




SVD & Associates

Company Secretaries

4th Floor, Vedwati Apartments, Shivajinagar, Pune – 411005
Ph. : 020 69000666, E-mail: deulkarcs@gmail.com



To
The Chairman,
Eaton Fluid Power Limited,
145, Mumbai Pune Raod, Pimpri,
Pune – 411 018

Sub: Results of E-voting and voting by Poll

Dear Sir,

I undersigned, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as Scrutinizer of Eaton Fluid Power Limited ("the Company") for scrutinizing the e-voting process (during September 22, 2016 to September 25, 2016) and voting by poll (at 51st Annual General Meeting (AGM) held on September 26, 2016) conducted as per the provisions of the Companies Act, 2013.

The Compliance with the provisions of the Companies Act, 2013 and the rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by poll by the shareholders on the resolutions proposed in the Notice of the 51st Annual General Meeting of the Company is the responsibility of the Management. My responsibility as a Scrutinizer is to ensure that the voting process through electronic means and by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast in favour or against if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Limited (NSDL) and report on poll at the meeting.:

I hereby enclose below reports relating to the voting on the resolutions proposed at the 51st Annual General Meeting of the Company held on September 26, 2016:

- a) Report on E-voting;
- b) Report on Poll; and
- c) Combined report of e-voting and Poll

I hereby declare that all the 6 (Six) resolutions as per the aforesaid Notice of the Annual General Meeting of the Company have been passed unanimously.

Thanking you,

Yours faithfully,

For SVD & Associates


Sridhar Mudaliar



Partner

FCS No. 6156

C. P. No. 2664

Place: Pune

Date: September 26, 2016

Sridhar Mudallur
M.Com, LL.B., F.C.S.

22-A, Hanuman Nagar.
Off: Senapati Bapat Road,
Model Colony, Pune- 411016
Tel: 25655319

Company Secretary

51 st Annual General Meeting of Eaton Fluid Power Limited (CIN U29120PN1965PLC015850) held on September 26, 2016								
Combined Report								
Sr. No	Resolutions	E - voting		Voting by poll		Total		Result
		No. of Votes		No. of Votes		No. of Votes		
		For	Against	For	Against	For	Against	
1	Ordinary Resolution: Adoption of Audited Financial Statements for the financial year ended March 31, 2016.	6797490	0	13	0	6797503	0	Resolution passed unanimously
2	Ordinary Resolution: Appointment of Mr. Yan Jin (DIN: 03345314) who retires by rotation.	6797490	0	13	0	6797503	0	Resolution passed unanimously
3	Ordinary Resolution: Appointment of Mr. Viswanathan Krishnamurthi (DIN: 07077902) who retires by rotation.	6797490	0	13	0	6797503	0	Resolution passed unanimously
4	Ordinary Resolution: Ratification of appointment of M/s. SRBC & Co LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/ E300003) as Statutory Auditors.	6797490	0	13	0	6797503	0	Resolution passed unanimously
5	Special Resolution: Approve the remuneration of Mr. Subhasis Chatterjee, Managing Director.	6797490	0	13	0	6797503	0	Resolution passed unanimously
6	Ordinary Resolution: Approve the remuneration of M/s. C. S. Adawadkar & Co., Cost Accountants.	6797490	0	13	0	6797503	0	Resolution passed unanimously

Date: September 26, 2016
Place: Pune

Sridhar Mudaliar
M.Com, LL.B., F.C.S.

Company Secretary

22-A, Hanuman Nagar,
Off: Senapati Bapat Road.
Model Colony, Pune- 411016
Tel: 25655319

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

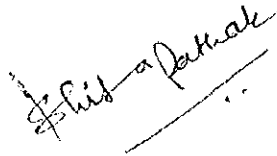
51st Annual General Meeting of the Equity shareholders of Eaton Fluid Power Limited held on Monday, September 26, 2016 at 10.00 AM at Registered office of the Company at 145, Mumbai Pune Road, Pimpri, Pune – 411 018.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries, have been appointed as scrutinizer of Eaton Fluid Power Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner & ascertaining the requisite majority on e-voting carried out as per the provisions of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on below mentioned resolution(s), at the 51st Annual General Meeting of the Equity shareholders of Eaton Fluid Power Limited held on Monday, September 26, 2016 at 10.00 AM at Registered office of the Company at 145, Mumbai Pune Road, Pimpri, Pune – 411 018. I submit my report as under:

1. The e-voting period remained open from September 22, 2016 (9.00 a.m.) to September 25, 2016 (5.00 p.m.)
2. The shareholders holding shares as on the "cut off" date i.e. September 19, 2016 were entitled to vote on the proposed resolutions (item no. 1 to 6 as set out in the Notice of the 51st Annual General Meeting (AGM) of Eaton Fluid Power Limited.)

3. The votes were unblocked on September 26, 2016 at around 11.48 AM in the presence of two witnesses, Ms. Ishita Pathak (Sus Road, Pashan- 411021) and Mr. Mohit Gupta, (Senapati Bapat Road, Pune-411016) who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.
4. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "for" and "Against", were downloaded from the e-voting website of National Securities Depository Limited (URL: <https://www.evoting.nsdl.com/>).



Name: Ishita Pathak
Add: Sus Road,
Pashan,
Pune - 411021



Name: Mohit Gupta
Senapati Bapat Road,
Pune - 411016



5. The result of the e-voting is as under:

- a) **Ordinary Resolution No. 1 – Adoption of Audited Financial Statements for the financial year ended March 31, 2016.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	6797490	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- b) **Ordinary Resolution No. 2 – Appointment of Mr. Yan Jin (DIN: 03345314) who retires by rotation.**

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	6797490	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- c) **Ordinary Resolution No. 3** – Appointment of Mr. Viswanathan Krishnamurthi (DIN: 07077902) who retires by rotation.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	6797490	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- d) **Ordinary Resolution No. 4** – Ratification of appointment of M/s. SRBC & Co LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/ E300003) as Statutory Auditors.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	6797490	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- e) **Special Resolution No. 5** – Approve the remuneration of Mr. Subhasis Chatterjee, Managing Director.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	6797490	100%

(ii) Voted against the resolution:

Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

f) **Ordinary Resolution No. 6** – Approve the remuneration of M/s. C. S. Adawadkar & Co., Cost Accountants.

(i) Voted in favour of the resolution:

Number of members voted through electronic voting system	Number of votes cast in favour of resolution	% of total number of valid votes cast
2	6797490	100%

(ii) Voted against the resolution:

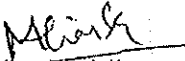
Number of members voted through electronic voting system	Number of votes cast against the resolution	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

6. The register, all other papers and relevant records relating to electronic voting shall remain in my safe custody until the Chairman considers, approves, signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,


Sridhar Mudaliar
Practicing Company Secretary
C. P. No. 2664

Place: Pune

Date: September 26, 2016

51ST ANNUAL GENERAL MEETING OF EATON FLUID POWER LIMITED (CIN U29120PN1965PLC015850) HELD ON SEPTEMBER 26, 2016


ANNEXURE TO E-VOTING REPORT FOR RESOLUTION NO. 1 TO 6

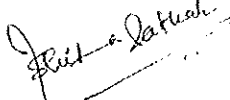
EVEN	ISIN	ISIN_NAME	START_DATE	END_DATE	RESULT_DATE	STATUS	EVEN_RATIO
105094	INE762B01015	EATON FLUID POWER LIMITED EQ	2016-09-22	2016-09-25	2016-09-26	U	1

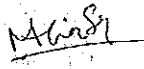
EVEN	RESOLUTION_ID	OPTION_ID	OPTION_NAME	VOTER_COUNTS	VOTE_COUNTS
105094	1	1	I/We assent to the resolution(For/ Yes/ Favour)	2	6797490
105094	1	2	I/We dissent to the resolution(Against/ No)	0	0
105094	2	1	I/We assent to the resolution(For/ Yes/ Favour)	2	6797490
105094	2	2	I/We dissent to the resolution(Against/ No)	0	0
105094	3	1	I/We assent to the resolution(For/ Yes/ Favour)	2	6797490
105094	3	2	I/We dissent to the resolution(Against/ No)	0	0
105094	4	1	I/We assent to the resolution(For/ Yes/ Favour)	2	6797490
105094	4	2	I/We dissent to the resolution(Against/ No)	0	0
105094	5	1	I/We assent to the resolution(For/ Yes/ Favour)	2	6797490
105094	5	2	I/We dissent to the resolution(Against/ No)	0	0
105094	6	1	I/We assent to the resolution(For/ Yes/ Favour)	2	6797490
105094	6	2	I/We dissent to the resolution(Against/ No)	0	0

Ch

51ST ANNUAL GENERAL MEETING OF EATON FLUID POWER LIMITED (CIN U29120PN1965PLC015850) HELD ON SEPTEMBER 26, 2016							
ANNEXURE TO E-VOTING REPORT FOR RESOLUTION NO. 1 TO 6							
SR NO.	USER_ID	USER_NAME	RESOLUTION_ID	OPTION_ID	HOLDINGS	VOTES	
1	'IN30014210715974	ETN HOLDING 2 LIMITED	6	1	6797489	6797489	
2	'IN30014210715974	ETN HOLDING 2 LIMITED	5	1	6797489	6797489	
3	'IN30014210715974	ETN HOLDING 2 LIMITED	1	1	6797489	6797489	
4	'IN30014210715974	ETN HOLDING 2 LIMITED	3	1	6797489	6797489	
5	'IN30014210715974	ETN HOLDING 2 LIMITED	4	1	6797489	6797489	
6	'IN30014210715974	ETN HOLDING 2 LIMITED	2	1	6797489	6797489	
7	'IN30070810606496	ISHAN KULKARNI	6	1	1	1	
8	'IN30070810606496	ISHAN KULKARNI	4	1	1	1	
9	'IN30070810606496	ISHAN KULKARNI	5	1	1	1	
10	'IN30070810606496	ISHAN KULKARNI	3	1	1	1	
11	'IN30070810606496	ISHAN KULKARNI	2	1	1	1	
12	'IN30070810606496	ISHAN KULKARNI	1	1	1	1	


 Name → Mohit Gupta
 address → S.B. Road, Pune


 Name: Ishita Pathak
 Add: Sew Road,
 Pashan,
 Pune - 411021


 Mahesh

Sridhar Mudaliar
M.Com, LL.B., F.C.S.

Company Secretary

22-A. Hanuman Nagar,
Off: Senapati Bapat Road,
Model Colony, Pune- 411016
Tel: 25655319

Scrutinizer's Report

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

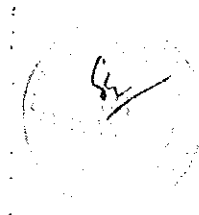
The Chairman,

51st Annual General Meeting of the Equity shareholders of Eaton Fluid Power Limited held on Monday, September 26, 2016 at 10.00 AM at Registered office of the Company at 145, Mumbai Pune Road, Pimpri, Pune - 411018.

Dear Sir,

I, Sridhar Mudaliar, Partner, SVD & Associates, Company Secretaries and Mr. Ishan Kulkarni having Client ID No: IN30070810606496 residing at Flat No.3 P Building, Suyog Heights Sneh Paradise, Paud Road, Kothrud, Pune- 411038, have been appointed as scrutinizer of Eaton Fluid Power Limited ("the Company") for the purpose of the poll taken on below mentioned resolutions, at the 51st Annual General Meeting of the Equity shareholders of Eaton Fluid Power Limited held on Monday, September 26, 2016 at 10.00 AM at Registered office of the Company at 145, Mumbai Pune Road, Pimpri, Pune - 411018. I submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in our presence with due identification marks placed.
2. The locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.



3. The poll papers, which were incomplete and/ or which were otherwise found defective have been treated as invalid and kept separately.

4. The result of the Poll is as under:

a) **Ordinary Resolution No. 1 – Adoption of Audited Financial Statements for the financial year ended March 31, 2016.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
1*	49

*Note: *One shareholder has partly 'for' and partly 'not voted' on the resolution.*

b) **Ordinary Resolution No. 2 – Appointment of Mr. Yan Jin (DIN: 03345314) who retires by rotation.**

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100%

A handwritten signature is present in the bottom right corner, along with a circular stamp that is partially obscured and difficult to read.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
1*	49

Note: *One shareholder has partly 'for' and partly 'not voted' on the resolution.

c) **Ordinary Resolution No. 3** – Appointment of Mr. Viswanathan Krishnamurthi (DIN: 07077902) who retires by rotation.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
1*	49

Note: *One shareholder has partly 'for' and partly 'not voted' on the resolution.

- d) **Ordinary Resolution No. 4** – Ratification of appointment of M/s. SRBC & Co LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/ E300003) as Statutory Auditors.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100%

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	49

Note: *One shareholder has partly 'for' and partly 'not voted' on the resolution.

- e) **Special Resolution No. 5** – Approve the remuneration of Mr. Subhasis Chatterjee, Managing Director.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100%

A handwritten signature is present over a circular stamp in the bottom right corner of the page.

(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:

Total number of members who have not voted /whose votes were declared invalid	Total number of votes cast by them
1*	49

Note: *One shareholder has partly 'for' and partly 'not voted' on the resolution.

- f) Ordinary Resolution No. 6 – Approve the remuneration of M/s. C. S. Adawadkar & Co., Cost Accountants.

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
13	13	100%

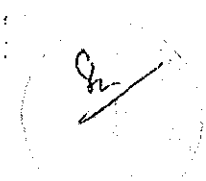
(ii) Voted against the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

(iii) Not voted/Invalid votes:


Total number of members who have not voted/whose votes were declared invalid	Total number of votes cast by them
1*	49

Note: *One shareholder has partly 'for' and partly 'not voted' on the resolution.



5. A list of equity shareholders who voted " FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed
6. The poll papers and other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,


Sridhar Mudaliar
Practicing Company Secretary
C. P. No. 2664



Mr. Ishan Kulkarni.
Client ID No: IN30070810606496,
Flat No.3 P Building,
Suyog Heights Sneh Paradise,
Paud Road, Kothrud,
Pune- 411038

Place: Pune

Date: September 26, 2016

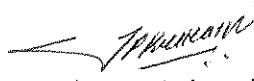
51st Annual General Meeting of Eaton Fluid Power Limited (CIN U29120PN1965PIC015850) held on September 26, 2016

Annexure to Poll Report for Resolution No. 1 To 3

Sr. No.	Folio/DPID	Name 1	Name 2	Shares	Resolution No. 1			Resolution No. 2			Resolution No. 3			Remarks
					Voting			Voting			Voting			
					For	Against	Not voted/Invalid	For	Against	Not voted/Invalid	For	Against	Not voted/Invalid	
1	IN30290240821619	Suresh Balkrishna Marulkar	0	1	1	0	0	1	0	0	1	0	0	
2	1202990004849550	Santosh Malikarjun Gogave	0	1	1	0	0	1	0	0	1	0	0	
3	IN30267930646219	Sree Ramachandra Murthy K	0	1	1	0	0	1	0	0	1	0	0	
4	IN30028010221018	Shubhada Nitin Pethe	Nitin Ramchandra Pethe	1	1	0	0	1	0	0	1	0	0	
5	IN30116030237297	Ashish Agarwal	0	1	1	0	0	1	0	0	1	0	0	
6	1202260000052641	Dattatraya Laxman Wagh	0	1	1	0	0	1	0	0	1	0	0	
7	0004257	Dinesh Bhogade	Namdev Mahadev Bhogade	50	1	0	49	1	0	49	1	0	49	Not voted
8	1202260000039740	Nitin Rameshchandra Deshmukh	0	1	1	0	0	1	0	0	1	0	0	
9	IN30115123572356	Vinod Hariprasad Patodia	0	1	1	0	0	1	0	0	1	0	0	
10	IN30290246829719	Jitendra Goverdhan Gupta	0	1	1	0	0	1	0	0	1	0	0	
11	IN30267935205538	Jugalkishor Mukhiya	0	1	1	0	0	1	0	0	1	0	0	
12	1204470005553825	Deepak Balasheeb Patankar	0	1	1	0	0	1	0	0	1	0	0	
13	1201060002402321	Makarand Madhusudan Kotafwar	0	1	1	0	0	1	0	0	1	0	0	
Total				62	13	0	49	13	0	49	13	0	49	

51st Annual General Meeting of Eaton Fluid Power Limited (CIN U29120PN1965PLC015850) held on September 26, 2016
Annexure to Poll Report for Resolution No. 3 To 6

Sr. No.	Folio/DPID	Name 1	Name 2	Shares	Resolution No. 4			Resolution No. 5			Resolution No. 6			Remarks
					Voting			Voting			Voting			
					For	Against	Not voted/Invalid	For	Against	Not voted/Invalid	For	Against	Not voted/Invalid	
1	IN30290240821619	Suresh Balkrishna Marulkar	0	1	0	0	1	0	0	1	0	0		
2	1202990004849550	Santosh Mallikarjun Gogave	0	1	0	0	1	0	0	1	0	0		
3	IN30267930646219	Sree Ramachandra Murthy K	0	1	0	0	1	0	0	1	0	0		
4	IN30028010221018	Shubhada Nitin Pethe	Nitin Ramchandra Pethe	1	1	0	0	1	0	0	1	0	0	
5	IN30116030237297	Ashish Agarwal	0	1	0	0	1	0	0	1	0	0		
6	1202260000052641	Dattatraya Lakshman Wagh	0	1	0	0	1	0	0	1	0	0		
7	B004257	Dinesh Bhogade	Mandev Mahadev Bhogade	50	1	0	49	1	0	49	1	0	49	Not voted
8	1202260000039740	Nitin Rameshchandra Deshmukh	0	1	1	0	0	1	0	0	1	0	0	
9	IN30115123572356	Vinod Hariprasad Patodia	0	1	1	0	0	1	0	0	1	0	0	
10	IN30290246829719	Jitendra Goverdhan Gupta	0	1	1	0	0	1	0	0	1	0	0	
11	IN30267935205638	Jugalkishor Mukhiya	0	1	1	0	0	1	0	0	1	0	0	
12	1204470005553825	Deepak Balasaheb Patankar	0	1	1	0	0	1	0	0	1	0	0	
13	1201060002402321	Makarand Madhusudan Kotalwar	0	1	1	0	0	1	0	0	1	0	0	
Total				62	13	0	49	13	0	49	13	0	49	


 Name: Ishan Kulkarni
 Client ID No: IN30070810606496
 Address: Flat No. 3, P Building,
 Suyog Heights Sneh Paradise,
 Paud Road, Kothrud,
 Pune - 411038

