

NOTICE OF 35TH (THIRTY FIFTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 35th (Thirty Fifth) Annual General Meeting of the members of Eicher Motors Limited is scheduled to be held on Tuesday, August 8, 2017 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 10:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 100 per equity share for the financial year ended March 31, 2017.
3. To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants, as Statutory Auditors of the Company.

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

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act") read with Companies (Audit and Auditors) Rules, 2014 and such other provisions as may be applicable, including any statutory modification(s) or re-enactment(s) thereof, approval of the shareholders be and is hereby accorded for appointment of M/s. S R Batliboi & Co. LLP, Chartered Accountants (Firm Registration Number: FRN 301003E/E300005) as the Statutory Auditors of the Company for a period of five years, from the conclusion of 35th Annual General Meeting (AGM) till the conclusion of the 40th AGM of the Company to be held in the year 2022, subject to ratification of their appointment by the shareholders, if required, at every AGM at such remuneration plus service tax, out-of-pocket expenses, travelling and living expenses, etc. as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. 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 an 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 be and is hereby accorded for payment of following remuneration to Mr. Siddhartha Lal

(DIN: 00037645) in the capacity of Managing Director for a period of one year with effect from May 1, 2017:

A) Fixed Compensation:

- i. Salary and Allowances: Rs. 3.20 Crores (Rupees Three Crore Twenty Lac only) per annum.
- ii. Perquisite, 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.
- iii. Statutory contributions and Retirement benefits: As per applicable laws and Company policies.

B) Commission:

As the Board of Directors of the Company may approve, upon recommendation of the Nomination & Remuneration Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to determine the remuneration to be paid to Mr. Siddhartha Lal (DIN: 00037645) in the capacity of Managing Director of the Company for his remaining term (until April 30, 2021) on the recommendations of Nomination & Remuneration Committee of the Company, provided the total remuneration of Mr. Siddhartha Lal for any financial year shall not exceed three percent (3%) of the profits of the Company calculated in the manner provided under Section 197 read with Section 198 and subject to other applicable provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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."

5. To consider and ratify remuneration of Cost Auditor payable for the financial year 2016-17:

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

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014 ("the Rules"),

remuneration payable to Mr. V Kalyanaraman, Cost Accountant (Membership No. 778), 4, Second Street, North Gopalapuram, Chennai-600 086, appointed by the Board of Directors as Cost Auditor of the Company to conduct audit of the cost records of the Company for the financial year 2016-17, amounting to Rs. 2,00,000/- (Rupees Two Lac only), plus service tax as applicable and reimbursement of out-of-pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed.”

By order of the Board of Eicher Motors Limited

Manhar Kapoor

General Counsel & Company Secretary

Membership No. FCS 5564

Place: Gurugram

Date: May 5, 2017

CIN: L34102DL1982PLC129877

Regd. Off: 3rd Floor-Select Citywalk

A-3 District Centre, Saket

New Delhi – 110 017

Phone: 0124-4415600 Fax: 0124-4415807

Website: www.eichermotors.com

E-mail: investors@eichermotors.com

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business to be transacted 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 FORMS 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 of the Company, provided not less than 3 days written notice is given to the Company in this regard.

4. Corporates/other entities intending to send their respective authorised representative are requested to issue appropriate resolutions/authority letter, as applicable, authorising such representative to attend and vote at the Annual General Meeting.
 5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain close from August 2, 2017 to August 8, 2017 (both days inclusive).
 6. Pursuant to SEBI (LODR) Regulations, 2015 and such other provisions as may be applicable, the Board of Directors had fixed August 1, 2017 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.
 7. The dividend, if approved by the shareholders shall be paid in the following manner:
 - a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on August 1, 2017;
 - b) To all Members in respect of shares held in physical form after giving effect to valid transfer/transmission in respect of transfer/transmission requests lodged with the Company on or before the close of business hours on August 1, 2017.
 8. 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.
 9. 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 financial year 2008 (April – December) and 2009 (January – December) to the IEPF within the stipulated time period. Shares on which Dividend remain unclaimed for seven consecutive years or more will also be transferred to IEPF as per Section 124 of the Act and rules made thereunder.
- Members who have not encashed their dividend warrants for the financial year 2010 (January – December) and onwards are advised to write to the Registrar immediately, for claiming dividends declared by the Company.

10. 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 forms 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. Link Intime India Pvt. Ltd. at 44, 2nd Floor, Community Centre, Narayana Industrial Area, Phase-I, New Delhi - 110 028. 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). To support the "Green Initiative", 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.
11. 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 along with their folio details.
12. Annual Report for financial year 2016-17 along with the Notice of the 35th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants(s) through electronic mode 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 for the financial year 2016-17 along with Notice of the 35th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent by other permissible modes. The process and manner of e-voting is provided under para-19 below.
13. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for the financial year 2016-17 is 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 write to the Company's investor email id: investors@eichermotors.com.
14. 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) may write to the Company/Registrar for this facility. Member(s) holding shares in demat form may contact their respective Depository Participant for availing this facility.
15. Guidelines for attending the ensuing Annual General Meeting of the Company:
 - a) Entry to the AGM Auditorium 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. The shareholder/proxy need to present a valid photo identity proof such as PAN Card, Passport, Driving Licence, etc. at the time of attendance and for entry in the AGM Auditorium.
 - b) Any briefcase/bags/eatables or such other articles as may be ordered by the authorities are not allowed inside the AGM Auditorium.
16. All documents referred to in the Notice and explanatory statement are open for inspection at the registered office of the Company between 11:00 A.M. and 5:00 P.M. on all working days (Monday-Friday) up to the date of AGM.
17. Members desirous of obtaining any information/clarification on the matters provided in the Annual Report 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 along with their folio number/client ID and DP ID and other details.
18. The Register of Directors 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 SEBI (Share Based Employee Benefits) Regulations, 2014 will also be made available for inspection at the meeting.
19. 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 35th 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 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 voting rights 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 August 5, 2017 (9:00 A.M.) and ends on August 7, 2017 (5:00 P.M.). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of August 1, 2017, 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. If you are already registered with NSDL for e-voting, then you can use your existing user ID and 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 authorised signatory(ies) who are authorised 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 password is provided in a separate sheet sent along with the Notice in below format:

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. In case a shareholder is holding shares in demat mode, user ID is the combination of DP-ID & Client ID (DP-ID + Client ID). In case a shareholder is holding shares in physical mode, user ID is the combination of EVEN & Folio number (EVEN + Folio number).
- 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 in the paid up equity share capital of the Company as on the cut-off date of August 1, 2017.
- X. Any person, who acquires shares of the Company and becomes member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. August 1, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in and investors@eichermotors.com
- 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 forget your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset 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.
20. 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.
21. Member(s) can choose only one mode of voting, i.e. either remote e-voting or voting through ballot process at the AGM. In case a member casts its vote through both the modes, voting done through remote e-voting shall prevail and voting done at the meeting through ballot process shall be treated as invalid.
22. Mr. Ranjeet Pandey, or in his absence, Mr. Awanish Dwivedi, Partners - M/s RDA & Associates, Company Secretaries shall act as Scrutinizer(s) to scrutinise the ballot voting and remote e-voting process in a fair and transparent manner.
23. 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.

24. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast through ballot process 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, and submit the report to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
25. Result of voting (remote e-voting and voting through ballot process at the AGM) shall be declared within 48 hours from the time of conclusion of the meeting. The results along with the Scrutinizer's report would be displayed at the registered office of the Company, at the corporate office at #96, Sector 32, Gurugram - 122 001, 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 on the Company's website www.eichermotors.com and NSDL website www.evoting.nsdl.com.
26. Any query relating to voting including e-voting may be addressed to Mr. D.S. Mehta-Manager, at #96, Sector 32, Gurugram-122 001, Haryana (Contact No. 0124-7102968, E-mail: investors@eichermotors.com).

By order of the Board of Eicher Motors Limited

Manhar Kapoor

General Counsel & Company Secretary

Place: Gurugram

Membership No. FCS 5564

Date: May 5, 2017

CIN: L34102DL1982PLC129877

Regd. Off: 3rd Floor-Select Citywalk

A-3 District Centre, Saket

New Delhi – 110 017

Phone: 0124-4415600 Fax: 0124-4415807

Website: www.eichermotors.com

E-mail: investors@eichermotors.com

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

Item No. 4:

Mr. Siddhartha Lal was re-appointed as the Managing Director of the Company with effect from May 1, 2016 for a period of five years in the Annual General Meeting (AGM) held on June 18, 2016. Mr. Siddhartha Lal, being a Non Resident Indian, his reappointment required approval of Ministry of Corporate Affairs and the same was obtained vide Central Government approval letter dated October 25, 2016.

The shareholders at the AGM held on June 18, 2016 had also approved remuneration of Mr. Siddhartha Lal as Managing Director of the Company for a period of one (1) year (from May 1, 2016 till April 30, 2017). The Board of Directors of the Company in their meeting held on May 5, 2017 had, subject to the approval of the shareholders in the 35th Annual General Meeting, approved payment of remuneration to Mr. Siddhartha Lal w.e.f. May 1, 2017 as Managing Director, in the manner as provided under business item no. 4 of the notice of this meeting.

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 & 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. 484.38 crores in financial year 2010 to Rs. 7,944.06 crores in financial year 2016-17. Profit before tax of the Company has increased from Rs. 86.61 crores in 2010 to Rs. 2,276.99 crores in 2016-17 and employee base has increased from 641 in 2010 to 2,274 as on March 31, 2017. During the financial year 2016-17, Company sold 6,66,493 motorcycles in comparison to 52,576 motorcycles sold in the year 2010.

Other details about Mr. Siddhartha Lal:

- Date of Birth: 14/10/1973
- Age: 43 Years
- Name of the Companies in which Mr. Siddhartha Lal holds Directorship and Chairmanship / Membership of Committees of the Board is as follows:

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

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

- NextGen Entrepreneur Award - Forbes India Leadership Award 2015
- India's Best CEO Award (small Companies/ Automobiles) - Business Today Mind Rush Awards, 2015
- CEO of the Year - Business Standard Awards 2016

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

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

Considering the significant contribution made by Mr. Siddhartha Lal towards the growth of the Company, it is proposed to approve payment of remuneration to Mr. Siddhartha Lal w.e.f. May 1, 2017, in the manner as provided under item no. 4 of the notice of this meeting.

The Board recommends resolutions set out under item no. 4 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 is/are concerned or interested, financially or otherwise, in the proposed resolution.

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

- d) Shareholding in the Company: Mr. Siddhartha Lal holds 2,94,694 equity shares of the Company. He is part of promoter & promoter group. The promoter & promoter group in aggregate holds 1,37,62,184 equity shares in the Company constituting 50.58% of Company's total Capital.
- e) Remuneration for the financial year 2016-17:
- | | |
|-----------------|-------------------|
| Fixed Component | : Rs. 3.29 crores |
| Perquisites | : Rs. 1.71 crores |
| Commission | : Rs. 4.20 crores |
| Total | : Rs. 9.20 crores |
- f) Date of first appointment on the Board: May 1, 2006.
- g) No. of Board meetings attended during previous financial year:
- Mr. Siddhartha Lal attended 5 (Five) out of 6 (Six) Board Meetings held during the financial year 2016-17.
- Mr. Siddhartha Lal also attended the Board meeting held on May 5, 2017 during the financial year 2017-18.

Item No. 5:

Pursuant to Section 148 of the Companies Act, 2013 and Companies (Cost Records and Audit) Rules, 2014, remuneration payable to the Cost Auditors is required to be ratified by the members of the Company. Board of Directors of the Company at their meeting held on July 28, 2016 approved the appointment of Mr. V Kalyanaraman, Cost Accountant, 4, Second Street, North Gopalapuram, Chennai-600 086 to conduct audit of cost records of the

Company for the financial year 2016-17. Board of Directors at their meeting held on May 5, 2017, subject to ratification by members at the 35th Annual General Meeting approved remuneration of Rs. 2,00,000/- (Rupees Two Lacs only), plus service tax and reimbursement of out-of-pocket expenses, payable to Mr. V Kalyanaraman for audit of cost records of the Company for the financial year 2016-17. The Board recommends ratification of remuneration of Cost Auditor, as above, by the members for financial year 2016-17 by passing an Ordinary Resolution as set out under business item no. 5 of the notice of this meeting.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the proposed resolution.

By order of the Board of Eicher Motors Limited

Manhar Kapoor

General Counsel & Company Secretary
Membership No. FCS 5564

Place: Gurugram
Date: May 5, 2017

CIN: L34102DL1982PLC129877
Regd. Off: 3rd Floor-Select Citywalk
A-3 District Centre, Saket
New Delhi – 110 017
Phone: 0124-4415600 Fax: 0124-4415807
Website: www.eichermotors.com
E-mail: investors@eichermotors.com

Eicher Motors Limited

CIN: L34102DL1982PLC129877

Registered Office: 3rd Floor-Select Citywalk, A-3 District Centre, Saket, New Delhi - 110 017

Phone: 0124-4415600 Fax: 0124-4415807

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

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 35th ANNUAL GENERAL MEETING of the Company at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 10:00 A.M. on Tuesday, August 08, 2017 and at any adjournment(s) thereof.

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form

Note: The shareholder / proxy need to present a valid photo identity proof such as PAN Card, Passport, Driving Licence, etc. at the time of attendance and for entry in the AGM Auditorium.

**PROXY FORM****Eicher Motors Limited**

CIN: L34102DL1982PLC129877

Registered Office: 3rd Floor-Select Citywalk, A-3 District Centre, Saket, New Delhi - 110 017

Phone: 0124-4415600 Fax: 0124-4415807

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

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 35th Annual General Meeting of the Company, to be held on Tuesday, August 8, 2017 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 10:00 AM and at any adjournment thereof in respect of such resolutions as are stated below:

Ordinary Business:

1. To review, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2017 together with the reports of Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 100 per equity share for the financial year ended March 31, 2017.
3. To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants as Statutory Auditors of the Company.

Special Business:

4. To consider and approve payment of remuneration to Mr. Siddhartha Lal as Managing Director.
5. To consider and ratify remuneration of Cost Auditor payable for the financial year 2016-17.

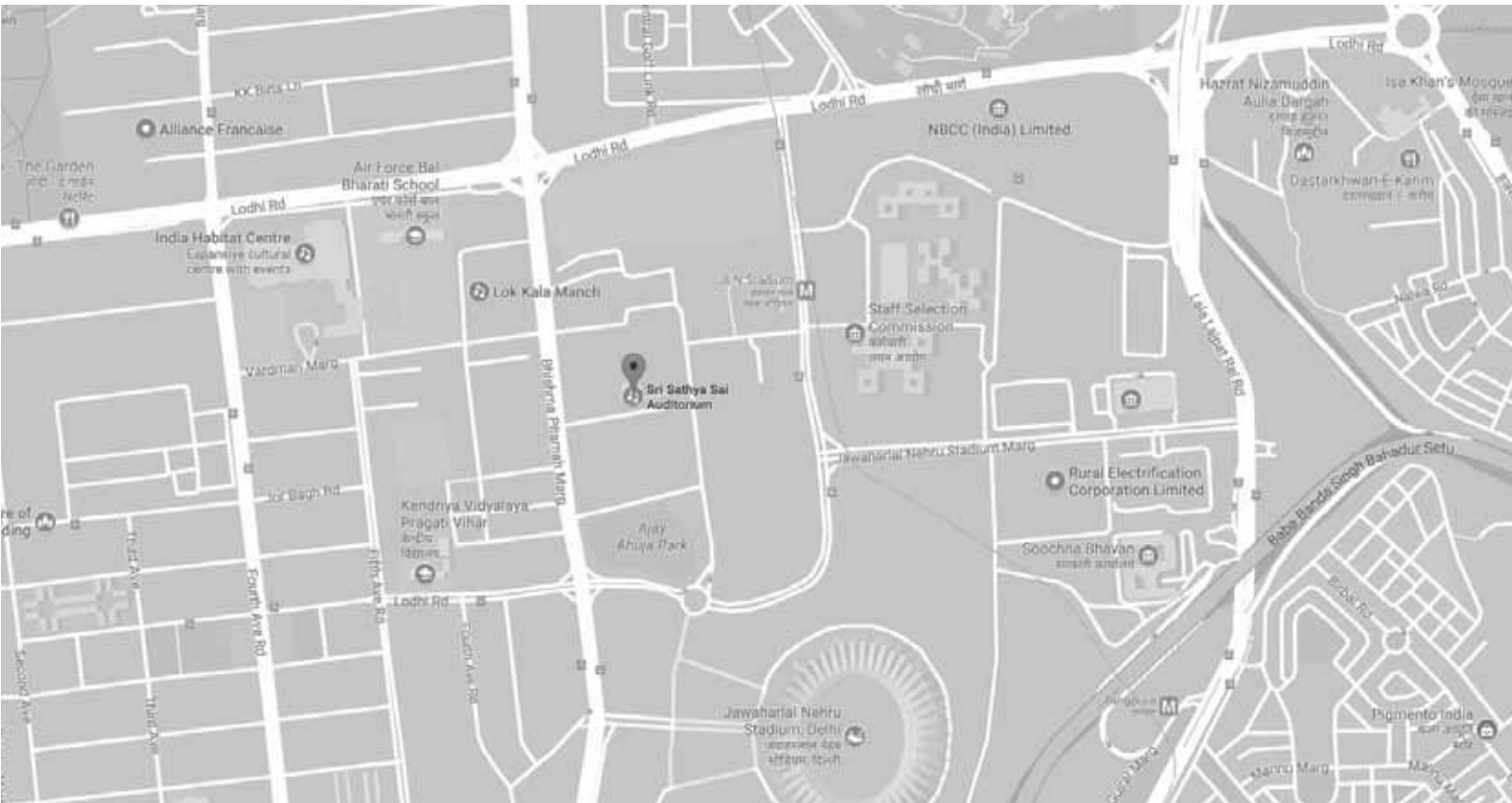
Signed this..... day of..... 2017

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

Affix Revenue Stamp of Re. 1/-

Note: In order to be effective, this form 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 shareholder/proxy may vote either for or against each resolution.

ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING



Venue for 35th Annual General Meeting



**Sri Sathya Sai International Centre
Pragati Vihar, Lodhi Road, New Delhi - 110 003
(Landmark: Dayal Singh College / JLN Stadium Metro Station)**

