

NOTICE OF 34TH (THIRTY FOURTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 34th (Thirty Fourth) Annual General Meeting of the members of Eicher Motors Limited is scheduled to be held on Saturday, June 18, 2016 at Shri Ram Centre, 4, Safdar Hashmi Marg, New Delhi-110001 at 10:00 AM, to transact the following business:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
- To approve interim dividend of Rs. 100 per equity share paid for the financial year ended March 31, 2016.
- To ratify the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), as Statutory Auditors of the Company to hold office from the conclusion of thirty fourth Annual General Meeting (AGM) till the conclusion of the thirty-fifth AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

- To consider and approve re-appointment of Mr Siddhartha Lal as Managing Director of the Company:

In this regard, it is proposed to consider and if thought fit to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder read with Schedule V of the Act and subject to such other provisions as may be applicable and subject to the approval of the Central Government, consent of the shareholders be and is hereby accorded for re-appointment of Mr Siddhartha Lal (DIN 00037645) as Managing Director of the Company for a term of 5 (Five) years with effect from May 1, 2016 on the following terms and conditions:

Terms and conditions:

Subject to the control and supervision of the Board of Directors, Mr Siddhartha Lal, Managing Director shall be in charge of the management of the affairs of the Company and he shall perform such duties and exercise such powers as may be entrusted to him from time to time by the Board of Directors and shareholders except such matters which are specifically to be done by the Board of Directors under the Articles of Association of the Company or under the Companies Act, 2013 and the rules thereunder or under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Mr Siddhartha Lal shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and there will be no break in his office as Managing Director in case he is re-appointed by the shareholders.

The appointment shall be terminable by either party by giving 3 months’ written notice provided that the Company shall have the option to pay salary in lieu of notice for the full period of 3 months or for such period by which such notice falls short of 3 months.

RESOLVED FURTHER THAT the said terms and conditions of the re-appointment of Mr Siddhartha Lal as Managing Director may be altered and varied from time to time by the Board as it may, in its discretion deem fit in accordance with the provisions of the Companies Act, 2013 or any amendments made therein and such other provisions as may be applicable and with the approval of Central Government, if required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds and things as it may consider necessary or expedient to give effect to this resolution.”

- To consider and approve payment of Remuneration to Mr Siddhartha Lal as Managing Director:

In this regard, it is proposed to consider and if thought fit to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules framed thereunder read with Schedule V of the Act and subject to such provisions as may be applicable and subject to such approvals as may be required, consent of the shareholders of the Company be and is hereby accorded for payment of following remuneration to Mr Siddhartha Lal (DIN 00037645) in the capacity of Managing Director of the Company for a period of 1 (one) year with effect from May 1, 2016.

A) Fixed Compensation:

- Salary and Allowances: Rs. 3.06 Crores (Rupees three crore six lakh only) per annum.
- Perquisites, including rent-free furnished accommodation, car with driver, club membership, reimbursement of medical expenses, leave travel concession and other perquisites in accordance with company policies and tax incidence thereon.
- Statutory contributions and Retirement benefits: As per applicable law and Company policies.

B) Commission:

As the Board of Directors of the Company may approve, upon recommendation or, if required, approval of the Nomination and Remuneration Committee.

The aggregate of salary, perquisites, benefits and commission in the financial year shall not exceed the limit prescribed from time to time under Sections 197 and other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds and things as it may consider necessary or expedient to give effect to this resolution.”

By order of the Board of Eicher Motors Limited

Manhar Kapoor

Place: GURGAON

Company Secretary & Compliance Officer

Date: May 5, 2016

Membership No. FCS 5564

CIN: L34102DL1982PLC129877

Regd. Off: 3rd Floor-Select Citywalk

A-3 District Centre, Saket

New Delhi – 110017

Phone: 0124-4415600 Fax: 0124-4415807

Website: www.eichermotors.com, E-mail: investors@eicher.in

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed herewith.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND TO VOTE AT A POLL INSTEAD OF HIMSELF/HERSELF AND THAT A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY IN ORDER TO BE EFFECTIVE SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, DULY COMPLETE, STAMPED AND SIGNED, NOT LESS THAN 48 HOURS BEFORE THE SCHEDULED TIME OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN (10) % OF THE TOTAL SHARE CAPITAL OF THE COMPANY. A MEMBER HOLDING MORE THAN 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 PROXY FOR ANY OTHER PERSON OR MEMBER.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours at the registered office of the Company, provided not less than 3 days written notice is given to the Company.
4. Corporates/ Societies intending to send their respective authorized representative are requested to send appropriate resolutions/authority, as applicable authorizing such representative to attend and vote at the Annual General Meeting.
5. Pursuant to SEBI (LODR) Regulations, 2015 and such other provisions as may be applicable, the Board of Directors had fixed June 11, 2016 as cut-off date for determining the Members who shall be entitled to vote through Remote e-voting or voting at the meeting. A person who is not a member as on the cut-off date shall treat this notice for information purpose only.
6. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Board of Directors in their meeting held on March 12, 2016 approved payment of interim dividend of Rs. 100/- per Equity Share (@ 1000%) on 2,71,61,183 Equity Shares of face value of Rs. 10/- each fully paid-up of the Company aggregating to Rs. 271,61,18,300/- out of the profits for the financial year 2015-2016. Interim dividend was paid to the shareholders as per their shareholding in the Company as on March 23, 2016 (Record Date for payment of interim dividend).
8. The amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Dividend for the financial year 2007-08 to the IEPF within the stipulated time period during the year. Members who have not encashed their dividend warrants for the financial year 2008 (April 2008 to December 2008) and onwards are advised to write to the Registrar immediately for claiming dividends declared by the Company.
9. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical form are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e. M/s Link Intime India Pvt. Ltd. at 44, 2nd Floor, Community Centre, Naraina Industrial Area, Phase - 1 New Delhi 110028.

Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
11. Electronic copy of Notice of the 34th Annual General Meeting and Annual Report for financial year 2015-16 is being sent to all the members whose email ID's are registered with the Registrar/Depository Participant(s) unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Notice of the 34th Annual General Meeting and Annual Report for the financial year 2015-16 is being sent by other permissible modes. Attendance Slip, Proxy Form and process and manner of e-voting are part of notice of Annual General Meeting.
12. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for year 2015-16 is also available on the Company's website www.eichermotors.com and on the website of the Registrar www.linkintime.co.in for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during 11:00 A.M. to 5:00 P.M on any working day (Monday-Friday). Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's email id: investors@eicher.in
13. Pursuant to the provisions of Section 72 of the Companies Act 2013, the member(s) holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
14. Guidelines for attending the ensuing Annual General Meeting of the Company:
 - a. Entry to the Auditorium/Hall will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid attendance slip.
 - b. Any briefcase/bags/eatables or such other articles as may be ordered by the authorities, are not allowed inside the Auditorium/Hall.
 - c. Member(s) are requested to bring the copy of the Annual Report to the meeting.
15. All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company between 11:00 AM and 5:00 PM on all working day (Monday-Friday).
16. Members desirous of obtaining any information/ clarification on the enclosed Accounts are requested to submit their query in writing to Mr D.S. Mehta, Manager at the Registered Office of the Company at least 10 days before the date of the Meeting.
17. The Register of Director and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act,

2013, and Register of Contracts or Arrangements in which directors are interested under section 189 will be made available for inspection by members of the Company at the meeting. Certificate from the Auditors of the Company certifying that Employee Stock Option Plan 2006 is being implemented in accordance with the Securities And Exchange Board Of India (Share Based Employee Benefits) Regulations, 2014 and in accordance with the resolution of the Company passed in the general meeting, will also be available for inspection at the meeting.

18. Voting through electronic means:

I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

II. The facility for voting through ballot process shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot process.

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

IV. The remote e-voting period commences on June 14, 2016 (9:00 am) and ends on June 17, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of June 11, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

V. The process and manner for remote e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "EML remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder-Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any

other person and take utmost care to keep your password confidential.

- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "Eicher Motors Limited".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to info@rdajuris.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i) Initial user ID and password is provided in the separate sheet sent along with the annual report in the below format:

EVEN (E Voting Event Number)		
EVEN (E Voting Event Number)	User ID	Password/Pin

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of para A above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. 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 June 11, 2016.
- X. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. June 11, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in and investors@eicher.in
However, if a member is already registered with NSDL for remote e-voting then such member can use existing user ID

and password for casting vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot process.
Members can opt for only one mode of voting, i.e., either by Ballot Process or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Process shall be treated as invalid.
- XIII. Mr Ranjeet Pandey, Partner, M/s RDA & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, through "Ballot Process" for all those

members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.

- XV. The Scrutinizer shall after the conclusion of voting at the annual general meeting, first count the votes cast through ballot at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated scrutinizer's report within the prescribed time of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The results along with the report of the Scrutinizer would be displayed at the registered office of the Company mentioned below, at the corporate office at #96, Sector 32, Gurgaon 122001, Haryana and shall be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed along with the Scrutinizer's report on the Company's website www.eichermotors.com and NSDL website www.evoting.nsdl.com.
- XVII. Any query/ grievance relating to voting including e-voting may be addressed to Mr D.S Mehta-Manager, at #96, Sector 32, Gurgaon-122001, Haryana (Contact No. 0124-4415600, E-mail: dsmehta@eichermotors.com).

By order of the Board of Eicher Motors Limited

Manhar Kapoor

Company Secretary & Compliance Officer
Membership No. FCS 5564

Place: GURGAON
Date: May 5, 2016

CIN: L34102DL1982PLC129877
Regd. Off: 3rd Floor-Select Citywalk
A-3 District Centre, Saket
New Delhi – 110017
Phone: 0124-4415600 Fax: 0124-4415807
Website: www.eichermotors.com, E-mail: investors@eicher.in

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

In respect to Item No. 4 & 5:

At the Annual General Meeting of the Company held on March 18, 2011, the shareholders had approved the appointment of Mr Siddhartha Lal as Managing Director (MD) for a period of five years from May 1, 2011 (upto April 30, 2016).

The Board of Directors of the Company in its meeting held on April 27, 2016 had, subject to the approval of the shareholders in the 34th Annual General Meeting, re-appointed Mr Siddhartha Lal as Managing Director for another term of five years effective from May 1, 2016. Mr Siddhartha Lal, being a Non-resident Indian, his reappointment as Managing Director shall be subject to the approval of the Central Government. Mr Siddhartha Lal shall be liable to retire by rotation in accordance with Section 152 of the Companies Act, 2013 and there will be no break in his office as Managing Director in case he is re-appointed by the shareholders.

Brief profile of Mr Siddhartha Lal:

Mr Siddhartha Lal is a graduate in Economics from St. Stephens College, Delhi University. He holds a Post-Graduate Diploma in Mechanical Engineering from Cranfield University, UK and has done Masters of Science in Automotive Engineering at the University of Leeds, UK.

Mr Siddhartha Lal became the Chief Executive of Royal Enfield in the year 2000. He became Group Chief Operating Officer in January 2004. Subsequently, he took over as Chief Executive Officer of Eicher Group in the year 2006 and is presently the Managing Director and Chief Executive Officer of the Company.

His rich experience in the automotive industry, both in India and overseas, has endowed him with deep insights and expertise on the industry. Under the leadership of Mr Siddhartha Lal, the Company has witnessed significant growth, both in terms of revenue and profits. Revenue from operations of the Company has increased from Rs. 442.67 Crores in financial year 2010 (12 months) to Rs. 6,188.03 Crores in financial year 2015-16 (15 months). Profit before tax of the Company has increased from Rs. 86.61 Crores in 2010 to Rs. 1,769.58 Crores in 2015-16 and employee base has increased from 641 in 2010 to 1,882 in 2015-16. During the financial year 2015-16, Company sold 6,00,944 motorcycles in comparison to 52,576 motorcycles sold in the year 2010.

Major Awards & Recognitions of Mr Siddhartha Lal in recent time:

- a) NextGen Entrepreneur award - Forbes India Leadership Award 2015
- b) India's Best CEO award (small Companies/Automobiles)- Business Today Mind Rush Awards, 2015

Under the leadership of Mr Siddhartha Lal, Eicher Motors Limited won following awards in recent time:

- Emerging Company of the Year award - ET Awards 2015
- Best Company of the Year award - Business Standard Annual Awards, 2015

Terms and conditions of re-appointment are provided in the resolution under item no. 4 of the notice of this meeting. Considering the significant contribution made by Mr Siddhartha Lal towards the growth of the Company, it is also proposed to revise the remuneration of Mr Siddhartha Lal as provided in the resolution under item no. 5 of the notice of this meeting.

The Board recommends resolutions set out under item no. 4 and 5 in the Notice of this meeting for approval of shareholders.

Mr Siddhartha Lal is not related to any Director or Key Managerial Personnel of the Company. Except Mr Siddhartha Lal, none of the Directors

or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out under Item No. 4 and 5 in the notice of this meeting.

The Notice read with Explanatory Statement should be considered as written Memorandum setting out the terms of appointment and remuneration of Mr Siddhartha Lal as Managing Director as required under Section 190 of the Companies Act, 2013.

Other details about Mr Siddhartha Lal:

- Date of Birth: 14/10/1973
- Age: 42 Years
- Name of the Companies in which Mr Siddhartha Lal holds the Directorship and the Chairmanship / membership of Committees of the Board is as follows:

S. No.	Names of Companies/ entity	Designation on Board	Committees		
			Audit Committee	Stakeholder Relationship Committee	Other Committees
1.	Eicher Motors Limited	Managing Director	Member	-	1. Member- CSR Committee 2. Chairman- Risk Management Committee
2.	VE Commercial Vehicles Limited	Chairman & Managing Director	Chairman	-	1. Chairman- CSR Committee 2. Member-Nomination & Remuneration Committee
3.	Eicher Polaris Private Limited	Director	-	-	-

f) Shareholding in the Company: Mr Siddhartha Lal holds 2,94,694 shares of the Company. He is a member of the promoter group. The promoter group in aggregate holds 1,49,03,030 shares in the Company constituting 54.87% of Company's total Capital.

g) Remuneration for the financial year under review:

Fixed Component:	Rs. 2.78 Crores
Perquisites:	Rs. 1.21 Crores
Commission:	Rs. 4.50 Crores
Total:	Rs. 8.49 Crores

h) Date of first appointment to the Board: May 1, 2006

i) No. of Board meetings attended during previous financial year:
Mr Siddhartha Lal attended 5 (Five) out of 6 (Six) Board Meetings conducted during the previous financial year.

By order of the Board of Eicher Motors Limited

Manhar Kapoor

Company Secretary & Compliance Officer
Membership No. FCS 5564

Place: GURGAON

Date: May 5, 2016

CIN: L34102DL1982PLC129877

Regd. Off: 3rd Floor-Select Citywalk

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Website: www.eichermotors.com, E-mail: investors@eicher.in

Eicher Motors Limited

CIN: L34102DL1982PLC129877

Registered Office: 3rd Floor-Select Citywalk, A-3 District Centre, Saket, New Delhi-110017

Phone: 0124-4415600 Fax: 0124-4415807

Website: www.eichermotors.com, Email: investors@eicher.in

DP ID*	Client ID*/ Regd. Folio No.	No. of Shares Held	Name and Address of the Registered Shareholders
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I being the registered Shareholder/ proxy for the registered Shareholder of the Company hereby record my presence at the 34th ANNUAL GENERAL MEETING of the Company held on Saturday, June 18, 2016 at Shri Ram Centre, 4, Safdar Hashmi Marg, New Delhi-110001 at 10:00 AM and at any adjournment(s) thereof.

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form

**Eicher Motors Limited**

CIN: L34102DL1982PLC129877

Registered Office: 3rd Floor-Select Citywalk, A-3 District Centre, Saket, New Delhi-110017

Phone: 0124-4415600 Fax: 0124-4415807

Website: www.eichermotors.com, Email: investors@eicher.in

Form No. 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 of the Member(s) :
Regd. Address :
Email :
Folio No./DP ID/ Client ID :

I/We, being the holder of shares of the above named company, hereby appoint

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Saturday, June 18, 2016 at Shri Ram Centre, 4, Safdar Hashmi Marg, New Delhi-110001 at 10:00 AM and at any adjournment thereof in respect of such resolutions as are stated below:

ORDINARY BUSINESS:

- To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
- To approve interim dividend of Rs. 100 per equity share paid for the financial year ended March 31, 2016.
- To ratify the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), as Statutory Auditors of the Company to hold office from the conclusion of thirty fourth Annual General Meeting (AGM) till the conclusion of the thirty-fifth AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be determined by the Board of Directors of the Company.

SPECIAL BUSINESS:

- To consider and approve re-appointment of Mr Siddhartha Lal as Managing Director of the Company
- To consider and approve payment of Remuneration to Mr Siddhartha Lal as Managing Director

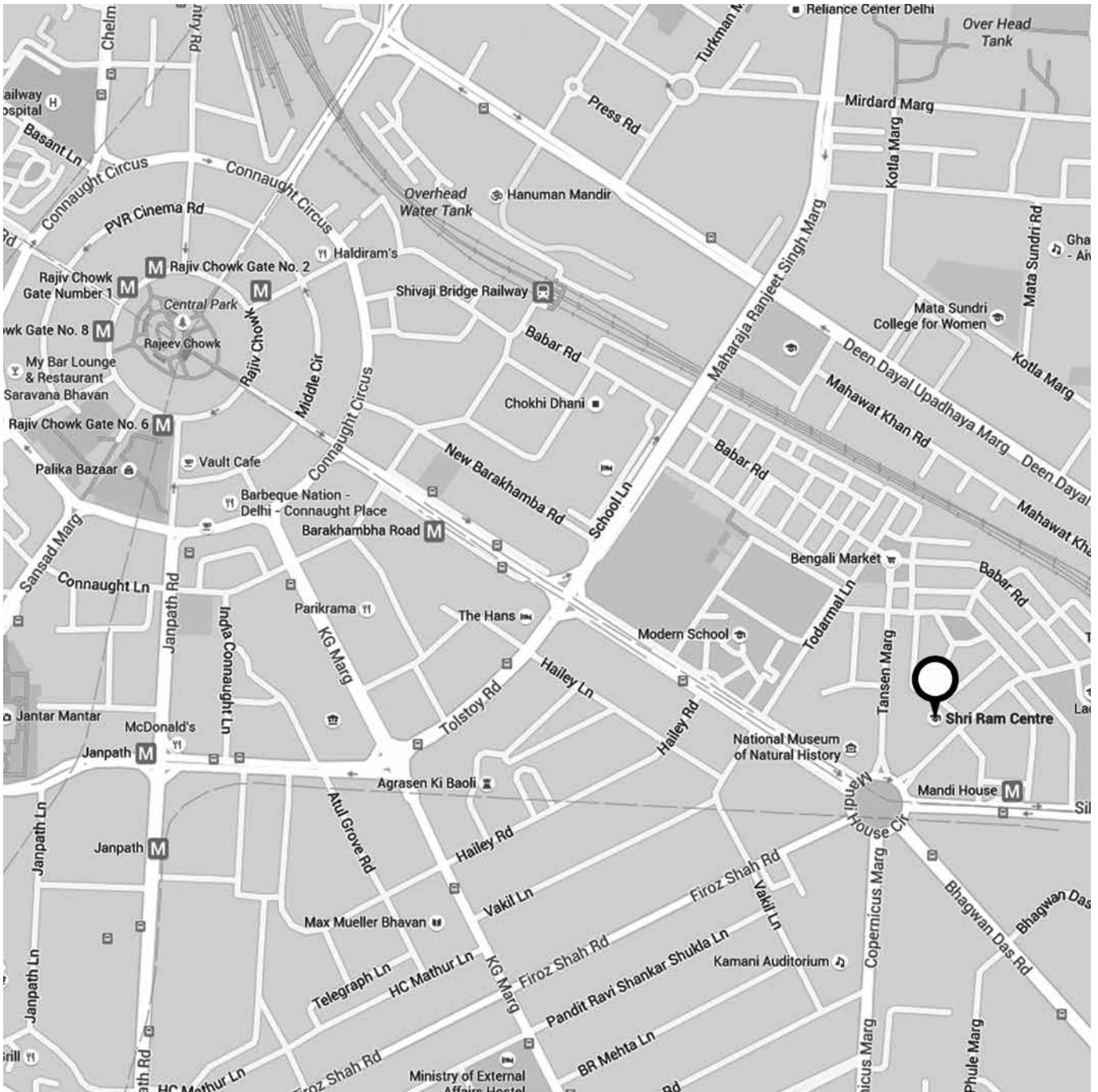
Affix
Revenue
Stamp of
Re. 1/-

Signed this..... day of.....2016

Signature of shareholder..... Signature of proxyholder (s).....

*In order to be effective, this form should be deposited at the registered office of the Company, duly complete and signed, not less than 48 hours before the scheduled time of the meeting.

ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING



34th Annual General Meeting Venue:



Shri Ram Centre

4, Safdar Hashmi Marg, New Delhi-110001
(Landmark: Mandi House Metro Station)