



**FLUIDOMAT
LIMITED**

ISO 9001 : 2015



FM: 82849

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 : info@fluidomat.com Website : www.fluidomat.com
CIN No : L74210MP1978PLC001452



FL/SE/DKS/2019-20

27th August, 2019

Online filing at www.listing.bseindia.com

To,
The General Manager
DCS-CRD
BSE LIMITED,
Dalal Street, Fort
MUMBAI - 400001

BSE CODE: 522017

Sub: Submission of 43rd Annual Report along with notice of Annual General Meeting to be held on 26th September, 2019 at 2:00 pm at Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 pursuant to regulation 34 (1) of SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to regulation 34 (1) of SEBI (LODR) Regulations, 2015; we are pleased to submit the 43rd Annual Report for the financial year 2018-19 of the Company containing the Balance Sheet as at 31st March, 2019, the Statement of Changes in Equity, the statement of the Profit and Loss, Cash Flow for the year ended 31st March, 2019 and the Boards' Report along with Corporate Governance Report and the Auditors' Report on that date and its annexures.

Kindly Note that the 43rd Annual General Meeting of the Company is scheduled to be held on Thursday, 26th September, 2019 at 2:00 pm at Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001.

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

Thanking You,
Yours Faithfully,

For, FLUIDOMAT LTD.


DEVENDRA KUMAR SAHU
COMPANY SECRETARY &
COMPLIANCE OFFICER

Encl.: Annual Report 2018-19

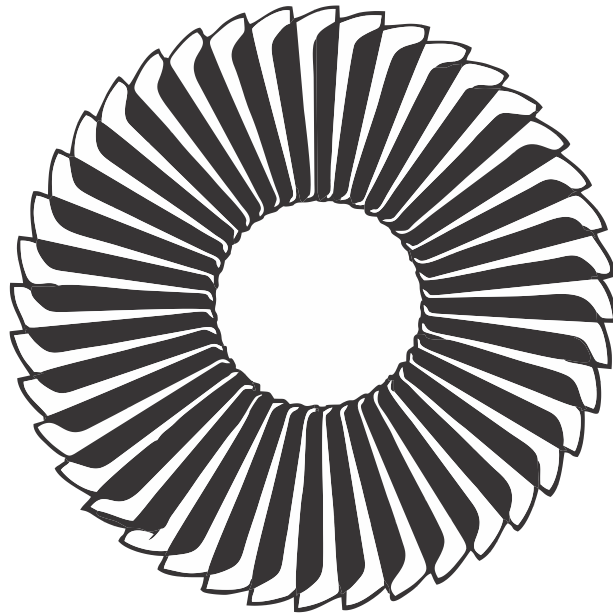


ISO 9001:2015



FM 82849

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



 **FLUIDOMAT LIMITED**

43rd Annual Report

2018-19

**BOARD OF DIRECTORS**

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

CHIEF FINANCIAL OFFICER

Mrs. Monica Jain

VICE PRESIDENT

Mr. Pramod Jain

COMPANY SECRETARY & COMPLIANCE OFFICER

CS Devendra Kumar Sahu

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

Chartered Accountants

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

Company Secretaries

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

Chartered Accountants

BANKERS

Central Bank of India

REGISTERED OFFICE

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

CORPORATE OFFICE & WORK:

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

REGISTRAR AND SHARE TRANSFER AGENT:

Ankit Consultancy Pvt. Ltd.
Plot. No. 60, Electronic Complex,
Pardeshipura, Indore (M.P.) 452010,
Phone : 0731-4065797/99,0731-4281333
Email: ankit_4321@yahoo.com
Fax: 0731-4065798

43rd Annual General Meeting

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

STOCK EXCHANGE :

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

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**NOTICE**

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

ORDINARY BUSINESSES:

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

SPECIAL BUSINESSES:

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

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

RESOLVED THAT as recommended by Nomination and Remuneration Committee and Board of the Company, pursuant to the provisions of section 190, 196, 197, 198, 203, provisions of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014, SEBI (LODR) Regulation, 2015 and other applicable provisions if any, (including any statutory modifications or re-enactment thereof for the time being enforce), the approval of the members of the Company be and is hereby granted for re- appointment of Mrs. Radhica Sharma (DIN- 06811597) as the Whole-time Director and designated as the Dy. Managing Director of the Company for a period of five years w.e.f. 10th February, 2020 on the following terms and condition.

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

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

CATEGORY:A

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

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

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

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

CATEGORY C- FACILITIES TO PERFORM THE COMPANIES WORK:

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



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

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

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

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

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

By Orders of the Board

Date: 13th August, 2019
Place: Indore

DEVENDRA KUMAR SAHU
COMPANY SECRETARY
ACS 31933

Registered Office:

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

NOTES:

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



3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed and forms part of the Notice.
4. The Company's Register of members and share transfer books shall remain closed from Friday the September, 20th 2019 to Thursday, the September, 26th 2019 (both days inclusive) for the purpose of the Annual General Meeting and ascertainment for entitlement of payment of dividend to the members whose names appear in the Register of members and the records of the beneficiaries of the CDSL and NSDL on the date of the Annual General Meeting.
5. The Members are requested to:
 - a) Intimate changes, if any, in their registered addresses immediately.
 - b) Quote their ledger folio number in all their correspondence.
 - c) Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d) Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e) Send their Email address to us for prompt communication and update the same with their D.P to receive softcopy of the Annual Report of the Company.
6. The report on the Corporate Governance and Management Discussion and Analysis also form part to the report of the Board.
7. Members seeking any information are requested to write to the Company by email at info@fluidomat.com at least 7 days before the date of the AGM to enable the management to reply appropriately at the AGM.
8. Members are requested to notify immediately any change in their address and e-mail ID to their respective Depository Participants (DPs) in respect of their electronic share accounts and to the Registrar and Share Transfer Agent of the Company at Ankit Consultancy Pvt. Ltd. Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.).
9. Electronic copy of the Annual report is being sent to the members whose email IDs are registered with the Company / Depository Participants unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual report is being sent in the permitted mode.
10. Members may also note that the Annual Report for FY 2018-19 will be hosted on Company's website www.fluidomat.com.
11. Corporate Members intending to send their authorized representatives to attend the Annual General Meeting needs to send a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Meeting.
12. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the Company on all working days, except Saturday, between 2:00 P.M and 4:00 P.M up to the date of the meeting.
13. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the directors are interested, maintained under the Companies Act, 2013 will be available for inspection by the members at the AGM.
14. Pursuant to the Investors Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), the Company is in process to transfer the equity shares in respect of which (Dividend year 2011-12) dividend has not been claimed encashed for 7 or more consecutive years to the Investor Education and Protection Fund Authority (IEPF) of the Central Government. The Company has sent letters to the concerning shareholders whose dividend has not been claimed/encashed for 7 or more consecutive years. The details of such shareholders are posted on the website of the Company at <https://www.fluidomat.com>. Please note that the shares so transferred to the IEPF can be claimed from the IEPF Authority as per the procedure prescribed under the Rules.
15. As per SEBI Circular dated 20th April, 2018 such shareholders holding shares of the company in the physical form are required to provide details of the Income Tax Permanent Account No. and Bank Account Details to the Share Transfer Agent of the Company. The company has sent three letters to all the shareholder holding shares in the physical form by the registered post. It may please be noted very carefully by the shareholders who required details to the Share



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

16. SEBI has mandated that for registration of transfer of the shares in the d-mat form only after 1st April, 2019. Therefore, it is advised to the shareholders, holding their shares in the physical form to get convert into the D-mat form.
17. Due dates for transfer of unclaimed/unpaid dividends and the amount remained unclaimed which may be transferred if continuing remain unpaid and or the balance amount if claimed by the shareholders for transfer thereafter the same to IEPF are as under:

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

18. Voting through electronic means

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

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

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

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

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

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

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

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

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

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

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

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

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.



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

4. Your User ID details are given below :

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

5. Your password details are given below:

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

Details on Step 2 is given below:

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

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



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

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

20. General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ishan1619@yahoo.co.in with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
4. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19th September, 2019.
5. CS Ishan Jain, Practicing Company Secretary (FCS No. 9978 CP 13032) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
6. The scrutinizer shall after the conclusion of voting at the meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The results of e-voting, and poll, if any, shall be aggregated and declared on or after the AGM of the Company by the Chairman or by any other person duly authorized in this regard. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.fluidomat.com and on the website of NSDL within three days of passing of the resolutions at the AGM of the Company and communicated to the BSE Ltd. within 48 hours as per SEBI (LODR) Regulation, 2015.
8. For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. at the address;
Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731- 4281333/0731-4065797/99 Fax-0731-40657 98 Email id: ankit_4321@yahoo.com

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

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



which she is director Disclosures of relationships between directors inter-se.	1. Shri Ashok Jain: Chairman & Managing Director Relation- Father 2. Shri Kunal Jain : Whole-time Director Relation-Brother
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EXPLANATORY STATEMENT IN TERMS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3 & 4

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

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

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

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

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

Mrs. Radhica Sharma is holding 31,730 shares jointly with her husband Shri Sundeep Sharma in the Company.

The Information as required under section II, Part 2 of the Schedule V is being given as under:

I. General Information:

(1)	Nature of industry	Engineering machinery (Fluid coupling manufacturing)
(2)	Date or expected date of commencement of commercial production	N.A., already existing in business
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A., already existing in business
(4)	Financial performance based on given indicators	The Company has achieved gross turnover of Rs.2677.46 Lakhs for the year ended 31 st March, 2019 and earned profits before Tax Rs.331.61 Lakhs.
(5)	Foreign investments or collaborations, if any.	The company has formed wholly owned subsidiary in United Kingdom. however, the company has not made any foreign investment or foreign collaboration till the issuance of this notice.

II. Information about the appointee:

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



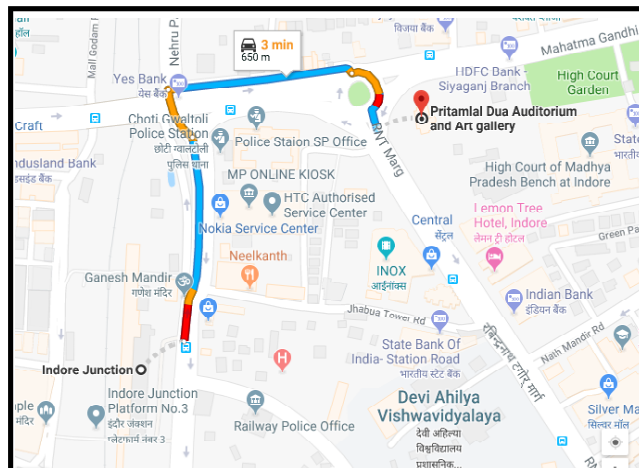
(5) Remuneration proposed	Rs. 22.80 Lakh+ perks as may be admissible.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration proposed is comparable with remuneration for equivalent position in a unit of comparable size and complexity.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mrs. Radhica Sharma jointly hold 51.28% equity share capital of the Company alongwith her relatives. She is also having interest to the extent of the remuneration which she may draw from the Company being the Deputy Managing Director and dividend as may be declared by the Company. Her relatives have also rented out office premises to the Company on terms approved by the Board. Mrs. Radhica Sharma is a relative of Shri Ashok Jain Chairman & Managing Director, Mr. Kunal Jain whole-time directors and Mrs. Monica Jain, CFO of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits	There is no loss however, The company is having inadequate profits for remuneration proposed to be payable to the proposed appointee. The said inadequate profit is due to increase in the remuneration payable to appointee.
(2) Steps taken or proposed to be taken for improvement	The Company is continuing efforts to introduce higher value products and broaden its operating base.
(3) Expected increase in productivity and profits in measurable terms	The Company expect to increase its turnover and profits by about 8-10% every year.

By Orders of the BoardDate: 13th August, 2019
Place: Indore**DEVENDRA KUMAR SAHU**
COMPANY SECRETARY
ACS 31933

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





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

To
The members
Fluidomat Ltd.

Your Directors have pleasure in presenting 43rd Annual Report on the business and operations of the Company together with the audited financial statements for the financial year ended March 31, 2019.

FINANCIAL RESULTS:

The Summarized financial results for the year as under :

(Rs. In Lakhs)

Particulars	Year ended on	
	31.03.2019	31.03.2018
Revenue from Operations	2677.46	2405.48
Other Income	110.44	109.52
Total Income	2787.90	2515.00
Total Expenditure except Interest and Depreciation	2386.40	2130.77
Profit before Interest, Depreciation & Tax (EBIDTA)	401.50	384.23
Less: Interest	0.10	0.09
Less: Depreciation	69.79	69.87
Profit before Tax	331.61	314.27
Less: (a) Current Tax	89.03	94.21
(b) Deferred Tax	5.14	(12.62)
Net Profit for the Year	237.44	232.68
Reserves & Surplus	2739.51	2606.01
EPS (Equity Shares of Rs. 10/- each) Basic & Diluted (in Rs.)	4.82	4.72
Paid up Equity Share Capital	492.70	492.70

REVIEW OF OPERATIONS /STATE OF AFFAIRS:

For the year ended on March 31, 2019 the Company has posted a total revenue of Rs. 2787.90 lakhs (net of GST) as against Rs. 2471.92 lakhs (net of Excise duty) in the previous year, representing increase in turnover of 12.78%.

During the year ended on March 31, 2019 the Earnings before Interest, Depreciation and Tax (EBIDTA) has been increased to Rs. 401.50 lakhs as against the EBIDTA of Rs. 384.23 lakhs in the corresponding previous year.

The Net Profit of the Company for the year 2018-19 has been increased to Rs. 237.44 lakhs as compared to Rs. 232.68 lakhs during the previous year. Company has booked the orders of Rs.2905.71 lakhs during the current financial year as against the order booking of Rs. 2687.31 lakhs in the previous financial year, which is higher by 8.12%. Earning per share (EPS) for the year stood at Rs. 4.82 as compared to EPS Rs. 4.72 of previous year.

The company has incorporated a Wholly Owned Subsidiary in United Kingdom on 26th June, 2019 for global business opportunity which shall help in opening business opportunity for export turnover.

DIVIDEND:

Your Board of Directors are pleased to recommend a dividend of Rs.2.00 (20%) on Equity Share of Rs.10/- each for the year ended March 31, 2019. (Previous year Rs.1.75 (17.50%) per Equity Share of Rs.10/- each). The above dividend would be paid subject to approval by the Members in the ensuing Annual General Meeting. The proposed dividend will absorb Rs.118.80 Lakhs including Dividend Distribution Tax of Rs.20.25 Lakhs.

TRANSFER TO RESERVES:

During the year, your company has voluntarily transferred Rs 100.00 Lakhs to the General Reserves However, your company has not transferred any amount to any other reserves. Previous year Rs. 100.00 Lakhs transferred to General Reserve.

**SHARE CAPITAL:**

The paid up Equity Share Capital as on 31st March, 2019 was Rs. 492.70 Lakhs divided into 49.27 Lakhs equity shares of Rs. 10/- each. There is no change in Equity share Capital of the Company during the year. Your company does not hold any instruments convertible into the equity shares of the Company.

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

The Company is having adequate Key Managerial Personnel's as per requirements of section 203 of the Companies Act, 2013 as well as the SEBI (LODR) Regulations, 2015. There is no change in the key managerial personnel's during the year under review. However, at the Annual General Meeting (AGM) held on September 26, 2018 the Members had re-appointed Shri Ashok Jain as the Chairman and Managing Director (DIN 00007813) w.e.f. 1st July, 2019 for a further term of Five years.

Declaration for Independency of Independent Directors

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

Independent Directors seeking re-appointment:

Pursuant to the provision of section 149(10) of the Companies Act, 2013 a term of five consecutive years on the Board of the Company of Shri Khushal Chandra Jain (DIN 00007916), Shri Mahendra Kumar Shah (DIN 00014556) and Shri Praful Turakhia (DIN 00366398) as Independent Directors completed on 31st March, 2019.

However, they were eligible for re-appointment on passing of special resolution for a second term of five consecutive years. Therefore, the Board in their meeting held on 13th August, 2018 upon the recommendation of the Nomination and Remuneration Committee has recommended their re-appointment w.e.f. 1st April, 2019 to 31st March, 2024 and the members of the Company in their 42nd Annual General Meeting held on 26th September, 2018 has re-appointed all Independent Directors of the Company for a further period of five consecutive years w.e.f. 1st April, 2019.

Directors liable to retire by rotation seeking re-appointment:

Mrs. Radhica Sharma, (DIN 06811597), the Deputy Managing director is liable to retire by rotation at the ensuing annual general meeting and being eligible offers herself for re-appointment. Your directors recommend to pass necessary resolution as proposed in the Item No. 4 of the Notice.

Executive Directors seeking re-appointment:

The tenure of Mrs. Radhica Sharma as the Deputy Managing Director will be completed on 9th February, 2020 therefore, the Board upon the recommendation of the Nomination and Remuneration Committee has re-appointed her for a further period of five years w.e.f. 10th February, 2020. Your Board of directors recommends to pass special resolution as per the Companies Act, 2013 to that effect as set out in the notice of the Annual General Meeting.

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

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

B. Policy on Directors' appointment and remuneration:

The Board has, on the recommendation of the nomination and remuneration committee framed a nomination, remuneration and evaluation policy which lays down the criteria for identifying the persons who are qualified to be appointed as directors and, or senior management personnel of the company, along with the criteria for determination of remuneration of directors, KMP's and other employees and their evaluation and includes other matters, as prescribed under the provisions of section 178 of Companies Act, 2013 and Regulation 19 of SEBI (LODR) Regulations 2015. Policy of the Company has been given at the website of the Company at [Link:-http://www.fluidomat.com](http://www.fluidomat.com). The details of the same are also covered in Corporate Governance Report forming part of this annual report.

C. Board Evaluation:

The Company has devised a Policy for performance evaluation of the Board, Committees and other individual Directors (including Independent Directors) which include criteria for performance evaluation of Non-executive Directors and Executive Directors. The evaluation process inter alia considers attendance of Directors at Board and committee meetings, acquaintance with business, communicating inter se board members, effective participation, domain knowledge, compliance with code of conduct, vision and strategy.



The Board carried out an annual performance evaluation of the Board, Committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees. The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

COMMITTEES OF THE BOARD:

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

- (a) Audit Committee
- (b) Nomination and Remuneration Committee
- (c) Stakeholders' Relationship Committee
- (d) Corporate Social Responsibility Committee (CSR)
- (e) Risk Management Committee (Voluntarily constituted) (Dissolved w.e.f. 12.02.2019)
- (f) Corporate Compliance Committee

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a) In the preparation of the annual financial statements for the year ended March 31, 2019, the applicable accounting standards have been followed;
- b) Appropriate accounting policies have been selected, applied consistently and judgment and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2019 and of the profit of the company for the year ended on that date;
- c) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The annual financial statements have been prepared on a going concern basis;
- e) Proper internal financial controls were in place and the financial controls were adequate and operating effectively; and
- f) Proper systems to ensure compliance with the provisions of all applicable laws were in place and were adequate and operating effectively.

AUDITORS AND THEIR REPORT:**A. Statutory Auditors:**

In terms of the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. C.P. Rawka & Co., Chartered Accountants, (Firm Registration No. 000518C) was appointed as the statutory auditors of the Company to hold office for one term of 5 years commencing from conclusion of the 41st Annual General Meeting upto the conclusion of the Annual General Meeting of the Company to be held in calendar year 2022.

The Auditors Report and the Notes on financial statement for the year 2018-19 referred to in the Auditor's Report are self-explanatory and does not contain any qualification, reservation or adverse remark, therefore, do not call for any further comments.

B. Cost Auditors and Records:

Pursuant to Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, amended time to time, the provision regarding Cost Audit under this act was not applicable to Company during the year 2018-19.

C. Secretarial Auditors:

Pursuant to the provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has re-appointed M/s D.K. Jain & Co., Company Secretaries to undertake the Secretarial Audit of the Company for the year 2018-19. The Secretarial Auditors in their report for the year 2018-19 has confirmed the compliances by the Company as covered in their report.

The Report of the Secretarial Audit for the year 2018-19 in the Form MR-3 is annexed herewith as "*Annexure-1*".

D. Disclosure of frauds against the Company:

There were no instances for other than reportable fraud to the Central Government covered under section 134(3)(ca) of the Companies Act, 2013. Further that, the auditors have not found any fraud as required to be reported by them under section 143(12) to the Central Government during the year 2018-19.

**TRANSACTIONS WITH RELATED PARTIES:**

The Company has not entered into any material contracts, with the related parties during the year 2018-19 and other contracts or arrangements were in the ordinary course of business on arms length basis, which were approved by the Audit Committee and the Board from time to time. Therefore, there is no particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013 which needs to disclose in the prescribed form AOC-2 and may be treated as not applicable. However, the related party transactions as covered under Indian Accounting Standards (Ind AS 24) have been disclosed in the Note of the financial statements for the year under review.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

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

CONSOLIDATED FINANCIAL STATEMENTS:

Since the Company does not have any subsidiary, associate or joint venture, therefore the requirement for consolidation of the Financial Statements are not applicable to the Company.

PERFORMANCE OF SUBSIDIARIES, ASSOCIATE COMPANIES AND JOINT VENTURES:

Your company does not have any subsidiary, associate or joint venture company at the beginning or any time during the year 2018-19 therefore, the disclosure in the Form AOC-1 is not applicable to the Company.

However, Company has incorporated a wholly owned foreign subsidiary (WOS) in United Kingdom (UK) on 26th June, 2019 with the name and style of Fluidomat UK Pvt Ltd. However, the company has not invested any amount in the WOS till issuance of this Report.

PUBLIC DEPOSITS:**DEPOSITS**

Your Company has not accepted deposit from the public falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and there were no remaining unclaimed deposits as on 31st March, 2019. Further, the Company has not accepted any deposit or loans in contravention of the provisions of the Chapter V of the Companies Act, 2013 and the Rules made there under.

Further, your company has filed form DPT-3 for One time and for the Annual compliance as at 31st March, 2019 for the amount received by the company which is not under the purview of section 73 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) rules, 2014 as amended form time to time.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL RESULTS:

The Board of Directors has devised systems, policies and procedures / frameworks, which are currently operational within the Company for ensuring the orderly and efficient conduct of its business, which includes adherence to Company's policies, safeguarding assets of the Company, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures are put in place to strengthen controls. These controls are reviewed at regular intervals.

Nothing has come to the attention of the Directors to indicate that any material breakdown in the function of these controls, procedures or systems occurred during the year under review. There have been no significant changes in the Company's internal financial controls during the year that have materially affected, or are reasonably likely to materially affect its internal financial controls. There are inherent limitations to the effectiveness of any system of disclosure, controls and procedures, including the possibility of human error and the circumvention or overriding of the controls and procedures.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY:

No material changes and commitments affecting the financial position of the Company occurred during the Financial Year to which this financial statements relate and the date of report.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Company has not provided any loans, guarantees and not made any investments pursuant to section 186 of the Companies Act. However, The Company has given advance against salary or otherwise to employees of the Company as per the Company's policy.

EXTRACT OF ANNUAL RETURN:

The Extract of the Annual Return in form MGT-9 for the year ended 31st March, 2019 is annexed herewith as "*Annexure-2*". Copy of Form MGT-9 is also hosted on www.fluidomat.com.

CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company is not required to make any new budget for CSR expenses for the year 2018-19 because the company is not falling under the eligibility criteria under section 135 of the Act read with Companies (CSR Policy) Rules, 2014 as amended from time to time.



However, the company is required to spend remaining balance amount of previous years of Rs. 24.26 Lakhs out of which the company has spent Rs. 3.65 Lakhs towards CSR activities as specified in Schedule VII of the Act in the current year and the remaining balance of Rs. 20.61 Lakhs will be spent by the company in next financial years.

Report on CSR as per Rule 8 of the Companies (CSR Policy) Rules, 2014 is enclosed as “Annexure-3” of this Report.

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 obtained from Auditors of the Company that effect form part of this Annual Report.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule, 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as “Annexure-4”.

INTERNAL COMMITTEE ON PREVENTION OF SEXUAL HARASSMENT:

The Company has framed ‘Anti-Sexual Harassment Policy’ at workplace and has constituted Internal Complaints Committee (ICC) as per the requirement of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules made thereunder. No complaints with allegations of sexual harassment were reported during the year under review.

RISK MANAGEMENT:

The risk management of the Company shall be reviewed by the Audit Committee due to dissolve of Risk Management Committee. The Audit Committee will frame, implement and monitor the risk management plan for the Company. The Committee is responsible for reviewing the risk management plan and ensuring its effectiveness.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

Your company has a Vigil Mechanism in place which also includes a whistle blower policy in terms of the SEBI (LODR) Regulation, 2015 for Directors and employees of the Company to provide a mechanism which ensures adequate safe guards to employees and Directors from any victimization on raising of concerns of any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc. The Vigil Mechanism/Whistle Blower Policy of the Company can be accessed on the Company’s website at the link:(<http://www.fluidomat.com>) and the same is being attached with this Report as “Annexure-5”.

All the employees have the right/option to report their concern/grievance to the Chairman of the Audit Committee. During the year under review no protected disclosure from any Whistle Blower was received by the designated officer under the Vigil Mechanism.

PARTICULARS OF EMPLOYEES:

The information required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) and 5(2) of the Companies (Appointment & remuneration of Management Personnel) Rules, 2014 as amended are given below:

A. Ratio of the remuneration of each director to the median employee’s remuneration and the percentage increase in remuneration of each Director & Key Managerial Personnel:

S. No	Name	Designation	Remuneration for the year 2018-19(Rs.)	Remuneration for the year 2017-18(Rs.)	Increase In Remuneration (Rs.)	Percentage of Increase In Remuneration	Ratio Between Director’s Remuneration and Median Remuneration
1	Shri Ashok Jain	CMD	44,86,708	44,44,389	42,319	0.95%	20.79
2	Shri Kunal Jain	WTD	38,80,281	35,00,948	3,79,333	10.84%	18.74
3	Radhica Sharma	WTD	29,58,693	27,36,600	2,22,093	8.12%	14.31
4	*Shri Khushal Chandra Jain	Independent Director	Nil	Nil	NA	NA	NA
5	*CA Mahendra Kumar Shah	Independent Director	Nil	Nil	NA	NA	NA
6	*Shri Praful R Turakhia	Independent Director	Nil	Nil	NA	NA	NA
7	Mrs. Monica Jain	CFO	11,85,264	11,60,364	24,900	2.15%	5.92
8	CS Devendra Kumar Sahu	CS	4,93,483	4,34,906	58,577	13.47%	2.35

*Shri Khushal Chandra Jain, CA Mahendra Kumar Shah and Shri Praful R. Turakhia Independent Directors were paid sitting fees for attending the Meetings of the Board.



- B. The percentage increase in the Median remuneration of employees in the financial year:** 6.10%.
- C. The number of permanent employees on the Roll of the Company as on 31st March, 2019:** 194.
- D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Based on Remuneration Policy of the Company, salary of the employees was increased at average 10% and managerial remuneration was increased at 6.64% this is based on Remuneration Policy of the Company that rewards people based on their contribution to the success of the company and also ensures that external market competitiveness and internal relativities are taken care of.

- E. Affirmation that the remuneration is as per the Remuneration Policy of the Company:**

The Company affirms that remuneration is as per the remuneration policy of the Company:

- F. Name of the top 10 employees in terms of remuneration drawn in the financial year 2018-19:**

A statement of top-10 employees in terms of remuneration drawn as per rule 5(2) read with rule 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended, is annexed with the report as "Annexure-6".

- G. Details of employees who received remuneration in excess of Rs. One crore and Two lakh or more per annum:**

- i. During the year, none of the employees received remuneration in excess of Rs. 102.00 Lakh or more per annum or Rs. 8.50 per month for part of the year. In accordance with the provisions of section 197 of the Companies Act, 2013 read with Rule 5(2) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, therefore there is no information is available to disclose.
- ii. During the year, none of the employees received remuneration in excess of that drawn by the Managing Director or Whole-time director and none of the employees hold two percent of the equity shares of the Company.

TRANSFER OF SHARES AND DIVIDEND AMOUNT TO IEPF:

Pursuant to the provisions of the Companies Act, 2013 read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("the Rules") notified by the Ministry of Corporate Affairs, the unclaimed and unpaid dividends amount for the year 2011-12 is required to be transferred to IEPF in the due date as specified in the Notice of the AGM and respective shares on which no dividend is claimed for a consecutive 7 years will also be transferred to IEPF Authority as per the requirement of the IEPF rules on due date.

The details related to dividend remains unpaid-unclaimed in the Company has been given in the Corporate Governance Report attached with the annual report of the Company.

PROVISION OF VOTING BY ELECTRONIC MEANS:

Your Company is providing E-voting facility under section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015. The details regarding e-voting facility is being given with the notice of the Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

A. Economic Scenario and Outlook:

The Global economic scenario remains in turmoil with issues of US-China Trade War, Brexit, Iran Issue, Crude prices and many other issues. This has slowed the manufacturing and trade activities at Global level. The Global economic growth is projected as 3.3% against earlier projection of 3.9% in 2019.

On crude oil price India is adversely affected due to price increase and ban on oil supply from Iran.

The Indian economy continues to face challenges due to several factors like NBFC crisis, Liquidity Crunch, Delay in execution of various projects etc.

With forecast of normal monsoon, Union Government fund allocation of approx. 90000 crores in infrastructure and expected GDP growth rate of 6 to 7% the economic future is on positive note.

Fluidomat with wide spectrum of clients in Power, Steel, Cement, Paper, Metal, Port Trust & Mining is able to take advantage of growth in new projects in any of these industry sectors.

Your Company with accreditation of ISO:9001-2015, ISO:14001-2015 & OHSAS:18001-2007 and with indigenous technology is in strong position to earn business from these industrial sectors in domestic and international front. Fluidomat continues with product and quality improvement and modernization activity. Your Company saw a revival in revenue during the year with growth of double digit.

Fluidomat formed a Subsidiary Company in UK as Fluidomat UK Pvt. Ltd. The formation date is 26th June, 2019.

Foreseeing the benefits of presence in UK which will help in promoting business, Joint Ventures and suitable Collaboration the decision of forming the subsidiary Co. was made after due diligence. The UK Government Department of International Trade (DIT) also provided assistance in the matter. Once we become a Company in UK then the UK Government provides many assistance in various ways through their presence in various countries and their strong trade relations and tie ups.

Mr. Sundeep Sharma who is Sr. Vice President in the Co. has been appointed as Director in the Subsidiary Company.

**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:9001:2015 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 systems and procedures in place for effective and smooth conduct of business and to meet exigencies of operation and growth. The transactions are recorded and reported in conformity with generally accepted accounting practices. The internal control systems and procedures ensure reliability of financial reporting, compliance with the Company’s policies and practices, governmental regulations and statutes. Internal Audit is conducted by independent firm of auditors. Internal Auditors regularly check the adequacy of the system, their observations are reviewed by the management and remedial measures, as necessary, are taken. Internal Auditors report directly to the Chairman of the Audit Committee to maintain its objectivity and independence.

E. Opportunities and Threats:

Since your company is catering the needs of almost all sectors of Industries, therefore it has a good business cushion against recession in one or other sector as the other sector may improve concurrently.

The Indian Government focus on infrastructure growth will offer more opportunities to capital goods sector.

The Banking system in the domestic market is facing an unprecedented situation of uncertainty and economic challenge due to non- performing assets (NPAs). Though the Government and the central Bank are seized of the gravity of the situation and are moving ahead with initiative to contain and resolve the problem, global macro-economic factors, beyond the control of the domestic economy can disrupt the equilibrium. In such a scenario the entire capital goods sector itself will face difficulties due to lack of new projects and liquidity crisis.

Apart from the normal risk demand-supply conditions, raw material prices, competitor strategies, changes in government regulations, tax regimes, economic developments within the country and globally no major risks are foreseen.

F. Human Resources:

We are committed to providing our employees with a work environment that is based on fairness, openness and mutual respect. Our on-ground work force and our employees together are the key to successes of our Company.

The Company emphasizes on the highest level of professional ethics, personal decorum, adherence to deadliness, compliance to standards and customer service.

The Company continues with its dedicated efforts to identify talent and has been recognized for its exemplary people-related parties in the Industry.

G. Health, Safety and environment measures:

Company is committed to meet the highest international standards of health, safety and environmental performance. It continues to accord highest priority to conducting safe operations while being responsible towards the environment and ecology.

The Company focused on safe operations in line with its commitments to improve its health, safety and environment performance. As a part of our drive to standardize our health, safety & environment management, company has certified under occupational health & safety management system (OHSAS 18001: 2007) for the manufacture of Fluid Couplings and Flexible Couplings and environment management system (ISO 14001: 2004) by BSI.

Internal and external safety audits and inspections were carried out regularly. Emergency management plans have been developed to deal with any emergency within the factory premises.

H. Segment Reporting & Finance performance of the Product:

Company has only one segment i.e. manufacturing of fluid couplings and the financial performance of the product is being incorporated in the Director’s Report section.

I. 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.

**J. Details of Significant Changes in Key Financial Ratios**

Key Ratio	2018-19	2017-18	Variation in %	Comments for Variation in ratio above 25%
Debtors Turnover Ratio	2.60	2.46	5.69%	-
Inventory Turnover Ratio	4.19	3.00	39.67	Better working capital management
Interest Coverage Ratio	0	0	0	-
Current Ratio	3.18	3.28	3.05	-
Debt Equity Ratio	0.00	0.00	0.00	-
Operating Profit Margin (%)	12.39	13.31	(6.91)	-
Net Profit Margin (%)	8.87	9.85	(9.95)	-
Return on net worth (Any Change)	7.35%	7.51%	(2.10)	due to increase in deferred liabilities

K. Compliance with Indian Accounting Standards

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards as notified. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

INDUSTRIAL RELATIONS:

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

ACKNOWLEDGEMENTS:

Your directors place on record their appreciation of the continued support extended during the year by the company's customers, business associates, suppliers, bankers, investors and Government authorities. They also place on record their appreciation of the dedication and contributions made by all the employees for their commitment, hard work and support.

Your directors would also like to thank all their shareholders for their continued faith in the company and expect the same in future.

For and on behalf of the Board

Place: Indore
Date 13th August, 2019

Ashok Jain
Chairman & Managing Director
DIN 00007813

“Annexure-1”

FORM MR-3**SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31st MARCH 2019**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Fluidomat Ltd.
117, 1st Floor, Navneet Darshan,
16/2, Old Palasia, Indore (M.P.) 452001

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practice by **Fluidomat Limited** (hereinafter called “**the Company**”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon. Based on our verification of the Company's Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period for the **Financial Year ended on 31st March, 2019** (1st April, 2018 to 31st March, 2019) complied with the statutory provisions, listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;



- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*Not applicable to the Company during the Audit Period*);
- (v) (i) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): —
- (a) The SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011;
 - (b) The SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time;
 - (c) The SEBI (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (ii) Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company under the financial year under report: -
- (a) The SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 effective from 11th Sept., 2018;
 - (b) The SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The SEBI (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The SEBI (Delisting of Equity Shares) Regulations, 2009; and
 - (e) The SEBI (Buyback of Securities) Regulations, 1998.

We have relied on the representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.

The list of major head/groups of Acts, Laws and Regulations as applicable to the Company is given in *Annexure I*. Further, The Company is having business of manufacturing of general engineering goods (Fluid couplings).

We have also examined compliance with the applicable clauses of the followings:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013; and
- (ii) The SEBI (LODR) Regulations, 2015 as amended from time to time.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. The Company has un-expended amount of Rs. 20.61 Lakhs towards the CSR activities as at 31st March, 2019 as required to be expended under section 135 of the Companies Act, 2013.

We further report that

The Board of directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. Further that, no changes in the composition of the Board of directors have taken place during the period under review.

Adequate notices were given to all directors and the committee members to schedule the Board and Committee Meetings and agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of directors or Committee of the Board, as the case may be.

Based on the records and process explained to us for compliances under the provisions of other specific acts applicable to the Company, we further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliance by the Company relating to the applicable taxation Laws like; Direct Taxes, Indirect Taxes, the compliance of the IND-AS, financial results for the quarter/half year and annual financial results under Regulation 33 of the SEBI (LODR) Regulations, 2015 and the annual financial statements along with notes attached therewith has not been reviewed by us, since the same have been subject to the statutory financial auditor or by other designated professionals.

This report is to be read with our letter of even date which is annexed as *Annexure II* and forming an integral part of this report.

We further report that during the audit period of the Company, there was no specific events/ action having a major bearing on the Company's affairs in pursuant of the above referred laws, rules, regulations, guidelines, standards etc. referred to above.

For, D.K. JAIN & CO.
COMPANY SECRETARIES
CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565, CP 2382
Place: Indore,
Date: 9th Aug., 2019

**Annexure - I to the Secretarial Audit Report****List of other applicable laws to the Company under the major groups and heads**

1. Factories Act, 1960;
2. Industries (Development & Regulation) Act, 1951
3. Standard Weight and Measurement Act,
4. Labour Laws and other incidental laws related to labour and employees appointed by the Company either on it payroll or on contractual basis as related to wages, gratuity, provident fund, ESIC, compensation etc.;
5. Acts prescribed under prevention and control of Pollution;
6. Acts prescribed under Environmental protection;
7. Acts as prescribed under Direct Tax and Indirect Tax
8. Labour Welfare Act of respective States.
9. Local laws as applicable to the Registered office and plant.

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

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565, CP 2382
Place: Indore,
Date: 9th Aug., 2019

Annexure - II to the Secretarial Audit Report

To,
The Members
Fluidomat Ltd.
117, 1st Floor Navneet Darshan,
16/2, Old Palasia, Indore (M.P.) 452001

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, followed provide a reasonable basis for forming our opinion.
3. We have not verified the correctness and appropriateness of treatment of various tax liabilities and payment thereof, compliance of the applicable IND-AS, financial records and Books of Accounts of the company as the same is subject to the statutory audit being performed by the independent auditors.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, guidelines, standards etc., are the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.
7. We do not take any responsibility for any person if taking any commercial, financial or investment decision based on our secretarial audit report as aforesaid and they needs to take independent advise or decision as per their own satisfaction.

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

CS (Dr.) D.K. JAIN
PROPRIETOR
FCS 3565, CP 2382
Place: Indore,
Date: 9th Aug., 2019



"Annexure-2"

FORM No. MGT-9
EXTRACT OF ANNUAL RETURN
As on the Financial Year Ended 31st March, 2019
 {Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1)
 of the Companies (Management and Administration) Rules, 2014}

I. REGISTRATION AND OTHER DETAILS:

i) CIN	L74210MP1978PLC001452
ii) Registration Date	11/12/1975
iii) Name of the Company	FLUIDOMAT LIMITED
iv) Category/ Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
v) Address of the Registered office and contact details	117 1st Floor Navneet Darshan, 16/2, Old Palasia, Indore (MP) 452018 Contact No. 07272 268103, Email: info@fluidomat.com , Website: www.fluidomat.com
vi) Whether Listed Company Yes/No	YES (BSE LIMITED)
vii) Name, Address and Contact Details of Registrar and Transfer Agent, If any	Ankit Consultancy Private Limited 60, Electronic Complex, Near Pardeshipura, Indore (MP)-452010 Phone:0731-2551745/46, E-mail: ankit_4321@yahoo.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the Business Activities contributing 10% or more of the total turnover of the Company:

Sl. No.	Name and Description of main products/Services	NIC code of the product/ Service	% of total turnover of the Company
1	Fluid Couplings & its spare parts	28120	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

The Company does not have any holding/subsidiary, associate or joint ventures during the year under review.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**i) Category –wise Share Holding**

Category of Shareholders	No of Shares held at the beginning of the year (01.04.2018)				No of Shares held at the end of the year (31.03.2019)			% Change during the year	
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian:									
(g) Individual /HUF	2624731	0	2624731	53.27	2624731	0	2624731	53.27	0
(h) Central Govt	0	0	0	0	0	0	0	0	0
(i) State Govt	0	0	0	0	0	0	0	0	0



(j) Bodies Corp.	0	0	0	0	0	0	0	0	0
(k) Banks/FI	0	0	0	0	0	0	0	0	0
(l) any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (1)	2624731	0	2624731	53.27	2624731	0	2624731	53.27	0
(2) Foreign									
(a) NRIs- Individuals	0	0	0	0	0	0	0	0	0
(b) Others- Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks/FI	0	0	0	0	0	0	0	0	0
(e) Any other	0	0	0	0	0	0	0	0	0
Sub-Total (A) (2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)(1) + (A) (2)	2624731	0	2624731	53.27	2624731	0	2624731	53.27	0
B. Public Shareholding									
1. Institutions									
a) Mutual Funds (Financial)	0	0	0	0	0	0	0	0	0
b) Banks/FI	500	0	500	0.01	0	0	0	0	(0.01)
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FPIs	28400	0	28400	0.58	28400	0	28400	0.58	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Other (Specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1)	28900	0	28900	0.59	28400	0	28400	0.58	(0.01)
2. Non-Institution									
a) Bodies Corp.	131507	2900	134407	2.73	130079	1100	131179	2.66	(0.07)
i) Indians	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 2 lakh	1203318	354156	1557474	31.61	1223275	220125	1443400	29.30	(2.31)
ii) Individual Shareholders holding nominal share capital in excess of Rs. 2 lakh	434007	0	434007	8.81	434862	0	434862	8.83	0.02
c) Other(specify)									
(NRI & OCB)	142873	2500	145373	2.95	154394	1000	155394	3.15	0.20
(Clearing Member)	2108	0	2108	0.04	1178	0	1178	0.02	(0.02)
Investor Education and Protection Fund Authority Ministry of Corporate Affairs	0	0	0	0	107856	0	107856	2.19	2.19
Sub-Total (B) (2)	1913813	359556	2273369	46.14	2051644	222225	2273869	46.15	(0.00)
Total Public Shareholding (B) = (B) (1)+ (B) (2)	1942713	359556	2302269	46.73	2080044	222225	2302269	46.73	(0.00)
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	4567444	359556	4927000	100	4704775	222225	4927000	100	0.00



ii) Shareholding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year (01.04.2018)			Shareholding at the end of the year (31.03.2019)			% change in share holding during the year
		No. of Shares	% of total share of the company	% of Share Pledged encumbered to total share	No. of Share	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	
1	Mr. Kunal Jain	1178131	23.92	0	1178131	23.92	0	0
2	Mr. Ashok Jain	1017952	20.66	0	1017952	20.66	0	0
3	Mr. Ashok Jain HUF	88500	1.80		88500	1.80	0	0
4	Mrs. Pramila Jain	210268	4.27	0	210268	4.27	0	0
5	Madanbai Shantilal Kothari	52200	1.06	0	52200	1.06	0	0
6	Sandeep Sharma	31730	0.64	0	31730	0.64	0	0
7	Kavita Kothari	27300	0.55	0	27300	0.55	0	0
8	Surendra Shantilal Kothari	18650	0.37	0	18650	0.37	0	0
	Total	2624731	53.27	0	2624731	53.27	0	0

(iii) Change in Promoter Share holding

	Shareholding at the beginning of the year		Cumulative shareholding during the year	
	No. of shares	% of total of the company	No. of shares	% of total of the company
Promoter holdings	2624731	53.27	-	-
(Increase) Transfer	0	0	0	0
Closing Balance	0	0	2624731	53.27

(iv) Shareholding pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Changes during the year				Reason	Shareholding at the end of the year		
	No. of Shares	% of total shares of the Company	Date	No. shares before Change	No. shares After Change	Increase		Decrease	No. of Shares	% of total shares of the Company
Shri Sunil Milpachand Jain	134561	2.73	-	-	-	-	-	134561	2.73	
Mrs. Chhayalata Jaichand Patni	110203	2.24	-	-	-	-	-	110203	2.24	
Shashank S Khade Sharad N Khade	60839	1.23	-	-	-	-	-	60839	1.23	
Mr. Anshu Govail	48000	0.97	-	-	-	-	-	48000	0.97	
Amol Capital Markets Pvt. Ltd	45560	0.92	-	-	-	-	-	45560	0.92	
Amol Securities P Ltd	33379	0.68	-	-	-	-	-	33379	0.68	
G V Nagabrahma N. B. Vijaya kumar	31129	0.63	19.10.2018	31129	31754	625	-	Acquisition	31754	0.64
Komac Investments & Finance Pvt. Ltd.	30900	0.63	27.07.2018	30900	30000	-	(900)	Dispose off	29758	0.60
Laxmichand Kunverji Kenia Kunverji Nanji Kenia	28770	0.58	27.07.2018 10.08.2018	28770 28800	28800 29000	30 200	-	Acquisition Acquisition	28770	0.59
Thierry Schmidt Eugene Schmidt	28400	0.58	-	-	-	-	-		28400	0.58



(V) Shareholding of Directors and Key Managerial Personal

Sl. No.	For each of the Directors & KMPs	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1	Shri Ashok Jain, Chairman & Managing Director	1106452	22.46	1106452	22.46
2	Shri Kunal Jain Whole Time Director	1178131	23.91	1178131	23.91
3	Mrs Radhica Sharma (Jointly with Mr. Sandeep Sharma) Dy. Managing Director & Woman Director	31730	0.64	31730	0.64
4	Shri Khushal Chandra Jain Independent Director	200	0.01	200	0.01
5	Shri Mahendra Kumar Shah Independent Director	0	0	0	0
6	Shri Praful Ratilal Turakhia Independent Director	0	0	0	0
7	Mrs Monica Jain, CFO	0	0	0	0
8	Mr. Devendra Kumar Sahu Company Secretary	0	0	0	0

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding /accrued but not due for payment (Amount in Rs.)

	Secured Loan excluding deposits	Unsecured Loan	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	295150.00	0	0	295150.00
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	295150.00	0	0	295150.00
Change in Indebtedness during the financial year				
*Addition	0	0	0	0
* Reduction	295150.00	0	0	295150.00
Net Change	(295150.00)	0	0	(295150.00)
Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

Note: Only fund based loan has been considered and the Bank Guarantee & LC being non fund based has not been considered and reported.

**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL** (Amount in Rs.)**A. Remuneration to Managing Director, Whole-time Directors and/or Manager**

Sl. No	Particulars of Remuneration	Name of MD/WTD/Manager			Total Amount
		Shri Ashok Jain, MD	Shri Kunal Jain, WTD	Mrs Radhica Sharma, Dy.MD	
1	Gross Salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	39,60,000	35,70,000	27,25,179	102,55,179
	(b) Value of Perquisites u/s 17(2) Income-Tax Act, 1961	2,09,908	24,681	15500	2,50,089
	(c) Profits in lieu of Salary under Section 17 (3) Income-Tax, Act 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	As % of Profit	0	0	0	0
	Other, Specify	0	0	0	0
5	Other, Specify P.F.	3,16,800	2,85,600	2,18,014	8,20,414
	Other, Specify Leave salary	0	0	0	0
	Total (A)	44,86,708	38,80,281	29,58,693	1,13,25,682
	Ceiling as per the Act. (read with Schedule V of the Act)	-	-	-	5,04,00,000

B. Remuneration to other Directors:

(Amount in Rs.)

Sl. No	Particulars of Remuneration	Name of Directors			Total Amount
		Shri Khushal Chandra Jain, Independent Director	CA Mahendra Kumar Shah, Independent Director	Shri Praful Turakhia, Independent Director	
1	Independent Directors				
	Fee for Attending Board / Committee Meetings	15000	15,000	15,000	45,000
	Commission	0	0	0	0
	Other, Specify	0	0	0	0
	Total (1)	15000	15,000	15,000	45,000
2	Other Non- Executive Directors: There is no other non executive directors in the Company				
	Total (B) (1+2)	15000	15,000	15000	45000
	Total Managerial Remuneration				1,13,70,682
	Overall Ceiling as per the Act (read with Schedule V of the Act)				5,04,00,000

**C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD** (Amount in Rs.)

Sl. No.	Particulars of Remuneration	Mrs. Monica Jain, CFO	CS Devendra Kumar Sahu, CS	Total Amount
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-Tax Act, 1961	9,22,050	2,52,558	11,74,608
	(b) Value of Perquisites u/s 17(2) Income-Tax Act, 1961	1,89,450	2,19,355	4,08,805
	(c) Profits in lieu of Salary under Section 17 (3) Income-Tax, Act 1961	0	0	0
	Stock Option	0	0	0
2	Sweat Equity	0	0	0
3	Commission	0	0	0
	As % of Profit	0	0	0
4	Other, Specify P.F.	73,764	21,570	95,334
	Total (A)	11,85,264	4,93,483	16,78,747

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

No penalty, punishment or compounding orders were issued against the Company, any of its directors and officer of the Company during the reporting period.

For and on behalf of the Board

Place: Indore

Date: 13th August, 2019

Ashok Jain

Chairman & Managing Director

DIN 00007813



ANNUAL REPORT 2018-19

“Annexure-3”

ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

(Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. A brief outline of the company’s CSR policy, including overview of projects or programmes proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programmes.

Our aim is to be one of the most respected companies in India delivering superior and everlasting value to all our customers, associates, shareholders, employees and Society at large. The CSR initiatives focus on holistic development of host communities and create social, environmental and economic value to the society.

The Company has framed a CSR Policy in Compliance with the provisions of the Companies Act, 2013 and the same is uploaded on the Company’s website and can be accessed at the web link provided below:

The CSR policy is available on WebLink:-<http://www.fluidomat.com>

2. **Composition of CSR committee**

1. CA Mahendra Kumar Shah -Chairman
2. Shri Khushal Chandra Jain -Member
3. Shri Praful Turakhia -Member
4. Mrs. Radhica Sharma -Member

3. **Average net profit of the company for last three financial years** : Not Applicable

(Company does not cover under section 135 of the Companies Act, 2013 for the financial year 2018-19 due to amendment in section 135 of the Act and does not need to spend 2% of the average net profit. However Company is spending accumulated CSR budget amount of previous years.)

4. **Prescribed CSR Expenditure:** The Company was required to spend Rs.24.26 Lakhs (accumulated balances)

5. **Details of CSR spend for the financial year:**

- a) Total amount spent for the financial year: Rs. 03.65 Lakhs
- b) Amount unspent upto 31.03.2019 : Rs. 20.61 Lakhs

- c) Manner in which the amount spent during the financial year is detailed below:

(Amount in Rs)

Sl. No.	CSR Project or Activity identified	Sector in Which the project is Covered	Projects or Programs (1) Local Area or other (2) Specify the State and District where Projects or Programs was undertaken	Amount Outlay (Budget) projects or programs wise (Rs.)	Amount spent on the projects or programs (Rs.)	Cumulative expenditure upto reporting period (Rs.)	Amount spent: Director through Implementing agency
1	2	3	4	5	6	7	8
1	Promoting education for Differently abled child	Education	Pune (Maharashtra)	1,00,000	1,00,000	1,00,000	Nandadeep Education Society, Pune
2	Promoting Health	Health	Indore (M.P.)	65,000	65,000	1,65,000	Mahaveer trust, Indore
3	Promoting education for Differently abled child	Education	Indore (M.P.)	1,00,000	1,00,000	2,65,000	Indore Society for Mentally Challenged, Indore
4	Promoting Health	Health	Indore (M.P.)	1,00,000	1,00,000	3,65,000	Roberts Nursing Home, Indore

6. During the financial year Company has spent Rs. 3.65 Lakhs out of Rs24.26 Lakhs (previous year’s accumulated balances), Committee could not identify any suitable Implementing Agency for this purpose and required more time to meet other Implementing Agency to achieve its CSR objectives. Company will endeavor to spend the complete amount on CSR activities in accordance with the statutory requirements.

7. The CSR Committee of the Board of Directors hereby confirms that implementation and Monitoring is fully accordance with the CSR Policy of the Company. The amount spent under CSR activities was fully complied with CSR objective and Policy of the Company. The said contribution does not violate any provision of the Companies Act, 2013 and Rules made their under.

Signature
Ashok Jain
Managing Director
(DIN 00007813)
30.05.2019

Signature
CA M.K.Shah
Chairman CSR Committee
30.05.2019



"Annexure-4"

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND
FOREIGN EXCHANGE EARNINGS AND OUTGO**

[Section 134(3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014]

(A) Conservation of energy

S.No.	Particulars		
1	the steps taken or impact on conservation of energy;	Conservation of natural resources continues to be the key focus area of your Company. Energy Efficiency equipment is installed. Optimizing the water consumption, Installation of energy efficient cooling water pump and Installed voltage controllers.Replacement of old motors by energy efficient Motors	
2	the steps taken by the company for utilising alternate sources of energy;	NA	
3	the capital investment on energy conservation equipments	NIL	NIL

(B) Technology absorption

(i)	the efforts made towards technology absorption	Updation of in house Technology is a Continuous process, absorption implemented in our Industry & Technology developed by R & D department is fully absorbed for development in the existing product and new models. As per requirement by our company's R & D.	
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	The company has been able to successfully indigenize the toolings to a large extent. Increased efficiency, better performance and wider product range.	
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year	NIL	
	(a) the details of technology imported	NA	
	(b) the year of import	NA	
	(c) whether the technology been fully absorbed	NA	
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and	NA	
(iv)	the expenditure incurred on Research and Development	NIL	NIL

(C) Foreign exchange earnings and Outgo	Rs. in lakhs	
	2018-19	2017-18
(i) The Foreign Exchange earned in terms of actual inflows during the year;	98.12	172.67
(ii) and the Foreign Exchange outgo during the year in terms of actual outflows.	1.40	4.26

Place: Indore
Date: 13th August, 2019

For and on behalf of the Board
Ashok Jain
Chairman & Managing Director
DIN 00007813

**Whistle Blower & Vigil Mechanism Policy****1. Preface**

Pursuant to SEBI (LODR) Regulation, 2015 and as per applicable provisions of section 177 of the Companies Act, 2013 requires every listed company shall establish a Whistle Blower policy/Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives (“the Code”), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism and also make provisions for direct access to the Chairperson of Audit Committee in exceptional cases.

Under these circumstances, Fluidomat Limited, being a listed Company proposes to establish a Whistle Blower Policy/ Vigil Mechanism and to formulate a policy for the same.

2. Definitions

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined herein shall have the meaning assigned to them under the Code.

- a. “**Associates**” means and includes vendors, suppliers and others with whom the Company has any financial or commercial dealings.
- b. “**Audit Committee**” means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 and read with SEBI (LODR) Regulation, 2015.
- c. “**Employee**” means every employee of the Company (whether working in India or abroad), including the directors in the employment of the Company.
- d. “**Code**” means the Fluidomat Code of Conduct.
- e. “**Director**” means every Director of the Company, past or present.
- f. “**Investigators**” mean those persons authorised, appointed, consulted or approached by the Ethics Counselor/Chairman of the Audit Committee and includes the auditors of the Company and the police.
- g. “**Protected Disclosure**” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- h. “**Subject**” means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- i. “**Whistleblower**” means an Employee or director making a Protected Disclosure under this policy.

3. Scope of this Policy.

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place/suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

4. Eligibility

All Employees and directors of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be in relation to matters concerning the Company.

6. Disqualifications

- a. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.
- b. Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide, frivolous or malicious shall be liable to be prosecuted under Company's Code of Conduct.

7. Procedure

- a. All Protected Disclosures should be addressed to the Chairman of the Audit Committee of the Company for investigation.
- b. The contact details of the Chairman of the Audit Committee of the Company is as under:

CA M.K. Shah
117, 1st Floor, 'Navneet Darshan,
16/2, Old Palasia, Indore – 452018 (M.P.) INDIA
mkshahassociates@yahoo.com
91-731-2564820



- c. If a protected disclosure is received by any executive of the Company other than Chairman of Audit Committee, the same should be forwarded to the Chairman of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistleblower confidential.
- d. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistleblower.
- f. The Protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistleblower. The Chairman of the Audit Committee shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation.
- e. Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.
- f. The Whistleblower must disclose his/her identity in the covering letter forwarding such Protected Disclosure. Anonymous disclosures will not be entertained as it would not be possible to interview the Whistleblowers.

8. Investigation

- a. All Protected Disclosures reported under this Policy will be thoroughly investigated by Chairman of the Audit Committee of the Company who will investigate / oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/ herself and the other members of the Audit Committee should deal with the matter on hand. In case where a company is not required to constitute an Audit Committee, then the Board of directors shall nominate a director to play the role of Audit Committee for the purpose of vigil mechanism to whom other directors and employees may report their concerns.
- b. The Chairman of the Audit Committee may at its discretion, consider involving any Investigators for the purpose of investigation.
- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistleblower that an improper or unethical act was committed.
- d. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e. Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f. Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g. Subjects have a right to consult with a person or persons of their choice, other than the Ethics Counselor/Investigators and/or members of the Audit Committee and/or the Whistleblower. Subjects shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.
- h. Subjects have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- i. Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- j. Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- k. The investigation shall be completed normally within 45 days of the receipt of the Protected Disclosure

9. Protection

- 9.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary



- proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- 9.2 A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 9.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 9.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- 10. Secrecy / Confidentiality**
- 10.1 The complainant, Members of Audit Committee, the Subject and everybody involved in the process shall:
- 10.2 Maintain confidentiality of all matters under this Policy
- 10.3 Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
- 10.4 Not keep the papers unattended anywhere at any time
- 10.5 Keep the electronic mails / files under password.
- 11. Decision**
- 11.1 If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 11.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle Officer or the Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.
- 12. Reporting**
- The Chairman of the Audit Committee shall submit a report to the Audit Committee on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- 13. Access To Chairman Of The Audit Committee**
- The Whistle Blower shall have right to access Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.
- 14. Communication**
- A whistle Blower policy cannot be effective unless it is properly communicated to employees. Therefore, the policy is published on the website of the company.
- 15. Retention Of Documents**
- All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.
- 16. Administration and Review Of The Policy**
- A quarterly status report on the total number of compliant received, if any during the period with summary of the findings of Audit Committee and corrective steps taken should be send to the Chairman of the company. The Company Secretary shall be responsible for the administration, interpretation, application and review of this policy.
- 17. Amendment**
- The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.



Name of the top 10 employees in terms of remuneration drawn in the financial year 2018-19: “Annexure-6”

S. No	Name of the Employee	Designation of the employee	Remuneration received in Rs.	Nature of employment, whether contractual or otherwise	Qualification and experience of the employee	Date of commencement of employment	The age of such employee	The last employment held by such employee before joining the company	Whether such Employee is a relative of any director or manager of the company and if so, name of such director or manager
1	Shri Ashok Jain	Managing Director	44,86,708	contractual (Appointment was approved by the shareholders of the company)	BE, Mechanical, 46 years experience	Re-appointed on 01.07.2019 for 5 years	70 years	NA	Mr. Kunal Jain, Whole-time Director, Mrs Radhica Sharma , Whole-time Director
2	Mr Kunal Jain	Executive Director	38,80,281	-do-	B.Com, 17 years experience	Re-appointed on 01.05.2018 for 5 years	37 years	NA	Shri Ashok Jain, Chairman & Managing Director Mrs Radhica Sharma , Whole-time Director
3	Mrs Radhica Sharma	Deputy Managing Director	29,58,693	-do-	BBA, PGDBM, 18 years experience	Re-appointed on 10.02.2017 for 3 years	40 years	NA	Shri Ashok Jain, Chairman & Managing Director Mr. Kunal Jain, Whole-time Director,
4	Mrs Pramila Jain	Vice-President Marketing	14,36,996	Permanent Employee	BSc.33 years experience	01.07.1986	66 years	NA	Shri Ashok Jain, Chairman & Managing Director Mr. Kunal Jain, Whole-time Director, Mrs Radhica Sharma, Whole-time Director
5	Mr Sundeep Sharma	Business Head International Trade	12,00,968	Permanent Employee	BBA, Advance Diploma in Software Engineering 20 years experience	18.10.2004	45 years	M/s Reico Sify Securities India Pvt Ltd	Shri Ashok Jain, Chairman & Managing Director Mr. Kunal Jain, Whole-time Director, Mrs Radhica Sharma, Whole-time Director
6	Mrs Monica Jain	Chief Financial Officer	11,85,264	Permanent Employee	MBA (Finance) CFA 7 years experience	01.09.2012	44 years	NA	Shri Ashok Jain, Chairman & Managing Director Mr. Kunal Jain, Whole-time Director, Mrs Radhica Sharma, Whole-time Director
7	Mr Pramod Kumar Jain	Vice-President Finance & Accounts	10,34,750	Permanent Employee	M.Com, LLB (Honors), PGDFM, 32 Years experience	16.12.1995	53 years	M/s Johnson Pedder Pvt Ltd	NO
8	Mrs Sunaina Jain	General Manager Costing	8,30,102	Permanent Employee	PGDBA 8 years experience	16.08.2011	39 years	NA	Shri Ashok Jain, Chairman & Managing Director Mr. Kunal Jain, Whole-time Director, Mrs Radhica Sharma, Whole-time Director
9	Mr Smarajit Kumar Biswas	General Manger Marketing	6,96,500	Permanent Employee	BE Electrical 40 years experience	01.12.1991	65 years	M/s Bailitboi & Co. Ltd	NO
10	Mr Prashant Vilekar	General Manger Quality & Service	6,81,600	Permanent Employee	BE Mechanical 41 years experience	11.07.2005	64 years	M/s Parag Fans & Cooling System Ltd	NO



**CORPORATE GOVERNANCE REPORT
FOR THE YEAR 2018-19**

(Forming Part of the 43rd Board's Report, for the year ended 31st March, 2019)

Corporate governance is about commitment towards maximizing stakeholder value on a sustainable basis. Good corporate governance is a key driver of sustainable corporate growth and creating long-term value for stakeholders. Ethical business conduct, integrity and commitment to values, emphasis on transparency and accountability which enhance and retain stakeholders' trust are the hallmark of good corporate governance. The Companies Act, 2013 aims to bring governance standards at par with those in developed nations through several key provisions such as composition and functions of Board of Directors, Code of Conduct for independent directors, performance evaluation of directors, class action suits, auditor rotation and independence, and so on. The new Act emphasizes self regulation, greater disclosure and strict measures for investor protection. Your company is committed to adopt the best practices in corporate governance and disclosure. It is our constant endeavour to adhere to the highest standard of integrity and to safeguard the interest of all our stakeholders.

COMPANY'S PHILOSOPHY ON CORPORATE 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 SEBI(LODR) Regulation, 2015 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 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 practices. The Board of Directors, by considering itself as trustee of its shareholders, aims at maximizing shareholders value and protecting the interest of all stakeholders

BOARD OF DIRECTORS:

Composition:

The Board of Directors of the Company have an optimum combination of Executive and Non-Executive Directors with one woman Director and fifty percent of the Board of Directors comprising of Non-Executive Directors. During the year, the Board comprised of **6 (six)** Directors of whom 3 (three) are Executive Directors and 3 (three) are Non-executive/ Independent Directors.

Composition of Board of Directors of the Company is in conformity with the provisions of Companies Act, 2013 and regulation 17 of SEBI (LODR) Regulation, 2015.

Directors' Profile:

The Board of Directors comprises highly renowned professionals drawn from diverse fields. They bring with them a wide range of skills and experience to the Board, which enhances the quality of the Board's decision-making process. The brief profile of the Company's Board of Directors is as under:

Name of Directors	Shri Ashok Jain	CA Mahendra Kumar Shah	Shri Khushal Chand Jain	Shri Praful R. Turakhia	Mrs. Radhica Sharma	Shri Kunal Jain
Date of Birth	05-01-1949	19-07-1958	08-01-1943	21-04-1948	14-09-1979	27-04-1982
Date of Appointment in the current term	01-07-2019	01-04-2019	01-04-2019	01-04-2019	10-02-2017	01-05-2018
Expertise / Experience in specific functional areas	More than 46 years experience in the field of Company's product,	More than 34 years experience in Auditing and Taxation.	55 years Corporate experience in the field of Accounts, Finance, Taxation and Industrial Management.	46 years experience in Engineering Pharma Bulk Drugs and Chemical Industries.	18 years experience in the field of commercial matters and Industrial Management	17 years experience in commercial matters.



Qualification	BE Mechanical	CA	M. Com DIT	BE Mechanical	BBA,PGDBM	B.Com
No. & % of Equity Shares held	1106452 22.46%	-	200 0.00%	-	31730 0.64% (jointly with Mr. Sandeep Sharma)	1178131 23.92%
List of outside Company's directorship held including listed companies, if any	Redwood Packaging Pvt. Ltd.	1. Aawas Finance Ltd. 2. DMIC Pithampur Jal Prabandhan Company Limited	-	Ratilal Chemark Pvt. Ltd.	-	Redwood Packaging Pvt. Ltd.
Chairman / Member of the Committees of the Board of Directors of the Company	Nil	1. Nomination & Remuneration Committee-Member 2.Stakeholder Relationship Committee-Chairman 3. Audit Committee -Chairman 4. CSR Committee-Chairman 5. Corporate Compliance Committee - Member	1. Nomination & Remuneration Committee-Chairman 2.Stakeholder Relationship Committee-Member 3.Audit Committee-Member 4.CSR Committee-Member 5. Corporate Compliance Committee - Chairman	1. Nomination & Remuneration Committee-Member 2.Stakeholder Relationship Committee-Member 3.Audit Committee-Member 4.CSR Committee-Member 5. Corporate Compliance Committee - Member	1.CSR Committee-Member	Nil
Chairman / Member of the Committees of the Board, of other Companies in which he is director	-	DMIC Pithampur Jal Prabandhan Company Limited Audit Committee Member	-	-	-	-
Directors Intere	Father of 1) Shri Kunal Jain 2) Smt. Radhica Sharma	N.A.	N.A.	N.A.	Daughter of Shri Ashok Jain and sister of Shri Kunal Jain	Son of Shri Ashok Jain and Brother of Smt. Radhica Sharma

A. During the financial year 2018-19 the board of Directors met **4 (four)** times on, **30th May, 2018, 13th August, 2018, 14th November, 2018 and 12th February, 2019**. The time gap between any two meetings did not exceed 120(One Hundred Twenty) days.

B. The composition of the Board of Directors and their attendance at the meeting 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 , 2018
Shri Ashok Jain	Promoter & Executive Chairman	Chairman & MD	4	3	Yes



Shri Kunal Jain	Promoter & Executive Director	WTD	4	4	Yes
Mrs. Radhica Sharma	Executive Director	Dy Managing Director	4	3	Yes
CA M.K. Shah	Independent/Non-executive Director	Director	4	4	Yes
Shri K.C. Jain	Independent/Non-executive Director	Director	4	4	Yes
Shri Praful R. Turakhia	Independent/Non-executive Director	Director	4	4	Yes

C. Skills / Expertise / Competencies of the Board of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company’s business and that the said skills are available with the Board Members:

- i) Knowledge on Company’s businesses (Fluid Couplings), policies and business culture major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.
- ii) Behavioural skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company,
- iii) Business Strategy, Sales & Marketing, Corporate Governance, Forex Management, Administration, Decision Making,
- iv) Financial and Management skills,
- v) Technical / Professional skills and specialized knowledge in relation to Company’s business.

D. Independent Directors’ Meeting:

During the year a separate meeting of the Independent Directors was held on 14th November, 2018 inter-alia to review the performance of Non-Independent Directors and the Board as whole. All the Independent Directors were present at the meeting.

E. Familiarization programmes for the Independent Directors:

Familiarization programmes for the Independent Directors was conducted to familiarize them with the company, their roles, rights, responsibilities in the company, nature of the industry in which the company operates, business model of the company, etc.

The same may also be accessed through the link <http://www.fluidomat.com>.

F. Declarations:

The Independent Directors have submitted declaration(s) that they meet the criteria of Independence laid down under the Companies Act,

2013 and the Listing Regulations. The Board of Directors, based on the declaration(s) received from the Independent Directors, have verified the veracity of such disclosures and confirm that the Independent Directors fulfill the conditions of independence specified in the Listing Regulations and are independent of the management of the Company.

COMMITTEES OF THE BOARD

(a) Audit Committee:

The Committee presently comprises three members, all non-executive Independent directors. The chairman of the committee Mr. M K. Shah is a Fellow member of the “Institute of Chartered Accountant of India”.

The Committee met **four (4)** times during the financial year **2018-19 on 30th May, 2018, 13th August, 2018, 14th November, 2018 and 12th February, 2019.**

Details of meeting attended by the members are as follows:

Name of the Director	Category	Numbers of meeting attended
Shri M.K. Shah (Chairman)	Independent Director	3 of 4
Shri Praful R. Turakhia (Member)	Independent Director	4 of 4
Shri K.C. Jain (Member)	Independent Director	4 of 4

The chief financial officer, internal auditor and the representatives of statutory auditors are permanent invitees and attend all the meetings of the committee except chief financial officer. The compliance officer who is a Member of the Institute of Company Secretaries of India is the secretary to the committee. The Chairman of the Committee was present at the 42nd Annual General Meeting of the Company held on September 26, 2018.

The constitution of the Committee meets with the requirement of section 177 of the Companies Act, 2013 and Listing Regulations.

The terms of reference of the Audit Committee mandated by the statutory and regulatory requirements, which are also in line with the mandate given by your Board of Directors, are:



1. Oversight of the company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor’s report thereon before submission to the board for approval, with particular reference to:
 - a. Matters required to be included in the Directors’ Responsibility Statement to be included in the Board’s report in terms of Clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statement before submission to the board for approval;
6. Review and monitor the auditor’s independence and performance, and effectiveness of audit process;
7. Approval or any subsequent modification of transactions of the Company with related parties;
8. Valuation of assets of the Company, wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
11. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
12. Discussion with internal auditors of any significant findings and follow up there on;
13. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the

- matter to the board;
14. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
15. To review the functioning of the Whistle Blower mechanism;
16. Approval of appointment of CFO.
17. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Review of information by Audit Committee

The Audit Committee reviews the following information:

1. Management discussion and analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee) submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
6. The Audit Committee is also responsible for giving guidance and directions under the SEBI (Prohibition of Insider Trading) Regulations, 2015.
7. Utilization of loan and advances, if any.

The Audit Committee reviewed the reports of the internal auditors, the reports of the statutory auditors arising out of the quarterly, half-yearly, and annual audit of the accounts; considered significant financial issues affecting the Company and held discussions with the internal and statutory auditors and the Company Management during the year.

(b) Nomination and Remuneration Committee:

Composition, Meetings and Attendance:

The Committee comprises of the Members as stated below. The Committee during the year ended March 31, 2019 had **1 (one)** meeting on **13th August, 2018**.

The attendance of the members was as under.

Name of the Director	Category	Numbers of meeting attend
Shri K.C. Jain (Chairman)	Independent Director	1 of 1
Shri M.K. Shah (Member)	Independent Director	1 of 1
Shri Praful R. Turakhia (Member)	Independent Director	1 of 1

Terms of Reference of Nomination, Remuneration and Compensation Committee:

The Remuneration Committee is duly constituted in accordance with the provisions of SEBI(LODR) Regulation, 2015 and Section 178 and other provisions



of Companies Act, 2013 and is empowered to do the following:

1. To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to appointment and remuneration for Directors, Key Managerial Personnel and other senior employees;
2. To formulate criteria for evaluation of the members of the Board of Directors including Independent Directors, the Board of Directors and the Committees thereof;
3. To devise policy on Board Diversity;
4. To identify persons, qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and where necessary, their removal;
5. To formulate policy ensuring the following:
 - a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully,
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
 - d. Recommendation to the board, all remuneration, in whatever form, payable to senior management.
6. To design Company's policy on specific remuneration packages for Executive/ Whole Time Directors and Key Managerial Personnel including pension rights and any other compensation payment;
7. To determine, peruse and finalize terms and conditions including remuneration payable to Executive/ Whole Time Directors and Key Managerial Personnel of the Company from time to time;
8. To review, amend or ratify the existing terms and conditions including remuneration payable to Executive/Whole Time Directors, Senior Management Personnel and Key Managerial Personnel of the Company;
9. Any other matter as may be assigned by the Board of Directors.

Remuneration Policy:

The Policy for Directors' appointment and remuneration including criteria for determining

qualifications, positive attributes, independence of a director and other matters provided under section 178(3) is uploaded on Company's website. (Link: <http://www.fluidomat.com>) and has been attached with Board report.

(c) Stakeholders' Relationship Committee:

During the period under reporting **8 (eight)** meetings of the Stakeholders Relationship Committee were held on **27th April, 2018, 29th June, 2018, 18th October, 2018, 23rd November, 2018, 9th January, 2019, 19th January, 2019, 25th February, 2019 and 20th March, 2019** which were attended by all the members.

The terms of reference mandated by your Board, which is also in line with the statutory and regulatory requirements are:

- (1) To resolve the grievances of the security holders of the company including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc.
- (2) To review of measures taken for effective exercise of voting rights by shareholders.
- (3) To review of adherence to the service standards adopted by the company in respect of various services being rendered by the Registrar & Share Transfer Agent.
- (4) To review of the various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The composition, names of the members, chairperson, and particulars of the Meetings and attendance of the members during the year are as follows:

Name of the Director	Category	Numbers of meeting attend
Shri M.K. Shah (Chairman)	Independent Director	8 of 8
Shri Praful R. Turakhia (Member)	Independent Director	8 of 8
Shri K.C. Jain (Member)	Independent Director	8 of 8

During the year 90 complaints were received from shareholders, which were timely attended/ resolved. As on 31st March, 2019, no investor grievance has remained unattended/ pending for more than thirty days.

(d) Risk Management Committee:

The Board has constituted a Risk Management Committee (RMC). The RMC is responsible to provide oversight in achieving the Company's Enterprise Risk Management (ERM) objectives. The ERM helps these objectives by creating a comprehensive approach to anticipate, identify, prioritize and manage material risks attached to the Company's operations. The primary responsibility of the Committee is to ensure



that sound policies, procedures and practices are in place for the enterprise-wide management of the Company's material risks and to report the results of the Committee's activities to the Company's Audit Committee and also to the Board. The terms of reference of the Committee are:

1. Provide ongoing guidance and support for the refinement of the overall risk management
2. Ensure that management understands and accepts its responsibility for identifying, assessing and managing risk.
3. Determine which enterprise risks are most significant.
4. Assign risk owners and approve action plans.
5. Approve company-wide Risk Assessment & Risk Profile.
6. Update the leadership team from time to time on the on-going ERM progress/changes.
7. Review & report to the Company's Audit Committee/ Board.

One Risk Management Committee (RMC) meeting was held during the year 2018-19 on **12th February, 2019**.

The composition, names of the members, chairperson, and particulars of the Meetings and attendance of the members during the year are as follows:

Name of the Director	Category	Numbers of meeting attend
Shri M.K. Shah (Chairman)	Independent Director	1 of 1
Shri Kunal Jain (Member)	Executive Director	1 of 1
Mrs. Radhica Sharma (Member)	Executive Director	0 of 1

As per Regulation 21(5) of the SEBI (LODR) Regulation, 2015, constitution of Risk Management Committee is applicable on the top 500 listed entities, determined on the basis of market capitalization, as at the end of the immediate previous financial year. The Company does not fall in the above limit of top 500 companies, hence the Board of Directors of the Company dissolved the Committee.

Further all the business items which is to be required to review by the Committee shall be reviewed by the Audit Committee.

(e) Corporate Social Responsibility (CSR) Committee:

CSR Committee was constituted pursuant to Section 135 of the Companies Act, 2013. The Composition of the Committee and attendance of the members of the Committee at the meetings held is as below. The CSR Committee met 2 (two) times on 30th May, 2018 and 12th Feb, 2019 during the year ended March 31, 2019

Name of the Director	Category	Numbers of meeting attend
Shri M.K. Shah (Chairman)	Independent Director	2 of 2
Shri Praful R. Turakhia (Member)	Independent Director	2 of 2
Shri K.C. Jain (Member)	Independent Director	2 of 2
Mrs. Radhica Sharma (Member)	Executive Director	1 of 2

The terms of reference of the Corporate Social Responsibility Committee broadly include the following:

1. To formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013 and the review thereof at periodical intervals;
2. To recommend the amount of expenditure to be incurred on the activities referred above;
3. To monitor the expenditure incurred on the specified activities; and
4. To monitor the implementation of Corporate Social Responsibility Policy of the Company from time to time.

The Company is not falling under the criteria specified in section 135, hence the provision of section 135 of the Companies Act, 2013 not applicable to the Company. The Company is not required to spend the amount specified in section 135 (5) of the Companies Act, 2013 for the financial year 2018-19.

However, the company would require to spend remaining balance amount of previous years. The Total balance amount to be spend towards CSR of Previous Years is Rs. 24,25,763.00.

(e) Other Committee:

i. Corporate Compliance Committee:

During the period under reporting 2 (two) meetings of the Corporate Compliance Committee were held on **14th November, 2018 and 12th February, 2019** which were attended by all the members.

Name of the Director	Category	Numbers of meeting attend
Shri M.K. Shah (Chairman)	Independent Director	2 of 2
Shri Praful R. Turakhia (Member)	Independent Director	2 of 2
Shri K.C. Jain (Member)	Independent Director	2 of 2

The terms of reference of the Corporate Compliance Committee broadly include the following:

1. Oversight responsibility for matters of compliance, including the Company's overall compliance programs, policies and procedures; significant legal or regulatory compliance exposure.
2. Oversee the Company's compliance efforts with respect to relevant Company policies, the Company's Code of Business Conduct, and relevant laws and regulations.
3. Monitor the Company's efforts to implement compliance programs, policies and procedures that respond to the various compliance and regulatory risks facing the Company and support lawful and ethical business conduct by the Company's employees.



4. Monitor the Company's efforts to fulfill legal obligations arising from settlement agreements and other similar documents or orders, and shall review, at its discretion.
5. At its discretion, oversee the investigation of, and may also request the investigation of, any significant instances of non-compliance with laws or the Company's compliance programs, policies or procedures, or potential compliance violations that are reported to the Committee; provided, however, that any such matters related to financial non-compliance or potential financial compliance violations shall be directed to the Audit Committee for investigation.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and other Committees.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

TERMS OF APPOINTMENT & REMUNERATION - CEO & MD

Particulars	Shri Ashok Jain, Chairman & MD	Mrs. Radhica Sharma WTD-Jt. Managing Director	Shri Kunal Jain WTD
Period of Appointment	01.07.2019 to 30.06.2024	10.02.2017 to 09.02.2020	01.05.2018 to 30.04.2023
Salary Grade	Rs. 3,50,000/- per month	Rs. 1,40,000 per month with an Annual Increment of Rs. 10,000/- per year	Rs. 2,00,000 per month with an Annual Increment of Rs. 10,000/- per year
Category: A (Allowances)	Reimbursement of Medical expenses upto Rs. 1 Lakhs	HRA, Medical Expenses, LTA, Club fees & Personal accident Insurance Premium	HRA, Medical Expenses, LTA, Club fees & Personal accident Insurance Premium
Category: B (Perquisites)	Contribution to PF, Gratuity, Leave Encashment as per Rules	Contribution to PF, Gratuity, Leave Encashment as per Rules	Contribution to PF, Gratuity, Leave Encashment as per Rules
Category: C	Car, Telephone, Internet & Cell	Car, Telephone, Internet & Cell	Car, Telephone, Internet & Cell
Minimum Remuneration	As per provisions Companies Act, 2013 read with Schedule V of the Act	As per provisions Companies Act, 2013 read with Schedule V of the Act	As per provisions Companies Act, 2013 read with Schedule V of the Act
Notice Period and fees	3 months from either side	3 months from either side.	3 months from either side

Details of remuneration paid to the Directors are given in Form MGT – 9

GENERAL BODY MEETINGS:

A. Annual General Meetings:

Date of AGM	Venue	Time	No. of resolutions passed other than ordinary Businesses	No. of resolutions passed by Postal Ballot
26/09/2016	Pritam Lal Dua Auditorium, Govt. Ahilya Central Library, Near Regal Square, M.G. Road, Indore-452001	2:00 PM	Two	Nil
26/09/2017		2:00 PM	Two	Nil
26/09/2018		2:00 PM	Four	Nil

**B. Extraordinary General Meeting (EGM):**

No Extraordinary General Meeting held during the year 2018-19

DISCLOSURES:**A. Subsidiary Companies**

The Company does not have any subsidiary, associate or joint ventures during the year 2018-19.

B. Related Party Transactions

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 during the financial year were in the ordinary course of business and on an arms length pricing basis and do not attract the provisions of Section 188 of the Companies Act, 2013.

The Audit Committee and the Board has approved a policy for related party transactions which has been uploaded on the Company's website at www.fluidomat.com

C. Providing voting by Electronic Means.

Your Company is providing E-voting facility under Regulation 44 of SEBI (LODR) Regulation, 2015 and Companies Act, 2013. The details regarding e-voting facility is being given with the notice of the Meeting.

D. Strictures and Penalties

No strictures or penalties have been imposed on the Company by the Stock Exchanges or by the Securities and Exchange Board of India (SEBI) or by any statutory authority on any matters related to capital markets during the last three years.

E. Vigil Mechanism/Whistle Blower 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

As part of our corporate governance practices, the company has adopted the Whistleblower policy that covers our directors and employees. The policy is provided pursuant to SEBI (LODR) Regulation, 2015 on our website, <http://www.fluidomat.com> and also annexed with the Board Report.

F. Prevention of insider trading:

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Company Secretary & Head Compliance is responsible for implementation of the Code.

G. 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.

H. Disclosures with respect to demat suspense account/ Unclaimed Suspense Account:

There is no equity shares lying in the demat suspense account/ Unclaimed Suspense Account.

I. Confirmation that in the opinion of the Board, the Independent Director fulfill the condition specified in this regulation and are independent of the Management:

All Independent Directors has given disclosure as required under the Companies Act, 2013 and Listing Regulations that they are independent of the management and the Management do hereby confirm there independency.

J. Detailed Reason for resignation of Independent Director who resigns before the expiry of his tenure along with the confirmation by such director that there are no other material reason other than those provided:

There is no resignation of any independent Director during the Financial Year.

K. Secretarial Compliance Report:

SEBI vide its Circular No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019 read with Regulation 24(A) of the SEBI (LODR) Regulation, 2015, directed listed entities to conduct Annual Secretarial compliance audit from a Practicing Company Secretary of all applicable SEBI Regulations and circulars/guidelines issued thereunder. The said Secretarial Compliance report is in addition to the Secretarial Audit Report by Practicing Company Secretaries under Form MR – 3 and is required to be submitted to Stock Exchanges within 60 days of the end of the financial year.

The Company has engaged the services of CS (Dr.) D.K. Jain (CP No. 2382), Practicing Company Secretary and Secretarial Auditor of the Company for providing this certification.

L. Certificate from Practicing Company Secretary:

Certificate as required under Part C of Schedule V of the SEBI (LODR) Regulation, 2015, received from CS (Dr.) D.K. Jain (CP No. 2382) proprietor of M/s. D. K. Jain & Co., Practicing Company Secretaries, that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors of the Company by the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority.



A compliance certificate from CS (Dr.) D.K. Jain (CP No. 2382) proprietor of M/s. D. K. Jain & Co., Practicing Company Secretaries, pursuant to the requirements of Schedule V of the SEBI (LODR) Regulation, 2015 regarding compliance of conditions is attached.

M. Disclosure relating to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) act, 2013:

The Company has in place an effective mechanism for dealing with complaints relating to sexual harassment at workplace. The details relating to the number of complaints received and disposed of during the financial year 2018-19 are as under:

- a. Number of complaints filed during the financial year: NIL
- b. Number of complaints disposed of during the financial year: NIL
- c. Number of complaints pending as on end of the financial year: NIL

N. Where the Board had not accepted any recommendation of any committee of the board which is mandatorily required, in the financial year.

Your Board affirms that, there is no such instances where the Board has not accepted any recommendation of any committee of the Board during the financial year.

CODE OF CONDUCT:

The Board has adopted the code of conduct for all its Directors and Senior Management which has been displayed on the Company's website. All Board members and senior management personnel have affirmed compliance with the code on annual basis. A declaration to this effect by CEO of the Company forms part of this Annual Report.

MEANS OF COMMUNICATION:

The company regularly intimates its 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.

MD/CFO CERTIFICATION:

The MD and the CFO have issued certificate pursuant to the provisions of Regulation 17(8) of SEBI (LODR) Regulation, 2015. The said certificate is annexed and forms part of the Annual Report.

COMPLIANCE UNDER NON-MANDATORY/ DISCRETIONARY REQUIREMENTS UNDER THE

LISTING REGULATIONS REQUIRMENTS OF LISTING REGULATIONS:

The Company complied with all mandatory requirements and has adopted non-mandatory requirement as per details given below:

A. The Board:

The Company does not have Non-Executive Chairman.

B. Shareholder's Rights:

The quarterly and half yearly results are published in the newspaper, displayed on the website of the Company and are sent to the Stock Exchanges where the shares of the Company are listed. The half-yearly results are not separately circulated to the shareholders.

C. Audit Qualification:

The auditors have not qualified the financial statement of the Company. The Company continues to adopt best practices in order to ensure unqualified financial statements.

D. Reporting of Internal Auditor:

The Internal Auditors of the Company report to the Audit Committee.

GENERAL SHAREHOLDER INFORMATION:

Date, Time and Venue of Annual General Meeting	: On 26 th September, 2019 at 2.00 P.M. at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore- 452001
E-voting period	: From 23.09.2019 on 9:00 A.M. [IST] To 25.09.2019 on 5:00 P. M [IST]
Financial Calendar Results	:
for the quarter ending 30 th June, 2019	: On or Before 14 th August, 2019
for the quarter ending 30 th Sept, 2019	: On or Before 14 th November, 2019
for the quarter ending 31 st Dec., 2019	: On or Before 14 th Feb., 2020
for the quarter ending 31 st March, 2020	: On or Before 30 th May, 2020
Board Meeting for consideration of Annual Accounts for the financial year 2018-19	: 30 th May, 2019
Book Closure	: 20 th Sept., 2019 to 26 th Sept., 2019 (both days inclusive)
Cutoff date for E-voting	: 19 th September, 2019
Posting/mailing of	: Before 1 st September, 2019



Annual Report
 Last date for receipt of Proxy : 24thSeptember, 2019 at 1:59 PM
 Dividend : Within 30 days from the date of declaration
 Listing on Stock Exchange : The equity shares of the company are listed at BSE Ltd. and the listing fees has been paid for 2019-2020
 Registered Office : 117, 1st Floor, Navneet Darshan,16/2, Old Palasia, Indore (M.P.)-452018 (Address for Correspondence)
 Compliance Officer and Company Secretary : CS Devendra Kumar Sahu
 Registrars and Share Transfer Agents : Ankit Consultancy Pvt. Ltd., Plot No.60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
 Tel: 0731- 2551745/46
 Fax: 0731- 4065798
 Email: ankit_4321@yahoo.com
 Scrutinizer for E-voting : CS Ishan Jain, Practicing Company Secretary
 Scrip Code : 522017
 ISIN NO : INE459C01016
 The financial year covered by this Annual Report : April 1, 2018 to March 31, 2019
 Share Transfer System : Due to amendment in SEBI(LODR) Regulation, 2015 from 1st April, 2019 no physical transfer of shares allowed except some cases.
 Commodity price risk or foreign exchange risk and hedging activity : usual policy is to sell its products at prevailing market prices, and not to enter into price hedging arrangements.
 Plant Location : 7-C, 8-J, I.S. Gajra Industrial Area, A. B. Road, Dewas(M.P.)

MARKET INFORMATION:

Stock Market Price Data:
 Monthly high/low during the year 2018-19 at BSE Limited Mumbai :

Month	High	Low	Total No. of shares
April-2018	187.00	171.00	23156
May-2018	185.95	165.15	34984
June-2018	177.90	158.00	20401
July-2018	165.95	151.00	18442
August-2018	166.40	142.05	24212
September-2018	149.95	126.00	24132

October-2018	142.50	114.10	32086
November-2018	148.00	152.50	10339
December-2018	157.50	123.15	11374
January-2019	138.00	121.55	19129
February-2019	125.50	108.30	16790
March-2019	120.00	104.00	22235

*(Source website of BSE Limited)

Distribution of Shareholding as on March, 31, 2019:

Share Holding of Nominal Value (Slab)	Share Holders Number	% of Share Holders	Share Amount In Rs.	% to Total
Upto -1000	3834	62.28	2502850	5.08
1001-2000	866	14.07	1480370	3.00
2001-3000	402	6.53	1084710	2.20
3001-4000	180	2.92	673950	1.37
4001-5000	299	4.86	1462100	2.97
5001-10000	354	5.75	2781130	5.64
10001-20000	112	1.82	1646980	3.34
20001-30000	35	0.57	866360	1.76
30001-40000	15	0.24	559020	1.13
40001-50000	14	0.23	676820	1.37
50001-100000	18	0.29	1264930	2.57
100000-above	27	0.44	34270780	69.56
Total	6156	100.00	49270000	100.00

Dematerialization of Shares as at 31/03/2019:

CATEGORY	NO. OF SHARES	%
Total number of Demat shares with NSDL	38,50,025	78.14
Total number of Demat shares with CDSL	8,54,750	17.35
Total number of Physical shares	2,22,225	4.51
TOTAL	49,27,000	100.00

Unclaimed Dividends:

Dividends remain unpaid/unclaimed for a period of seven years will be transferred the Investor Education & Protection Fund (IEPF) established by the Government. The dates by which the dividend amounts will be transferred to IEPF are as under:

Financial Year	Date of Declaration	Rate of for Divided per Share Rs.	Due date for transfer to IEPF	Amount unpaid divided Rs.
2011-12	26.09.2012	1.25	25.10.2019	277646.25
2012-13	26.09.2013	2.50	25.10.2020	531837.50
2013-14	26.09.2014	2.75	25.10.2021	623427.75
2014-15	26.09.2015	2.75	25.10.2022	614751.50
2015-16	26.09.2016	2.50	25.10.2023	554945.00
2016-17	26.09.2017	1.75	25.10.2024	443072.00
2017-18	26.09.2018	1.75	25.10.2025	402668.00

REDRESSAL OF INVESTOR GRIEVANCES THROUGH SEBI SCORES MECHANISM:

SEBI has issued various circular for Listed Companies to Register itself on SCORES. It is a web based centralized



grievance redress system of SEBI. SCORES enables investors to lodge and follow up their complaints and track the status of redressal of such complaints online from the SCORES website.

Your Company is also registered on SCORES and promptly redressing investor grievances. The same is maintaining by our Registrar and Share Transfer Agent M/s Ankit Consultancy Pvt. Ltd.

RECONCILIATION OF SHARE CAPITAL AUDIT:

As required by the Securities & Exchange Board of India (SEBI) quarterly audit of the Company's share capital is being carried out by an independent external auditor with a view to reconcile the total share capital admitted with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and held in physical form, with the issued and listed capital.

For and on behalf of the Board

Place: Indore **Ashok Jain**
Date: 13th August, 2019 **Chairman & Managing Director**
DIN 00007813

Declaration by the Managing Director under SEBI (LODR) Regulation, 2015 Regarding Compliance with Code of Conduct

In accordance with SEBI (LODR) Regulation, 2015 with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2019.

For, Fluidomat Limited

Place: Indore **Ashok Jain**
Date: 13th August, 2019 **Chairman & Managing Director**
DIN 00007813

COMPLIANCE CERTIFICATE

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To,
 The Board of Directors
 Fluidomat Limited

A. We have reviewed the Financial Statements, Cash Flow Statements, Books of Accounts, detailed trial balance and grouping thereof for the Financial Year 2018-19 and that to the best of our knowledge and belief:

- (1) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- (2) 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.

- B. 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.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit committee:
 - (a) significant changes in internal control over financial reporting during the Financial Year 2018-19
 - (b) significant changes in accounting policies during the period and that the same have been disclosed in the notes of the financial statements; and
 - (c) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

For, Fluidomat Limited **For, Fluidomat Limited**

Ashok Jain **Monica Jain**
Chairman & Managing Director **Chief Financial Officer**
DIN: 00007813
 Place: Indore
 Date: 30th May, 2019

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

{Requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015}

TO
 THE MEMEBERS OF
 FLUIDOMAT LIMITED

- 1. We have examined the compliance of conditions of Corporate Governance by **Fluidomat Limited** ('the Company') for the year ended 31 March, 2019, as stipulated in Regulations 17 to 27, clauses (b) to (i) of Regulation 46 (2) and paragraphs C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulation") pursuant to the Listing Agreement of the Company with Stock Exchanges.

Management's Responsibility

- 2. The compliance with the conditions of Corporate Governance is the responsibility of the management of the Company. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

- 3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It



is neither an audit nor an expression of opinion on the financial statements of the Company.

4. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
5. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Regulations as applicable during the year ended March 31, 2019.
8. 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 the affairs of the Company.

Restriction on use

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

**FOR, C.P. RAWKA & CO.
CHARTERED ACCOUNTANTS
ICAI Reg. No. :000518C**

**PLACE: INDORE
DATED: 13th August 2019**

**C.P. RAWKA
Proprietor
M.NO. 070060
UDIN: 19070060AAAACR6071**

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members of
Fluidomat Ltd.
117, 1st Floor, Navneet Darshan,
16/2, Old Palasia, Indore (M.P.) 452018.

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Fluidomat Ltd. having CIN L74210MP1978PLC001452 and having registered office at 117, 1st Floor, Navneet Darshan, 16/2, Old Palasia, Indore 452018 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company and its officers,

We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2019 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1	Shri Ashok Jain*	00007813	11/12/1975
2	Shri Kunal Jain	01475424	01/05/2007
3	Smt. Radhica Sharma	06811597	10/02/2014
4	Shri Mahendra Kumar Shah	00014556	26/09/2000
5	Shri Khushal Chandra Jain	00007916	01/02/2004
6	Shri PrafulRatilalTurkhia	00366398	30/01/2009

**Date of appointment in the MCA Record is reflecting 01.07.2005.*
Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**Place: Indore
Date : 9th August, 2019**

**For, D.K. Jain & Co.
Company Secretaries**

**CS (Dr.) Dilip Kumar Jain
Proprietor
FCS 3565: CP 2382**

**INDEPENDENT AUDITORS' REPORT**

**TO,
THE MEMBERS OF FLUIDOMAT LIMITED,
*Report on Audit of Ind AS Financial Statements***

We have audited the accompanying Ind AS Financial Statements of **FLUIDOMAT LIMITED** ('the Company'), which comprise the balance sheet as at 31st March 2019, the statement of profit and loss (including other comprehensive income), the cash flow statement and the statement of changes in equity for the year then ended and a summary of significant accounting policies and other explanatory information (hereinafter referred to as "The Ind AS financial statements").

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2019, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Responsibility of Management for Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable



assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a. we have sought and 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 it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss Including other comprehensive income, the Cash Flow Statement, and statement of change in equity dealt with by this Report are in agreement with the books of account;



- d. In our opinion, the aforesaid Ind AS Financial Statements comply with the Accounting Standards specified under Section 133 of the Act.
- e. On the basis of the written representations received from the directors as on 31st March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.
- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in “**Annexure B**”.
- g. With respect to the other matters to be included in the Auditor’s Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - I. The Company has disclosed the impact of pending litigations in its financial position in note no. 33 to the Ind AS Financial Statements.
 - II. The Company did not have any long term contracts including derivatives contract for which there were any material foreseeable losses.
 - III. There has been no eligible amount required to be transferred to the Investor Education and Protection Fund by the Company.

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No: 000518C

Place: Indore
Date : This 30th Day of May, 2019

(C. P. RAWKA)
PROPRIETOR
M. No.: 070060

Annexure ‘A’ 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, 2019)

- (i) (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 of the Company 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 during such verification.
 - (c) According to information and explanation given to us including registered title deeds, we report that, the title deed comprising all the immovable properties of land and buildings which are freehold, are held in the name of company as at the balance sheet date. In respect of immovable property of land that have been taken on lease and disclosed as property, plant and equipment in the financial statements, the lease agreements are in the name of the company, where the company is the lessee in the agreement.
- (ii) According to the information and explanations given to us, physical verification of the inventories has been conducted by the management at reasonable interval. The Company has maintained proper records of inventory, there was no material discrepancies noticed on physical verification of the inventories as compared to the book.
- (iii) According to the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms, Limited Liability partnerships or other parties covered in the Register maintained under section 189 of the Act. Therefore, the provision clause 3 (iii) (a) to (C) of the Companies (Auditors’ Report) Order, 2016 are not applicable to the Company.
- (iv) According to the information and explanations given to us, the company has not entered into any eligible transactions as specified in the provisions of section 185 and 186 of the Companies Act, 2013 hence this clause is not applicable to the Company.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and the Rules framed there under to the extent notified.



- (vi) According to the information and explanations given to us, the Company is not covered under Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1) of the Act, hence this clause is not applicable to the Company.
- (vii)(a) According to the information and explanations given to us and on the basis of the records of the Company, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Employee's State Insurance, Sales Tax, Service Tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other material statutory dues with the appropriate authorities. As provided to us by the management, 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. 1242896/- (Commercial Tax, Central Sales Tax & Entry Tax).
- (b) According to the records of the Company, there are no dues outstanding of income tax / Sales Tax/ wealth tax / service tax / custom duty / excise duty / VAT / 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	2014-15 & 2015-16	Asst. Comm. Of commercial Tax, Div.-III, Indore	1958785

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans to banks. The Company has not taken any loan either from financial institutions or the government and has not issued any debentures during the year.
- (ix) In our opinion and according to the information and explanations given to us, the company has not raised moneys by way of any public offer including debt instruments and term Loans during the year and hence the provisions of clause 3 (ix) of the Order are not applicable to the Company
- (x) On the basis of our examination of the books and records of the Company and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (xi) In our opinion and according to the information and explanations given to us, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Ind AS Financial Statements as required by the applicable Indian accounting standards.
- (xiv) In our opinion and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company.
- (xvi) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company.

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS
 Firm Reg. No: 000518C

Place: Indore
 Date : This 30th Day of May, 2019

(C. P. RAWKA)
PROPRIETOR
 M. No.: 070060

**Annexure 'B' to Independent Auditors' Report**

(Referred to Para 2(f) 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, 2019)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **FLUIDOMAT LIMITED** ("the Company") as of 31st March, 2019 in conjunction with our audit of the Ind AS Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls over Financial Reporting, both applicable to an audit of the Internal Financial Controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2019, based on, the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS
Firm Reg. No: 000518C

Place: Indore

Date : This 30th Day of May, 2019

(C. P. RAWKA)
PROPRIETOR
M. No.: 070060



BALANCE SHEET AS AT 31st MARCH, 2019

Particulars	Note No.	Rs. In Lakhs	
		As At 31.03.2019	As At 31.03.2018
ASSETS			
(I) Non-current assets			
(a) Property, Plant and Equipment	4	700.55	723.28
(b) Capital Work-in-progress	5	18.15	30.99
(c) Intangible assets	6	10.16	13.03
(d) Financial assets			
(i) Other Financial assets	7	1235.36	1077.53
(e) Other non-current assets	8	29.10	33.57
Total Non Current Assets		1993.32	1878.40
(II) Current Assets			
(a) Inventories	9	421.12	456.27
(b) Financial Assets			
(i) Investment	10	73.49	75.09
(ii) Trade receivables	11	1017.60	1043.51
(iii) Cash & Cash equivalents	12	10.64	12.56
(iv) Bank Balances other than (iii) above	13	33.63	32.62
(v) Other Financial Assets	14	402.14	257.92
(c) Other current assets	15	16.36	30.34
Total Current Assets		1974.98	1908.31
TOTAL ASSETS		3968.30	3786.71
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	16	492.70	492.70
(b) Other Equity	17	2739.51	2606.01
Liabilities			
(I) Non-current Liabilities			
(a) Provisions	18	82.96	80.81
(b) Deferred tax liabilities (net)	19	31.54	26.41
Total Non-current Liabilities		114.50	107.22
(II) Current liabilities			
(a) Financial Liabilities			
(i) Trade payables	20		
(a) Total outstanding dues of micro Enterprises & small Enterprises		0.14	27.12
(b) Total outstanding dues of creditors other than micro Enterprises & small Enterprises		234.29	204.20
(ii) Other Financial Liabilities	21	33.63	32.62
(b) Other current liabilities	22	274.49	256.27
(c) Provisions	23	67.42	59.09
Current Tax Liabilities (Net)	24	11.62	1.48
Total Current Liabilities		621.59	580.78
TOTAL EQUITY AND LIABILITIES		3968.30	3786.71

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENT

3

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

As per our report of even date

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS,
 Firm No. : 000518C

For and on behalf of the Board

(ASHOK JAIN)
 CHAIRMAN & MANAGING DIRECTOR
 DIN : 00007813

(RADHICA SHARMA)
 DY. MANAGING DIRECTOR
 DIN : 06811597

(KUNAL JAIN)
 EXECUTIVE DIRECTOR
 DIN : 01475424

(C.P. RAWKA)
 PROPRIETOR
 M.No. 070060

(M.K. SHAH)
 DIRECTOR
 DIN : 00014556

(K.C. JAIN)
 DIRECTOR
 DIN : 00007916

(PRAFUL R. TURKHIA)
 DIRECTOR
 DIN : 00366398

Place : Indore
 Date : This 30th Day of May, 2019

(MONICA JAIN)
 CHIEF FINANCIAL OFFICER

(DEVENDRA KUMAR SAHU)
 COMPANY SECRETARY



STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2019

Rs. In Lakhs

Particulars	Note No.	Year Ended 31st March, 2019	Year Ended 31st March, 2018
INCOME			
Revenue from Operations	25	2677.46	2405.48
Other Income	26	110.44	109.52
Total Income		2787.90	2515.00
EXPENSES :			
Cost of Materials Consumed	27	1039.68	850.90
Change in inventories of finished goods and work in progress	28	45.20	67.21
Employee Benefits Expenses	29	809.88	766.01
Excise Duty		0.00	43.08
Finance Costs	30	0.10	0.09
Depreciation and Amortisation Expense	4	69.79	69.87
Other Expenses	31	487.99	399.57
CSR Expenses		3.65	4.00
Total Expenses		2456.29	2200.73
PROFIT BEFORE TAX		331.61	314.27
Tax Expenses			
a) Current Tax		89.10	94.78
b) Tax adjustments related to previous years		-0.07	-0.57
c) Deferred Tax		5.14	-12.62
PROFIT FOR THE YEAR		237.44	232.68
Other Comprehensive Income:		0.00	0.00
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD		237.44	232.68
EARNINGS PER EQUITY SHARE (Face Value of Rs. 10/- each)			
Basic & Diluted (in Rs)	32	4.82	4.72
SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON FINANCIAL STATEMENT	3		

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

As per our report of even date

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS,
Firm No. : 000518C

For and on behalf of the Board

(ASHOK JAIN)
CHAIRMAN & MANAGING DIRECTOR
DIN : 00007813

(RADHICA SHARMA)
DY. MANAGING DIRECTOR
DIN : 06811597

(KUNAL JAIN)
EXECUTIVE DIRECTOR
DIN : 01475424

(C.P. RAWKA)
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(PRAFUL R. TURKHIA)
DIRECTOR
DIN : 00366398

Place : Indore
Date : This 30th Day of May, 2019

(MONICA JAIN)
CHIEF FINANCIAL OFFICER

(DEVENDRA KUMAR SAHU)
COMPANY SECRETARY



CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019

Rs. In lakhs

	Year Ended 31st March, 2019	Year Ended 31st March, 2018
A. CASH FLOW FROM OPERATING ACTIVITIES :		
NET PROFIT BEFORE TAX	331.61	314.27
Adjustment for :		
Depreciation	69.79	69.87
Loss/ (Profit) on Sale/Discard of Fixed Assets	0.15	(1.05)
Loss /(Profit) on fare valuation of Investment	1.59	4.91
Interest (Net)	(106.59)	(99.73)
Lease rental net of lease equalisation	0.21	0.21
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	296.76	288.48
Adjustment for :		
(Increase) / Decrease in trade and other receivable	44.36	(166.03)
(Increase) / Decrease in Inventories	35.14	113.21
Increase / (Decrease) in Trade Payables & provisions	42.96	115.84
CASH GENERATED FROM OPERATIONS	419.22	351.50
Interest Paid	(0.10)	(0.09)
Income Tax Paid	(89.03)	(94.21)
NET CASH FROM OPERATING ACTIVITIES	330.09	257.20
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Payment towards Capital Expenditure	(31.77)	(56.85)
Investment in Mutual Fund	0.00	(80.00)
Sale of Fixed Assets (Net)	0.07	1.75
Other Financial Assets	(303.06)	(67.78)
Interest Earned	106.69	99.82
NET CASH (USED IN) FROM INVESTING ACTIVITIES :	(228.07)	(103.06)
C. CASH FLOW FROM FINANCING ACTIVITIES :		
Proceeds from short term borrowings	0.00	(40.75)
Payment of Dividend	(86.22)	(86.22)
Dividend Tax Paid	(17.72)	(17.56)
NET CASH (USED IN) / FROM FINANCING ACTIVITIES	(103.94)	(144.53)
NET INCREASE / (DECREASE) CASH & BANK BALANCES (A+B+C)	(1.92)	9.61
CASH & CASH EQUIVALENT OPENING BALANCE	12.56	2.95
CASH & CASH EQUIVALENT CLOSING BALANCE	10.64	12.56

Note :

The previous year's figures have been regrouped & rearranged wherever necessary. It will not impact equity and result of the company. As per our report of even date

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS,
Firm No. : 000518C

For and on behalf of the Board

(ASHOK JAIN)
CHAIRMAN & MANAGING DIRECTOR
DIN : 00007813

(RADHICA SHARMA)
DY. MANAGING DIRECTOR
DIN : 06811597

(KUNAL JAIN)
EXECUTIVE DIRECTOR
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(C.P. RAWKA)
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DIRECTOR
DIN : 00014556

(K.C. JAIN)
DIRECTOR
DIN : 00007916

(PRAFUL R. TURKHIA)
DIRECTOR
DIN : 00366398

Place : Indore
Date : This 30th Day of May, 2019

(MONICA JAIN)
CHIEF FINANCIAL OFFICER

(DEVENDRA KUMAR SAHU)
COMPANY SECRETARY



STATEMENT OF CHANGES IN EQUITY FOR THE PERIOD ENDED 31ST MARCH, 2019

A. Equity Share Capital

(Rupees in Lakhs)

Particulars	Amount
Balance as on 01 April,2018	492.70
Change in Equity Share capital during the year	0
Balance as on 31 March,2019	492.70

B. Other Equity

Reserves and Surplus

	Capital Reserve	Capital Redemption Reserve	General Reserve	Retained Earnings	Total
Balance at the beginning of the reporting period 01.04.2017	<u>10.25</u>	<u>30.90</u>	<u>487.89</u>	<u>1948.07</u>	<u>2477.11</u>
Profit for the year 2017-18				232.68	232.68
Other Comprehensive Income for the year				0.00	0.00
Total Comprehensive Income for the year 2017-18				232.68	232.68
Less Transfer to general reserve				-100.00	-100.00
Add Transferred from Retain Earnings	0	0	100.00	0	100.00
Proposed dividend paid		0	0	-86.22	-86.22
Tax on Dividend			0	-17.56	-17.56
Balance as at 31.03.2018	10.25	30.90	587.89	1976.97	2606.01
Balance as at 01.04.2018	10.25	30.90	587.89	1976.97	2606.01
Profit for the year 2018-19	0	0	0	237.44	237.44
Other Comprehensive Income for the year				0	0
Total Comprehensive Income for the year				237.44	237.44
Less Transfer to general reserve	0	0	0	-100.00	-100.00
Add Transferred from Retain Earnings	0	0	100.00	0	100
Proposed dividend paid	0	0	0	-86.22	-86.22
Tax on Dividend	0	0	0	-17.72	-17.72
Balance as at 31.03.2019	10.25	30.90	687.89	2010.47	2739.51

As per our report of even date

For and on behalf of the Board

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS,
Firm No. : 000518C

(ASHOK JAIN)
CHAIRMAN & MANAGING DIRECTOR
DIN : 00007813

(RADHICA SHARMA)
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DIN : 00366398

Place : Indore
Date : This 30th Day of May, 2019

(MONICA JAIN)
CHIEF FINANCIAL OFFICER

(DEVENDRA KUMAR SAHU)
COMPANY SECRETARY

**NOTES TO THE FINANCIAL STATEMENT**

(for the year ended 31st March, 2019)

1. Corporate Information :

Fluidomat Limited is a Public Limited Company incorporated in the State of Madhya Pradesh, India and is listed on BSE Limited (BSE). The registered office of the Company is located at 117 First Floor, Navneet Darshan, 16/2 Old Palasia Indore 452018. The Company is an ISO 9001:2015 certified Company manufactures a wide range of fixed speed and variable speed fluid couplings for Industrial and automotive drives upto 3800 kw since 1971. The financial statements were authorized for issue in accordance with a resolution of the directors on 30th May, 2019

2. Basis of preparation:**(i) Compliance with Ind AS**

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the ('Ind AS')) as notified by Ministry of Corporate Affairs pursuant to Section 133 of the Companies Act, 2013 ('The Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended and other relevant provisions of the Act.

The financial statements have been prepared and presented under the historical cost convention on accrual basis of accounting, Indian Accounting Standards prescribed under Section 133 of the Act read with Rule 7 of the Companies (Accounts) Rules, 2014, except where otherwise stated, the accounting principles have been consistently applied.

(ii) Operating Cycle:

Company's operating cycle shall be 12 months beginning from 1st of April to 31st of March every financial year.

3. Significant Accounting Policies:

The financial statements have been prepared using the significant accounting policies and measurement basis summarized below:-

A. Current and non-current classification

Assets and liabilities are classified as current if expected to realize or settle within twelve months after the balance sheet date. Deferred tax assets and liabilities are classified as non current assets and non-current liabilities, as the case may be.

B. Rounding of amounts

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs with two decimals thereof as per the requirement of Schedule III, unless otherwise stated.

C. Use of estimates and judgments

The estimates and judgments used in the preparation of the financial statements are continuously evaluated by the Company and are based on historical experience and various other assumptions and factors (including expectations of future events) that the Company believes to be reasonable under the existing circumstances. Differences between actual results and estimates are recognized in the period in which the results are known/materialized. The said estimates are based on the facts and events, that existed as at the reporting date, or that occurred after that date but provide additional evidence about conditions existing as at the reporting date.

D. Property, plant and equipment

All other items of property, plant and equipment are stated at cost less depreciation and impairment, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which they are incurred.

E. Depreciation methods, estimated useful life and residual value

Depreciation on property, plant and equipment is provided on prorata basis on straight-line method using the useful life of the assets estimated by management and in the manner prescribed in Schedule II of the Companies Act 2013. The useful life is as follows:



S.no.	Description of Assets	Useful life as per the Companies Act
1	Building	30 Years
2	Plant & Machinery	10-15 Years
3	Office Equipment	5 Years
4	Furniture	10 Years
5	Computer	3 Years
6	Software & Web sites	6 Years
7	Vehicle	8-10 Years

On the basis of technical assessment made by the management, it believes that the useful life as given above best represent the period over which the assets are expected to be used.

Leasehold land is amortized on a straight line basis over the unexpired period of their respective lease.

The assets residual values and useful life are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

F. Intangible assets

Intangible assets with finite useful life that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses. Amortization is recognized on a straight-line basis over their estimated useful life. The estimated useful life and amortization method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis.

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the Statement of Profit and Loss.

G. Cash and Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand and operating balances.

H. Inventories:

Inventories of raw materials and stores and spares are valued at weighted average cost net of duties and finished goods and Stock-in-Process are valued at lower of cost or net realizable value and Scrap is valued at net realizable value.

I. Investments and other financial assets

(i) Classification

The Company classifies its financial assets in the following measurement categories:

- (1) Those to be measured subsequently at fair value (either through other comprehensive income, or through the Statement of Profit and Loss), and
- (2) Those measured at amortized cost.

The classification depends on the Company's business model for managing the financial assets and the contractual terms of the cash flows.

(ii) Measurement

At initial recognition, the Company measures a financial asset at its fair value. Transaction costs of financial assets carried at fair value through the Profit and Loss are accounted in the Statement of Profit and Loss.

(iii) Impairment of financial assets

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

J. Impairment of non- financial Assets

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use.



Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or Company's assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In determining fair value less costs of disposal, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used. Impairment losses including impairment on inventories are recognised in the statement of profit and loss. After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life.

K. Segment Reporting:

Since the Company operates in one segment only, segment reporting as required IND-AS is not applicable.

L. Borrowing costs:

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.

M. Contingent Liability:

Contingent Liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events not wholly within the control of the Company or where any present obligation cannot be measured in terms of future outflow of resources or where a reliable estimate of the obligation cannot be made.

N. Provisions:

A provision is recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

O. Revenue recognition:

Revenue from contracts with customers is recognized on transfer of control of promised goods or services to a customer at an amount that reflects the consideration to which the Company is expected to be entitled to in exchange for those goods or services.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract.

Revenue is recognized only to the extent that it is highly probable that the amount will not be subject to significant when uncertainty relating to its recognition is resolved.

Sale of products:

Revenue from sale of products is recognized when the control on the goods have been transferred to customer. The performance obligation in case of product is satisfied at a point in time i.e., when the material is shipped to the customer or on delivery to the customer, as may be specified in the contract.

Rendering from services:

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

P. Employee Benefits:

(i) Current Employee Benefit:

- (1) Liabilities for wages and salaries, including non monetary benefits that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognized in respect of employee service upto the end of the reporting period and are measured at the amount expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.



(2) Contribution to defined contribution scheme such as Provident Fund, Family Pension Fund and ESI Fund are charged to the Statement of Profit & Loss.

(3) Leave encashment is charged to revenue on accrual basis.

(ii) Other long-term employee benefit obligations

(a) Gratuity

The Employee's Gratuity Fund Scheme, which is defined benefit plan, is managed by Trust maintained with Life Insurance Corporation of India (LIC). The difference, if any, between the actuarial valuation of the gratuity of employees at the year end, valuation done by LIC and the balance of funds with Life Insurance Corporation of India is provided for as assets/ (liability) in the books.

Q. Foreign Currency Transactions:

(i) The financial statements are presented in Indian rupee (INR), which is Company's functional currency.

(ii) Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction.

(iii) Any income or expenses on account of exchange difference either on settlement or on translation is recognized in the Statement of Profit and Loss.

(iv) 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.

R. Income Tax:

a. Current Tax:

Current tax is determined as the amount of tax payable in respect of taxable income for the year. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

b. Deferred Tax:

Deferred tax assets and liabilities are recognized for all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements except when the deferred tax arises from the initial recognition of an asset or liability that effects neither accounting nor taxable profit or loss at the time of transition.

Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled

S. Earnings Per Share:

Basic earnings per share are calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit for the period attributed to equity shareholders and the weighted average number of shares outstanding during the period is adjusted for the effects of all potentially dilutive equity shares

T. Government Grants:

Capital Subsidy shown under Capital Reserves.

U. Dividend:

Dividend declared after reporting period is not recognised in the reporting period, It will be recognised in the period of declaration from other equity.

V. Related Party Disclosure:

Disclosures, regarding related parties and transactions with them, as required in terms of Indian Accounting Standard 24, has been made at the relevant places in the notes to accounts.

3A. Significant accounting judgments, estimates and assumptions:

The preparation of the Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying



disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of the asset or liability affected in future periods. The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

(a) Property Plant & Equipment

The company has estimated the useful life of Property, Plant and Equipment and Investment Property as per the useful life prescribed in Schedule II of the Companies Act, 2013.

(b) Taxes

- (i) The Company's tax charge is the sum of the total current and deferred tax charges. The calculation of the Company's total tax charge necessarily involves a degree of estimation and judgment in respect of certain items whose tax treatment cannot be finally determined until resolution has been reached with the relevant tax authority or, as appropriate, through a formal legal process.
- (ii) Accruals for tax contingencies require management to make judgments and estimates in relation to tax related issues and exposures.
- (iii) The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. Where the temporary differences are related to losses, the availability of the losses to offset against forecast taxable profits is also considered. Recognition therefore involves judgment regarding the future financial performance of the particular legal entity or Company in which the deferred tax asset has been recognized.

(c) Defined benefit

The cost of defined benefit plans (i.e. Gratuity benefit) is determined using valuations done by LIC. An actuarial valuation involves making various assumptions which may differ from actual developments in the future. These include the determination of the discount rate, future salary increases, mortality rates and future pension increases. Due to the complexity of the valuation, the underlying assumptions and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. In determining the appropriate discount rate, management considers the interest rates of long term government bonds with extrapolated maturity corresponding to the expected duration of the defined benefit obligation. Future salary increases and pension increases are based on expected future inflation rates for the respective countries. Further details about the assumptions used, including a sensitivity analysis.

3B. Recent Accounting Pronouncements

(Disclosure in compliance of para 30 & 31 of IND AS 8)

Ind AS - 116 Leases

On March 30, 2019, the Ministry of Corporate Affairs (MCA) notified Ind AS 116, 'Leases' as part of the Companies (Indian Accounting Standards (Ind AS)) Amendment Rules, 2019. Ind AS 116 - Leases replaces existing standard on leases i.e. Ind AS 17, Leases with effect from accounting periods beginning on or after 1st April 2019.

Ind AS 116 will replace the existing leases standard, Ind AS 17 Leases. Ind AS 116 sets out the principles for the recognition, measurement, presentation and disclosure of leases for both lessees and lessors. It introduces a single, on-balance sheet lessee accounting model for lessees. A lessee recognises right-of-use asset representing its right to use the underlying asset and a lease liability representing its obligation to make lease payments. The standard also contains enhanced disclosure requirements for lessees.

Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17. The amendment is effective for annual periods beginning on or after 01 April 19. The Company is in the process of evaluating the impact of this amendment on the financial statements.



NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019

4 PROPERTY, PLANT & EQUIPMENT

(Rs. in Lakhs)

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK		
	COST AS AT 01.04.2018	ADDITIONS 01.04.2018- 31.03.2019	SALES/ ADJUST- MENTS	COST AS AT 31.03.2019	AS AT 01.04.2018	PERIOD 01.04.2018- 31.03.2019	WRITTEN BACK/ADJ- USTMENT	AS AT 31.03.2019	AS AT 31.03.2018
TANGIBLE ASSETS:									
LAND (LEASE HOLD)	1.10	0.00	-0.21	0.89	0.00	0.00	0.00	0.89	1.10
LAND (FREE HOLD)	136.26	0.00	0.00	136.26	0.00	0.00	0.00	136.26	136.26
BUILDING	401.40	0.00	0.00	401.40	161.71	11.67	0.00	228.02	239.69
PLANT & MACHINERY	905.27	32.18	0.00	937.45	634.98	38.99	0.00	263.48	270.29
OFFICE EQUIPMENT	24.90	9.04	0.00	33.94	18.77	2.37	0.00	12.80	6.13
COMPUTER	25.66	3.21	-4.63	24.24	22.23	1.24	-4.41	5.18	3.43
FURNITURE	39.60	0.19	0.00	39.79	25.60	1.60	0.00	12.59	14.00
VEHICLES	114.99	0.00	0.00	114.99	62.61	11.05	0.00	41.33	52.38
TOTAL	1649.18	44.62	-4.84	1688.96	925.90	66.92	-4.41	700.55	723.28
6 INTANGIBLE ASSETS:									
SOFTWARE	23.96			23.96	10.93	2.87	0.00	13.80	13.03
TOTAL	1673.14	44.62	-4.84	1712.92	936.83	69.79	-4.41	710.71	736.31
5 CAPITAL WORK IN PROGRESS									
TANGIBLE ASSETS									
BUILDING SHED UNDER CONSTRUCTION								18.15	18.15
PLANT & MACHINERY UNDER INSTALLATION								0.00	12.84
GRAND TOTAL	1673.14	44.62	-4.84	1712.92	936.83	69.79	-4.41	728.86	767.30
PREVIOUS YEAR	1634.10	53.26	-14.22	1673.14	880.27	69.87	-13.31	767.30	781.23

**NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2019**

PARTICULARS	Rs. In Lakhs	
	As At 31.03.2019	As At 31.03.2018
7 FINANCIAL ASSETS		
(i) Other Financial assets		
Fixed Deposit with Bank	835.22	730.61
Fixed Deposit agst. 100% Margin Money for Bank Guarantee	280.63	180.48
Fixed Deposit agst. 10% Margin Money for Bank Guarantee	59.39	56.89
Interest Accrued on FDR	60.12	109.55
(Bank deposits & interest accrued with more than 12 months maturity)		
Total	1235.36	1077.53
8 OTHER NON CURRENT ASSETS		
Deposit with Govt. Department	8.58	9.36
Deposit with Others	20.52	24.21
Total	29.10	33.57
9 INVENTORIES		
Raw Materials and Components (refer note no. 27.3)	252.79	245.91
Stock-in-Process	73.17	106.16
Finished Goods	73.59	86.89
Stores and Spares	19.45	15.93
Tools	0.38	0.73
Scrap	1.74	0.65
Total	421.12	456.27
For mode of valuation refer Point No. H of Significant Accounting Policies		
FINANCIAL ASSETS		
10 INVESTEMENT	31.03.2019	31.03.2018
Investment in Mutual Fund- Quoted	No. of Units	No. of Units
IDFC STERLING EQUITY FUND	34339.185	34339.185
DSP BR SMALL & MIDCAP FUND	33444.157	33444.157
L&T EMERGING BUSINESS FUND	71188.740	71188.740
TATA INDIA CONSUMER FUND	109376.282	109376.282
Total	73.49	75.09
11 TRADE RECEIVABLES (Unsecured)		
Considered Good	1017.60	1043.51
Considered Doubtful	0.00	0.00
Receivable which have significant increase in credit risk	0.00	0.00
Credit impaired	0.00	0.00
Total	1017.60	1043.51
i Company does not have any secured Trade Receivable		
ii There are no dues against related parties and Directors		
12 CASH & CASH EQUIVALENTS		
Cash on Hand	1.29	1.03
BANK BALANCES (With Scheduled Bank)		
In Current Account	9.35	11.53
Total	10.64	12.56
13 OTHER BANK BALANCE		
Other Bank Balances		
Unpaid Dividend Accounts	33.63	32.62
Total	33.63	32.62
14 OTHER FINANCIAL ASSETS		
Fixed Deposit with Bank	392.76	253.58
Interest Accrued on FDR	9.38	4.34
(Bank deposits & interest accrued with less than 12 months maturity)		
Total	402.14	257.92



PARTICULARS	Rs. In Lakhs																				
	As At 31.03.2019	As At 31.03.2018																			
15 OTHER CURRENT ASSETS (Unsecured and Considered Good)																					
i Advance recoverable in cash or kind or for value to be received	10.68	22.27																			
ii Advance to Sundry Creditors	5.68	8.07																			
Total	16.36	30.34																			
Advance recoverable (i) includes interest free loan given to employees amount 0.79 Lakhs & previous Year 0.83 Lakhs																					
16 SHARE CAPITAL:																					
Authorised Share Capital																					
5500000 (Previous year 5500000) Equity Shares of Rs. 10/-each	550.00	550.00																			
50000 (Previous year 50000) 10% Redeemable Preference Shares of Rs. 100/- each	50.00	50.00																			
Issued, Subscribed & Paid up																					
4927000 (Previous year 4927000) Equity Shares of Rs 10/- each fully paid up	492.70	492.70																			
	492.70	492.70																			
16(i) The details of shareholders holding more than 5% Shares :																					
	<table border="1"> <thead> <tr> <th rowspan="2">Name of the Shareholders</th> <th colspan="2">As at 31st March, 2019</th> <th colspan="2">As at 31st March, 2018</th> </tr> <tr> <th>No. of Shares</th> <th>% held</th> <th>No. of Shares</th> <th>% held</th> </tr> </thead> <tbody> <tr> <td>Shri Ashok Jain</td> <td>1106452</td> <td>22.46%</td> <td>1106452</td> <td>22.46%</td> </tr> <tr> <td>Shri Kunal Jain</td> <td>1178131</td> <td>23.91%</td> <td>1178131</td> <td>23.91%</td> </tr> </tbody> </table>		Name of the Shareholders	As at 31st March, 2019		As at 31st March, 2018		No. of Shares	% held	No. of Shares	% held	Shri Ashok Jain	1106452	22.46%	1106452	22.46%	Shri Kunal Jain	1178131	23.91%	1178131	23.91%
Name of the Shareholders	As at 31st March, 2019			As at 31st March, 2018																	
	No. of Shares	% held	No. of Shares	% held																	
Shri Ashok Jain	1106452	22.46%	1106452	22.46%																	
Shri Kunal Jain	1178131	23.91%	1178131	23.91%																	
16(ii) The Reconciliation of the number of shares outstanding is set out below :																					
	<table border="1"> <thead> <tr> <th rowspan="2">Equity Shares</th> <th colspan="2">As at 31st March, 2019</th> <th colspan="2">As at 31st March, 2018</th> </tr> <tr> <th>No. of Shares</th> <th>Rs.in Lakhs</th> <th>No. of Shares</th> <th>Rs.in Lakhs</th> </tr> </thead> <tbody> <tr> <td>At the beginning of the year</td> <td>4927000</td> <td>492.70</td> <td>4927000</td> <td>492.70</td> </tr> <tr> <td>Outstanding at the end of the year</td> <td>4927000</td> <td>492.70</td> <td>4927000</td> <td>492.70</td> </tr> </tbody> </table>		Equity Shares	As at 31st March, 2019		As at 31st March, 2018		No. of Shares	Rs.in Lakhs	No. of Shares	Rs.in Lakhs	At the beginning of the year	4927000	492.70	4927000	492.70	Outstanding at the end of the year	4927000	492.70	4927000	492.70
Equity Shares	As at 31st March, 2019			As at 31st March, 2018																	
	No. of Shares	Rs.in Lakhs	No. of Shares	Rs.in Lakhs																	
At the beginning of the year	4927000	492.70	4927000	492.70																	
Outstanding at the end of the year	4927000	492.70	4927000	492.70																	
16(iii) The Company has issued and subscribed equity shares having par value of Rs.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.																					



PARTICULARS	As At 31.03.2019	As At 31.03.2018
17 OTHER EQUITY		
17(i) Capital Reserve		
Balance as per last Balance Sheet	10.25	10.25
17(ii) Capital Redemption Reserve		
Balance as per last Balance Sheet	30.90	30.90
17(iii) General Reserve		
Opening Balance	587.89	487.89
Add: Transferred from Surplus	100.00	100.00
	687.89	587.89
17(vi) Profit and Loss Account		
As per last Balance Sheet	1976.97	1948.07
Add: Profit for the year	237.44	232.68
	2214.41	2180.75
Less: Dividend paid	86.22	86.22
less: Tax on Dividend paid	17.72	17.56
	2110.47	2076.97
Less: Appropriations		
Transferred to General Reserve	100.00	100.00
	100.00	100.00
	2010.47	1976.97
Total	2739.51	2606.01
17(v) Capital Reserve (17(i)) includes Capital Subsidy 8.44 lakhs (Previous year 8.44 lakhs) and Share Forfeiture amount 1.81 lakhs (Previous year 1.81 lakhs). Capital Redemption Reserve (17(ii)) is related to redemption of 10% Redeemable Preference Shares.		
# Dividend distributed to Equity Shareholders is Rs. 1.75(Previous year Rs. 1.75) per Equity Share.		
NON-CURRENT LIABILITIES		
18 PROVISIONS		
Provision for Leave Encashment	82.96	80.81
Total	82.96	80.81
19 DEFERRED TAX LIABILITY (Net)		
Deferred Tax Liability		
Related to Property, Plant and Equipment	55.03	56.43
Deferred Tax Assets		
On Disallowable under the Income Tax Act, 1961#	23.49	30.02
Total	31.54	26.41
# Aggregate unpaid expenses u/s 43-B of Income Tax Act.		
CURRENT LIABILITIES		
FINANCIAL LIABILITIES		
20 (a) Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development Act, 2006*		
i. The principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year :		



PARTICULARS	As At 31.03.2019	As At 31.03.2018
Principal amount due to micro and small enterprises (Not overdue)	0.14	27.12
Interest due on above	0.00	0.00
ii. The amount of interest paid by the buyer in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year.	0.00	0.00
iii. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.00
iv. The amount of interest accrued and remaining unpaid at the end of each accounting year.	0.00	0.00
v. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of Micro, Small and Medium Enterprises Development Act, 2006.	0.00	0.00
(b) Total outstanding dues of creditors other than micro Enterprises & small Enterprises	234.29	204.20
Total	234.43	231.32
*This information has been determined to the extent such parties have been identified on the basis intimation received from the "suppliers" regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006		
21 Other Financial Liabilities	33.63	32.62
Total	502.49	495.26
i 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.		
ii Working Capital loan are secured by personal guarantee of Mr. Ashok Jain, Chairman and Managing Director of the company and Smt. Pramila Jain.		
iii Other financial liabilities shows unclaimed/unpaid dividend.		
22 OTHER CURRENT LIABILITIES		
Advance from Customers	42.36	23.07
Other Liabilities	232.13	233.20
Total	274.49	256.27
i Other Liabilities includes statutory dues, liability for expenses & trade deposits.		
23 PROVISIONS		
Provision for Bonus	67.42	59.09
Total	67.42	59.09
24 CURRENT TAX LIABILITIES		
Income tax (net of advance tax & tax deducted at source)	11.62	1.48
Total	11.62	1.48



PARTICULARS	Year Ended 31.03.2019	Year Ended 31.03.2018		
25 REVENUE FROM OPERATIONS:				
Sale of Products (Including spares & components)	3276.22	2889.82		
Income from Services	10.70	8.68		
Scrap Sales	5.53	4.89		
Revenue from Operations (Gross)	3292.45	2903.39		
Less: Service Tax Recovered	0.00	0.28		
Less: Sales Tax & Vat Recovered	0.00	21.39		
Less: GST Output	614.99	476.24		
	614.99	497.91		
Total	2677.46	2405.48		
26 OTHER INCOME:				
Interest Income on:				
Bank Deposit	106.13	99.11		
Others	0.56	0.71		
Profit on Sale of Fixed Assets	0.00	1.05		
Other Non-Operating Income	3.75	8.65		
(Includes Foreign Exchange Fluctuation gain of 1.05 lakhs (Previous year 1.17 lakhs))				
(Includes loss on fair valuation of Investment 1.59 lakhs (Previous year 4.91 lakhs))				
Total	110.44	109.52		
27 COST OF MATERIALS CONSUMED				
Inventory at the beginning of the year	245.91	288.60		
Add: Purchase	1046.56	808.21		
	1292.47	1096.81		
Less: Inventory at the end of the year	252.79	245.91		
Cost of Material Consumed	1039.68	850.90		
27.1 Imported and Indigenous Raw Material Consumed				
Raw Material Consumed - Indigenous	499.24	48.02%	421.11	49.49%
Component Consumed - Indigenous	540.44	51.98%	429.63	50.49%
Component Consumed - Imported	0.00	0.00%	0.16	0.02%
Total	1039.68	100.00%	850.90	100.00%
27.2 Details of Raw Material Consumed				
Raw Material Aluminium			126.96	116.45
Raw Material Cast Iron & Steel			372.29	304.66
Raw Material Bought out Components			540.43	429.79
Total			1039.68	850.90
27.3 Details of Raw Material at the end of the year				
Raw Material Aluminium			8.40	10.75
Raw Material Cast Iron & Steel			128.48	110.30
Raw Material Bought out Components			115.91	124.86
Total			252.79	245.91



PARTICULARS	Year Ended	Year Ended
	31.03.2019	31.03.2018
28 CHANGE IN INVENTORIES OF FINISHED GOODS AND STOCK IN PROCESS		
Inventory at the end of the year		
Finished goods	73.59	86.89
Stock in Process	73.17	106.16
Scrap	1.74	0.65
Total	148.50	193.70
Inventory at the beginning of the year		
Finished goods	86.89	137.99
Stock in Process	106.16	122.14
Scrap	0.65	0.78
Total	193.70	260.91
(Increase)/Decrease in stock	-45.20	-67.21
28.1 Details of Stock in Process		
Cast Iron & Steel Components	43.75	59.07
Aluminium Components	29.42	47.09
Total	73.17	106.16
29 EMPLOYEE BENEFITS EXPENSES		
Salaries and Wages	720.37	672.47
Contribution to Provident & Other Funds	84.02	88.01
Staff Welfare Expenses	5.49	5.53
Total	809.88	766.01
30 FINANCE COST		
Interest to Bank & Other	0.10	0.09
Total	0.10	0.09
31 OTHER EXPENSES:		
Manufacturing Expenses		
Consumption of Stores and Spares	98.08	83.96
Power and Fuel	91.87	80.97
Machining and Other Job Work Charges	38.73	29.29
Repairs to Plant and Machinery	11.49	17.09
Repairs to Building	2.51	1.33
Lease Rent (Includes Amortisation Expenses 0.21 lakh (P. Y. 0.21 lakh)	0.27	0.27
Selling and Distribution Expenses		
Distribution Expenses	25.05	21.28
Commission, Discounts & Rebates	40.89	45.59
Sales Promotion	1.72	1.27
Bad Debts/Liquidated Damages	61.50	2.17



PARTICULARS	Year Ended 31.03.2019	Year Ended 31.03. 2018
Other Establishment Expenses		
Legal & Professional Fees	17.37	14.60
Rent	6.12	6.16
Rates and Taxes	2.62	4.33
Insurance	3.82	3.92
Bank Charges	5.61	6.93
Communication Cost	7.61	8.19
Other Repairs	7.57	5.49
Travelling and Conveyance	40.71	43.12
Directors Sitting Fees	0.45	0.42
Vehicle Running and Maintenance Expenses	7.06	6.85
<u>Payment to Auditors :</u>		
Audit Fees	1.60	1.45
Certification & other matters	0.77	0.35
Reimbursement of Expenses	0.20	0.15
Loss on Sale/Discard of Fixed Assets	0.15	0.00
Charity and Donation	1.11	0.09
Subscription & Membership Fee	4.43	4.58
Advertisement & Publicity	1.19	0.40
Printing & Stationery Expenses	3.83	3.30
Miscellaneous Expenses	3.66	6.02
Total	487.99	399.57
31.1 Imported and Indigenous Stores and Spares Consumed		
Stores and Spares Consumed - Indigenous (100%)	98.08	83.96
Total	98.08	83.96
31.2 Prior Period Item (Included in Miscellaneous Expenses)		
Debit relating to earlier year	0.00	0.00
Credit relating to earlier year	0.10	0.01
Total	(0.10)	(0.01)
32 Earning Per Equity Share (EPS)		
(I) Net Profit after tax as per statement of Profit & Loss Account	237.44	232.68
(ii) Weighted Average number of equity shares	4927000	4927000
(iii) Basic and Diluted Earnings per share (in Rs)	4.82	4.72
33 Contingent Liabilities and Commitments (To the extend not provided for) (As certified by the Management)		
33.1 Estimated amount of contracts remaining to be executed on capital account	0.00	0.00
33.2 Contingent Liabilities		
(i) Counter Guarantees given to the Bank in respect of Guarantees given by them on behalf of the company.	293.41	302.65
(ii) Demands against the Company being disputed not acknowledged as debt and not provided for in respect of :		
(a) Sales Tax	21.79	51.57



(b) Labour payment			3.04	3.04	
(iii) Liability of Bonus due to retrospective effect of Notification for the F.Y. 2014-15 being stayed by the M.P. High Court			21.48	21.48	
34 Value of Imports on C.I.F. basis					
Raw material Components			0.00	0.00	
35 Expenditure in Foreign Currency					
Travelling Expenses			1.40	1.70	
Warranty Expenses			0.00	2.56	
36 Earnings in Foreign Currency on FOB basis :					
Export Sales & Services (Including Nepal sales realised in Indian Rupee)			98.12	172.67	
37 Remittance in Foreign Currency on Account of Dividends :					
(a) Year to which the dividend relates			2017-18	2016-17	
(b) Number of non resident shareholders to whom remittances were made			255	260	
(c) Number of shares on which remittances were made			147922	154784	
(d) Amount remitted in (Rs.)			2.59	2.70	
			2018-19	2017-18	
38 Corporate Social Responsibility Expenditure:					
(a) Amount required to be spent as per section 135 of the year.			24.26	28.26	
(b) Amount spent during the year on:					
(I) Construction/acquisition of any assets			0.00	0.00	
(II) On purposes other than (I) above			3.65	4.00	
39 Disclosure in respect of Related Parties pursuant to Indian AS 24					
a Transactions during the year with related parties					
S.No.	Name of the person	Relation	Nature of Transactions	2018-19	2017-18
1	Mr. Ashok Jain	Chairman & Managing Director	Remuneration/ compensation	44.87	44.44
2	Mr. Kunal Jain	Executive Director	Remuneration/ compensation	38.80	35.01
3	Mrs. Radhica Sharma	Deputy Managing Director	Remuneration/ compensation	29.59	27.37
4	Mr. Praful R.Turakhia	Independent Director	Sitting Fee	0.15	0.15
5	Mr. M. K. Shah	Independent Director	Sitting Fee	0.15	0.12
6	Mr. K. C. Jain	Independent Director	Sitting Fee	0.15	0.15
7	Mrs. Pramila Jain	Relative of Director	Remuneration/ compensation	14.37	13.80
8	Mr. Sundeep Sharma	Relative of Director	Remuneration/ compensation	12.01	11.27
9	Mrs. Sunaina Jain	Relative of Director	Remuneration/ compensation	8.30	7.85
10	Mrs. Monica Jain	Chief Financial Officer	Remuneration/ compensation	11.85	11.60
11	Mr. Devendra Kumar Sahu	Company Secretary	Remuneration/ compensation	4.93	4.35
b Transactions during the year with related parties other than remuneration:					
S.No.	Name of the person	Relation	Nature of Transactions	2018-19	2017-18
1	M/S Focus Eye Technocraft P.Ltd. (Director Mr. Sundeep Sharma)	Relative of Director	Purchase of Goods	10.31	0.93
2	M/S Techwave IT Solutions P.Ltd. (Director Mr. Sundeep Sharma)	Relative of Director	Purchase of Services	0.00	1.53
3	Mr. Kunal Jain	Executive Director	Lease Rent	1.93	1.93
	i. Company does not have holding, subsidiary, associate and joint venture. Hence the requirement of disclose the name of the parent company, holding, subsidiary and ultimate controlling party were not required.				
	ii. Company does not provide any post-employment benefits, other long-term benefits, termination benefits and share-based payment in the financial year 2018-19. Therefore the detail was not provided.				
40	Previous year figures have been regrouped and/or rearranged wherever considered necessary.				



41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES:

The Company's principal financial liabilities comprise of trade payables. The Company has various financial assets such as trade receivables and cash and short-term deposits, which arise directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk.

The Company's Board of Directors oversees the management of these risks. The Company's Board of Directors is supported by a Audit Committee that advises on financial risks and the appropriate financial risk governance framework for the Company. The Audit Committee provides assurance to the Company's Board of Directors that the Company's financial risk activities are governed by appropriate policies and procedures and that financial risks are identified, measured and managed in accordance with the Company's policies and risk objectives.

A. MARKET RISK

Market risk is the risk of any loss in future earnings, in realizable fair values or in future cash flows that may result from a change in the price of a financial instrument. The value of a financial instrument may change as a result of changes in the interest rates, foreign currency exchange rates, liquidity and other market changes. Future specific market movements cannot be normally predicted with reasonable accuracy.

B. CREDIT RISK

Credit risk is the risk of financial loss arising from counterparty failure to repay or service debt according to the contractual terms or obligations. Credit risk encompasses both the direct risk of default and the risk of deterioration of credit worthiness as well as concentration risks. Financial instruments that are subject to concentrations of credit risk, principally consist of trade receivables.

None of the financial instruments of the Company result in material concentrations of credit risks. The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk was 1091.09 lakhs as at 31st March 2019 and 1118.60 lakhs as at 31st March 2018, being the total of the carrying amount of trade receivables and current investments.

Customer credit risk is managed by the Company subject to the Company's established policy, procedures and control relating to customer credit risk management. Outstanding customer receivables are regularly monitored.

Credit risk from balances with banks and investment of surplus funds in mutual funds is managed by the Company's finance department.

C. LIQUIDITY RISK

Liquidity risk refers to the risk that the Company cannot meet its financial obligations. The objective of liquidity risk management is to maintain sufficient liquidity and ensure that funds are available for use as per requirements. The Company invests its surplus funds in bank fixed deposit and liquid and liquid plus schemes of mutual funds, which carry no/low mark to market risk.

D. BORROWING RISK

Borrowing risk is the risk associated with borrowed capital. The Company has policy to borrow fund from banks or other financial institutions to meet its financial obligation time to time. Borrowed money may be in form of secured (charge create on Company's assets) or unsecured.

Mainly risk associated with the borrowed fund is change in interest rate by RBI time to time. The risk is reviewed regularly by the Audit Committee of the Company.

The balance of borrowing fund from bank in the financial year ended 31st March, 2019 was Rs. nil as compared to previous financial year ended 31st March, 2018 was Rs 2.95 lakhs

As per our report of even date

For C. P. RAWKA & CO.
CHARTERED ACCOUNTANTS,
 Firm No. : 000518C

For and on behalf of the Board

(ASHOK JAIN)
 CHAIRMAN & MANAGING DIRECTOR
 DIN : 00007813

(RADHICA SHARMA)
 DY. MANAGING DIRECTOR
 DIN : 06811597

(KUNAL JAIN)
 EXECUTIVE DIRECTOR
 DIN : 01475424

(C.P. RAWKA)
 PROPRIETOR
 M.No. 070060

(M.K. SHAH)
 DIRECTOR
 DIN : 00014556

(K.C. JAIN)
 DIRECTOR
 DIN : 00007916

(PRAFUL R. TURKHIA)
 DIRECTOR
 DIN : 00366398

Place : Indore
 Date : This 30th Day of May, 2019 **(MONICA JAIN)**
 CHIEF FINANCIAL OFFICER

(DEVENDRA KUMAR SAHU)
 COMPANY SECRETARY



**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 : or failing him.....

as my/our proxy to attend and vote on a poll for me/us and on my/our behalf at the 43rd Annual general meeting of the company, to be held on the 26th September, 2019 at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 at 2.00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

1.	Ordinary Resolution for consider and adopt the audited Financial Statements containing the Balance Sheet as at 31 st March, 2019, the Statement of Profit & Loss, Cash Flow Statement and Statement of Change in Equity for the financial year ended 31 st March, 2019 and the Reports of the Boards' and Auditors thereon.
2.	Ordinary Resolution for declare dividend on equity shares of the Company for the financial year ended 31 st March, 2019
3.	Ordinary Resolution to appoint a director in place of Mrs radhica Sharma (DIN: 06811597) who liable to retire by rotation and being eligible offers herself for re-appointment.
4.	Special Resolution to re-appoint Mrs radhica Sharma (DIN: 06811597)as the Whole Time Director designated as Deputy Managing Director of the Company for a period of five years w.e.f. 10 th February, 2020 and approval of remuneration.

Signed this..... day of..... 2019



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
43rd Annual General Meeting of Fluidomat Limited**

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 43rd Annual General meeting of the company at the Pritam Lal Dua Auditorium, Government Ahilya Central Library, Near Regal Square, M G Road, Indore-452001 on 26th September, 2019.

(If signed by proxy, his name should be Written in block letters)

(Shareholders/proxy's Signature)

Note:

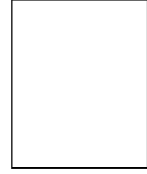
1. Shareholders / proxy holders are requested to bring the attendance Slips with them when they come to the meeting and hand over them at the entrance after affixing their signatures on them.
2. If it is intended to appoint a proxy, the form of proxy should be completed and deposited at the Registered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



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INTENTIONALLY
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BOOK - POST

If undelivered please return to :

FLUIDOMAT LIMITED

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

Tel.: 0731-2564820

Email id : info@fluidomat.com

Website : www.fluidomat.com