost auditors of the Company for the financial year 2013-14 to conduct cost audit of the accounts maintained by the company, in respect of the company's products prescribed under Cost Audit Rules, 2011.

Pursuant to the provisions of section 209(1)(d) of the Companies Act, 1956, Company was subjected to maintain Cost Accounting Record and was required to file compliance Report to the MCA for the financial year 2011-12. Accordingly Compliance Report for the period 01.04.2011 to 31.03.2012 issued by M/s G.K. Gupta & Company, Cost Auditors was filed with the Ministry of Corporate Affairs (M.C.A.) on December 13, 2012. The due date for filing the said report with MCA was February 28, 2013.

The Cost Audit Report for the financial year 2012-13, in respect of the Company's Products prescribed under Cost Audit Rules 2011, is due to be filed with MCA on or before September 27, 2013 (being within 180 days from the end of reporting year). The cost audit report will be filed with the Central Government as per the timelines.

**SECRETARIAL COMPLIANCE CERTIFICATE:**

Compliance Certificate has been obtained from M/s D. K. Jain & Co. in terms of the provisions of section 383A(1) of the Companies Act, 1956 which is being annexed to the Directors' Report, which is self-explanatory and needs no comments. Annexure B

**INSURANCE:**

The Company has taken adequate insurance cover for all movable & immovable assets for various types of risks.

**INDUSTRIAL RELATIONS:**

Company's Industrial relations continued to be healthy, cordial and harmonious during the period under review.

**HEALTH AND SAFETY:**

The safety and security of the workers are important things for building healthy work environment. The Company has taken effective measures in the field of health care and safety. Your company has conducted following activities for building healthy work culture:

1. Regular medical check-up
2. Medical aid facility for the workers and placement of first aid boxes at several places
3. Ensuring safety of the workers by displaying signs, cautionary board, emergency phone calling system.
4. Conducting training programs on the job and after job.
5. Conducting lectures for awareness of hygiene and cleanness.
6. Training to fire marshals and display their contact numbers at various locations.

Your Company belief that healthy and happy working environment is the fundamental rights of every employee and to provide the same as a duty of the company. Your company is committed towards providing a healthy working environment in every possible way.

**ENVIRONMENTAL PROTECTION:**

Your company believes that clean surrounding and healthy environment adds to the efficiency of the workers. Your company believes that it is responsibility of the company to maintain the ecological balance for sustainable



development. Your company aims towards maintaining the harmony and rhythm of the eco system. The eco friendly initiatives adopted by your company includes:

1. Optimum use of natural resources
2. Implementing the 3R system, reduce, re-use and recycle.
3. Tree plantation campaigns.
4. Regular internal environmental checks.
5. Reduction in process waste.
6. Storage and disposal of hazardous wastes as per statutory requirements.

#### **CORPORATE SOCIAL RESPONSIBILITY**

Corporate Social Responsibility (CSR) is not a new Concept in India. The only new is that the focus has been shifted from making profits to meeting societal challenges.

Corporate Social Responsibility is the continuing commitment by business to behave ethically and contribute to economic development while improving the quality of life of the workforce and their families as well as of the local community and society at large.

Your company is dedicated to serve the society at large. Commitment towards health, safety and environment protection are the core values of the company. The company is continuously making efforts to preserve the environment by undertaking various measures such as plantation of trees, encouraging paperless transactions, optimum use of natural resources, etc.

Your company shall continue to undertake more activities and initiatives to improve the quality of life and society at large.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, PARTICULAR OF EMPLOYEES AND FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Information as required under section 217(1)(e) of the Companies Act, 1956 read with the Companies (Disclosure of particulars in the Report of the Board of Directors) Rules 1988 have been annexed herewith as Annexure A.

#### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

##### **A. Economic overview:**

During the year under review the Global economy continued to be sluggish. The world faced several economic and political challenges ranging from Eurozone debt crisis to continued turmoil in some of North African countries. Several European economies experienced recession due to high unemployment, banking fragility, fiscal tightening and sluggish growth. By and large clear signs of global recovery are yet to emerge.

On the domestic front financial year 2012-13 experienced economic slowdown with growth of 5.0% after achieving continuous growth of over 8.5% upto 2009-10. Various factors of political turmoil, Governance problems and uncertainty of future including international factors contributed to the slow down and resulted in high inflation, lack of investment and delay in project implementation/completion. High interest cost and current account deficit have landed our economy in a critical stage calling for caution and bold decisions simultaneously. The financial year 2013-14 is expected to have increased demand as a result of good monsoon alongwith some of the fiscal policy measures taken by the Union Government including setting up of the Cabinet Committee on investments to ensure fast implementation of infrastructure projects.

Your company will continue to remain on growth path with the existing business opportunities in Fan and Pump Application, Spare Couplings business and on applications where the company offers effective drive solutions. Large number of couplings supplied to various projects during past five years are in operation and now offer additional business of spares and spare coupling supplies.

Your company has supplied its scoop control couplings on a new critical application on oil transfer/oil export pumps installed on off shore drilling rigs which call for conformance to stringent operational and safety parameters. This supply opens high volume export business opportunity.

With the increased awareness and credibility of company products several companies internationally are approaching us for supply of fluid couplings. Fluidomat steel body couplings are now established and proven in the Australian mining sector market. All these with continuous efforts and participation in international fares ensures growth in export business.

Your company continues new investments in Plant and Machinery for modernization. Improvements and development of new types/sizes of fluid couplings is a regular activity in company.

##### **B. Industry structure and developments:**

Your Company deals only in the one segment i.e. manufacturing and sale of the hi-tech products "Fluid Couplings" which are mainly used in various sector of industries including Thermal Power Plants, Steel, Metal, Cement, Paper, Chemical, Fertilizers, Coal and Ore-mining and Port handling facilities, etc. New projects in these sectors have important contribution towards growth and profitability of the Company.

**C. Quality Management System:**

The Company continued to be certified under ISO: 9001:2008 by British Standard Institution- BSI Management System for the Company's Quality System. The Quality Management System in the Company is well defined and is well in place.

**D. Internal control system:**

The Company has adequate internal control system commensurate with its size and business. The internal control systems are supplemented by internal audits. The Company has appointed independent outside Internal Auditors to further strengthening of the system. The audit system carries on a continuous basis, the entire gamut of operations, business and functions. The reports of internal auditors are submitted to the audit committee, which further review the adequacy of the internal control system.

**E. Risk and Concerns:**

Since your Company is catering the needs of almost all sector of Industries, if there is recession in any one sector, the other sector industry will continue to generate the revenue for the Company. Apart from the normal risk, demand-supply conditions, raw material prices, changes in government regulations, tax regimes, economic developments within the country and globally, no major risks are foreseen.

**F. Cautionary statement:**

Statement made in the management discussion and analysis report as regards the expectations or predictions are forward looking statements within the meaning of applicable Laws and Regulations. Actual performance may deviate from the explicit or implicit expectations.

**G. ACKNOWLEDGEMENTS:**

Your Directors place on record their gratitude to the Central Government, State Governments and Company's Bankers, for the assistance and co-operation and encouragement they extended to the Company. Your Directors also wish to place on record their sincere thanks and appreciation for the continuing support and unstinting efforts of Investors, Customer, Vendors and Employees in ensuring an excellent all around operational performance.

BY ORDER OF THE BOARD

Place: INDORE

Dated: 13th August, 2013

ASHOK JAIN  
CHAIRMAN & MANAGING DIRECTOR

**Annexure A to the Directors' Report:**

[Information as per the Companies (Disclosure of particular in Report of Board of Directors) Rules, 1988]

**A CONSERVATION OF ENERGY:**

The Company has undertaken several initiatives to reduce energy consumptions at different levels. Your Company believes in sustainable consumption of natural resources and the conservation of energy remain a key focus area at all times. The Company gives utmost importance to the conservation of energy as a part of its Corporate Social Responsibility and adopt eco-friendly practices in all areas of operations.

	Current Year 2012-13	Previous Year 2011-12
<b>POWER &amp; FUEL CONSUMPTION:</b>		
1. Electricity (Purchased) Units	712932	734592
Total Amount (Rs.)	6006984	5346378
Rate per Unit (Rs.)	8.42	7.28
2. Electricity (Generated) units	5282	5372
Total Amount (Rs.)	129851	105681
Rate per Unit (Rs.)	24.58	19.67

**B. TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT:**

R & D activities are an integral part of operations and all the expenses relating to R & D debited to Profit and Loss Account.

**C. FOREIGN EXCHANGE EARNING AND OUTGO:**

Information in respect of Foreign Exchange Earning & Outgo is as under:

	Current Year	Previous Year
Earning (Rs.):	1,68,67,239	1,47,12,251
Outgo (Rs.):	5,97,301	1,81,586



**D. PARTICULARS OF THE EMPLOYEES:**

The Company does not have any employee whose particulars are required to be furnished under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, as amended from time to time.

**BY ORDER OF THE BOARD**

**Place: INDORE**

**Dated: 13th August, 2013**

**ASHOK JAIN**  
**CHAIRMAN & MANAGING DIRECTOR**

**Annexure B**  
**COMPLIANCE CERTIFICATE**

CIN: L74210MP1978PLC001452

Nominal Capital: Rs.6,00,00,000

To,

**FLUIDOMAT LIMITED**

117 1st FLOOR NAVNEET DARSHAN

16/2, OLD PALASIA

INDORE (M.P.)

We have examined the registers, records, books and papers of **FLUIDOMAT LIMITED** (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended **31st March 2013 (from 01.04.2012 to 31.03.2013)**. In our opinion and to the best of our information and according to the examinations carried and explanations furnished to us by the Company and its management, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in **Annexure 'A'** to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has filed the forms and returns, as stated in **Annexure 'B'** to this certificate, with the Registrar of Companies and the Central Government or all authorities within the time prescribed under the Act, and the Rules made thereunder.
3. The company, being a public limited company, comments is not required.
4. The Board of directors duly met **4 (Four)** times respectively on **30th May 2012; 13th August 2012; 9th November 2012; and 13th February 2013** and in respect of these meetings proper notices were given to the director and the proceedings were properly recorded and signed in the Minutes book maintained for the purpose.
5. The company has closed its Register of Members from **24th September, 2012 to 26th September, 2012** (both days inclusive) and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on **31st March, 2012** was held on **26th September 2012** after giving due notice were given to the members and beneficiaries of the company and the resolutions passed thereat were recorded in Minutes book maintained for the purpose.
7. No Extra Ordinary General meeting was held by the company during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies, referred to under section 295 of the Act.
9. The company has not entered into any contracts as specified in section 297 of the Act.
10. The company has made necessary entries in the register maintained under section 301 of the Act.
11. the company has obtained necessary approvals from the Board of Directors and members pursuant to section 314 of the Act wherever applicable. However, it was not required to seek any approval of the Central Government.
12. The Board of Directors or duly constituted committee of directors has approved the issue of duplicate share certificates.
13. The company:
  - i. has delivered all the certificate on transfer/transmission of securities during the financial year in accordance with the provisions of the law.
  - ii. has deposited the amount of dividend declared in a separate Bank Account within five days from the date of declaration of dividend.



- iii. has paid/posted the cheques/warrants transferred the amount in the electronic mode for the dividend to the members within a period of 30 days from the date of declaration and that all unpaid/unclaimed dividend has been transferred to unpaid dividend account of the company.
  - iv. Was not require to transfer any amounts remains in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
  - v. has duly complied with the requirements of section 217 of the Act.
- 14. The Board of Directors of the Company is duly constituted. The appointment of directors was duly made. However, there was no appointment of additional directors, alternate directors and director to fill casual vacancy during the financial year.
  - 15. The appointment of Managing Director has been made in compliance with the provisions of section 269 read with Schedule XIII to the Act and there was no requirement for seeking approval of the Central Government.
  - 16. The company has not appointed any sole selling agents during the financial year.
  - 17. The company was not required to obtained any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year, except for the appointment of the cost auditors which was obtained by filing of Form 23C to the Central Government.
  - 18. The directors have disclosed their interest in other firms/companies to the Board of directors pursuant to the provisions of the Act and the rules made there under.
  - 19. The company has not issued any shares, debentures or other securities during the financial year.
  - 20. The company has not bought back any shares during the financial year.
  - 21. There was no redemption of preference shares or debentures during the financial year.
  - 22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
  - 23. the company has not invited/accepted any deposits falling within the purview of section 58A during the financial year.
  - 24. The amount borrowed by the Company during the year ending 31st March, 2013 is within the borrowing limits of the Company and that necessary resolutions as per section 293(1)(d) of the Act have been passed.
  - 25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate u/s 372A of the Companies act, 1956 and consequently no entries have been made in the register kept for the purpose.
  - 26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
  - 27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
  - 28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
  - 29. The company has not altered the provisions of the Memorandum with respect to share capital of the company.
  - 30. The Company has not altered its articles of association during financial year,
  - 31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year for offences under the Act.
  - 32. The company has not received any money as security from its employees during the financial year.
  - 33. The company has not constituted the Provident Fund pursuant to section 418 of the Act.

**For, D.K.JAIN & CO.  
COMPANY SECRETARIES**

**Date: 29th May, 2013  
Place: Indore**

**DILIP KUMAR JAIN  
PROPRIETOR  
CP NO. 2382**