

FLUIDOMAT LIMITED

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CIN-L74210MP1978PLC001452

Reference :

Date MINUTES OF THE 38th ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF FLUIDOMAT LIMITED HELD ON FRIDAY 26th SEPTEMBER, 2014 AT THE REGISTERED OFFICE OF THE COMPANY AT 117, NAVNEET DARSHAN, 16/2 OLD PALASIA INDORE (M.P.) 452 018 AT 2.00 P.M

PRESENT:

1. SHRI ASHOK JAIN : ON THE CHAIR, CHAIRMAN & MANAGING DIRECTOR & MEMBER
2. SMT. RADHICA SHARMA : WHOLE-TIME DIRECTOR
3. CA M.K. SHAH : INDEPENDENT DIRECTOR
4. SHRI K.C. JAIN : INDEPENDENT DIRECTOR & MEMBER
5. SHRI PRAFUL R. TURAKHIA : INDEPENDENT DIRECTOR
6. SHRI KUNAL JAIN : WHOLE-TIME DIRECTOR & MEMBER

SPECIAL INVITEE:

- CS ISHAN JAIN : SCRUITNIZER
CA J.P.SARAF : AUDITOR OF THE COMPANY

OFFICERS FOR ASSISTANCE

- SMT. MONICA JAIN : CHIEF FINANCIAL OFFICER
CS RITU TIWARI : COMPANY SECRETARY

And total 18 members and 1 Proxy as per the attendance Register.

PROCEEDING OF THE MEETING:

1. CHAIRMAN:

Shri Ashok Jain, the Chairman & Managing Director occupied the Chair for the Meeting.

2. QUORUM:

CS Ritu Tiwari informed that the adequate quorum for the meeting is present, then the Chairman declared the meeting to be in order and the proceeding of the Meeting was commenced.

The Chairman welcomed all the members, proxy holders, directors and auditors present in the meeting.

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For FLUIDOMAT LIMITED,

Ashok Jain

Chairman & Managing Director.

3. NOTICE OF THE 38th ANNUAL GENERAL MEETING:

The Chairman informed that the Notice convening the 38th Annual General Meeting along with the Audited Balance Sheet as on 31st March, 2014 and the Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Notes and the Report of the Board of directors, Corporate Governance and the Auditor's Report have already been dispatched to the members by electronic mode as per the records made available by CDSL & NSDL and to other members physically by the Registrar and Share Transfer Agent of the Company. With the permission of the Members and proxies present in the Meeting the same were taken as read.

4. BOOKS & STATUTORY REGISTER:

The Chairman informed that the Register of Director's shareholding and Share Transfer Book and the Register of Members along with other statutory books, as required under other provisions of the Companies Act, 2013 have been kept in the meeting and open for inspection of the members.

5. PROCEDURE FOR THE ANNUAL GENERAL MEETING FOR APPROVAL OF THE RESOLUTIONS:

The Chairman informed that as per the requirement of the Companies Act, 2013 and the listing agreement the electronic voting has already been completed on 22nd Sept. 2014 and now voting in the annual general meeting shall be conducted by way of poll therefore the members as well as proxies were requested to mark their assent or dissent on the Poll paper provided to them. He also informed that the members may ask their question on any agenda items of the company at any time during the meeting.

The Chairman also informed that the Company has appointed CS Ishan Jain, Practicing Company Secretary (ACS 29444, CP 13032) as scrutinizer to scrutinize the e-voting results as well as voting through poll.

The Chairman also informed the members that the businesses being placed before the meeting for consideration and vote by Poll and that the results of the Meeting would be announced within 2 working days and the same shall be posted on the website of the Company, BSE and NSDL.

The Chairman informed the members that the Scrutinizer has submitted his report dated 23rd Sept., 2014 on the E-voting showing that 11 members have casted their vote by E-Voting for 27,16,675 shares and the shareholders holding 27,14,675 have casted their votes in favour of all the proposed resolutions, except one shareholder holding 2,000 shares has casted his vote against all the resolutions other than resolution No. 2. He also placed before the Meeting, a copy of the Scrutinizers Report as aforesaid.

Further the Chairman asked the members of the company present in the meeting to raise their queries relating to the business affairs of the Company and the same shall

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For FLUIDOMAT LIMITED,

Ashouja

Chairman & Managing Director.

be replied by the Chairman of the Audit Committee. However, no question were raised.

Thereafter, Shri D.K.Jain read agenda items of the notice of Annual General Meeting one by one as per notice of the AGM.

CS Ritu Tiwari arranged for the Poll Box, which was sealed by the Scrutinizer in his presence after showing that it is empty.

The Members and Proxies were provided opportunity to cast their votes by Poll and drop their Poll Papers provided in the Form MGT 12 in the Poll Box and requested to ensure that if any member has casted his vote by E-voting process, he will not be entitled to cast his vote by Poll and if it is casted, the Vote given by e-voting shall be considered as final. Further Shri D.K.Jain requested member to fill the entire column in proper manner, like, name, address, LF/Client ID number of shares held, and then mark right tick on the assent or dissent as they may desire opposite to each of the proposed resolution.

The Chairman allowed 30 minutes time for polling and after the Scrutinizer ascertained that no member or proxy was left for polling. The Scrutinizer locked the Poll Box in presence of the two members and collected the Poll Box for scrutiny of the Poll Papers.

After scrutiny of the Poll Papers the Scrutinizer submitted his report on Poll dated 26th Sept., 2014 along with the requisite papers, documents and records which were handed over to the Chairman and the Chairman accepted the Report of the Scrutinizer.

After consolidation of the Scrutinizers Report for e-voting dated 23rd Sept., 2014 and Report on Poll Dated 26th Sept., 2014 the Chairman declared the following results:

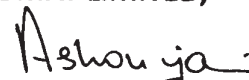
The Chairman declared that the date of the passing of the resolutions shall be considered as the date of the Annual General Meeting, i.e. 26th Sept., 2014 as under for all the purposes.

**I: ORDINARY BUSINESS BY ORDINARY RESOLUTION:
ITEM NO.1: APPROVAL OF ACCOUNTS FOR THE YEAR ENDED 31st MARCH,
2014:**

RESOLVED THAT the Balance Sheet as on 31st March 2014 & Statement of Profit & Loss and the Cash Flow Statement for the year ended 31st March, 2014 along with the Report of the Board of Directors and the Corporate Governance Report and the Auditor's

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For FLUIDOMAT LIMITED,



Chairman & Managing Director.

Report thereon as circulated to the Members and submitted to the meeting be and are hereby received, considered, and adopted.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstan- ding Shares (3)=[(2) / (1)]*10 0	No. of Votes in favour (4)	No. of Vote s agai nst (5)	% in favour on Votes Polled (6)=[(4)/ (2)]*100	% of Votes against on Votes Polled (7)=[(5) / (2)]*10 0
Promoter and Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed with requisite majority by Ordinary Resolution.

ITEM NO.2: DECLARATION OF RS. 2.75 (27.50%) DIVIDEND ON 4927000 EQUITY SHARES OF RS. 10/- FOR THE YEAR 2013-14.

RESOLVED THAT in terms of the recommendation of the Board of directors of the Company, the approval of the members of the Company be and is hereby granted for payment of dividend @ Rs.2.75 (i.e.27.50%) on the fully paid-up 49,27,000 Equity Share of Rs.10/- each of the Company for the year 2013-14 and the same be paid to all the members whose names appear in the Register of Members on 26th September, 2014 and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository participants as on 26th September., 2014.

The Results of the Voting were as under:

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For FLUIDOMAT LIMITED,

Ashwaja
Chairman & Managing Director.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstandin g Shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)] *100	% of Votes against on Votes Polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public- Others	22,61,578	1,53,531	6.79%	1,53,531	0	100.00%	0
Total	49,27,000	27,28,506		27,28,506	0		

The Resolution was declared as passed unanimously by Ordinary Resolution.

**ITEM NO.3: RE-APPOINTMENT OF AUDITORS M/S J.P. SARAF & CO.,
CHARTERED ACCOUNTANTS:**

RESOLVED THAT subject to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s J.P. Saraf & Co., Chartered Accountants (ICAI Firm Registration No. 006430C), the retiring Auditors of the Company be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Forty First AGM of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100

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For FLUIDOMAT LIMITED,

Ashouja
Chairman & Managing Director.

Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Ordinary Resolution.

**II: SPECIAL BUSINESS BY SPECIAL RESOLUTION:
ITEM NO. 4: APPOINTMENT OF MRS. RADHICA SHARMA AS A DIRECTOR
UNDER SECTION 160 OF THE COMPANIES ACT, 2013:**

RESOLVED THAT pursuant to the provisions of sections 160 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions, if any, Mrs. Radhica Sharma (DIN- 06811597), who was appointed as an additional director pursuant to the provisions of section 160 of the Companies Act, 2013 by the Board w.e.f. 10th Feb., 2014 to hold the office of the director till the date of the annual general meeting and in respect of whom the Company has received a notice in writing from a member proposing her as a candidate for the office of director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Special Resolution.

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For FLUIDOMAT LIMITED,**

Ashouja
Chairman & Managing Director.

ITEM NO. 5: SPECIAL RESOLUTION FOR INCREASE IN REMUNERATION OF SHRI ASHOK JAIN, CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY W.E.F. 1ST JUNE, 2014 FOR A REMAINING PART OF HIS TENURE.

RESOLVED THAT pursuant to the provisions of section 190, 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personal) Rules, 2014 and other applicable provisions, if any, including any statutory modifications or re-enactment thereof for the time being enforced, the approval of the members of the Company be and is hereby accorded for increase in the remuneration of Shri Ashok Jain, Chairman and Managing Director of the Company w.e.f. 1st June, 2014 till the remaining part of his tenure till 30.06.2016 from Rs. 2,50,000/- P.M. to Rs.3,50,000/- P.M.

FURTHER RESOLVED THAT in addition of his aforesaid remuneration, Shri Ashok Jain, the Chairman & Managing Director shall also be entitled for the following benefits and shall not be considered for the purpose of calculation of the maximum permissible remuneration as it covers under the exempted category.

1. Employers Contribution to PF: As per the Rules of the Company.
2. Gratuity: As per the rules of the Company, subject to the maximum ceiling as may be prescribed under the Payment of Gratuity Act from time to time.
3. Earned Privilege Leave: As per the rules of the Company subject to the condition that the leave accumulated but not availed of will be allowed to be encashed for 15 days salary for every year of completed services at the end of the tenure.

FACILITIES TO PERFORM THE COMPANIES WORK:

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.

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

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

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

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For FLUIDOMAT LIMITED,**


Chairman & Managing Director.

RESOLVED FURTHER THAT Shri Ashok Jain, the Chairman & Managing Director shall also be entitled to reimbursement of actual entertainment, travelling time to time to perform his duties as per rules of the Company.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution , or as may be otherwise considered by it to be in the best interest of the Company.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Special Resolution.

ITEM NO. 6: SPECIAL RESOLUTION FOR APPOINTMENT OF MRS. RADHICA SHARMA AS WHOLE-TIME DIRECTOR AND DESIGNATED AS THE DY. MANAGING DIRECTOR OF THE COMPANY W.E.F. 10TH FEB., 2014 FOR A PERIOD OF 3 YEARS:

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 and the applicable provisions of the section 198, 199, 269, 302, 309 310 and the Schedule XIII of the Companies Act, 1956 (including any statutory

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For FLUIDOMAT LIMITED,

Ashok Jain

Chairman & Managing Director.

modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for 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 3 years w.e.f. 10th February, 2014 on the following terms and condition.

Salary in the scale of Rs.1,00,000/- per month with a 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-imbusement 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.

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For FLUIDOMAT LIMITED,

Ashou jai
Chairman & 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 break up 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.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100

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For FLUIDOMAT LIMITED,

Ashwaja
Chairman & Managing Director.

Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority Special Resolution.

ITEM NO. 7: SPECIAL RESOLUTION FOR RE-APPOINTMENT OF MR. KUNAL JAIN AS THE WHOLE-TIME DIRECTOR OF THE COMPANY W.E.F. 1ST MAY, 2015 FOR A PERIOD OF THREE YEARS:

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 period of 3 years w.e.f. 1st May, 2015 on the following terms and condition.

Salary in the scale of Rs.1,50,000/- per month with an annual increment of Rs. 15,000/- 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-imbusement 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.

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For FLUIDOMAT LIMITED,

Ashouja
Chairman & Managing Director.

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 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.

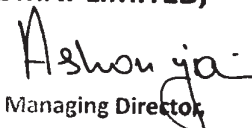
FURTHER RESOLVED THAT in the event of there being loss or inadequacy of profit for any financial year, the remuneration payable to Shri Kunal Jain shall not be in excess with the limit prescribed in the Schedule V of the Companies Act, 2013 as may be applicable from time to time during his tenure.

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.

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For FLUIDOMAT LIMITED,


Chairman & Managing Director

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, 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.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority Special Resolution.

**III: SPECIAL BUSINESS BY ORDINARY RESOLUTION:
ITEM NO. 8: APPOINTMENT OF CA MAHENDRA KUMAR SHAH AS AN
INDEPENDENT DIRECTOR OF THE COMPANY:**

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, CA Mahendra Kumar Shah (DIN- 00014556), who was holding positions of the Independent Directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is

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For FLUIDOMAT LIMITED,

Ashouja
Chairman & Managing Director.

eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Ordinary Resolution.

ITEM NO. 9: ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI KUSHAL CHANDRA JAIN AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Khushal Chand Jain (DIN- 00007916), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

The Results of the Voting were as under:

Certified True Copy

For FLUIDOMAT LIMITED,

Ashoujai
Chairman & Managing Director.

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Ordinary Resolution.

ITEM NO. 10: ORDINARY RESOLUTION FOR APPOINTMENT OF SHRI PRAFUL RATILAL TURAKHIA AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the said Act and Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement as may be amended from time to time, Shri Praful Ratilal Turakhia (DIN- 00366398), who was holding positions of the Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the director of the Company and who has also submitted a declaration confirming that he meets the criteria for independence as provided under section 149(6) of the Companies Act, 2013 and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years upto 31st March, 2019 and he will not be liable to retire by rotation.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0

Certified True Copy

For FLUIDOMAT LIMITED,

Ashouja
Chairman & Managing Director,

Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Ordinary Resolution.

IV: SPECIAL BUSINESS BY SPECIAL RESOLUTION:

ITEM NO.11: APPROVAL FOR CREATION OF CHARGE TO SECURE LOAN AMOUNT ON THE WHOLE OR SUBSTANTIALLY THE WHOLE OF THE UNDERTAKING OF THE COMPANY UNDER SECTION 180(1)(A) OF THE COMPANY'S ACT, 2013.

RESOLVED THAT consent of the Company be and is hereby accorded in terms of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, if any, (including any statutory modifications, amendments or re-enactments thereto for the time being in force) to the Board of Directors of the Company (hereinafter referred to as "the Board") to mortgaging and/ hypothecation, pledge or charging by the Board of directors of the Company of all or any of the immovable and movable properties of the Company, wherever situated, both present and future or the whole or substantially the whole of the undertaking or undertakings of the Company in such form and in such manner as the Board of directors may think fit for securing any loans and/or advances already obtained or that may be obtained time to time from any financial Institutions/banks/insurance companies, bodies corporate, firms or association or person or persons, and/or to secure any debentures issued, deposits and/or that may be issued and all interest, compounding interest/additional interest, commitment charge, cost, charges, expenses and all other moneys payable by the Company to the concerned secured lenders within the overall borrowing limit as per provisions of section 180(1)(c) of the Companies Act, 2013 as may be applicable from time to time.

RESOLVED FURTHER THAT the securities created or to be created by the Company as aforesaid may rank prior/pari passu/subservient with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the Board of Directors of the Company and the concerned parties.

RESOLVED FURTHER THAT the Board be and is hereby authorized create or revise / renew the securities / or release the securities and to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto.

Certified True Copy

For FLUIDOMAT LIMITED,

Ashouja
Chairman & Managing Director.

The Results of the Voting were as under:

Promoter/ Public	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding Shares (3)=[(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes against (5)	% in favour on Votes Polled (6)=[(4)/(2)]*1 00	% of Votes against on Votes Polled (7)=[(5)/(2)]* 100
Promoter & Promoter Group	26,21,652	25,74,975	98.22%	25,74,975	0	100.00%	0
Public Institutional Holders	43,770	0	0	0	0	0	0
Public-Others	22,61,578	1,53,531	6.79%	1,51,531	2,000	98.70%	1.30%
Total	49,27,000	27,28,506		27,26,506	2,000		

The Resolution was declared as passed by requisite majority by Special Resolution.

6. VOTE OF THANKS:

There being no other business, the Meeting concluded with a vote of thanks to the Chair.

The Chairman said that I have great pleasure in conveying my sincere thanks to the Directors and members present in this meeting for their presence and cooperation for the orderly conduct of the meeting

Place: INDORE
Date: 26th SEPT., 2014

ASHOK JAIN
CHAIRMAN & MANAGING DIRECTOR
DIN: 00007813

Certified True Copy

For FLUIDOMAT LIMITED,

Ashok Jain

Chairman & Managing Director.