Fluid Controls Ltd.

(Formerly known as Fluid Controls Pvt. Ltd.)
Registered Office: Gat. No. 378/1 (Part), Kharabwadi, Talegaon-Chakan Road, Chakan, Pune, Khed, Maharashtra, India, 410501
CIN: U29120PN1981PLC232367

NOTICE

Notice is hereby given that an **Extra-Ordinary General Meeting of the Members** (Ref. No. 01/2024-25) of **Fluid Controls Limited** (formerly known as Fluid Controls Private Limited) will be held on **Thursday, 5th December 2024** at the Registered Office of the Company at Gat. No. 378/1 (Part), Kharabwadi, Talegaon-Chakan Road, Chakan, Pune, Khed, Maharashtra, India, 410501 at 11.00 am to transact the following special business:

As Special Business:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 13 & 61 and such other applicable provisions of the Companies Act, 2013 and rules made there under or any modification(s) or re-enactment thereof, the consent of the Members be and are hereby accorded to increase the existing Authorized Share Capital of the Company of Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 100 (Rupees Hundred Only) each to Rs. 110,00,00,000 (Rupees One Hundred Ten Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 100 (Rupees One Hundred Only) each by creation of 95,00,000 (Ninety Five Lacs) Equity Shares of Rs. 100 (Rs. One Hundred Only) each."

"**RESOLVED FURTHER THAT** Clause 5 of the Memorandum of Association of the Company be altered by substituting the following new Clause in place of the existing one:

5. The Authorised Share Capital of the Company is Rs. 110,00,00,000 (Rupees One Hundred and Ten Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 100 (Rupees Hundred Only) each."

"**RESOLVED FURTHER THAT** Mr. Kiran Jadhav, Executive Chairman (DIN: 01583935) and / or Dr. Tansen Chaudhari, Executive Director and CEO (DIN: 09800645) of the Company be and are hereby authorized to complete the formalities and to do all such acts, matter, deeds, things and to sign including in e-form, paper, application etc. as may be required in the matter."

2. To consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 63 of the Companies Act, 2013 read with the Companies (Share Capital and Debenture) Rules, 2014 along with the provisions contained in the Articles of Association of the Company, approval of the Members be and is hereby accorded to capitalize a sum of Rs. 82,69,13,400 (Rupees Eighty Two Crores Sixty Nine Lacs Thirteen Thousand Four Hundred Only) being a part of the Free Reserves and Surplus of the Company as at 31st March, 2024 for issuing 82,69,134 (Eighty Two Lacs Sixty Nine Thousand

Fluid Controls Ltd.

One Hundred and Thirty Four) Equity Shares of Rs. 100 (Rupees Hundred Only) each, credited as fully paid up, to be distributed as Bonus Shares amongst the holders of the equity shares appearing in the Register of the Members of the Company on 22nd November 2024 in proportion of 6 fully paid-up Equity Shares of Rs. 100 each for every 1 (One) Equity Share held by them."

"RESOLVED FURTHER THAT

a) The above Bonus Shares shall, in all respects, rank Pari-passu with the existing Equity Shares including the right to participate fully in the dividend that may be declared in the current or subsequent year and the Bonus Equity Shares so distributed shall be treated for all purpose as an increase in the nominal amount of the capital of the Company held by each such shareholder and not as income.

b) The Share Certificates in respect of the Bonus Shares shall be issued to the shareholders within the time prescribed by applicable law.

c) For the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorized to take all the necessary steps and perform all acts, deeds and things and give such directions as it may think fit."

"RESOLVED FURTHER THAT Mr. Kiran Jadhav, Executive Chairman (DIN: 01583935) and / or Dr. Tansen Chaudhari, Executive Director and CEO (DIN: 09800645) of the Company, be and are hereby authorized to sign and execute all the required documents and perform all such necessary acts as may be required."

By order of the Board of Directors
For Fluid Controls Limited
(Formerly known as Fluid Controls Private Limited)



Aniruddha Hublikar
Company Secretary

Date: 28th November 2024
Place: Pune

Notes:

1. A statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A member entitled to attend and vote at the Extra-Ordinary General Meeting is entitled to appoint a proxy or proxies to attend and, on a poll, to vote on his/her behalf, and a proxy need not be a member. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office or electronically at the following email ID: compliance@fluidcontrols.com, duly completed and signed, not less than 48 (Forty-Eight) hours before the Extra-Ordinary General Meeting . The Proxy Form is annexed hereto as 'Annexure I'.
3. Corporate members intending to attend the meeting through their authorized representatives are requested to submit a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
4. Members are requested to share shorter notice consent before the Meeting either physical or electronic (to the following email ID: compliance@fluidcontrols.com).
5. Entry to the place of the meeting will be regulated by an attendance slip which is annexed hereto as 'Annexure II' to the notice. Members / Proxies attending the meeting are kindly requested to completely fill the enclosed attendance slip and affix their signature at the place provided thereon and hand it over at the entrance of the meeting.
6. Route Map to the venue of the Meeting has been annexed herewith the Notice as an 'Annexure III'.



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Explanatory Statement pursuant to provisions of Section 102 of the Companies Act, 2013

Item 1:

The Board of Directors of the Company in its meeting held on 28th November 2024 has proposed to reward the shareholders of the Company by issue 82,69,134 (Eighty Two Lacs Sixty Nine Thousand One Hundred and Thirty Four) Equity Shares of Rs. 100 (Rupees Hundred Only) each. In order to enable this issue of Bonus Shares and to augment further capital for expansion of the Company's business activities, it is proposed to increase existing Authorized Share Capital of Rs. 15,00,00,000 (Rupees Fifteen Crores Only) divided into 15,00,000 (Fifteen Lacs) Equity Shares of Rs. 100 (Rupees Hundred Only) each to Rs. 110,00,00,000 (Rupees One Hundred Ten Crores Only) divided into 1,10,00,000 (One Crore Ten Lacs) Equity Shares of Rs. 100 (Rupees One Hundred Only) each by creation of 95,00,000 (Ninety Five Lacs) Equity Shares of Rs. 100 (Rs. One Hundred Only) each.

Consequent to the increase in the Authorised Share Capital of the Company, Clause V of the Memorandum of Association of the Company is required to be amended.

Approval of Members by way of an Ordinary Resolution is required for increasing the Authorised Share Capital of the Company and consequential amendment to Clause V of the Memorandum of Association.

The Board recommends this resolution for approval of members.

None of the Directors, KMPs of the Company and their relatives are interested in this resolution.

Item 2:

In order to reward the Shareholders of the Company, the Board of Directors at its meeting held on 28th November 2024 has recommended the issue of Bonus Shares in the proportion of 6 (Six) new Equity Share of Rs. 100 (Rupees Hundred only) each fully paid-up for every 1 (one) existing Equity Share of Rs.100 (Rupees Hundred only) each of the Company to Shareholders of the Company whose name appear in the Register of the Members of the Company on 22nd November 2024 by capitalization of a sum of Rs. 82,69,13,400 (Rupees Eighty Two Crores Sixty Nine Lacs Thirteen Thousand Four Hundred Only) forming part of Free Reserves and Surplus of the Company as at 31st March, 2024.

The proposed issue of Bonus Shares will be made in accordance with the provisions of Section 63 of the Companies Act, 2013.

Approval of Members by way of an Ordinary Resolution is required for issue of Bonus Shares. The Board recommends this resolution for approval of members.

The Directors, KMPs of the Company and their relatives are deemed to be concerned or interested

in this resolution to the extent of shares held by them in the Company.

By order of the Board of Directors
For Fluid Controls Limited
(Formerly known as Fluid Controls Private Limited)

Aniruddha Hublikar
Company Secretary

Fluid Controls Ltd.

Date: 28th November 2024
Place: Pune

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Annexure I

Form MGT-11
PROXY FORM

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

Name of the Company:	Fluid Controls Limited
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Registered Office:	Gat. No. 378/1 (Part), Kharabwadi, Talegaon-Chakan Road, Chakan, Pune, Khed, Maharashtra, India, 410501

Name of the Member(s):	
Registered Address:	
E-mail ID:	
Folio No. / Client ID:	
DP ID:	

I/We, being the Member(s) holding _____ shares of the above Fluid Controls Limited (the "**Company**"), hereby appoint:

	Name:	
	Address:	
	E-mail ID:	
	Signature:	

or failing him

1	Name:	
	Address:	
	E-mail ID:	
	Signature:	

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or failing him

3	Name:	
	Address:	
	E-mail ID:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting of the Company to be held on Thursday, 5th December 2024 at 11:00 a.m. at the Registered Office of the Company situated at Gat. No. 378/1 (Part), Kharabwadi, Talegaon-Chakan Road, Chakan, Pune, Khed, Maharashtra, India, 410501 and at any adjournment thereof in respect of such resolutions as are indicated below:

I/We wish my above proxy to vote in the manner as indicated in the box below:

Resolution No.	Particulars	For	Against
1.	To approve increase authorized share capital of the Company		
2.	To approve issue of Bonus Shares		

Signed this _____ day of _____, 20_____.

_____
Signature of the Shareholder

_____ _____ _____
Signature of 1st Proxy holder Signature of 2nd Proxy holder Signature of 3rd Proxy holder

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Notes:

1) 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 (forty-eight) hours before the commencement of the meeting.

2) A proxy need not be a member of the Company and shall prove his identity at the time of attending the meeting.

A person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% (ten percent) of the total share capital of the Company carrying voting rights. A member holding more than 10% (ten percent) of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

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CIN: U29120PN1981PLC232367

Annexure II

ATTENDANCE SLIP

(Please fill this attendance slip and mail it to the Company)

Name of the Member:	
Address of the Member:	
Folio No. / DP ID: Client ID:	
No. of shares held:	

I / We hereby record my / our presence at the Extra-Ordinary General Meeting of Fluid Controls Limited held physically on Thursday, 5th December 2024 at 11.00 a.m.. at the Registered Office of the Company situated at Gat. No. 378/1 (Part), Kharabwadi, Talegaon-Chakan Road, Chakan, Pune, Khed, Maharashtra, India, 410501.

_____

Signature of the Shareholder /
Authorised Representative*

***Strike out whichever is not applicable**

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Annexure III

ROUTE MAP TO THE VENUE OF THE MEETING

