



**An ISO 9001:2008  
ISO 14001:2004  
&  
OHSAS 18001:2007  
Certified Company**



APPROVED  
&  
ADOPTED  
in the 41<sup>st</sup>  
AGM  
26.09.17

**Certified True Copy  
For FLUIDOMAT LIMITED,**

*Ashouja*  
**Chairman & Managing Director**



**FLUIDOMAT LIMITED**

***41st Annual Report***

**2016-17**

**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****J.P. SARAF & 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, 268100  
Fax-07272-258581  
Email: fludomat@bsnl.in

**REGISTRAR AND SHARE TRANSFER AGENT:**

Ankit Consultancy Pvt. Ltd.  
Plot No. 60, Electronic Complex,  
Pardeshipura, Indore (M.P.) 452001,  
Phone: 0731-4065797/99, 0731-4281333  
Email: ankit\_4321@yahoo.com  
Fax-0731-4065798

**41st Annual General Meeting**

Date : 26th September, 2017  
Day : Tuesday  
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 : 20.09.2017 to 26.09.2017  
(Both days inclusive)

**STOCK EXCHANGE:**

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

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**NOTICE**

Notice is hereby given that 41st Annual General Meeting of the members of FLUIDOMAT LIMITED will be held on Tuesday the 26th day of September, 2017 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 and adopt the audited Financial Statements containing the Balance Sheet as at March 31, 2017, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2017 and the Reports of the Boards' and Auditors thereon.
2. To declare dividend on equity shares of the Company for the financial year ended 31st March, 2017.
3. To appoint a director in place of Shri Kunal Jain (DIN: 01475424) who liable to retire by rotation and being eligible offers himself for re-appointment.
4. To appoint M/s. C.P. Rawka & Co. Chartered Accountants (Firm Registration No. 000518C), as the Statutory Auditors of the Company and to fix their remuneration and to consider and, if thought fit, pass the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s C.P. Rawka & Co. Chartered Accountants (Firm Registration No. 000518C) be and are hereby appointed as the Statutory Auditors of the Company in place of the retiring auditors M/s J.P. Saraf & Co. Chartered Accountants, whose term will be completed on the conclusion of the ensuing annual general meeting, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company to be held in the calendar year 2022 (subject to ratification of their appointment at every Annual General Meeting, if so required under the Act), at such remuneration as may be mutually agreed to, between the Board of Directors and the Auditors, plus applicable taxes and reimbursement of travel and out-of-pocket expenses."

**SPECIAL BUSINESSES:**

5. To consider and, if thought fit to pass with or without modification(s), the following resolution as a **Special Resolution**:  
**RESOLVED THAT** as recommended by Nomination and Remuneration Committee of the Board and pursuant to the provisions of section 190, 196, 197, 203 read with the provisions of Schedule V of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (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 Shri Kunal Jain (DIN- 01475424) as the Whole-time Director and designated as the Executive Director of the Company for a further period of 5(Five) years w.e.f. 1st May, 2018 on the following terms and condition.

Salary in the scale of Rs. 2,00,000/- 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 his 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 Executive Director and his 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 Schedule V:**

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 Executive 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 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 Executive Director.

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

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



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

**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 break up of the remuneration within the above said maximum permissible limit, without requirement for seeking further approval of members of the Company and to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the compliance of section 94 of the Companies Act, 2013 and other applicable provisions, if any, read with Companies (Management and Administration) Rules, 2014, SEBI (LODR) Regulation, 2015, Articles of Associations of the Company including any amendment, modification, substitution and otherwise thereof from time to time, and subject to such approvals and consents as may be required, the consent of the members be and is hereby accorded to keep and maintain the register of members and index of members separately for each class of equity and preference shares, register and index of debenture holders, register and index of any other security holders, Register of Renewed and Duplicate Shares/Debentures/Securities Certificates, Register of Sweat Equity Shares, and Register of Employees Stock Option Plan, if any, and other related books be kept at the Indore Registrar and Transfer Agents, M/s. Ankit Consultancy Pvt Ltd., situated at Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.)-452001 or such other place from time to time.

**RESOLVED FURTHER THAT** the Registers, Indexes, Returns, documents etc. as aforesaid be kept open for inspection between the hours of 2.00 p.m. and 4.00 p.m. on any working day of the Registrars except when the Registers and Books are closed at the office of the Registrar and Share Transfer Agent of the Company.

**RESOLVED FURTHER THAT** Board of Directors including any Committee thereof, any Director including Managing Directors and Company Secretary be and are hereby jointly and/ or severally authorized to take all such steps and to do all such acts, deeds and things for due compliance in this regard and act upon.

**By Orders of the Board**

Date: 14th August, 2017

Place: Indore

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

**Registered Office:**

**CIN: L74210MP1978PLC001452**

117, First Floor, Navneet Darshan

16/2, Old Palasiya, 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 INSTEAD 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 41ST 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 Wednesday the September, 20th 2017 to Tuesday, the September, 26th 2017 (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 Boards.





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 2016-17 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, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the AGM.

#### 14. 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 41st 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 Tuesday, the 19th September, 2017**

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:-

Commencement of remote e-voting	09.00 am (IST) on Saturday 23rd September, 2017
End of remote e-voting	05.00 pm (IST) on Monday, 25th September, 2017

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

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

#### A. In case a Member receives an email from NSDL: [for members whose email IDs are registered with the Depository Participants(s)]

- (i) Open email and open PDF file viz; (Fluidomat.pdf) The said PDF file contains your user ID and password/ PIN for e-voting.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- (iii) Click on Shareholder – Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) If you login first time, Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or a combination thereof. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
- (vii) Select "EVEN" (E-voting Event Number) of Fluidomat Ltd..
- (viii) Now you are ready for e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional & Corporate 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [info@fluidomat.com](mailto:info@fluidomat.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

#### B. In case Email ID of the member is not registered with the depository participant and members holding shares in Physical Form:

- (i) Initial password will be provided/intimated through Letter from our Registrar:

EVEN(E Voting Event Number )	USER ID	PASSWORD/PIN



(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- I. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- II. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- III. 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).
- V. 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 19th September, 2017.
- VI. CS Ishan Jain, Practicing Company Secretary (ACS No. 29444 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. 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.
- VIII. 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.
- IX. 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-0731-4065798 Email id: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)
15. Brief profile of the directors seeking re-appointment as per Item No. 3 and 5 of the notice at the ensuing Annual General Meeting as per Regulation 36(3) of SEBI (LODR) Regulation, 2015 are as under:

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

Name of Directors	<b>Shri Kunal Jain</b>
Designation	<b>Executive Director</b>
Date of Birth	27/04/1982
Date of Appointment (previous)	01/5/2015
Expertise/Experience in specific functional areas	15 years experience in the field of commercial matters and Industrial Management
Qualification	B.Com
No. & % of Equity Shares held	11,78,131 equity shares (23.91%)
List of outside Company's directorship held	Redwood Packaging Pvt. Ltd
Chairman / Member of the Committees of the Board of Directors of the Company	Member-Risk Management Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	NA
Disclosures of relationships between directors inter-se	1. Shri Ashok Jain: Chairman & Managing Director Relation- Father 2. Mrs. Radhica Sharma; Deputy Managing Director Relation-Sister

**Brief Resume:** Shri Kunal Jain is Graduate in Commerce and having 15 years experience in the field of commercial matters and Industrial Management. The Company has appointed Shri Kunal Jain as Executive Director w.e.f. 01.05.2007 and lastly re-appointed on 01/05/2015. Shri Jain is attending production and design development beside administration and other commercial activities. Shri Kunal Jain is a member of Risk Management Committee.

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

##### Item No.: 4

M/s J.P.Saraf & Co., Chartered Accountants (F.R. No. 006430C) was re-appointed at the Annual General Meeting held on 26th September, 2014 for a term of 3 consecutive years in terms of the Rule 5 of the Companies (Audit and Auditors) Rules, 2014 since they were holding existing office of the auditors for more than 5 years. Therefore, on conclusion of the ensuing annual general meeting, their tenure will be concluded.

Therefore, the Company needs to appoint another auditor firms. The Company has received proposal from Rawka & Co.,



Chartered Accountants (F.R.No 000518C) and declaration for their independence and eligibility to act as the Auditors of the Company. The proposed auditor is also having valid certificate of peer review by the Institute of Chartered Accountants of India.

The Audit Committee of the Board has recommended their appointment for a term of 5 consecutive years from the date of this Annual General meeting till the conclusion of the 46th Annual General meeting to be held in the year 2022 upon such remuneration and may be recommended by the Audit Committee and approved by the Board in consultation with the Auditors on yearly basis.

Your directors recommend to pass necessary resolution as set out in Item No.4 of the Notice.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested in the above resolution in any manner.

#### Item no. 5

Shri Kunal Jain is graduate in commerce and is a Whole-time director and his tenure shall be expired on 30th April, 2018 upon completion of 3 years of his re-appointment. He is having adequate experience in industries and is acquainted with through knowledge of business. His experience, commitment and capabilities are playing a crucial role in the growth of the Company. Thus upon the recommendation of the Nomination and Remuneration Committee, the Board of directors at their meeting held on 14th August, 2017 has re-appointed him for a further period of 5 (Five) years w.e.f. 1st May, 2018.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No.5 of the notice is commensurate with his high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No.5 of the notice.

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 be 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 1178131 equity shares of Rs. 10/- each consisting of 23.91% of the total paid up capital of the Company.

#### Item No. 6

It is proposed to keep the register of members and index of members separately for each class of equity and preference shares, register and index of debenture holders, register and index, other Security holders, Register of Renewed and Duplicate Shares / Debentures / Securities Certificates, Register of Sweat Equity Shares, Register of Employees Stock Option Plan, if any at the premises of M/s. Ankit Consultancy Pvt. Ltd, Company's Registrar and Share Transfer Agent (RTA) at their Indore office.

It is also proposed to fix the time for inspection of all the other statutory registers, returns minutes, index and books as required to be maintained in the office of the Share Transfer Agent of the Company, between 2.00 PM to 4.00 PM, to make it convenient for the management to allow inspection in a particular time slot.

The Board of Directors have recommended the proposal for the approval of Shareholders. The Shareholders may deliberate and approve the same. None of the persons specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Personnel, Relatives of Promoters, Directors and Key Managerial Personnel or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolution.

**By Orders of the Board**

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

Place : Indore

Date : 14th August, 2017

Venue Guide map for the 41st Annual General Meeting of Fluidomat Limited to be held on 26th Day of September, 2017





**BOARD'S REPORT  
&  
MANAGEMENT DISCUSSION AND ANALYSIS**

To  
The members  
Fluidomat Ltd.

Your Directors have pleasure in presenting the 41st Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31, 2017.

**FINANCIAL RESULTS:**

**The Summarized financial results for the year as under:**

(Rs. In Lacs)

Particulars	Year ended on	
	31.03.2017	31.03.2016
Revenue from Operations (Net)	2552.38	2704.72
Other Income	99.70	104.89
<b>Total Income</b>	<b>2652.08</b>	<b>2809.61</b>
Total Expenditure	2169.34	2140.10
<b>Profit before Interest, Depreciation &amp; Tax (EBIDTA)</b>	<b>482.74</b>	<b>669.51</b>
Less: Interest	0.00	0.91
Less: Depreciation	68.74	73.15
<b>Profit before Tax</b>	<b>414.00</b>	<b>595.45</b>
Less: (a) Current Tax	144.10	199.50
(b) Tax adjustments related to previous year	1.66	(1.38)
(c) Deferred Tax	(6.51)	0.24
<b>Net Profit for the Year</b>	<b>274.75</b>	<b>397.09</b>
Add: Surplus brought forward from previous year	1773.31	1624.48
<b>Amount available for Appropriation</b>	<b>2048.07</b>	<b>2021.57</b>
Appropriations:		
(a) Transferred to General Reserve	100.00	100.00
(b) Proposed Dividend on Equity Shares	86.22	123.17
(c) Tax on Proposed Dividend	17.55	25.08
<b>Surplus carried to the Balance Sheet</b>	<b>1844.29</b>	<b>1773.31</b>
Paid up Equity Share Capital	492.70	492.70
<b>EPS (Equity Shares of Rs. 10/- each) Basic &amp; Diluted (in Rs.)</b>	<b>5.58</b>	<b>8.06</b>

**REVIEW OF OPERATIONS /STATE OF AFFAIRS:**

The highlights of the Company's performance are as under:

For the year ended on March 31, 2017 the Company has posted a total revenue of Rs. 2652.08 lakhs as against Rs. 2809.61 lakhs in the previous year, representing a marginal decrease of 5.60%.

For the year ended March 31, 2017 the Company has achieved Earnings before Interest, Depreciation and Tax (EBIDTA) of Rs. 482.74 lakhs as against the EBIDTA of Rs. 669.51 lakhs during the previous year.

The Net Profit of the Company for the year 2016-17 was Rs. 274.75 lakhs compared to Rs. 397.09 lakhs during the previous year.

The company holds total unexecuted orders about Rs. 2013 lakhs as on 31.03.2017.

Overall the financial position of the Company remained strong with Net Worth of the Company increasing to Rs. 2866.03 lakhs as compared to Rs. 2695.05 lakhs in the previous year.

**DIVIDEND:**

Your Directors are pleased to recommend a dividend of Rs.1.75/-(17.50%) per Equity Share of Rs.10/- each for the year ended March 31, 2017. (Previous year Rs.2.50 (25%) per Equity Share of Rs. 10 each. The above dividend would be paid subject to approval by the Members in the ensuing Annual General Meeting. The proposed dividend will absorb Rs.103.77Lakhs including Dividend Distribution Tax of Rs.17.55 Lakhs.

**TRANSFER TO RESERVES:**

During the year, your company has voluntarily transferred Rs 100.00 Lakhs to the General Reserves, (Previous year Rs. 100.00Lakhs) for the financial strength of the Company.



**SHARE CAPITAL:**

The paid up Equity Share Capital as on 31st March, 2017 was Rs. 492.70 Lakhs divided into 49.27 Lakhs equity shares of Rs. 10/- each. There is no change in Equity share Capital of the Company during the year. Your directors or promoters do not hold any instruments convertible into the equity shares of the Company.

**DIRECTORS & KEY MANAGERIAL PERSONNEL:****Executive Directors and KMPs**

The Company is having required Key Managerial Personnel's as per section 203 of the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015. There is no change in the key managerial personnel's during the year under review. However, at the Annual General Meeting (AGM) held on September 26, 2016 the Members had re-appointed Mrs. Radhica Sharma as the Deputy Managing Director(DIN 06811597) w.e.f. February 10, 2017 for a term of three years.

**Declaration for Independency of Independent Directors**

The Company has received necessary declaration from each independent director under Section 149(6) of the Companies Act, 2013 that they meet the criteria of Independence as per the SEBI (LODR) Regulation, 2015. In the Opinion of the Board, all the independent directors fulfills the criteria of the independency as required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

**Directors seeking re-appointment:**

Mr. Kunal Jain, (DIN 01475424), director is liable to retire by rotation at the ensuing annual general meeting and being eligible offers himself for re-appointment. Further that the tenure of Mr. Kunal Jain as a Whole-time Director will be completed on 30th April, 2018, therefore, the Board upon the approval of the Nomination and Remuneration Committee has re-appointed him for a further period of five years w.e.f. 1st May, 2018. Your Board of directors recommend to pass necessary resolutions to that effect as set out in the notice of the Annual General Meeting.

**BOARD MEETING AND THE BOARD:****A. Number of meetings of the Board:**

Four (4) meetings of the Board were held during the year. The intervening gap between any two meetings was not exceeding 120 days as prescribed by the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. For further details of the meetings, please refer the Corporate Governance Report which forms part of this report.

**B. Policy on Directors' appointment and remuneration:**

The Company's Policy is to have an appropriate mix of executive and independent Directors to maintain the independence of the Board and separate its function of governance and management.

The Policy for Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) is uploaded on Company's website.(Link:- <http://www.fluidomat.com/investor-relation/>) and has been attached to this Report as "Annexure-1"

**C. Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and SEBI(LODR) Regulation, 2015 the Board has carried out an annual evaluation of its own performance, its committee and Individual Directors.

The performance evaluation of all the independent directors have been done by the entire Board excluding the director being evaluated. On the basis of performance evaluation done by the Board, determines whether to extend or continue their terms of appointment, whenever the respective term expires. The directors expressed their satisfaction with the evaluation process.

**COMMITTEES OF THE BOARD:**

In accordance with the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 and other purposes the Board has the following Five(5) committees:

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Risk Management Committee
- (e) Corporate Social Responsibility Committee (CSR)

Apart from the aforesaid committees under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 the Company has also constituted Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. A detailed note on the Board and its committees is provided under the Corporate Governance Report section in this report.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

In terms of Section 134(3)(c) of the Companies Act, 2013, your directors, to the best of their knowledge and belief and according to the information and explanations obtained by them in the normal course of their work, state that, in all material respects;

- a) In the preparation of the annual financial statements for the year ended March 31, 2017, the applicable accounting standards have been followed;
- b) Appropriate accounting policies have been selected, applied consistently and judgment and estimates have been made that



are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit of the company for the year ended on that date;

- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis;
- e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

## AUDITORS AND THEIR REPORT:

### A. Statutory Auditors:

In terms of the provisions of Section 139 of the Act read with the Companies (Audit and Auditors) Rules, 2014, an audit firm can hold office as statutory auditor for two terms of five consecutive years i.e. for a maximum period of ten years.

Further, as per the provisions of the Act, Company could appoint the existing auditors for a term of three years from the commencement of the Act for the existing auditors who were holding office for more than 10 years.

M/s. J.P. Saraf & Co., (F.R. No 006430C) Chartered Accountants, Indore were re-appointed as the Statutory Auditors of the Company in September, 2014 for a term of 3 years and their appointment was ratified at every Annual General Meeting (AGM) thereafter. Therefore, they will be rotate at the conclusion of the ensuing annual general meeting and the Company needs to appoint another auditor in their place at the ensuing general meeting for a term of 5 years.

The Audit Committee of the Board as well as the Board of Directors at their Meetings held on 14th August, 2017 has recommended the appointment of M/s. C.P. Rawka & Co., Chartered Accountants, (Firm Registration No. 000518C), as the statutory auditors of the Company in place of the existing auditors M/s J.P. Saraf & Co., Chartered Accountants to hold office for one term of 5 years commencing from conclusion of the ensuing 41st Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2022.

The Company has received a certificate from M/s C.P. Rawka & Co., Chartered Accountants to the effect that their appointment, if made, shall be in compliance with the provisions of Section 139 and 141 of the Companies Act, 2013 and they also hold valid certificate of peer review by the Institute of Chartered Accountants of India as required under the SEBI (LODR) Regulations, 2015.

Accordingly, the Board proposes appointment of M/s. C.P. Rawka & Co., Chartered Accountants as the statutory auditors of the Company in place of M/s. J.P. Saraf & Co., Chartered Accountants, Indore to hold office from the conclusion of this AGM until the conclusion of the 46th AGM of your Company.

Necessary resolution seeking approval of the members for appointment of statutory auditors has been incorporated in the Notice convening the Annual General Meeting.

The Auditors Report and the Notes on financial statement for the year 2016-17 referred to in the Auditor's Report are self-explanatory and do not call for any further comments. The Auditor's report is also self explanatory and does not contain any qualification, reservation or adverse remark.

### B. Cost Auditors:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, amended time to time, the provision regarding Cost Audit under this act is not applicable to Company during the year 2016-17.

### C. Secretarial Auditors:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s D.K. Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company. The Secretarial Auditors in their report for the year 2016-17 has confirmed the compliances by the Company as covered in their report.

The Report of the Secretarial Audit for the year 2016-17 in the Form MR-3 is annexed herewith as "Annexure-2".

### D. Disclosure of frauds against the Company:

In terms of the provisions of section 134(3)(ca) of the Companies Act, 2013, there were no fraud committed against the Company by any person under section 143(12) during the year 2016-17. Further that there were no frauds which needs to be reported by the Auditors of the Company to the Central Government.

## TRANSACTIONS WITH RELATED PARTIES:

The Company has not entered into any material contracts, with the related parties during the year 2016-17 and other contracts or arrangements were in the ordinary course of business on arms length basis, which were approved by the Audit Committee and the Board from time to time. Therefore, there is no particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 which needs to disclose in the prescribed form AOC-2 and may be treated as not applicable. However, the related party transactions as covered under Accounting Standards have been disclosed in the Note No.29 of the financial statements for the year under review.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

There are no significant material orders passed by the Regulators/Courts which would impact the going concern status of the Company and its future operations.