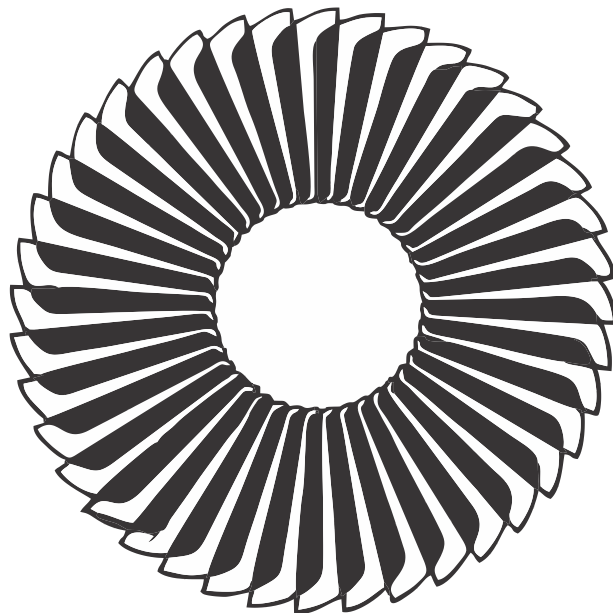


ISO 9001:2015



FM 82849

*An ISO 9001:2015  
ISO 14001:2015  
&  
OHSAS 18001:2007  
Certified Company*



 **FLUIDOMAT LIMITED**

*43rd Annual Report  
2018-19*

**BOARD OF DIRECTORS**

- |                              |                                |
|------------------------------|--------------------------------|
| 1. Shri Ashok Jain           | : Chairman & Managing Director |
| 2. Mrs. Radhica Sharma       | : Deputy Managing Director     |
| 3. Shri Kunal Jain           | : Executive Director           |
| 4. Shri Khushal Chandra Jain | : Independent Director         |
| 5. CA Mahendra Kumar Shah    | : Independent Director         |
| 6. Shri Praful R. Turakhia   | : Independent Director         |

**CHIEF FINANCIAL OFFICER**

Mrs. Monica Jain

**VICE PRESIDENT**

Mr. Pramod Jain

**COMPANY SECRETARY & COMPLIANCE OFFICER**

CS Devendra Kumar Sahu

**STATUTORY AUDITORS****C. P. RAWKA & CO.**

Chartered Accountants

**SECRETARIAL AUDITORS****D. K. JAIN & Co.**

Company Secretaries

**INTERNAL AUDITORS****D. N. JHAMB & CO**

Chartered Accountants

**BANKERS**

Central Bank of India

**REGISTERED OFFICE**

117, 1st Floor, Navneet Darshan,  
16/2, Old Palasia, Indore (M.P.) - 452018  
Tel.: 0731-2564820  
Email id : info@fluidomat.com  
Website : www.fluidomat.com

**CORPORATE OFFICE & WORK:**

7-C, 8-J, I.S. Gajra Industrial Area,  
A.B. Road, Dewas (M.P.) 455001  
Tel.: 07272-258582, 258583, 268103  
Email : info@fluidomat.com

**REGISTRAR AND SHARE TRANSFER AGENT:**

Ankit Consultancy Pvt. Ltd.  
Plot. No. 60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452010,  
Phone : 0731-4065797/99, 0731-4281333  
Email: ankit\_4321@yahoo.com  
Fax: 0731-4065798

**43rd Annual General Meeting**

Date : 26th September, 2019  
Day : Thursday  
Time : 2.00 p.m.  
Place : Pritam Lal Dua Auditorium,  
Government Ahilya Central Library,  
Near Regal Square, M. G. Road,  
Indore - 452 001 (M.P.)  
Book Closure : 20.09.2019 to 26.09.2019  
(Both days inclusive)

**STOCK EXCHANGE :**

(Where the company's Securities Listed)  
BSE Limited, Mumbai

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**NOTICE**

**Notice** is hereby given that 43<sup>rd</sup> Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on Thursday the 26<sup>th</sup> day of September, 2019 at 2.00 P.M. at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 to transact the following businesses:

**ORDINARY BUSINESSES:**

1. To receive, consider, approve and adopt the Audited Financial Statements containing the Balance Sheet as at 31<sup>st</sup> March, 2019, the Statement of Profit & Loss, Change in Equity Statement and Cash Flow Statement for the financial year ended March 31<sup>st</sup> 2019 and the Reports of the Board and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31<sup>st</sup> March, 2019.
3. To appoint a director in place of Mrs. Radhica Sharma (DIN: 06811597) who liable to retire by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESSES:**

4. **Re-appointment of Mrs. Radhica Sharma (DIN: 06811597) as a whole time Director and designated as Deputy Managing Director:**

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

**RESOLVED THAT** as recommended by Nomination and Remuneration Committee and Board of the Company, pursuant to the provisions of section 190, 196, 197, 198, 203, provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the 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 enforce), the approval of the members of the Company be and is hereby granted for re- appointment of Mrs. Radhica Sharma (DIN- 06811597) as the Whole-time Director and designated as the Dy. Managing Director of the Company for a period of five years w.e.f. 10th February, 2020 on the following terms and condition.

**Fixed Salary:** in the scale of Rs.1,90,000/- per month with an annual increment of Rs. 10,000/- per year.

**Allowances/perquisites:** as per Category A subject to the maximum of salary.

**CATEGORY:A**

1. **House Rent:** The Company shall provide House Rent Allowance subject to a maximum of 50% of the salary or house accommodation and 10% of salary shall be recovered by way of rent. Expenditure incurred by the Company on her electricity, water and furnishing shall be evaluated as per Income Tax Rules, 1962 subject to a ceiling of 10% of salary.
2. **Medical Expenses:** Re-imbursement of medical expenses of the Dy. Managing Director and her family, the total cost of which to the Company shall not exceed one month's salary in the year or three months salary in a block of three years.
3. **Leave travel assistance:** Expenses incurred for self and family in accordance with the Rules of the Company.
4. **Club Fees:** subject to a maximum of two clubs, this will not include admission and life membership.
5. **Personal accident insurance premium:** not exceeding Rs. 24000/- p.a.

**NOTE:** For the purpose of perquisites stated in Category "A" above, "Family" means the spouse, the dependent children and dependent parents of the appointee.

**CATEGORY B- EXEMPTED FROM THE LIMITS PRESCRIBED UNDER THE SCHEDULES:**

1. **Employers Contribution to PF:** As per the Rules of the Company.
2. **Gratuity:** As per rules of the Company, subject to a maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. **Leave encashment:** up to 15 days salary for every one year completed service as per the rules of the Company. Provided that the above said perquisites shall not be counted for the purpose of calculation of the remuneration payable to the Dy. Managing Director.

**CATEGORY C- FACILITIES TO PERFORM THE COMPANIES WORK:**

1. **Car:** The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by her.



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

**FURTHER RESOLVED THAT** in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Mrs. Radhica Sharma shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during her tenure.

**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, Dy. Managing Director shall also be entitled for the reimbursement of actual entertainment, traveling, boarding and lodging expenses incurred by her in connection with the Company’s business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.

**RESOLVED FURTHER THAT** the Board of directors be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto and the Board shall have absolute powers to hold the increments, decide breakup of the remuneration within the above said maximum permissible limit, 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**

Date: 13<sup>th</sup> August, 2019  
Place: Indore

**DEVENDRA KUMAR SAHU**  
**COMPANY SECRETARY**  
**ACS 31933**

**Registered Office:**

**CIN: L74210MP1978PLC001452**  
117, First Floor, Navneet Darshan  
16/2, Old Palasia, Indore (M.P.) 452018

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTATED OF HIMSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A BLANK FORM OF PROXY IS ATTACHED HERewith AND, IF INTENDED TO BE USED, IT SHOULD BE RETURNED DULY COMPLETED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE COMMENCEMENT OF 43<sup>RD</sup> ANNUAL GENERAL MEETING.
2. A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING 50 IN NUMBERS AND HOLDING IN AGGREGATING NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. HOWEVER, A MEMBER HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS A PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR MEMBER.



3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of the Notice.
4. The Company's Register of members and share transfer books shall remain closed from Friday the September, 20<sup>th</sup> 2019 to Thursday, the September, 26<sup>th</sup> 2019 (both days inclusive) for the purpose of the Annual General Meeting and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.
5. The Members are requested to:
  - a) Intimate changes, if any, in their registered addresses immediately.
  - b) Quote their ledger folio number in all their correspondence.
  - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
  - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
  - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.
7. Members seeking any information are requested to write to the Company by email at [info@fluidomat.com](mailto:info@fluidomat.com) at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and e-mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2018-19 will be hosted on Company's website [www.fluidomat.com](http://www.fluidomat.com).
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. 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.
13. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. 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 2011-12) 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 <https://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.
15. As per SEBI Circular dated 20<sup>th</sup> April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The company has sent three letters to all the shareholder holding shares in the physical form by the registered post. It may please be noted very carefully by the shareholders who required details to the Share



Transfer Agent, or informed that the shares available in their name as per records to the share transfer agent does not belong to them or letter return back being undelivered shall be subject to enhanced due diligence by the Company and the Share Transfer Agent.

- 16.** SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1<sup>st</sup> April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
- 17.** 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 claimed by the shareholders for transfer thereafter the same to IEPF are as under:

<b>F.Y. Ended</b>	<b>Declaration Date</b>	<b>Due Date</b>	<b>Amount remains unpaid/unclaimed as at 31.03.2019 (Rs.)</b>
31 <sup>st</sup> March, 2012	26/09/2012	25/10/2019	277646.25
31 <sup>st</sup> March, 2013	26/09/2013	25/10/2020	531837.50
31 <sup>st</sup> March, 2014	26/09/2014	25/10/2021	623427.75
31 <sup>st</sup> March, 2015	26/09/2015	25/10/2022	614751.50
31 <sup>st</sup> March, 2016	26/09/2016	25/10/2023	554945.00
31 <sup>st</sup> March, 2017	26/09/2017	25/10/2024	443072.00
31 <sup>st</sup> March, 2018	26/09/2018	25/10/2025	402668.00

#### **18. Voting through electronic means**

In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (LODR) Regulation, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 43<sup>rd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL).

The Company shall provide facility for voting through polling paper which shall be available at the meeting and members attending the meeting who have not already casted their vote by remote e-voting shall be able to exercise their right to vote at the meeting.

The Members who have casted their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

**The cut-off date for the purpose of voting (including remote e-voting) is Thursday, the 19<sup>th</sup> September, 2019**

The remote e-voting facility will be available during the flowing period after which the portal shall forthwith be blocked and shall not be available:-

<b>Commencement of remote e-voting</b>	<b>09.00 am (IST) on Monday 23<sup>rd</sup> September, 2019</b>
<b>End of remote e-voting</b>	<b>05.00 pm (IST) on Wednesday, 25<sup>th</sup> September, 2019</b>

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

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

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.



3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID for example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of Fluidomat Ltd. for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which



you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.

6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**20. General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [ishan1619@yahoo.co.in](mailto:ishan1619@yahoo.co.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2019.
5. CS Ishan Jain, Practicing Company Secretary (FCS No. 9978 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website [www.fluidomat.com](http://www.fluidomat.com) and on the website of NSDL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd. within 48 hours as per SEBI (LODR) Regulation, 2015.
8. 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: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)

**21. Details of the directors seeking re-appointment as per Item No. 3 and 4 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:**

<b>Name of Directors</b>	<b>Mrs. Radhica Sharma</b>
<b>Designation</b>	<b>Whole time Director</b>
Date of Birth	14/09/1979
Date of Appointment (previous)	10/02/2017
Expertise/Experience in specific functional areas	18 years experience in the field of commercial matters and Industrial Management
Qualification	BBA, PGDBM
No. & % of Equity Shares held	0.64%, holding 31,730 shares jointly with her husband Shri Sundeep Sharma
List of outside Company’s directorship held	NA
Chairman / Member of the Committees of the Board of Directors of the Company	Member-CSR Committee
Chairman / Member of the Committees of the of the Board, Directors of other Companies in	NA



which she is director  
Disclosures of relationships between directors inter-se.

1. Shri Ashok Jain: Chairman & Managing Director  
Relation- Father
2. Shri Kunal Jain : Whole-time Director Relation-Brother

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

#### **Item No. 3 & 4**

Mrs. Radhica Sharma was re-appointed at the 40<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> September, 2016 as the Whole-time director and designated as Dy. Managing Director for a period of three years from 10<sup>th</sup> February, 2017 to 9<sup>th</sup> February, 2020 upon the recommendation of the Nomination and Remuneration Committee of the Board.

The term of appointment would end on 9<sup>th</sup> February, 2020. On the recommendation of the Nomination and Remuneration Committee, The Board of Directors has recommended re-appointment of Mrs. Radhica Sharma for a further period of five years subject to the approval of members with such terms and remuneration as set out in resolution.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No. 4 of the notice is commensurate with her high responsibilities, status and image of the Company.

The Board recommends to pass necessary special resolution as set out in Item No. 4 of the notice.

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

Mrs. Radhica Sharma is holding 31,730 shares jointly with her husband Shri Sundeep Sharma in 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 gross turnover of Rs.2677.46 Lakhs for the year ended 31 <sup>st</sup> March, 2019 and earned profits before Tax Rs.331.61 Lakhs.
(5)	Foreign investments or collaborations, if any.	The company has formed wholly owned subsidiary in United Kingdom. however, the company has not made any foreign investment or foreign collaboration till the issuance of this notice.

#### ***II. Information about the appointee:***

(1)	Background details	Mrs. Radhica Sharma is post graduate in business management and having 15 years of experience
(2)	Past remuneration	The total Remuneration for the year period 2018-19 was Rs. 29.59 Lakhs
(3)	Recognition or awards	Nil
(4)	Job profile and his suitability	Raw material management, Inventory control, International Sales, Debtors Management besides other duties and responsibilities.



(5) Remuneration proposed	Rs. 22.80 Lakh+ perks as may be admissible.
(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.	<p>Mrs. Radhica Sharma jointly hold 51.28% equity share capital of the Company alongwith her relatives. She is also having interest to the extent of the remuneration which she may draw from the Company being the Deputy Managing Director and dividend as may be declared by the Company. Her relatives have also rented out office premises to the Company on terms approved by the Board.</p> <p>Mrs. Radhica Sharma is a relative of Shri Ashok Jain Chairman &amp; Managing Director, Mr. Kunal Jain whole-time directors and Mrs. Monica Jain, CFO of the Company.</p>

**III. Other information:**

(1) Reasons of loss or inadequate profits	There is no loss however, The company is having inadequate profits for remuneration proposed to be payable to the proposed appointee. The said inadequate profit is due to increase in the remuneration payable to appointee.
(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 8-10% every year.

**By Orders of the Board**

Date: 13<sup>th</sup> August, 2019  
Place: Indore

**DEVENDRA KUMAR SAHU**  
**COMPANY SECRETARY**  
**ACS 31933**

Venue Guide map for the 43rd Annual General Meeting of Fluidomat Limited to be held on 26th Day of September 2019

