



FLUIDOMAT LIMITED

Head Office & Works : 7C-8J, I. S. Gajra Industrial Area I, A. B. Road, DEWAS - 455 001 (M.P.) INDIA
Phone : + 91-7272-268100, 258582, 258583, Fax : 91-7272-258581
Email : fluidomat@bsnl.in / info@fluidomat.com / fluidomat@bsnl.in Website : www.fluidomat.com



CIN-L74210MP1978PLC001452

Reference :

FORM A

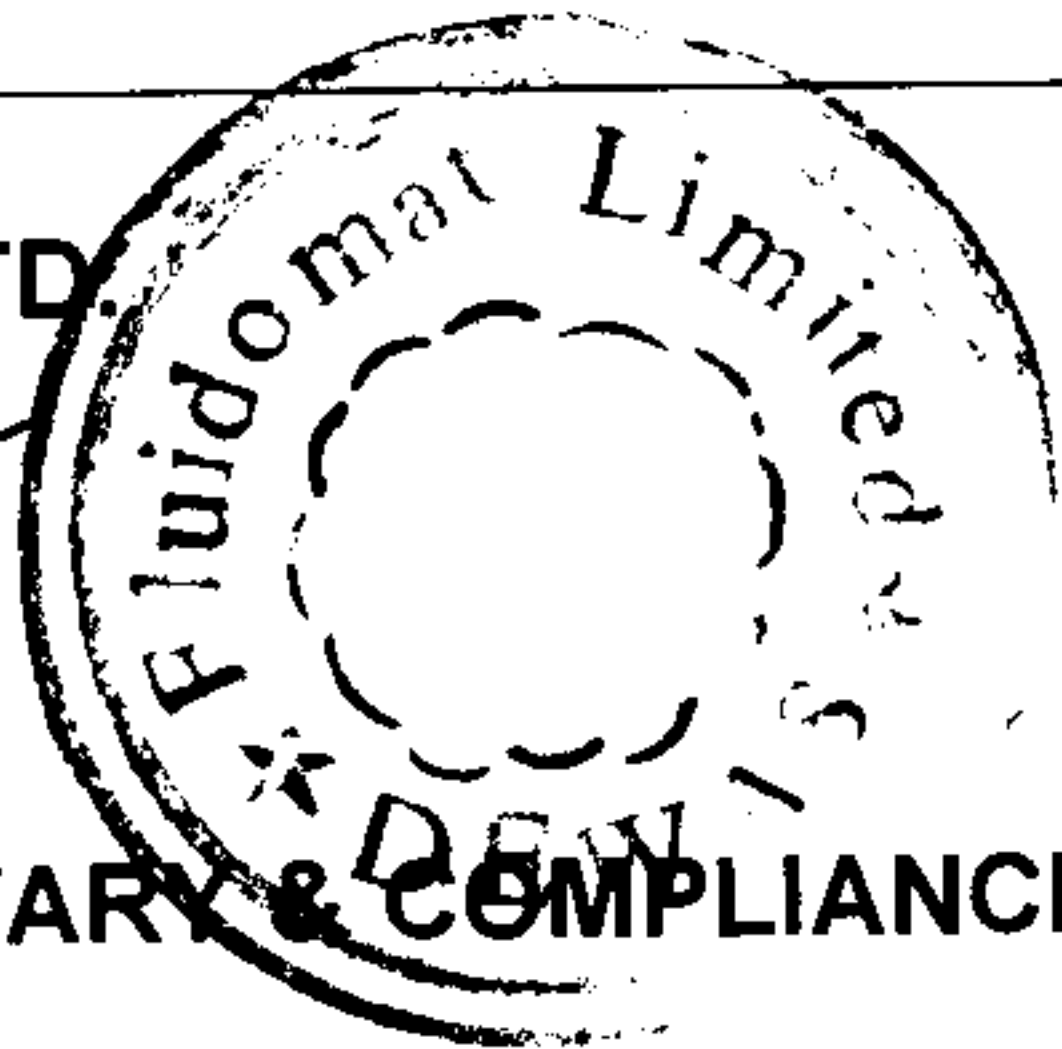
Date :

Format of covering letter of the annual audit report to be filed with the stock exchanges

1	Name of the Company:	FLUIDOMAT LIMITED
2	Annual financial statements for the year ended	31.03.2014
3	Type of Audit observation	Un-qualified
4	Frequency of observation	N.A.
5	To be signed by- - Managing Director - Auditor of the company - Audit Committee Chairman -Chief Financial Officer	<p>Mr. Ashok Jain FOR FLUIDOMAT LIMITED, <i>Ashok Jain</i> Chairman & Managing Director</p> <p>J.P. Saraf & Co. Chartered Accountants Firm No. : 006430C</p> <p><i>J.P. Saraf</i> Partner 075319</p> <p>Mr. M. K. Shah <i>Mahesh</i></p> <p>Mrs. Monica Jain <i>Monica Jain</i> FOR FLUIDOMAT LIMITED Chief Financial Officer</p>

For, FLUIDOMAT LTD

Ritu Tiwari
RITU TIWARI
COMPANY SECRETARY & COMPLIANCE OFFICER

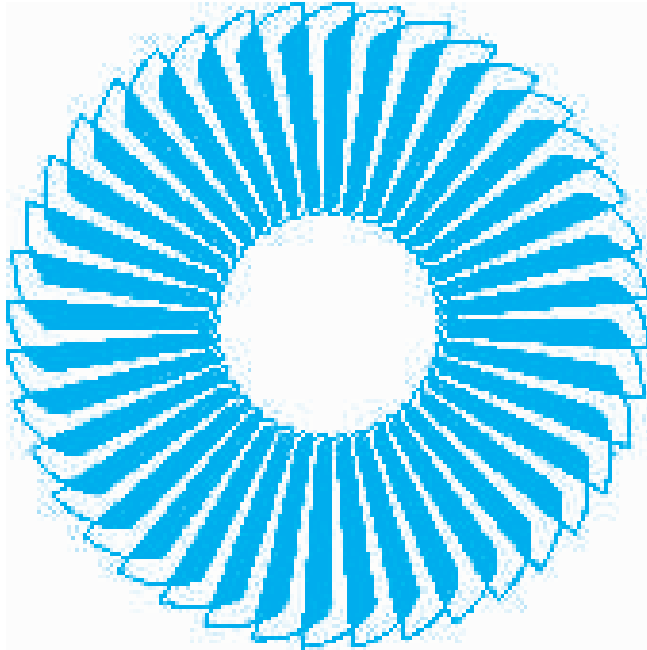


ISO 9001:2008



FM 82849

An ISO 9001:2008 Certified Company



FLUIDOMAT LIMITED

38th Annual Report

2013-14



Board of Directors :

ASHOK JAIN *Chairman and Managing Director*
RADHICA SHARMA *Dy. Managing Director*
KUNAL JAIN *Executive Director*
KHUSHAL CHANDRA JAIN
MAHENDRA KUMAR SHAH
PRAFUL R. TURAKHIA

Vice President

PRAMOD JAIN

Company Secretary

CS RITU TIWARI

Chief Financial Officer :

MONICA N. JAIN

Statutory Auditors :

J.P. SARAF & CO.
Chartered Accountants

Bankers :

CENTRAL BANK OF INDIA

Registered Office :

117, 1st Floor, 'Navneet Darshan',
16/2, Old Palasia, Indore-452 018 (M.P.)
Tel.: 0731-2564820
CIN : L74210MP1978PLC001452

Corporate Office & Works :

7C-8J, I.S. Gajra Industrial Area,
Agra-Bombay Road, DEWAS-455 001
Tel.: 07272-258582, 258583, 268100
Fax : 07272-258581
e-mail : fludomat@bsnl.in
info@fluidomat.com
Website : www.fluidomat.com

Registrar and Transfer Agents :

Ankit Consultancy Pvt. Ltd.
Plot No. 60,
Electronic Complex
Pardeshipura, Indore (M.P.) -452010
Tel. : 91-731-3198601, 3198602
Fax : 91-731-4065798
E-mail : ankit_4321@yahoo.com

38th Annual General Meeting

Date : 26th September, 2014
 Day : Friday
 Time : 2.00 p.m.
 Place : 117, 1st Floor
 'Navneet Darshan'
 16/2, Old Palasia,
 Indore - 452 018 (M.P.)
 Book Closure : 22.09.2014 to 26.09.2014
 (Both days inclusive)

Contents	Page No.
Board of Directors & Other Informations	02
Notice	03
Directors' Report	11
Management Discussion & Analysis	13
Annexure to Director's Report	14
Corporate Governance Report	18
Auditors' Report	23
Balance Sheet	26
Statement of Profit & Loss Account	27
Cash Flow Statement	28
Notes on Financial Statement	29
Attendance Slip & Proxy Form	39

**NOTICE**

Notice is hereby given that 38th Annual General Meeting of the members of **FLUIDOMAT LIMITED** will be held on Friday the 26th day of Sept., 2014 at 2.00 P.M. at the registered office of the Company at 117, "NAVNEET DARSHAN", 16/2 old Palasia, Indore (M.P.) 452018 to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Balance Sheet as at March 31, 2014, the Statement of Profit & Loss and Cash Flow Statement for the financial year ended March 31, 2014 and the Reports of the Board of directors and Auditors thereon.
2. To declare dividend on equity share capital of the Company.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:
"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."

SPECIAL BUSINESS:

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

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 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.

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.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **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 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 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 an annual increment of Rs. 10,000/- per year.

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

CATEGORY:A

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

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

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

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

CATEGORY C- FACILITIES TO PERFORM THE COMPANIES WORK:

1. **Car:** The Company shall provide car with driver for the Company's business and if no car is provided, reimbursement of the conveyance shall be made as per actual on the basis of claims submitted by her.
2. **Telephone, Internet & Cell:** Free use of telephone, internet at her residence and Cell phone, provided that the personal long distance calls on the telephone shall be billed by the Company to the Dy. Managing Director.

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

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

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

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

7. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **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 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 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-imbursment 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 prerequisites 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 prerequisites 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, 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.

8. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**
"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 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."
9. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**
"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 Chandra 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."
10. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as **Ordinary Resolution:**
"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.”

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

“**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.”

By Orders of the Board

Date: 14th August, 2014

Place: Indore

Fluidomat Ltd.

CIN: L74210MP1978PLC001452

117, First Floor, Navneet Darshan

16/1, Old Palasiya,

Indore (M.P.) 452018

RITU TIWARI

COMPANY SECRETARY

ACS 35342

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregating not 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 given below and forms part of the Notice.
4. The Company has notified closure of register of members and share transfer books from September, 22nd 2014 to September 26th 2014 (both days inclusive).
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 Directors.
7. Members seeking any information are requested to write to the Company by email at 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 2013-14 will also be available for downloading on Company's website 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 11:00 A.M and 1:00 P.M up to the date of the meeting.
- 13. **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) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote at the 38th 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 instructions for e-voting are as under:

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; (File Name) 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.nsd.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 evoting@fluidomat.com with a copy marked to evoting@nsdl.co.in

B. In case Email I.D. 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.nsd.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).
- IV. The e-voting period commences on 22nd September, 2014 (9:00 am) and ends (6:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 8th August, 2014 may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- 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 8th August, 2014.
- VI. CS Ishan Jain, Practising 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 within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the 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 and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
- IX. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd.
Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731-3198601,3198602 Fax-0731-4065798
Email id: ankit_4321@yahoo.com



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

Name of Directors	Mrs. Radhica Sharma	Shri Kunal Jain	CA Mahendra Kumar Shah	Shri Khushal Chandra Jain	Shri Praful R. Turakhia
Date of Birth	14/09/1979	27/04/1982	19/07/1958	08/01/1943	21/04/1948
Date of Appointment	10/02/2014	01/05/2007	26/09/2000	01/02/2004	30/01/2009
Expertise / Experience in specific functional areas	13 years experience in the field of commercial matters and Industrial Management	12 years experience in commercial matters.	More than 29 years experience in Auditing and Taxation.	50 years Corporate experience in the field of Accounts, Finance, Taxation and Industrial Management.	41 years experience in Engineering Pharma Bulk Drugs and Chemical Industries.
Qualification	BBA, PGDBM	B.Com	Chartered Accountant	M. Com DIT	BE Mechanical
No. & % of Equity Shares held	* 30,950 (0.62%)	11,78,131 (23.92%)	-	200 (0.004%)	-
List of outside Company's directorship held	-	Redwood Packaging Pvt. Ltd.	Aawas Finance Ltd	P.E.A.C. Education Pvt. Ltd.	Ratilal Chemark Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	CSR Committee	-	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee 4. CSR Committee	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee 4. CSR Committee	1. Nomination and Remuneration Committee 2. Stakeholder Relationship Committee 3. Audit Committee 4. CSR Committee
Chairman / Member of the Committees of the Board, Directors of other Companies in which he is director	-	-	-	-	-

*Holding shares jointly with Shri Sundeep Sharma.

Place: Indore
Date: 14th August, 2014

By Orders of the Board
RITU TIWARI
COMPANY SECRETARY
ACS 35342

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

Item No. 3

This explanatory statement is provided though strictly not required as per section 102 of the Act. M/s J.P. Saraf & Co., Chartered Accountants (ICAI Firm Registration No. 006430C), Indore have been the Auditors of the Company since more than 15 years.

As per the provisions of section 139 of the Act, no listed Company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. Section 139 of the Act has also provided a period of three years from the date of commencement of the Companies Act, 2013 to comply with this requirement. In view of the above, M/s J.P.Saraf & Co., Chartered Accountants, being eligible for re-appointment and based on the recommendation of the Audit Committee, the Board of directors has, at its meeting held on 30th May, 2014 proposed the re-appointment of M/s J.P.Saraf & Co., Chartered Accountants as the statutory auditors for a period of three years up to the conclusion of the 41st annual general meeting to be held in the calendar year 2017 and to hold office from the conclusion of this AGM (subject to ratification of their appointment at every AGM).

The Board recommends the Resolution as set out in Item No. 3 for approval by the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel (KMP) or their relatives are concerned or interested in any manner in the Resolution.

Item No. 4 & 6:

As per the provisions of section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement, which provides that the Company shall have atleast one



Women director in the Board. Therefore, the Board of directors at their meeting held on 10th Feb., 2014 has appointed Mrs. Radhica Sharma as an additional director pursuant to the provisions of section 260 of the Companies Act, 1956 to hold the office of the director till the date of this annual general meeting.

Mrs. Radhica Sharma is post graduate in Business Management and having 13 years of experience in the field of commercial matters and Industrial Management. She has served the Company as a Vice President for more than nine years.

A notice has been received in writing from a member as required under section 160 along with the deposit of requisite amount proposing Mrs. Radhica Sharma as a candidate for the office of Director. In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as a director. The Board recommends to pass necessary resolution as set out in Item No. 4 of the notice.

The Board of directors at their meeting held on 10th February, 2014 has also appointed her as the Whole-time director and designated, Dy. Managing Director for a period of three years upon the recommendation of the Remuneration Committee of the Board.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No. 6 of the notice is commensurate with her high responsibilities, status and image of the Company. The Board recommends to pass necessary special resolution as set out in Item No. 6 of the notice.

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

Mrs. Radhica Sharma is holding 30,950 shares jointly with her husband Shri Sundeep Sharma in the Company.

Item No. 5

Shri Ashok Jain was re-appointed at their Annual General Meeting held on 26th Sept., 2012 as the Chairman cum Managing Director for a period of 3 years w.e.f. 1st July, 2013 on the total monthly remuneration not exceeding Rs.2,50,000/- per month.

Shri Ashok Jain is a technocrat and is a qualified graduate Electrical engineer with more than 39 years all-round experience of design, development of fluid couplings and management of industry. He has developed the fluid coupling technology indigenously and brought India amongst few selected Companies in the world possessing this technology. He is considered the best expert in India on fluid couplings including its application, usages and energy saving. He is also recognized internationally by all the competitors and many users/buyers of fluid couplings in many places of the world. He is thus key asset of the Company and is fully capable to take the Company on progressive path with his knowledge and management skills. The Fluid coupling industry in the Country is having special category and the Company's activities cannot be compared with others.

The Nomination and Remuneration Committee and the Board at their meeting held on 30th May, 2014 considered that the Company should increase the remuneration payable to him not exceeding Rs. 3,50,000 per month, w.e.f. 1st June, 2014 till the remaining part of his tenure upto 30.06.2016 on the terms and conditions and remuneration as set out in the Item No. 5 of the notice and recommend to pass necessary special resolution at the Meeting.

Shri Ashok Jain, may be considered as financially interested in the resolution to the extent of the remuneration as may be paid to him. Further that Shri Kunal Jain, Mrs. Radhica Sharma Whole-time Directors and Mrs. Monica Jain, Chief Financial Officer being his relatives may 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 Ashok Jain is also holding 1103426 equity shares of Rs. 10/- each consisting of 22.4% of the total paid up capital of the Company.

Item No:7

Shri Kunal Jain is graduate in commerce and is a Whole-time director and his tenure shall be expired on 30th April, 2015 upon completion of 3 years of his 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, 2014 has re-appointed him for a further period of 3 years w.e.f. 1st May, 2015.

The Board considered that the terms and conditions the salary and perquisites as given in the Item No.7 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.7 of the notice.

Shri Kunal Jain, being the appointee may be considered as the 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 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 23.92% of the total paid up capital of the Company.

**Item No: 8, 9 & 10**

The Board of directors of the Company comprises of six directors out of which, three are Non-Executive Independent Directors of the Company.

CA Mahendra Kumar Shah joined the Board on 26th September, 2000 as an Independent Director and has served as director of the Company for over 13 years. He is a Practicing Chartered Accountant and having expertise in the finance and taxation matters.

CAM.K. Shah does not hold any Equity shares in the Company.

Shri Khushal Chandra Jain joined the Board on 1st February, 2004 as an Independent director. He holds a degree of M.Com DIT. Shri K.C.Jain is having thorough experience in the field of accounts, taxation for exceeding 40 years.

Shri K.C.Jain, holds 200 Equity Shares in the Company.

Shri Praful Ratilal Turakhia joined the Board on 30th January, 2009 as an Independent Director. He holds a degree of BE Mechanical. Shri Praful Turakhia does not hold any shares in the Company.

The detailed profile of directorship and Committee position held by these three directors in other Companies are included separately in this Notice and report on Corporate Governance forming part of the Annual Report.

As per the provisions of section 149 of the Companies Act, 2013 which has come into force w.e.f. 1st April 2014, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company and shall not be liable to retire by rotation. Therefore, it is proposed to appoint them as Independent Directors at the ensuing annual general meeting for a period of 5 years, upto 31st March, 2019.

All the above said three Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board the above said three directors fulfills the conditions specified in the Act and the Rules made there under as the Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company.

The Company has received a notice in writing as required under section 160 of the Companies Act, 2013 from members for proposing the appointment of the above said directors.

All the 'Independent Directors' have expertise in specific functional areas and are eminent personalities in their respective fields. The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of these three directors as Independent Directors. Accordingly, the Board recommends the resolution as set out in the Item No. 8 to 10 as Ordinary Resolutions CA Mahendra Kumar Shah, Shri Khushal Chandra Jain and Shri Praful Ratilal Turakhia, who are proposed appointees may be considered as concerned or interested financially in the Resolutions to the extent of the sitting fee as may be paid by the Company from time to time. Except that none of the other Directors nor Key Managerial Personnel or relatives thereof are, in any way, concerned or interested in the Resolutions.

Item No : 11

Section 180(1)(a) of the Companies Act, 2013 provides that the Board of directors of Company shall not, without the approval of shareholders in general meeting by way of special resolution, sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Company has earlier passed ordinary resolution as per provisions of section 293(1)(a) of the Companies Act, 1956, and now it is required to pass a special resolution.

As the assistance from the institutions/banks provided/agreed to be provided to the Company have to be secured by the mortgage and charge of the assets of the Company, both present and future and the whole of the undertaking of the Company and the aforesaid institutions would like to retain a power to take over the management of the business and concern of the Company in certain events, it is necessary for the members to pass a resolution under Section 180(1)(a) of the Companies Act, 2013.

Hence, the members are required to authorize to the Board to create/renew charges on the movable and immovable assets and properties of the Company in favor of the lenders in accordance with the terms and conditions of the Loans and security documents as stated in the Resolution of item No. 11.

The Board accordingly recommends the Special Resolution at item no. 11 of this Notice for your approval.

Pursuant to applicable provisions of the Companies Act, 2013, none of the Directors & Key Managerial Personnel and their relatives is either directly or indirectly concerned or interested, financially or otherwise in the proposed resolution except in capacity of shareholder.

By Orders of the Board

Place: Indore

Date: 14th August, 2014

RITU TIWARI
COMPANY SECRETARY
ACS 35342



**DIRECTORS' REPORT
AND
MANAGEMENT DISCUSSION AND ANALYSIS**

To the Members,

Your Directors have pleasure in presenting the 38th Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2014.

FINANCIAL RESULTS:

The summarised financial results for the year are as under::

(₹ In Lacs)

Particulars	31.03.2014	31.03.2013
Revenue from operation	2744.50	3020.02
Other Income	78.92	37.41
Total Income	2823.42	3057.43
Total Expenses	1923.10	2241.38
Profit before Interest, Depreciation & Tax (EBIDTA)	900.32	816.05
Less: Interest	0.28	1.71
Less: Depreciation	51.78	46.48
Profit before Tax	848.26	767.86
Less: (a) Current Tax	273.32	250.64
(b) Deferred Tax	4.80	4.50
Net Profit for the year	570.14	512.72
Add: Surplus brought forward from previous year	1043.39	774.78
Amount available for appropriation	1613.53	1287.50
Appropriations:		
(a) Transferred to General Reserve	100.00	100.00
(b) Proposed Dividend on Equity Shares	135.49	123.18
(c) Tax on Proposed Dividend	23.03	20.93
Surplus Carried to Balance Sheet	1355.01	1043.39
Paid up Equity Share Capital	492.70	492.70
Earning per share (Rs.10/- each) Basic & Diluted (in Rs.)	11.57	10.41

DIVIDEND:

The Directors of your company are pleased to recommend a dividend @ 27.50% i.e. Rs. 2.75 per Equity Share of Rs. 10 each for the year ended 31st March, 2014 (previous year 25% i.e. Rs. 2.50 per Equity Share of Rs. 10 each). Above dividend would be paid subject to approval by the members in the ensuing Annual General Meeting. The proposed dividend will absorb Rs. 158.52 lacs including Dividend Distribution Tax of Rs. 23.03 lacs. This dividend is tax free in the hands of the share holders.

OPERATING REVIEW:

The financial year 2013-2014 faced difficult economic situation with delays in decision making at Government and industry level and delays in project execution with liquidity crunch. This resulted in fall in sales by approximate 9%. The Company increased its focus on spare sales and replacement business and thus was able to improve the profitability even with lower sales. Profit after tax for the year under review increased by 11% as compared to previous year. During the year EPS has increased to Rs. 11.57 as against EPS of Rs. 10.41 in the corresponding previous year.

DIRECTORS:

The Board in its meeting held on 10th February, 2014 has appointed Smt. Radhica Sharma as the Additional Director as well as Women Director of the Company, liable to retire by rotation and further as Whole-time Director and designated her as the Deputy Managing Director of the Company w.e.f. 10.02.2014 for a period of three years. Mr. Kunal Jain has been re-appointed as the Whole-time Director of the Company w.e.f. 01/05/2015 for a further period of three years.

Further CA Mahendra Kumar Shah, Mr. Khushal Chandra Jain and Mr. Praful Ratilal Turakhia the existing independent directors are further proposed to be appointed as Independent Directors for a term of 5 years as per requirement of section 149 of the Companies Act, 2013 as well as Clause 49 of the Listing Agreement to hold the office till 31st March, 2019.



The Company also proposes to increase the remuneration payable to Shri Ashok Jain, the Chairman & Managing Director w.e.f. 1st June, 2014 for the remaining part of his tenure.

The Company has received notice in writing from the members as required under section 160 of the Act for proposal for appointment of Smt. Radhica Sharma as a Director and all the Independent Directors of the Company at the ensuing Annual General Meeting.

The Independent Directors have submitted a declaration confirming that they meet the criteria for independence as provided in section 149(6) of the Act and are eligible for appointment as Independent Directors of the Company.

In the opinion of the Board the above said three directors fulfill the conditions specified in the Act and the Rules made there under as per the Clause 49 of the Listing Agreement for their appointment as Independent Directors of the Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, and based on the representation received from the operating management, the Directors hereby confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and there is no material departure;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that have been reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit of the company for the year under review;
- c. they have taken proper and sufficient care to the best of their Knowledge and ability for the maintenance of adequate accounting records in accordance with the provision of this Act. They confirm that there are adequate systems and controls for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities;
- d. they have prepared the annual accounts for the financial year ended 31st March, 2014 on a going concern basis;

AUDITORS:

M/s J.P.Saraf & Co., Chartered Accountants, Indore, Statutory Auditors of the Company, hold the office until the ensuing Annual General Meeting. The said Auditors have furnished the Certificate of their eligibility for re-appointment.

Pursuant to the provisions of section 139 and other applicable provisions, if any, of Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, it is proposed to appoint M/s J.P.Saraf & Co., Chartered Accountants (ICAI Firm Registration No. 006430C), the retiring Auditors of the Company as Statutory Auditors of the Company 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 decided & fixed by the board on the recommendations of the Audit Committee.

AUDITORS' REPORT:

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

COST AUDITORS:

Pursuant to the directives of the Central Government under the provisions of section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, the Company is not required to appoint the Cost Auditors for the year 2014-15. The Cost Audit Report for the year 2013-14 would be filed to the Central Government within the stipulated time.

SECRETARIAL COMPLIANCE CERTIFICATE:

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

FIXED DEPOSITS:

Your company has not accepted any fixed deposit within the meaning of Section 58A and 58AA of the Companies Act, 1956, and as such no amount of principal or interest was outstanding as on the Balance Sheet date.

INSURANCE:

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

INDUSTRIAL RELATIONS:

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

HEALTH AND SAFETY:

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



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

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

ENVIRONMENTAL PROTECTION:

Your company believes that clean surrounding and healthy environment adds to the efficiency of the workers. Your Company believes that it is responsibility of the Company to maintain the ecological balance for sustainable development. Your company aims towards maintaining the harmony and rhythm of the eco system. The eco friendly initiatives adopted by your Company includes:

1. Optimum use of natural resources
2. Implementing the 3R system, reduce, re-use and recycle.
3. Tree plantation campaigns.
4. Regular internal environmental checks.
5. Reduction in process waste.
6. Storage and disposal of hazardous wastes as per statutory requirements.
7. Certification of ISO 14001.

CORPORATE SOCIAL RESPONSIBILITY:

Your directors have constituted the Corporate Social Responsibility Committee (CSR Committee), comprising of CA Mahendra Kumar Shah, as the Chairman and Shri Khushal Chandra Jain, Smt. Radhica Sharma and Shri Praful Ratilal Turakhia, members of the Committee as per requirement of the section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014.

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities.

CORPORATE GOVERNANCE:

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

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

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A. Economic overview:

The Financial year 2013-14 faced poor economic situation with rising costs and low growth and political uncertainty. With new Union Government with clear majority the financial year 2014-15 is expected to improve over the previous year.

As reported in the previous year the company was able to obtain substantial growth on spares sales. The company expects to achieve continuous growth on spares sales during this year.

The last three months have indicated a good movement in pending and new infrastructure projects which is a indicator of country's economic development and GDP growth. Your company products have major application in infrastructure sector like Power Generation, Mining, Harbour development and steel etc. and thus the company expects good growth in order bookings with growth in sales during the year.

Your company enjoys high credibility in International market which is opening new business opportunities. However it takes time to convert these opportunities in business.

Your company expects to obtain CE marking on its scoop control couplings by end of this calendar year. Also the company is in process of obtaining ISO 14001: 2004 & OHSAS 18001:2007 Certification. These accreditations improve business opportunities in International market.

The company continue with new investments in plant and machinery and modernization. With induction of CNC machines the company has been able to increase productivity of components and thus reduced its dependence



on vendors and at the same time reduced cost on logistics, over heads and delays.

The company can increase the production capacity substantially by running the factory in two shifts in full swing and meet increased demand of company products as and when required.

B. Industry structure and developments:

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

C. Quality Management System:

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

D. Internal control system:

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

E. Risk and Concerns:

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

F. Cautionary statement:

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

G. ACKNOWLEDGEMENTS:

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

FOR & ON BEHALF OF THE BOARD

Place : **INDORE**

Dated : **14th August, 2014**

ASHOK JAIN
CHAIRMAN & MANAGING DIRECTOR
DIN-00007813

Annexure A to the Directors' Report:

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

A. CONSERVATION OF ENERGY

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

POWER AND FUEL CONSUMPTION

	Current Year	Previous Year
	2013-14	2012-13
1. Electricity (Purchased) Units	615348	712932
Total Amount (Rs.)	5662650	6006984
Rate per Unit (Rs.)	9.20	8.42
2. Electricity (Generated) units	6881	5282
Total Amount (Rs.)	142396	129851
Rate per Unit (Rs.)	20.69	24.58

B. TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT:

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

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

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

	Current Year	Previous Year
Earning (Rs.) :	2,38,29,962	1,68,67,239
Outgo (Rs.):	9,81,375	5,97,301

D. PARTICULARS OF EMPLOYEES:

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

BY ORDER OF THE BOARD**Place : INDORE****ASHOK JAIN****Dated :14th August, 2014****CHAIRMAN & MANAGING DIRECTOR**

**Annexure B
COMPLIANCE CERTIFICATE**

CIN: L74210MP1978PLC001452

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

To,

FLUIDOMAT LIMITED

117 1st FLOOR NAVNEET DARSHAN

16/2, OLD PALASIA

INDORE (M.P.)

We have examined the registers, records, books and papers of FLUIDOMAT LIMITED (the Company) as required to be maintained under the Companies Act, 1956, (the Act) and other applicable provisions of the Companies Act, 2013, (the Act) and the rules made there under and also the provisions contained in the Memorandum and Articles of Association of the Company for the financial year ended 31st March 2014 (from 01.04.2013 to 31.03.2014). In our opinion and to the best of our information and according to the examinations carried and explanations furnished to us by the Company and its management, we certify that in respect of the aforesaid financial year:

1. The company has kept and maintained all registers as stated in Annexure 'A' to this certificate, as per the provisions of the Act and the rules made there under and all entries therein have been duly recorded.
2. The company has filed the forms and returns, as stated in Annexure 'B' to this certificate, with the Registrar of Companies and the Central Government or all authorities within the time prescribed under the Act, and the Rules made thereunder.
3. The company, being a public limited company, comments is not required.
4. The Board of directors duly met 4 (Four) times respectively on 29th May 2013; 13th August 2013; 13th November 2013; and 10th February 2014 and in respect of these meetings proper notices were given to the director and the proceedings were properly recorded and signed in the Minutes book maintained for the purpose.
5. The company has closed its Register of Members from 23rd September, 2013 to 26th September, 2013 (both days inclusive) and necessary compliance of section 154 of the Act has been made.
6. The Annual General Meeting for the financial year ended on 31st March, 2013 was held on 26th September 2013 after giving due notice were given to the members and beneficiaries of the company, directors and the auditors and the resolutions passed thereat were recorded in Minutes book maintained for the purpose.
7. No Extra Ordinary General meeting was held by the company during the financial year.
8. The company has not advanced any loans to its directors or persons or firms or companies, referred to under section 295 of the Companies Act, 1956 and/or under Section 185 of the Companies Act, 2013 during the financial year.
9. The company has not entered into any contracts as specified in section 297 of the Act.
10. The company has made necessary entries in the register maintained under section 301 of the Companies Act, 1956.
11. The Company has obtained necessary approvals from the Board of directors and members pursuant to section 314 of the Companies Act, 1956 where ever applicable.
12. The Board of directors or duly constituted committee of directors has approved the issue of duplicate share certificates.



13. The company:
 - i. has delivered all the certificate on transfer/transmission of securities during the financial year in accordance with the provisions of the law. However, the company has not made any allotment of shares during the period.
 - ii. has deposited the amount of dividend declared in a separate Bank Account within five days from the date of declaration of dividend.
 - iii. has paid/posted the cheques/warrants transferred the amount in the electronic mode for the dividend to the members within a period of 30 days from the date of declaration and that all unpaid/unclaimed dividend has been transferred to unpaid dividend account of the company.
 - iv. Was not require to transfer any amounts remains in unpaid dividend account, application money due for refund, matured deposits, matured debentures and the interest accrued thereon which have remained unclaimed or unpaid for a period of seven years to Investor Education and Protection Fund.
 - v. has duly complied with the requirements of section 217 of the Act.
14. The Board of directors of the Company is duly constituted and the appointment of directors and additional director has been duly made. However, there was no appointment of alternate directors and director to fill casual vacancy during the financial year.
15. The appointment of Whole-time Director has been made in compliance with the provisions of section 269 read with Schedule XIII to the Companies Act, 1956 during the financial year and there was no requirement for seeking approval of the Central Government.
16. The company has not appointed any sole selling agents during the financial year.
17. The company was not required to obtain any approvals of the Central Government, Company Law Board, Regional Director, Registrar and/or such authorities prescribed under the various provisions of the Act during the financial year, except for the appointment of the Cost Auditors which was obtained by filing of Form 23C to the Central Government.
18. The directors have disclosed their interest in other firms/companies to the Board of directors pursuant to the provisions of the Act and the rules made there under.
19. The company has not issued any shares, debentures or other securities during the financial year.
20. The company has not bought back any shares during the financial year.
21. There was no redemption of preference shares or debentures during the financial year.
22. There were no transactions necessitating the company to keep in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares.
23. The company has not invited/accepted any deposits falling within the purview of section 58A during the financial year.
24. The amount borrowed by the Company during the year ending 31st March, 2013 is within the borrowing limits as specified under section 293(1)(d) of the Companies Act, 1956 and/or section 180(1)(c) of the Companies Act, 2013 and that necessary resolutions have been passed.
25. The company has not made any loans or advances or given guarantees or provided securities to other bodies corporate u/s 372A of the Companies Act, 1956.
26. The company has not altered the provisions of the Memorandum with respect to situation of the company's registered office from one State to another during the year under scrutiny.
27. The company has not altered the provisions of the Memorandum with respect to the objects of the company during the year under scrutiny.
28. The company has not altered the provisions of the Memorandum with respect to name of the company during the year under scrutiny.
29. The company has not altered the provisions of the Memorandum with respect to share capital of the company.
30. The Company has not altered its articles of association during financial year,
31. There was no prosecution initiated against or show cause notices received by the company and no fines or penalties or any other punishment was imposed on the company during the financial year for offences under the Companies Act, 2013.
32. The company has not received any money as security from its employees during the financial year.
33. The company has not constituted the Provident Fund pursuant to section 418 of the Companies Act, 1956.

Date: 30th May, 2014
Place: Indore

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

DR. DILIP KUMAR JAIN
PROPRIETOR
CP NO. 2382



ANNEXURE-A
Registers as maintained by the Company

S.No	Particulars	Sections
1.	Register of Charges	Section 143
2.	Register of Members	Section 150
3.	Index of Members	Section 151
4.	Registers and returns kept at the Registered Office	Section 163
	i) Contracts for appointment of Managing Director/Whole-time Director	
	i) Annual Returns together with copies of certificate, etc.	
5.	Minute Book containing minutes of	Section 193
	- Board Meeting	
	- Audit Committee Meetings	
	- Remuneration Committee Meeting	
	- Investors Grievance Committee	
	- General Meeting	
6.	Books of Accounts	Section 209
7.	Cost Accounting Records	Section 233
8.	Register of contracts in which Directors are interested	Section 301
9.	Register of Directors, Manager & Secretaries	Section 303
10.	Register of Director's shareholdings	Section 307
11.	Register of Investments or Loans made, Guarantee or Security provided	Section 372A
12.	Register of Transfer of Shares	Section 108
13.	Register of renewed and duplicate share certificates	Rules 7
14.	Register for payment of Dividend	

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

Date: 30th May, 2014
Place: Indore

DR. DILIP KUMAR JAIN
PROPRIETOR
CP NO. 2382

Annexure-B
Forms and Returns as filed by the Company with Registrar of Companies, during the financial year ending 31st March, 2014.

S. No.	Form No.	Section/ Rules	For dated	Filed on dated	Whether Within Time	Whether late filing fee paid	Remarks/ ROC Receipt No./ Dated
1.	Form 23AC & 23ACA(XBRL)	220	31/03/2013	17/10/2013	YES	N.A	Q14147243
2.	Form 20B	159, 161	26/09/2013	17/10/2013	YES	N.A	Q14014062
3.	Form 66	383(1A)	31/03/2013	30/09/2013	YES	N.A	Q11932902
4.	Form 23C	233(B)(2)	29/05/2013	03/06/2013	YES	N.A.	S21184320
5.	Form 51NV	Rule 3	26/09/2013	18/12/2013	YES	N.A	S28613800
6.	Form 25C	269(2)	01/07/2013	06/07/2013	YES	N.A	B78814720
7.	Form 32	303(2)	13/11/2013	23/11/2013	YES	N.A	B89813240
8.	Form 32	303(2)	10/02/2014	04/03/2014	YES	N.A.	B97643803
9.	Form 32	303(2)	10/02/2014	04/03/2014	YES	N.A.	B97644447
10.	Form I XBRL	233	31.03.2013	27.09.2013	YES	N.A.	S22579486

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

Date: 30th May, 2014
Place: Indore

DR. DILIP KUMAR JAIN
PROPRIETOR
CP NO. 2382



CORPORATE GOVERNANCE REPORT 2013-14 (Forming part of the Directors' Report of Fluidomat Limited)

Effective corporate governance practices constitute the foundations on which successful commercial enterprises are built to last. Corporate Governance is a set of principles, processes and systems which govern a company. The elements of Corporate Governance are independence, transparent, accountability, responsibility, compliance ethics, values and trust. Corporate Governance enables an organization to perform efficiently and ethically generate long term wealth and create value for all its stakeholders.

The Company believes that sound Corporate Governance is critical for enhancing and retaining investor trust and your Company always seeks to ensure that its performance goals are met with integrity. The Company has always worked towards building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate.

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE :

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all facets of its operation and dealing with its shareholders, employees, lenders, creditors, customers and the government. The Company is in compliance with the requirements stipulated under Clause 49 of the Listing Agreements entered into with the Stock Exchange with regard

to Corporate Governance and also has taken certain steps to ensure transparency and accountability. Your Company shall continue to follow the same with a desire for further development on continuous basis.

The Board of Directors, by considering itself as trustee of its shareholders, aims at maximizing shareholders value and protecting the interest of all stakeholders

2. BOARD OF DIRECTORS AND THEIR MEETINGS:

The Board consists of executive and non-executive directors including independent directors who have wide and varied experience in different disciplines of corporate functioning. Shri Ashok Jain, Chairman & Managing Director is also assisted by Shri Kunal Jain, Executive Director & Mrs. Radhica Sharma, Dy. Managing Director, is overall incharge for the affairs of the Company who exercise their powers and discharge their duties under the superintendence and control of the Board of directors from time to time. The Board of directors of the company comprises of three executive and three directors are independent.

During the financial year 2013-14 the Board of directors met 4 (Four) times on, 29th May 2013; 13th August 2013; 13th November, 2013 and 10th Feb. 2014. The time gap between any two Meetings of the Board was less than four months.

The composition of the Board of Directors and their attendance at the meetings during the year were as follows;

Name of the Directors	Category	Designation	No. of Board meeting held during the financial year	No. of Board meeting attended during the financial year	Whether attended last AGM held on Sept. 26th, 2013	No. of other directorship	No. of Committee Chairmanship/ membership in other Companies
Shri Ashok Jain	Promoter & Executive Chairman	Chairman & MD	4	4	Yes	1	Nil
Shri Kunal Jain	Promoter & Executive Director	WTD	4	4	Yes	1	Nil
CA M.K. Shah	Independent/ NED	Director	4	4	Yes	1	Nil
Shri K.C. Jain	Independent/ NED	Director	4	4	Yes	1	Nil
#Shri Narendra Kathed	NED	Director	3	0	No	1	Nil
Shri Praful R. Turakhia	Independent / NED	Director	4	4	No	1	Nil
*Mrs.Radhica Sharma	Executive	Dy. Managing Director	1	1	N.A.	0	Nil

#Shri Narendra Kathed Resigned from the office of Director of the Company w.e.f. 21/11/2013.

*Smt. Radhica Sharma appointed as Whole time Director of the Company w.e.f. 10/02/2014

3. INFORMATION PLACED BEFORE THE BOARD

The Board has complete access to all information with the company. All Board Meetings are governed by a structured agenda which is backed by comprehensive background information to take informed decisions. All

information including inter alia information as required under clause 49 of the Listing Agreement are regularly provided to the Board, as part of the agenda papers well in advance of the Board meetings.

The Board has established procedure to periodically review compliance reports of all laws applicable to the company, prepared by the company, as well as steps taken by the company to rectify instances of non-compliance if any.



4. CODE OF CONDUCT

The Company has adopted a Code of Conduct for all board members and Senior Management Personnel. All the Directors and Senior Management personnel have affirmed compliance with the Code of Conduct as on March 31, 2014. The Code of Conduct is available on the website of the Company www.fluidomat.com. A declaration to this effect signed by the Chairman & Managing Director forms part of this report.

5. BOARD COMMITTEES

Board has four Committees, viz.

- a. Audit Committee;
- b. Stakeholders Relationship Committee;
- c. Nomination and Remuneration Committee;
- d. Corporate Social Responsibility Committee (CSR)

The above said Committees consist of a majority of Independent Directors. The quorum for the Meetings is either two directors or one third of the members of the Committee, whichever is higher.

5.1 AUDIT COMMITTEE:

As a measure of good Corporate Governance and to provide assistance to the Board of directors and to meet the requirement of section 292A of the Companies Act, 1956 and the Clause 49 of the Listing Agreement and in fulfilling the Board's overall responsibilities, an Audit Committee is functioning consisting of only independent directors. The Audit Committee inter-alia has the following mandate in terms of the Clause 49 of the Listing Agreement:

1. Overview of company's financial reporting process and the disclosure of the financial information in the annual accounts.
2. To review and discuss with management, internal audit team and external auditors regarding any significant finding of material nature.
3. To consider and review the adequacy of management control system and internal audit function and frequency of internal audit process.
4. To review with Management the quarterly and annual financial statements before submission to the Board focusing primarily on any change in accounting policies and compliance with accounting standards, requirements of stock exchanges and other legal compliance.
5. To review Balance Sheet & Profit and Loss Accounts to be placed before the Board.
6. To consider and review the financial and risk management policy of the Company.
7. To consider and review the defaults, if any in payment to the creditors, financial institutions and reasons thereof.
8. To review the functioning of the Whistle Blower mechanism.
9. To appoint the Cost Auditors and review the Cost Auditor Reports/Compliance Report of the Cost accounting Report.
10. To consider and review the Compliance Certificate of the Practising Company Secretary.
11. To consider the directors responsibility statement to be given by the Board in the Directors Report.
12. To consider the matter relating to the recommendation for appointment of the external auditors and fixation of their audit fee and also approval for payment of any other services.

13. Approval of the related party transactions.
14. Considering such other matters as may be required by the Board.
15. Reviewing any other areas which may be specified as role of the Audit Committee under the Listing Agreement, Companies Act and other statutes as amended from time to time.

a) Composition of the Audit Committee:

The Audit Committee of the company comprises of the following independent directors:

Director	Position	Qualification
CAM.K.Shah	Chairman	B.Com, FCA
K.C.Jain	Member	M.Com
Er. Praful R. Turakhia	Member	B.E. (Industrialist)

Shri Pramod Jain, Vice President and Compliance officer is also functioning as the Secretary to the Committee. W.e.f. 1st April, 2014, CS Ritu Tiwari is functioning as the Secretary to the Committee.

b) Meetings of the Audit Committee:

During the financial year 2013-14 the Audit Committee met 4 (Four) times on 29th May, 2013; 13th August, 2013; 13th November, 2013; 10th Feb. 2014 under the Chairmanship of CA M.K.Shah, in which proper quorum was present.

5.2. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Shareholders Grievances Committee was renamed as the Stakeholders Relationship Committee w.e.f. 10th Feb., 2014. The Committee facilitates prompt and effective redressal of the complaints of the shareholders and reporting the same to the Board periodically. The Shareholders Grievance Committee of the Company was constituted comprising of the following independent directors:

1. CAM.K.Shah (Independent/NED) : Chairman
2. Shri K.C.Jain (Independent/NED) : Member
3. Shri Praful R. Turakhia (Independent/NED) : Member

Shri Pramod Jain, Vice President & the Compliance officer also acting as Secretary to the Committee. W.e.f. 1st April, 2014 CS Ritu Tiwari, Company Secretary is functioning as the Secretary of the Committee.

5.3 NOMINATION AND REMUNERATION COMMITTEE:

a) Composition of the Remuneration Committee:

Composition of the Remuneration Committee is as under:
 CA M.K. Shah (Independent/NED) : Chairman
 Shri K.C.Jain (Independent/NED) : Member
 Shri Praful R. Turakhia (Independent/NED): Member

The name of the Committee was changed as the Nomination and Remuneration Committee w.e.f. 10th Feb., 2014. Shri Pramod Jain, Vice President and the Compliance officer was acting as the Secretary to the Committee. During the year 2013-14 w.e.f. 1st April, 2014 CS Ritu Tiwari, Company Secretary is functioning as the Secretary to the Committee. Only one meeting held on 10th Feb., 2014 for approval of the appointment of Mrs. Radhica Sharma as the Director as well as Whole-time director w.e.f. 10th Feb., 2014 and appointment of CS Ritu Tiwari as a Company Secretary and appointment of Mrs. Monica Jain as the Chief Financial Officer w.e.f. 1st April, 2014 in which proper quorum was present.

b) Payment of non-executive directors and composition of the Committee:

The Company is not paying any remuneration to the non-



executive/independent Directors except, sitting fees for the attending of the Board or the committee meetings.

c) Remuneration paid to directors during the year:

(Amount in Rs.)

S. No.	Name of Directors	Status fee	Sitting remuneration	Salary/
1	Shri Ashok Jain	Director/ CMD	0	2935940
2	Shri Kunal Jain	Director/ WTD	0	2144424
3	Mrs. Radhica Sharma*	Director/ WTD	0	1051701
4	Shri K. C. Jain	Director/ NED	14000	0
5	CA M. K. Shah	Director/ NED	14000	0
6	Shri Narendra Kathed#	Director/ NED	0	0
7	Shri Praful R. Turakhia	Director/ NED	11000	0

*Appointed w.e.f. 10th Feb., 2014

Resigned w.e.f. 21st Nov, 2013

5.4 CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In view of the provisions of section 135 of the Companies Act, 2013 and the Rules made their under, the Company has constituted the Corporate Social Responsibility Committee of the Board having 3 independent directors as under:

1. CA M.K Shah (Independent/NED) : Chairman
2. Shri K.C.Jain (Independent/NED) : Member
3. Shri Praful R. Turakhia (Independent/NED) : Member
4. Mrs. Radhica Sharma (Dy. Managing Director) : Member

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a CSR Policy indicating the activities to be undertaken by the Company, monitoring the implementation of the frame work of the CSR Policy and recommending the amount to be spent on CSR activities.

6. VENUE AND TIME OF THE LAST THREE ANNUAL GENERAL MEETINGS:

Date of AGM	Venue	Time	No. of resolutions passed other than ordinary Businesses	No. of resolution passed by Postal Ballot.
26/09/2011	117, Navneet Darshan, 16/2, Old Palasiya, Indore (M.P.) 452018	2.00 P.M.	Three	Nil
26/09/2012	---do---	---do---	Five	Nil
26/09/2013	---do---	---do---	Nil	Nil

The Resolutions were passed by show of hands with requisite majority. The venue of the AGM of the company has been chosen for its central location, prominence and capacity. Chairman of the Audit Committee and Remuneration Committee, CA M.K. Shah has also attended the Annual General Meetings.

No extra ordinary general meetings were held during the previous three years.

7. DISCLOSURES:

7.1 Related Party Transactions

1. Details of all material transactions with related parties has been disclosed in the notes to the Accounts in the financial statements of the Company.

7.2 Disclosure of Accounting Treatment

The company is following the Accounting Standards as applicable to the Company.

7.3 Remuneration of Directors

1. All pecuniary relationship or transactions of the non-executive directors vis-à-vis the company has been given in the Corporate Governance Report as well as under the related party transaction in the financial statements.

2. Disclosures on the remuneration of directors has been given on the corporate governance of the Annual Report.
3. Shri K.C.Jain, Independent Director is holding only 200 Equity Shares in the company, except that none of the non-executive directors is having any share or convertible instruments in the Company.

7.4 Disclosure of resignation of directors

1. The company discloses the resignation alongwith the detailed reasons of resignation provided by the director of the company to the stock exchange as and when it is required.

7.5 Disclosure of formal letter of appointment

1. The letter of appointment of the independent director along with the detailed profile shall be disclosed on the websites of the company and the Stock Exchanges.

7.6 Proceeds from public issues, rights issue, preferential issues, etc.

The Company has not raised money through an issue (public issues, rights issues, preferential issues etc.) during the year under review.

7.7 Shareholder Rights

The quarterly, half yearly and annual declarations of the financial performance are posted on the website of the Company and are also sent to the Bombay Stock Exchange, where the shares of the Company are listed. The complete Annual Report is sent to every shareholder of the company.

7.8 Audit Qualifications

It is always the company's endeavour to present unqualified financial statements. There are no audit qualifications in the company's financial statements for the year ended 31st March 2014.

7.9 Vigil Mechanism Policy

The Company has laid down a Whistle Blower Policy/vigil mechanism. The company encourages an open door policy where employees have access to the Head of the business/function. The company takes cognizance of the complaints made and suggestions given by the employees and others. Complaints are looked into and whenever necessary, suitable corrective steps are taken. No employee of the company has been denied access to the Audit Committee in this regard.

7.10 Code for Prevention of Insider Trading

In compliance with the SEBI regulation on prevention of insider trading, the company has instituted a comprehensive guidelines on preventing insider trading .

7.11 Compliance by the Company

There has not been any non-compliance by the company and no penalties or strictures imposed on the company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

8. MEANS OF COMMUNICATION:

The company regularly intimates it's Un-Audited as well as Audited Financial Results to the Stock Exchange immediately after these are taken on record/approved by the Board. These financial results are published in the Free Press Journal (English) and in Chautha Sansar (Hindi), the vernacular newspaper. The results of the company are also available on the website of the company, at www.fluidomat.com.

9. SHAREHOLDER INFORMATION

- a) Registered Office : 117, 1st Floor, Navneet Darshan, 16/2, Old Palasia, Indore (M.P.) 452018


b) AGM

Date, Time and Venue of Annual General Meeting : On 26th Sept., 2014 at 2.00 P.M. at the Registered Office of the Company.

c) E-voting period

: on 22.09.2014 from 9 A.M. to 6 P.M.

d) Financial Calendar 2014-15

Results for the quarter ending 30th June, 2014 : On 14th August, 2014
 Results for the quarter ending 30th Sept, 2014 : On or before 14th Nov., 2014
 Results for the quarter ending 31st Dec, 2014 : On or before 14th Feb., 2015
 Results for the quarter ending 31st Mar, 2015 : On or before 30th May, 2015

e) Board Meeting for

: 30th May, 2014

consideration of Annual Accounts

f) Book Closure

: 22nd Sept., 2014 to 26th September, 2014 (both days inclusive)

g) Cutoff date for E-voting

: 8th Sept., 2014

h) Posting/ mailing of

: Before 1st Sept., 2014

Annual Report

i) Last date for receipt of Proxy

: 24th Sept., 2014

j) Dividend

: The Board of directors of the Company recommended dividend of Rs. 2.75 (27.5%) per equity share of Rs. 10/- each for the financial year ended March 31, 2014, which would be paid subject to approval by the members in the ensuing Annual General Meeting (AGM). The proposed dividend will absorb Rs. 158.52 lacs including Dividend Distribution Tax of Rs. 23.03 lacs.

k) Listing

: The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2014-2015

l) Registrars and Share Transfer Agents

: Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
 Tel: 0731- 3198601,602
 Fax: 0731- 4065798
 Email: ankit_4321@yahoo.com

m) Compliance Officer and Company Secretary

: CS Ritu Tiwari

n) Scrutinizer for E-voting

: CS Ishan Jain

o) Scrip Code

: 522017

p) ISIN NO

: INE459C01016

q) Distribution of shareholding as on 31/03/2014

Number of shares	No. of Owners	% of Share Holders	Share Amount (Rs)	% to Total
Upto 1000	2852	62.60	2560830	5.20
1001 -2000	502	11.02	958280	1.94
2001 -3000	203	4.45	583130	1.18
3001 -4000	106	2.33	407160	0.83
4001 -5000	347	7.62	1725320	3.50
5001 -10000	276	6.06	2300870	4.67
10001-20000	121	2.65	1912750	3.88
20001-30000	49	1.08	1269870	2.58
30001-40000	22	0.48	811100	1.65
40001-50000	22	0.48	1040750	2.11
50001-100000	24	0.53	1680600	3.41
100001-Above	32	0.70	34019340	69.05
Total	4556	100.00	49270000	100.00

r) SHAREHOLDING PATTERN AS ON 31/03/2014

SR. NO.	CATEGORY	NO. OF SHARES HELD	HOLDING % OF SHARE
A	Promoter Holding		
1	Promoters		
	Indian Promoters	2608601	52.95
	Foreign Promoters	0	0.00
2	Persons Acting in Concert	0	0.00
	Sub Total	2608601	52.95
B	Non Promoters Holding		
3.	Institutional investors		
	(a) Mutual Funds and UTI	0	0.00
	(b) Bank, financial Institutions, companies (Central/State Govt./ Non- Govt. Institutions)	500	0.01
(c)	Fils	0	0.00
	Sub Total	500	0.01
4	Others		
(a)	Private Corporate Bodies	256950	5.21
(b)	Indian Public	1992107	40.43
(c)	NRI/OCBs	58583	1.19
(d)	Any other (clearing members)	10259	0.21
	Sub Total	2317899	47.04
	TOTAL (A+B)	4927000	100.00

s) DEMATERIALIZATION OF SHARES AS AT 31/03/2014

CATEGORY	NO. OF SHARES	%
Total number of Dematted shares with NSDL	35,31,718	71.68%
Total number of Dematted shares with CDSL	9,53,526	19.35%

t) STOCK MARKET DATA: Quotes of the Company traded at BSE Mumbai
Monthly high and low Quotes at the BSE, 2013-14

Month	High (Rs.)	Low (Rs.)	Total volume of shares
April, 2013	55.00	41.60	29434
May, 2013	56.80	46.00	86886
June, 2013	64.00	48.75	87992
July, 2013	58.00	45.00	33669
August, 2013	52.00	43.55	19295
September, 2013	50.00	43.05	26399
October, 2013	53.90	46.55	28282
November, 2013	58.50	50.40	31238
December, 2013	73.00	56.00	39765
January, 2014	91.50	64.50	128610
February, 2014	86.90	65.30	76352
March, 2014	99.50	71.00	70240

For and on behalf of the Board
ASHOK JAIN
 CHAIRMAN & MANAGING DIRECTOR
 DIN-00007813

Place : **INDORE**
 Date : **14th August, 2014**

**CEO / CFO Certificate under Clause 49 (V)****AUDITORS CERTIFICATE ON COMPLIANCE OF
CONDITIONS OF CORPORATE GOVERNANCE**

To,
The Board of Directors
Fluidomat Ltd.

To,
The Members,

1. We have reviewed financial statements and the cash flow statement of Fluidomat Ltd. for the year ended 31st March, 2014 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting.

We have not come across any reportable deficiencies in the design or operation of such internal controls.

4. We have indicated to the Auditors and the Audit Committee:
 - (i) that there are no significant changes in internal control over financial reporting during the year;
 - (ii) that there are no significant changes in accounting policies during the year; and
 - (iii) that there are no instances of significant fraud of which we have become aware.

MONICA NIRANJAN JAIN
CHIEF FINANCIAL OFFICER

Place: Indore
Date: 14th Aug., 2014

ASHOK JAIN
CHAIRMAN & MANAGING DIRECTOR

DECLARATION

This is to confirm that all the members of the Board of Directors and the Senior Management personnel have affirmed compliance with the Code of Conduct, applicable to them as laid down by the Board of Directors in terms of clause 49(1)(D)(ii) of the Listing Agreement entered into with the Stock Exchanges, for the year ended March, 31, 2014.

For Fluidomat Limited

ASHOK JAIN
CHAIRMAN & MANAGING DIRECTOR

Place: INDORE
Date : 14th August, 2014

We have examined the compliance of conditions of Corporate Governance by Fluidomat Ltd. for the financial year ended 31st March, 2014 as stipulated in Clauses 49 of the Listing Agreement with the Stock Exchanges.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementations thereof adopted by the company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the directors and management, we certify that the company has complied in all material respects as stipulated in clause 49 of the listing agreement with the conditions of Corporate Governance.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted its affairs.

FOR, J.P.SARAF & CO.
CHARTERED ACCOUNTANTS

JAI PRAKASH SARAF
PARTNER
M.NO. 075319

Place : INDORE
Date : 14th August, 2014

**INDEPENDENT AUDITORS' REPORT**

TO
THE MEMBERS,
FLUIDOMAT LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of FLUIDOMAT LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Accounting Standards referred to in sub-section (3C) of section 211 of Companies Act, 1956 of India ("the Act") read with General Circular No. 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement **comply with the Accounting Standards** referred to in sub-section (3C) of section 211 of Companies Act, 1956 read with General Circular No. 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013.
 - e. On the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For J.P. SARAF & COMPANY
CHARTERED ACCOUNTANTS
Firm Reg. No: 006430C

Place : Indore

Date : This 30th Day of May, 2014

J. P. SARAF
PARTNER



Annexure to Independent Auditors' Report

(Referred to Para 1 under the heading of "Report on Other Legal and Regulatory Requirements" of our report of even date to the members of Fluidomat Ltd. for the year ended 31st March, 2014)

- (i) In respect of the company's fixed assets:
 - (a) The company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - (b) As explained to us the fixed assets have been physically verified by the management in accordance with phased programme of verification, which in our opinion is reasonable, considering the size and nature of its business. No material discrepancies were noticed on such verification.
 - (c) In our opinion and according to the information and explanations given to us, the company has not made any substantial disposal of fixed assets during the year and going concern status of the Company is not affected.
- (ii) In respect of its inventories:
 - (a) As explained to us, physical verification of inventory has been conducted at reasonable intervals by the management.
 - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
 - (c) According to the information and explanations given to us, the Company has maintained proper records of inventory. As explained to us, there were no material discrepancies noticed on physical verification of the inventories as compared to the book records.
- (iii) According to the information and explanations given to us, the Company has not taken/granted any loans, secured or unsecured from/to companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Therefore, the provision of clause 4 (iii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control procedure commensurate with the size of the Company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods. During the course of Audit we have not observed any continuing failure to correct major weaknesses in internal control system.
- (v)
 - (a) According to the information and explanations given to us, the transactions that need to be entered into a register in pursuance of section 301 of the Act have been so entered.
 - (b) According to the information and explanations given to us, that these transactions have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time, though no such transaction was of the value exceeding Rupee Five Lakhs.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted deposits from the public within the meaning of the provisions of section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
- (vii) In our opinion and according to the information and explanations given to us, the Company has an internal audit system commensurate with its size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 209(1)(d) of the Companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been made and maintained by the Company. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (ix) According to the information and explanations given to us and on the basis of records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Custom Duty, Excise Duty, cess and any other statutory dues with the appropriate authorities though there has been delay in a payment of Sales Tax. The extent of the arrears of outstanding statutory dues as at the last day of the financial year concerned for a period of more than six months from the date they became payable, are Rs. 21,97,124/- (Commercial Tax, Central Sales Tax & Entry Tax).



According to the records of the Company, there are no dues outstanding of custom tax / wealth tax / excise duty / cess etc. on account of any dispute except the following:

Nature of Dues	Period to which the amount relates	Forum where matter is pending	Amount (In Rupees)
Sales Tax	2010-11	Dy. Comm. Of Sales Tax, Div.-III, Indore	34,66,472

- (x) The Company has no accumulated losses as at 31st March, 2014. The Company has not incurred any cash losses in the financial year ended on that date or in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to Financial Institutions or Banks as at the Balance Sheet date.
- (xii) In our opinion and according to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion and according to the information and explanations given to us, the Company is not a chit fund or a nidhi or mutual benefit societies. Therefore the provisions of clause 4 (xiii) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in Shares, Securities, Debentures and other investments. Therefore the provisions of clause 4 (xiv) of the Companies (Auditors' Report) Order, 2003 are not applicable to the Company;
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- (xvi) The Company has not raised any term loan during the year under Audit.
- (xvii) According to the information and explanations given to us and on an overall examination of the Balance Sheet and cash flow statement of the Company, we report that no funds raised on short term basis have been used for long term investment and vice versa (excluding permanent working capital).
- (xviii) During the year the Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956.
- (xix) The Company has not issued any debenture during the year.
- (xx) No money has been raised through the Public Issue during the year under Audit.
- (xxi) During the course of our examination of the books & records of the Company carried out in accordance with the generally accepted auditing practices in India and according to the information and explanations given to us, we have neither come across any instance of fraud on or by the Company noticed or reported during the year, nor have we been informed of such case by the management.

For J.P. SARAF & COMPANY
CHARTERED ACCOUNTANTS
 Firm Registration No: 006430C

Place : Indore
 Date : This 30th day of May, 2014

J. P. SARAF
PARTNER
 M. No.: 075319

**BALANCE SHEET AS AT 31st MARCH, 2014**

NOTE

As At
31st March, 2014
₹As At
31st March, 2013
₹**EQUITY AND LIABILITIES****Shareholders' funds**

Share capital	1	49270000	49270000
Reserves and surplus	2	<u>160515577</u>	<u>119353922</u>
		<u>209785577</u>	<u>168623922</u>

Non-current liabilities

Deferred tax liabilities (Net)	3	5809803	5329562
Long-term provisions	4	<u>4703455</u>	<u>4415738</u>
		<u>10513258</u>	<u>9745300</u>

Current liabilities

Short-term borrowings	5	1159200	0
Trade payables	6	17863472	17814731
Other current liabilities	7	23778935	23683158
Short-term provisions	8	<u>17883598</u>	<u>16347123</u>
		<u>60685205</u>	<u>57845012</u>
Total		<u>280984040</u>	<u>236214234</u>

ASSETS**Non-current assets**

Fixed assets			
Tangible assets	9	64901622	61768709
Intangible assets		568399	223025
Capital work-in-progress		<u>1469280</u>	<u>0</u>
		<u>66939301</u>	<u>61991734</u>
Other non current assets	10	<u>2192288</u>	<u>2431257</u>
		<u>69131589</u>	<u>64422991</u>

Current assets

Inventories	11	38332297	30328259
Trade receivables	12	67732173	79312438
Cash and Bank Balances	13	102123356	57833918
Short-term loans and advances	14	<u>3664625</u>	<u>4316628</u>
		<u>211852451</u>	<u>171791243</u>
Total		<u>280984040</u>	<u>236214234</u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENT

1 to 30

Note : The notes referred to above, form an integral part of these financial statements.

As per our report of even date For and on behalf of the Board

For J. P. SARAF & CO.
CHARTERED ACCOUNTANTS,
Firm No. : 006430C(ASHOK JAIN)
CHAIRMAN &
MANAGING DIRECTOR(RADHICA SHARMA)
DY. MANAGING DIRECTOR (KUNAL JAIN)
EXECUTIVE DIRECTOR(JAI PRAKASH SARAF)
Partner
M.No. 075319(M.K. SHAH)
DIRECTOR(K.C. JAIN)
DIRECTOR(PRAFUL R. TURKHIA)
DIRECTORPlace : Indore
Date : This 30th Day of May, 2014(MONICA JAIN)
CHIEF FINANCIAL OFFICER(RITU TIWARI)
COMPANY SECRETARY

**STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014**

	Note	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
INCOME			
Revenue from Operations	15	274449925	302002388
Other Income	16	7891900	3740950
Total Revenue		282341825	305743338
EXPENSES :			
Cost of Materials Consumed	17	96239684	129149130
(Increase)/Decrease in Inventories (Finished Goods, Stock-in-Process and Stock -in-Trade)	18	(5808564)	(2260323)
Employee Benefits Expenses	19	52554016	48673739
Finance Costs	20	27816	171668
Depreciation Expenses	9	5177719	4647678
Other Expenses	21	49325277	48575238
Total Expenses		197515948	228957130
PROFIT BEFORE TAX		84825877	76786208
Tax Expenses			
a) Current Tax		27332035	25063886
b) Deferred Tax		480241	450136
PROFIT FOR THE YEAR		57013601	51272186
EARNINGS PER EQUITY SHARE (Face Value of ₹ 10 each)			
Basic & Diluted (in ₹)	22	11.57	10.41
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENT	1 to 30		

Note : The notes referred to above, form an integral part of these financial statements.

As per our report of even date For and on behalf of the Board

For J. P. SARAF & CO.
CHARTERED ACCOUNTANTS,
Firm No. : 006430C

(ASHOK JAIN)
CHAIRMAN &
MANAGING DIRECTOR

(RADHICA SHARMA)
DY. MANAGING DIRECTOR

(KUNAL JAIN)
EXECUTIVE DIRECTOR

(JAI PRAKASH SARAF)
Partner
M.No. 075319

(M.K. SHAH)
DIRECTOR

(K.C. JAIN)
DIRECTOR

(PRAFUL R. TURKHIA)
DIRECTOR

Place : Indore
Date : This 30th Day of May, 2014

(MONICA JAIN)
CHIEF FINANCIAL OFFICER

(RITU TIWARI)
COMPANY SECRETARY

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014**

	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT BEFORE TAX	848.26	767.86
Adjustment for :		
Depreciation	51.78	46.48
Loss/ (Profit) on Sale/Discard of Fixed Assets	2.43	0.60
Interest (Net)	(66.98)	(30.85)
Lease rental net of lease equalisation	0.21	0.21
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	835.70	784.30
Adjustment for :		
(Increase) / Decrease in trade and other receivable	124.71	(50.10)
(Increase) / Decrease in Inventories	(80.04)	82.60
Increase / (Decrease) in Trade Payables & provisions	5.27	(7.65)
CASH GENERATED FROM OPERATIONS	885.64	809.15
Interest Paid	(0.28)	(1.72)
Income Tax Paid	(273.32)	(250.64)
NET CASH FROM OPERATING ACTIVITIES	612.04	556.79
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Payment towards Capital Expenditure	(104.63)	(112.99)
Sale of Fixed Assets (Net)	0.74	0.00
Interest Earned	67.26	32.56
NET CASH (USED IN) FROM INVESTING ACTIVITIES :	(36.63)	(80.43)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from short term borrowings	11.59	(67.13)
Payment of Dividend	(123.18)	(61.59)
Dividend Tax Paid	(20.93)	(9.99)
NET CASH (USED IN) / FROM FINANCING ACTIVITIES	(132.52)	(138.71)
NET INCREASE / (DECREASE) CASH & BANK BALANCES (A+B+C)	442.89	337.65
CASH & BANK BALANCE OPENING BALANCE	578.34	240.69
CASH & BANK BALANCE CLOSING BALANCE	1021.23	578.34

Note : The previous year's figures have been regrouped and rearranged wherever necessary.

As per our report of even date For and on behalf of the Board

For J. P. SARAF & CO.
CHARTERED ACCOUNTANTS,
Firm No. : 006430C

(ASHOK JAIN)
CHAIRMAN &
MANAGING DIRECTOR

(RADHICA SHARMA)
DY. MANAGING DIRECTOR

(KUNAL JAIN)
EXECUTIVE DIRECTOR

(JAI PRAKASH SARAF)
Partner
M.No. 075319

(M.K. SHAH)
DIRECTOR

(K.C. JAIN)
DIRECTOR

(PRAFUL R. TURKHIA)
DIRECTOR

Place : Indore
Date : This 30th Day of May, 2014

(MONICA JAIN)
CHIEF FINANCIAL OFFICER

(RITU TIWARI)
COMPANY SECRETARY

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014****PARTICULARS****As At
31st March, 2014****As At
31st March, 2013**

₹

₹

1 SHARE CAPITAL:**Authorised Share Capital**5500000 (Previous year 5500000) Equity Shares of ₹10/-each **55000000** 5500000050000 (Previous year 50000) 10% Redeemable
Preference Shares of ₹100/- each **5000000** 5000000**Issued, Subscribed & Paid up**4927000 (Previous year 4927000) Equity Shares of ₹10/- each **49270000** 49270000
fully paid up**49270000****49270000**

1.1 471000 Equity Shares of ₹10/- each out of the issued, subscribed and paid up share capital were allotted to IFCI Ltd. as fully paid up for a consideration other than cash.

1.2 Shares redeemed during the period of five years immediately preceding the reporting date ;
30900 10% Redeemable Preference Share of ₹100/- each redeemed to IFCI Ltd. on 21/01/2011.

1.3 The details of shareholders holding more than 5% Shares :

Name of the Shareholders	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	% held	No. of Shares	% held
Shri Ashok Jain	1101471	22.36 %	1097119	22.27%
Shri Kunal Jain	1163178	23.61%	1136956	23.07%

1.4 The Reconciliation of the number of shares outstanding is set out below :

Equity Shares	As at 31st March, 2014		As at 31st March, 2013	
	No. of Shares	₹	No. of Shares	₹
At the beginning of the year	4927000	49270000	4927000	49270000
Outstanding at the end of the year	4927000	49270000	4927000	49270000

1.5 The Company has issued and subscribed equity shares having par value of ₹10 per share. Each Shareholder is eligible for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend, if any. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**

PARTICULARS	As At 31st March, 2014 ₹	As At 31st March, 2013 ₹
2 RESERVES AND SURPLUS:		
2.1 Capital Reserve		
Balance as per last Balance Sheet	<u>1024954</u>	<u>1024954</u>
2.2 Capital Redemption Reserve		
Balance as per last Balance Sheet	<u>3090000</u>	<u>3090000</u>
2.3 General Reserve		
Opening Balance	10900000	900000
Add: Transferred from Surplus	<u>1000000</u>	<u>1000000</u>
Closing Balance	<u>20900000</u>	<u>10900000</u>
2.4 Surplus		
Opening Balance	104338968	77477641
Add: Profit for the year	<u>57013601</u>	<u>51272186</u>
	<u>161352569</u>	<u>128749827</u>
Less: Appropriations:		
Transferred to General Reserve	10000000	10000000
Proposed dividend on Equity Shares #	13549250	12317500
Provision for Tax on Proposed Dividend	<u>2302696</u>	<u>2093359</u>
Closing Balance	<u>135500623</u>	<u>104338968</u>
	<u>160515577</u>	<u>119353922</u>
2.5 Capital Reserve (2.1) includes Capital Subsidy ₹ 843504 (Previous year ₹ 843504) and Share Forefeiture amount ₹ 181450 (Previous year ₹ 181450). Capital Redumption Reserve (2.2) is related to redumption of 10% Redeemable Preference Shares. # Dividend Proposed to be distributed to Equity Shareholders is ₹ 2.75 (Previous year ₹ 2.50) per Equity Share.		
3 DEFERRED TAX LIABILITY (Net)		
Deferred Tax Liability		
On Difference of Depreciation on Fixed Assets	7745214	7149990
Deferred Tax Assets		
On Disallowable under the Income Tax Act, 1961#	<u>1935411</u>	<u>1820428</u>
	<u>5809803</u>	<u>5329562</u>
Deferred Tax debited / (credited) to Profit & Loss Account is ₹ 480241 (Previous year ₹ 450136) # Aggregate unpaid expenses u/s 43-B of Income Tax Act		
4 LONG -TERM PROVISIONS		
For Employee Benefits (Leave Encashment)	<u>4703455</u>	<u>4415738</u>
	<u>4703455</u>	<u>4415738</u>
5 SHORT TERM BORROWINGS (Secured)		
Working Capital Loans from Bank	<u>1159200</u>	<u>(4124346)</u>
	<u>1159200</u>	<u>(4124346)</u>
Less: Transferred to Current Assets (Balances with Banks) being Debit Balance	<u>0</u>	<u>4124346</u>
	<u>1159200</u>	<u>0</u>

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**

5.1 Working capital loans are secured by hypothecation of present and future stock of raw materials, stock-in-process, finished goods, stores and spares, book debts and further secured by first charge on the immovable assets including other movable assets of the company.

5.2 Working Capital loan are secured by personal guarantee of Mr. Ashok Jain, Chairman and Managing Director of the company and Smt. Pramila Jain.

	As at 31st March, 2014 ₹	As At 31st March, 2013 ₹
6 TRADE PAYABLES	17863472	17814731
	<u>17863472</u>	<u>17814731</u>

6.1 The company has issued letter to supplier or service providers for their status whether they are covered under the "Micro, Small and Medium Enterprises (Development) Act, 2006. We have been informed by Management that no such status replied by parties and therefore, it is not possible to give the information required under the Act.

7 OTHER CURRENT LIABILITIES

Unclaimed Dividends	1085747	521967
Advance from Customers	4769059	2347777
Other Liabilities #	17924129	20813414
	<u>23778935</u>	<u>23683158</u>

Includes Statutory Dues, Liability for expenses and Trade Deposits.

8 SHORT TERM PROVISIONS

Provision for Bonus to Employees	2031652	1936264
Others:		
Proposed Dividend	13549250	12317500
Tax on Proposed Dividend	2302696	2093359
	<u>17883598</u>	<u>16347123</u>

9. FIXED ASSETS :

(Amount in ₹)

PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS AT 01.04.2013	ADDITIONS 01.04.2013- 31.03.2014	SALES/ ADJUST- MENTS	COST AS AT 31.03.2014	UPTO 31.03.2013	PERIOD 01.04.2013- 31.03.2014	WRITTEN BACK/ADJ- USTMENT	UPTO 31.03.2014	AS AT 31.03.2014	AS AT 31.03.2013
TANGIBLE ASSETS:										
LAND (LEASE HOLD)	213605	0	20622	192983	0	0	0	0	192983	213605
SITE DEVELOPMENT	861080	0	0	861080	258603	14035	0	272638	588442	602477
BUILDING	33933792	0	0	33933792	8726068	1004730	0	9730798	24202994	25207724
PLANT & MACHINERY	73380156	7118029	107826	80390359	44430202	2979861	25427	47384636	33005723	28949954
COMPUTER	1563309	387050	0	1950359	1229930	161819	0	1391749	558610	333379
FURNITURE	2790735	97534	0	2888269	2227596	48453	0	2276049	612220	563139
VEHICLES	9235196	957881	856725	9336352	3336765	881506	622569	3595702	5740650	5898431
TOTAL	121977873	8560494	985173	129553194	60209164	5090404	647996	64651572	64901622	61768709
INTANGIBLE ASSETS:										
SOFTWARE	640866	432689	0	1073555	417841	87315	0	505156	568399	223025
TOTAL	122618739	8993183	985173	130626749	60627005	5177719	647996	65156728	65470021	61991734
CAPITAL WORK IN PROGRESS (TANGIBLE ASSETS)									1469280	0
GRAND TOTAL	122618739	8993183	985173	130626749	60627005	5177719	647996	65156728	66939301	61991734
PREVIOUS YEAR	111029971	12508464	919696	122618739	56818159	4647678	838832	60627005	61991734	54211812

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**

PARTICULARS	As At	As At
	31st March, 2014	31st March, 2013
	₹	₹
10 OTHER NON CURRENT ASSETS		
Business Deposits	<u>2192288</u>	<u>2431257</u>
	2192288	2431257
11 INVENTORIES		
Raw Materials and Components (Refer Note No. 17.3)	17830605	15422711
Stock-in-Process	5481138	5217404
Finished Goods	13092761	7575233
Stores and Spares	1804628	2017048
Scrap	123165	95863
	<u>38332297</u>	<u>30328259</u>
For mode of valuation refer Point 'C' of Significant Accounting Policies		
12 TRADE RECEIVABLES		
(Unsecured and Considered Good)		
Over Six Months	5915156	4255293
Others	61817017	75057145
	<u>67732173</u>	<u>79312438</u>
13 CASH AND BANK BALANCE		
Balances With Banks #	2106465	6042787
Cash on Hand	81539	181270
Fixed Deposit (including Accrued Interest) with Banks *	99935352	51609861
	<u>102123356</u>	<u>57833918</u>
# Balance with Banks includes Unclaimed Dividend of ₹1085747/- (Previous Year ₹ 521967/-)		
* Fixed Deposit with Banks include Deposits of ₹ 88513129/- (Previous Year ₹ 44943690/-) with maturity of more than 12 months and ₹ 4273343/- (Previous Year ₹ 4042714/-) as margin money against Bank Guarantee.		
14 SHORT TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Advance recoverable in cash or kind or for value to be received	2649133	2589450
Balance with Central Excise Authorities	685343	960216
Advance to Sundry Creditors	330149	766962
	<u>3664625</u>	<u>4316628</u>
15 REVENUE FROM OPERATIONS:		
15.1 Sale of Products	309587919	338876848
(Including spares & components)		
15.2 Income from Services	479534	389881
15.3 Scrap Sales	449261	458079
Revenue from Operations (Gross)	<u>310516714</u>	<u>339724808</u>
Less: Excise Duty & Service Tax Recovered	28471835	30319512
Less: Sales Tax & Vat Recovered	7594954	7402908
Revenue from Operations (Net)	<u>274449925</u>	<u>302002388</u>



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014

PARTICULARS	As At		As At	
	31st March, 2014		31st March, 2013	
	₹		₹	
16 OTHER INCOME:				
16.1 Interest Income on:				
Bank Deposit	6636205		3048824	
Others	89254		207519	
16.2 Profit on Sale of Fixed Assets	0		0	
16.3 Other Non-Operating Income	1166441		484607	
(Includes Foreign Exchange Fluctuation gain of ₹ 1150444/- (Previous year ₹ 47614/-))				
	<u>7891900</u>		<u>3740950</u>	
17 COST OF MATERIALS CONSUMED				
Inventory at the beginning of the year	15422711		26171898	
Add: Purchase	98647578		118399943	
	114070289		144571841	
Less: Inventory at the end of the year	17830605		15422711	
Cost of Material Consumed	<u>96239684</u>		<u>129149130</u>	
17.1 Imported and Indigenous Raw Material Consumed				
Raw Material Consumed - Indigenous	49186135	51.11%	66435094	51.44%
Component Consumed - Indigenous	46590056	48.41%	62297924	48.24%
Component Consumed - Imported	463493	0.48%	416112	0.32%
	<u>96239684</u>	<u>100.00%</u>	<u>129149130</u>	<u>100.00%</u>
17.2 Details of Raw Material Consumed				
Raw Material Aluminium	15437582		18608989	
Raw Material Cast Iron & Steel	33748553		47826105	
Raw Material Boughtout Components	47053549		62714036	
	<u>96239684</u>		<u>129149130</u>	
17.3 Details of Raw Material at the end of the year				
Raw Material Aluminium	2351645		1466705	
Raw Material Cast Iron & Steel	7632037		5637561	
Raw Material Boughtout Components	7846923		8318445	
	<u>17830605</u>		<u>15422711</u>	
18 CHANGE IN INVENTORIES OF FINISHED GOODS, STOCK IN PROCESS AND STOCK IN TRADE				
Inventory at the end of the year				
Finished goods	13092761		7575233	
Stock in Process	5481138		5217404	
Scrap	123165		95863	
	<u>18697064</u>		<u>12888500</u>	
Inventory at the beginning of the year				
Finished goods	7575233		5677000	
Stock in Process	5217404		4853449	
Scrap	95863		97728	
	<u>12888500</u>		<u>10628177</u>	
(Increase)/Decrease in stock	<u>(5808564)</u>		<u>(2260323)</u>	
18.1 Details of Stock in Process				
Cast Iron & Steel Components	4062419		4358330	
Aluminium Components	1418719		859074	
	<u>5481138</u>		<u>5217404</u>	

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**

PARTICULARS	As At	As At
	31st March, 2014 ₹	31st March, 2013 ₹
19 EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	47722381	44167207
Contribution to Provident & Other Funds	4363173	3998217
Staff Welfare Expenses	468462	508315
	<u>52554016</u>	<u>48673739</u>
20 FINANCE COST		
Interest to Bank & Other	27816	171668
	<u>27816</u>	<u>171668</u>
21 OTHER EXPENSES:		
Manufacturing Expenses		
Consumption of Stores and Spares	8686977	9144555
Power and Fuel	7880403	8388618
Machining and Other Job Work Charges	3472576	5894391
Repairs to Plant and Machinery	1399723	1260621
Repairs to Building	1303244	535762
Lease Rent (Includes Amortisation Expenses ₹ 20622 (P. Y. ₹ 20622))	26355	26355
Selling and Distribution Expenses		
Distribution Expenses	1783956	1867941
Commission, Discounts & Rebates	7210487	8218387
Sales Promotion	128846	133688
Bad Debts/Liquidated Damages	3832231	2629148
Other Establishment Expenses		
Legal & Professional Fees	1086787	512819
Rent	506899	476947
Rates and Taxes	324702	271792
Insurance	337786	329935
Bank Charges	1194865	1152454
Communication Cost	735547	668530
Other Repairs	446044	292894
Travelling and Conveyance	5209973	4490575
Directors Sitting Fees	39000	30000
Vehicle Running and Maintenance Expenses	486037	459788
Payment to Auditors :		
Audit Fees	75000	60000
Taxation matters	15000	20000
Reimbursement of Expenses	8500	5000
Loss on Sale/Discard of Fixed Assets	242555	60242
Charity and Donation	34301	15325
Subscription & Membership Fee	201544	300439
Advertisement & Publicity	97641	144187
Printing & Stationery Expenses	406707	488089
Miscellaneous Expenses	2151591	696756
	<u>49325277</u>	<u>48575238</u>
21.1 Imported and Indigenous Stores and Spares Consumed		
Stores and Spares Consumed - Indigenous (100%)	8686977	9144555
	<u>8686977</u>	<u>9144555</u>
21.2 Prior Period Item (Included in Miscellaneous Expenses)		
Debit relating to earlier year	28079	56803
Credit relating to earlier year	(38014)	(115381)
	<u>(9935)</u>	<u>(58578)</u>
22 Earning Per Equity Share (EPS)		
(I) Net Profit after tax as per statement of Profit & Loss Account	57013601	51272186
(ii) Weighted Average number of equity shares	4927000	4927000
(iii) Basic and Diluted Earnings per share (in ₹)	11.57	10.41

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2014**

	Year Ended 31st March, 2014 ₹	Year Ended 31st March, 2013 ₹
23 Contingent Liabilities and Commitments (To the extend not provided for) (As certified by the Management)		
23.1 Estimated amount of contracts remaining to be executed on capital account	0	0
23.2 Contingent Liabilities		
(i) Counter Guarantees given to the Bank in respect of Guarantees given by them on behalf of the company.	38041608	30871449
(ii) Demands against the Company being disputed not acknowledged as debt and not provided for in respect of :		
(a) Sales Tax	4621972	602054
(b) Labour payment	14256	14256
24 Value of Imports on C.I.F. basis		
Raw material Components	356913	0
25 Expenditure in Foreign Currency		
Travelling Expenses	624462	597301
26 Earnings in Foreign Currency on FOB basis :		
Export Sales & Services	23829962	16867239
27 Remittance in Foreign Currency on Account of Dividends :		
(a) Year to which the dividend relates	2012-13	2011-12
(b) Number of non resident shareholders to whom remittances were made	22	23
(c) Number of shares on which remittances were made	29761	36485
(d) Amount remitted in (₹)	74402	45606

28 Transactions during the year with related parties

S.No	Name of the person	Relation	Nature of Transactions	2013-14	2012-13
1	Mr. Ashok Jain	Chairman & Managing Director	Remuneration	2935940	2945260
2	Mr. Kunal Jain	Executive Director	Remuneration	2144424	1937547
			Rent of Registered Office	152259	143066
3	Mrs. Radhica Sharma	Dy. Managing Director	Remuneration	1051701	621058
4	Mr. Praful R. Turakhia	Director	Sitting Fee	11000	10000
5	Mr. M. K. Shah	Director	Sitting Fee	14000	10000
6	Mr. K. C. Jain	Director	Sitting Fee	14000	10000
7	Mrs. Pramila Jain	Relative of Director	Remuneration	1141340	938862
8	Mr. Sundeep Sharma	Relative of Director	Remuneration	700352	621093
9	Mrs. Sunaina Jain	Relative of Director	Remuneration	585022	433959
10	Mrs. Monica Jain	Relative of Director	Remuneration	439626	231126

29 Previous year figures have been regrouped and/or rearranged wherever considered necessary.

30 Significant Accounting policies & practices adopted by the company are disclosed in the statement annexed to these financial statements as Annexure 1

**Annexure 1****STATEMENTS OF SIGNIFICANT ACCOUNTING POLICIES:****(Annexed to and forming part of the Financial Statement for the year ended 31st March, 2014)****A Basis of Preparation of Financial Statements:**

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, in accordance with the accounting principles generally accepted in India and comply with the mandatory accounting standards issued by the Institute of Chartered Accountants of India and the relevant provision of the Companies Act, 1956 except where otherwise stated, the accounting principles have been consistently applied.

B Use of Estimates:

The preparation of financial statements are in conformity with the generally accepted accounting principles which require use of estimates and assumption to be made that affect the reported amounts of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between, the actual results and estimate are recognized in the period in which the results are known / materialized.

C Inventories:

Inventories of raw materials and stores and spares are valued at weighted average cost net of duties and taxes in terms of AS-2, finished goods and Stock-in-Process are valued at lower of cost or net realisable value and Scrap is valued at net realisable value.

D Revenue Recognition:

- i) All Incomes & Expenditures are accounted on accrual basis, as they are earned or incurred.
- ii) Revenue on sales is recognized when the materials are dispatched to customers, all significant contractual obligations have been satisfied and the collection of the resulting receivables is reasonably expected.

E Fixed Assets:

Fixed Assets are stated at cost of acquisition (Net of indirect tax input as the case may be) less accumulated depreciation. The cost includes the purchase price, taxes, freight and other incidental expenses incurred in relation to acquisition and installation of the assets.

When assets are sold or discarded, their cost and accumulated depreciation are removed from respective balances and any gain or loss arising is included in the Statement of Profit & Loss.

F Depreciation & Amortisation:

Depreciation on fixed assets has been provided on straight-line method at the rates specified in schedule XIV of the Companies Act, 1956, as applicable.

Depreciation on assets purchased/sold during the year has been provided on pro-rata basis. Cost of Lease hold Land is Amortized over the period of lease.

G Foreign Currency Transactions:

- (i) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.
- (ii) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.
- (iii) Remittances not received until the end of the year are considered at the closing exchange rate as applicable. Difference between realization against debtors in the subsequent year and outstanding debtors is recognized as exchange differences in the Statement of Profit and Loss.

**H Government Grants:**

Capital Subsidy shown under Capital Reserves.

I Employee Benefits:

- (i) Short term employee benefits are recognized as expenses in the Statement of Profit and Loss of the year in which service is rendered.
- (ii) Contribution to defined contribution scheme such as Provident Fund, Family Pension Fund and ESI Fund are charged to the Statement of Profit & Loss.
- (iii) The company has an employees' gratuity fund managed by the Life Insurance Corporation of India (LIC). The company accounts for gratuity liability as expenses in the Statement of Profit & Loss of the year equivalent to the premium amount payable as per the actuarial valuation made and intimated by LIC of India.
- (iv) Leave encashment is charged to revenue on accrual basis.

J Borrowing Cost:

Borrowing cost that is directly attributable to the acquisition of qualifying assets is capitalized for the period until the Assets is ready for its intended use. Other borrowing costs are recognized as an expense in the period for which it is incurred.

K Segment Reporting:

Since the Company operates in one segment only, segment reporting as required under Accounting Standard 17 issued by the Institute of Chartered Accountants of India is not applicable. There is no reportable geographical Segment either.

L Related Party Disclosure:

Disclosures, regarding related parties and transactions with them, as required in terms of Accounting Standard 18 issued by ICAI, has been made at the relevant places in the notes to accounts.

M Contingent Liability:

Contingent liabilities, which are considered significant and material by the Company and not provided for are disclosed in the Notes to Accounts.

N Taxes on Income:

Provision for Current tax is made after taking into consideration benefits admissible under the provisions of the Income -tax Act, 1961.

Deferred tax resulting from "timing difference" between taxable and accounting income is accounted for using the tax rates and laws that are enacted or substantively enacted as on the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is a virtual certainty that the asset will be realised in future.

O Impairment of Assets:

The carrying amounts of assets are reviewed at each Balance Sheet date if there is any indication of impairment based on internal/external factors. An asset is impaired when the carrying amount of asset exceeds the recoverable amount. During the year no impairment in any assets has been identified by the Company.

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PROXY FORM

FORM MGT- 11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name : **FLUIDOMAT LIMITED**
CIN : L74210MP1978PLC001452
Regd office : 117, 1st Floor, Navneet Darshan,
16/2, Old Palasia, Indore (M.P.)-452018

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :
DP ID :

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name :
Address :
E-mail Id :
Signature :, or failing him
2. Name :
Address :
E-mail Id :
Signature :, or failing him
3. Name :
Address :
E-mail Id :
Signature :

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 38th Annual general meeting of the company, to be held on the 26th September, 2014 At the Registered Office at 117, 1st Floor, Navneet Darshan,16/2, Old Palasia, Indore (M.P.)-452018 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For	Against
1. Consider and adopt Audited Financial Statement, reports of the Board of directors and Auditor.		
2. Declaration of dividend		
3. Appointment of Auditor and fixing their remuneration		
4. Appointment of Smt. Radhica Sharma as director of the Company		
5. Increase in remuneration of Shri Ashok jain		
6. Appointment of Smt. Radhica Sharma as Whole-time director designated as Dy Managing Director of the company		
7. Re-appointment of Shri Kunal Jain as Whole-time Director of the Company		
8. Appointment of CA Mahendra Kumar Shah as an Independent Director of the Company		
9. Appointment of Shri Khushal Chandra Jain as an Independent Director of the Company		
10. Appointment of Shri Praful Ratilal Turakhia as an Independent Director of the Company		
11. Approval for sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company under Section 180(1)(a) of the Company's Act, 2013.		

Signed this day of2014

Signature of shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**ATTENDANCE SLIP
ANNUAL GENERAL MEETING ON**

R.F. No. _____

Mr./Mrs./Miss _____

(Shareholders' name in block letters)

I/We certify that I/We am/are registered shareholder / proxy for the registered shareholder of the company.

I/We hereby record my/our presence at the 38th Annual General meeting of the company at the Registered office of the company 26th September, 2014.

(If signed by proxy, his name should be

Written in block letters)

(Shareholders/proxy's Signature) _____

Note:

1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.



BOOK - POST

If undelivered please return to :

FLUIDOMAT LIMITED

117, 1st Floor, 'Navneet Darshan',
16/2, Old Palasia, Indore - 452 018 (M.P.)
Tel.: 0731-2564820
Website : www.fluidomat.com