



*Powering Business Worldwide*

Eaton Fluid Power Limited  
CIN: U29120PN1965PLC015850  
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## **POSTAL BALLOT NOTICE**

NOTICE is hereby given that pursuant to Section 110 of the Companies Act, 2013, (Act) read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014 and MCA General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September 2020 and 39/2020 dated 31<sup>st</sup> December, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") and any other applicable laws and regulations, to transact the below mentioned proposed special businesses by the members of the Eaton Fluid Power Limited ("the Company") by passing resolutions through postal ballot ("Postal Ballot") only through remote e-voting.

In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Ministry of Corporate Affairs, Government of India (the "MCA") in terms of the MCA Circulars, has advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot / e-voting in accordance with the provisions of the Act and Rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue. MCA has clarified that for companies that are required to provide e-voting facility under the Act, while they are transacting any business(es) only by postal ballot and the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by email to all its members who have registered their email addresses with the Company or depository / depository participants and the communication of assent / dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the MCA Circulars.

Hence, in compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot and members are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company now propose to obtain the consent of the members by way of Postal Ballot for the matters as considered in the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolution is also annexed.

You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of remote e-voting facility provided by the Company.

## **PROPOSED RESOLUTIONS:**

**ITEM 1** - To consider, and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the recommendations of Nomination and Remuneration Committee as well as approval by the Board of Directors of the Company by way of circular resolution on October 1, 2020 and subject to the provisions of Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the approval of the shareholders of the Company be and is hereby given for the appointment of Mr. Prasanna Kumar GN as Whole-time Director of the Company for a period of 3 years, w.e.f. October 1, 2020 on the following terms of salary, allowances and perquisites –

### **A. Salary**

1. Basic Salary – Rs. 24,78,317/- p.a.

### **B. Allowances & Perquisites**

#### **Allowances**

1. House Rent Allowance – Rs. 9,91,327/- p.a.
2. Other Allowance – Rs. 25,40,148/- p.a.
3. Children Education Allowance – Rs. 2,400/- p.a.

#### **Perquisites**

1. Hospitalization and accident insurance cover under Company medical policy for self and family.
2. Reimbursement of Medical expenses for self and family, payable on monthly claim basis – Rs. 15,000/- p.a.
3. Personal Accident Insurance Policy coverage 3 times of Annual CTC p.a. per year.
4. Provision of subsidized canteen facility as per Company policy.
5. Provision of telecommunication and internet facilities as per Company policy.

Perquisites will be valued as per Perquisite Valuation Rules as amended from time to time.

### **C. Performance linked incentives**

1. Entitlement to Eaton’s Executive Incentive Compensation Plan - Target Pay Rs. Zero to Rs. 13,01,116/- per annum depending on the performance, as per the Plan.

### **D. Others including retirals**

1. Company’s contribution to the Provident Fund at the rate of 12%, or the prescribed rate as amended from time to time.
2. Gratuity and Superannuation contribution as per the scheme of the Company.

Annual paid leave of 27 working days per year (or pro-rated period for any portion thereof) and encashment of leave as per Company Policy.

Increase in salary and benefits during the tenure of 3 years based on individual and company performance, provided the aggregate increase does not exceed 30% during every period of 12 months commencing from 1<sup>st</sup> October every year. This increase in salary and benefit is not assured and is at the sole discretion of the Nomination and Remuneration Committee and the Board of Directors of the Company.”

**ITEM 2** - To consider, and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and in supersession of earlier resolution(s) passed in this regard, the consent and approval of Members of the Company be and is hereby given by way of special resolution to the Board of Directors and / or Committee thereof of the Company to borrow an amount not exceeding Rs. 18.3 crores over and above the existing borrowing limit of Rs. 100 Crores which was approved pursuant to the special resolution passed by the shareholders of the company in extra ordinary general meeting held on February 25, 2014 as and when required in one or more tranches on such terms and conditions and with or without security as may be considered suitable by the Board of Directors and / or Committee thereof for meeting the purpose of funding the business activities.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and is hereby severally authorized to take all the steps to give effect to this resolution and to complete the required statutory formalities in this regard.”

**By Order of the Board of Directors**

**Date: March 25, 2021**  
**Place: Pune**

**Prasanna Kumar GN**  
**Whole-time Director**  
**(DIN 08873121)**

**NOTES:**

1. An explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 is annexed hereto. The said resolutions and explanatory statements are being sent to you for your considerations vide e-mail.

2. In terms of the MCA Circulars, the Company is sending this Postal Ballot Notice in electronic form only. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only
3. The Company is pleased to provide voting by electronic means ('E-voting') to the Members, to enable them to cast their votes electronically on the proposed resolution. The Company has engaged the services of Link Intime India Pvt. Ltd. to provide E-voting facility to its Members. Detailed instructions on E-voting are given as under.
4. The Postal Ballot Notice is being sent to all the Members, whose names are appearing in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of working hours on Friday, April 9, 2021 ('cut-off date'). Voting rights will be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date.
5. This Notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Bank/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses. Members may note that this Notice is available on the Company's website: [www.eaton.in](http://www.eaton.in)
6. The voting period for Postal Ballot and E-voting shall commence from Wednesday, April 14, 2021 at 9.00 a.m. IST and end on Thursday, May 13, 2021 at 5.00 p.m. IST. Votes received by way of E-voting beyond 5.00 p.m. on Thursday, May 13, 2021 at 5.00 p.m. shall be considered invalid.
7. CS Nital Tadphale, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the postal ballot and E-voting process in a fair and transparent manner.
8. The Scrutinizer shall make, not later than 48 hours of the conclusion of the e-voting period, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a Director authorized by him in writing, who shall countersign the same. The Chairman or the authorized Director shall declare the result of the voting forthwith.
9. The results declared along with the Scrutinizer's Report shall be uploaded on the Company's website [www.eaton.in](http://www.eaton.in) after the same is declared by the Chairman/authorized person.
10. Instructions for remote e-voting are as follows:

## **Remote e-Voting Instructions for shareholders:**

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

❖ Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:** Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account shall provide ‘D’, above**
- Shareholders/ members holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

❖ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

❖ Click “confirm” (Your password is now generated).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on 'No' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
  - It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 –4918 6000.

**InstaVote Support Desk**  
**Link Intime India Private Limited**

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

### **ITEM 1:**

Mr. Prasanna Kumar GN was appointed as Whole-time Director of the Company w.e.f. October 1, 2020 pursuant to the provisions of Section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time. The members of the Nomination and Remuneration Committee and the Board of Directors Company have taken into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc. while considering the appointment of Mr. Prasanna Kumar GN as Whole-time Director. Pursuant to the provisions of section 196, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the approval of Central Government is not required for the purpose of appointment of Mr. Prasanna Kumar GN as Whole-time Director.

Mr. Prasanna Kumar GN has completed post graduate program in Manufacturing Management from BITS Pilani and completed bachelor's degree in mechanical engineering from Bangalore University.

Mr. Prasanna Kumar GN is Plant Manager, Hydraulics India for Eaton. In this role, Prasanna heads Plant of Hydraulics businesses in India. He is responsible for operations, EHS, Quality, CI, strategic plan execution, growth initiatives, program management and material functions. Not limited to above functions additionally responsible for compliance and profitability of the plant.

Mr. Prasanna Kumar GN has been with Eaton for more than 9 years and has held leadership roles in corporate and hydraulics business. Prasanna has over two decades of industry experience. Prior to joining Eaton, he worked in various roles in Operations, Consulting in Yuken, ABB, Bourton Group, Gokaldas Exports

The appointment of Mr. Prasanna Kumar GN as Whole-time Director of the Company is for a period of 3 years from October 1, 2020.

The said appointment is subject to approval of the Members.

None of the Directors except Mr. Prasanna Kumar GN are in any way concerned or interested in this Special Resolution.



**ITEM 2:**

Pursuant to Section 180(1)(c) of the Companies Act, 2013, the Board of Directors of the Company can borrow in excess of the aggregate amount of the paid-up capital of the Company and its free reserves at any one time with the consent of the shareholders of the Company by way of special resolution.

At an Extra Ordinary General Meeting of the Company held on February 25, 2014, the shareholders, had passed Special Resolution under section 180(1)(c) of the Companies Act, 2013 empowering the Board of Directors of the Company to borrow monies up to Rs 100 crores in excess of the aggregate amount of the paid-up capital and free reserves of the Company

The Board of Directors of the Company are proposing to borrow an amount not exceeding Rs. 18.3 crores over and above the existing borrowing limit of Rs. 100 Crores as mentioned above which was approved pursuant to the special resolution passed by the shareholders of the company in the extra ordinary general meeting held on February 25, 2014. It is noted that the proposed increase in borrowing limits shall enable the Company to borrow funds to utilize the same for its day to day business activities and operations including but not limited to reimburse the cost of superstructure and the facilities therein situated at 145, Mumbai Pune Road, Pimpri, Pune 411018. The superstructure and facilities therein will be used by the Company for its day to day business activities and operations.

Accordingly, the consent of the shareholders is being sought for the enhancement of the borrowing limit of the Company as set out in the Item No. 2 of the Notice.

None of Directors is in any way concerned or interested in this Special Resolution.

**By Order of the Board of Directors**

**Date: March 25, 2021**  
**Place: Pune**

**Prasanna Kumar GN**  
**Whole-time Director**  
**(DIN 08873121)**