



**FLUIDOMAT
LIMITED**

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CIN No : L74210MP1978PLC001452



FL/SE/DKS/2024-25

26th September, 2024

Online filing at www.listing.bseindia.com

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

BSE CODE: 522017

Sub: Submission of the Proceedings of the 48th Annual General Meeting held on Thursday, the 26th September, 2024, pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 30(2) read with Part A of Schedule III of the SEBI (LODR) Regulations, 2015, we are pleased to submit the proceedings of the 48th Annual General Meeting of Fluidomat Limited held on Thursday, 26th September 2024 at 2:00 P.M. and concluded at 2:42 P. M. through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and for this purpose the registered office of the company situated at 117, 1st Floor, Navneet Darshan, 16/2, Old Palasia, Indore, (M.P.) 452018 shall be deemed to be the venue of the meeting.

Please note that results of e-voting will be intimated to you separately upon receipt of Report from the Scrutinizer within 2 working days from the conclusion of the Annual General Meeting.

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

Thanking You,
Yours Faithfully,

For, FLUIDOMAT LIMITED

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

PROCEEDING OF THE 48TH ANNUAL GENERAL MEETING OF FLUIDOMAT LIMITED HELD ON THURSDAY THE 26TH SEPTEMBER 2024, THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”) AT 2:00 P.M. AND CONCLUDED AT 2:42 P.M. FOR WHICH PURPOSE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 117, 1ST FLOOR, NAVNEET DARSHAN, 16/2 OLD PALASIA, INDORE 452018 (M.P.) SHALL BE DEEMED AS THE VENUE FOR THE ANNUAL GENERAL MEETING

PRESENCE IN THE MEETING THROUGH VC/OAVM:

I. DIRECTORS:

- | | |
|-------------------------|--|
| 1. SHRI ASHOK JAIN | - CHAIRMAN & MANAGING DIRECTOR |
| 2. SMT. RADHICA SHARMA | - DEPUTY MANAGING DIRECTOR |
| 3. SHRI KUNAL JAIN | - EXECUTIVE DIRECTOR |
| 4. CA ASHOK KUMAR PATNI | - INDEPENDENT DIRECTOR (Chairman of Audit Committee) |
| 5. SHRI SHARAD PANOT | - INDEPENDENT DIRECTOR |
| 6. SHRI SAMYAK MODI | - INDEPENDENT DIRECTOR |

II. OFFICERS IN PRESENCE:

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

III. SPECIAL INVITEES

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

The Total No. of Members on the Cut-off date 19th September, 2024 were 7,505 Members, as per the requirement of the Companies Act, 2013, in order to have a valid quorum atleast 30 members are required to be present through VC/OAVM. Adequate members attended AGM through VC/OAVM.

PROCEEDING OF THE MEETING:

The 48th Annual General Meeting (the “AGM”) of the Company was held through VC/OAVM pursuant to the Ministry of Corporate Affairs (“MCA”) General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by “COVID-19”, General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022 and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 in relation to “Clarification on holding of AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM)”, (collectively referred to as “MCA Circulars”).

As per the Article of Association of the Company, Shri Ashok Jain, Chairman of the Company occupied the Chair for the Meeting and welcomed all the members and directors and invitees present in the meeting through VC/OAVM.

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

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

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

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

Chairman Speech

“Dear Shareholders,

Good afternoon, ladies and gentleman and a very warm welcome to the 48th Annual General meeting of your company. I hope you and your families are safe and well and I thank you all for your enduring trust in Fluidomat. We have circulated AGM Notice and our Annual Report for F.Y. 24 to shareholders and it is also available on the website of our company and on the stock exchange – BSE.

The past financial year 2023-24 was a year of continuing challenges in the global economy due to increased interest rates, elevated inflation, reduced investment and disruptions resulting from Geo-political situation. These factors collectively contributed to economic weakness.

In such a turbulent world, Bharat has emerged as an inspiring light house of growth and will become Global pivotal economy in short period. Bharat has recorded +7% GDP growth over past years. The Union Government initiative of Atmanirbhar Bharat along with Swadeshi and Make in India initiative and encouragement to Research and development have boosted domestic production of goods, quality and increased capabilities. This has made us self Reliant with reduced dependence of imports alongwith manufacturing of world class goods.

The engineering sector has key role in country’s infrastructure growth and economy by delivering necessary goods required in infrastructure. Currently the engineering sector contributes 12% of the total manufacturing output and approximately 17% to the country GDP. Demand in Engineering Sector will continuously grow over the years.

Continuous infrastructure growth will require enhancement of Cement and Steel production to almost 80 to 100% increase including growth of Railway network and modernization. Steel castings for railway will also need capacity expansion to atleast 60%. The expected investment in these sectors will be approximately 10 lakh crores over next five years.

Bharatiya companies have a large exposure and orders of infrastructure development in middle east and African countries which will increase our goods, services and consultancy exports.

I am very happy to inform you that your company is on path of continuous growth and steady performance in turnover and profitability and achieved its highest level of revenue and profit in the year 2023-24. Your company’s balance sheet continue to grow stronger reflecting financial strength and stability.

Your company has recorded revenue of Rs. 5894.36 lakhs during the F.Y. 2023-24, registering a growth of 24% over F.Y. 2022-23. Profit after Tax reached at 1305.24 lakhs as against 962.07 lakhs in the previous financial year which represents a growth of 35.67% over the previous financial year. Your company is debt free and carried a free reserve of Rs. 5598.59 lakhs as on 31st March, 2024.

Your company is committed to enhancing financial performance, delivering consistent returns to shareholders and upholding company’s reputation as a trusted leader in the field of Fluid Coupling manufacturing industry. This commitment is once again demonstrated by the declaration of dividend for the 14th consecutive year, with a proposed dividend of 5.50 per equity share for the F.Y. 24, subject to shareholder’s approval.

Your company has contributed Rs. 17 lakh to the society by contributing in corporate social responsibility (CSR) activities during the F.Y. 2023-24 under its CSR program.

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

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

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

I deeply appreciate the trust and support of our Investors, shareholders, Bankers and financial institutions, Government, vendors, customers and employees.

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

Thank you,"

The Company Secretary informed the members that, electronic copies of the Notice & Annual Report for the financial year 2023-24 have been sent to all the members whose e-mail ids were registered with the Company or Depository Participant(s). The Notice of this Annual General Meeting is given on Page No. 3 to 18 of 48th Annual Report.

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

The Secretarial Audit Report for Financial Year 2023-24 is given by M/s D.K. Jain & Co., Practicing Company Secretaries, Indore (F.R.No. I1995MP067500; FCS 3565 and CP 2382). Same is given in Annual Report. The Secretarial Audit Report does not contain any qualification or adverse remarks.

CS Ishan Jain, Proprietor of M/s Ishan Jain & Co., Company Secretaries, Indore (F.R.No. S2021MP802300); (Peer Review No. 842/ 2020) FCS 9978 & C.P. No. 13032, was appointed by the Board as the Scrutinizer for the remote e-voting & e-voting at this Meeting. The Scrutinizer will ensure the voting to be done in a fair and transparent manner.

Company Secretary further informed that Company has availed service of Central Depository Services (India) Limited (CDSL) for remote e-voting & e-voting in this AGM and as per the requirements of the Companies Act, 2013 the remote-e voting was commenced from Monday 23rd September, 2024 at 9.00 A.M. (IST) and have already been completed on Wednesday, 25th September, 2024 at 5.00 P.M. (IST) and e-voting at this AGM already commenced and will be available upto 15 minutes from the conclusion of this AGM. Those who have already casted their vote by remote e-voting shall not be entitled to vote again in this AGM by e-voting.

The Members, who are in the records of the Company as on the cut-off date i.e. 19th September, 2024 shall only be entitled to participate in the voting process.

Further please note that pursuant to the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which dividend has not been claimed for 7 (Seven) consecutive years to the Investor Education and Protection Fund (IEPF) of the Central Government.

Company Secretary further informed that the Company has sent letters to the concerning shareholders whose dividend has not been claimed for 7 (Seven) consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.fluidomat.com>.

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

Payment of proposed dividend in respect of such folios, only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

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

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

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

S. No.	Type of resolution passed	Matters
1.	Ordinary	Adoption of the Audited Financial Statements which include the Audited Balance Sheet as at 31 st March, 2024, the Statement of Profit & Loss, Cash Flow and Changes in Equity for the financial year ended 31 st March, 2024 and the Reports of the Board's and Auditors thereon.
2.	Ordinary	Declaration of dividend on 49,27,000 equity shares of Rs. 10/- each of the Company for the financial year ended 31 st March, 2024
3.	Ordinary	Re-appointment of a director in place of Shri Ashok Jain (DIN: 00007813) who are liable to retire by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
4.	Special	Re-appointment of Mrs. Radhica Sharma (DIN: 06811597), as the Whole-time Director of the Company designated as Deputy Managing Director for a further period of 3 years w.e.f. 10th February, 2025.

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

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

Chairman informed the members present in the AGM that the results of the remote e-voting and e-voting at AGM along with the report of the scrutinizer will be announced within 2 working days from the conclusion of 48th Annual General Meeting and shall also be placed at the Company's, BSE and CDSL Website and the recorded transcript of the AGM shall also be made available on the website of the company as soon as possible after the meeting is over.

Chairman further informed that since all the businesses to be conducted at this Annual General Meeting has been transacted, the 48th Annual General Meeting has come to an end.

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

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

For, **FLUIDOMAT LIMITED**

DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER