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August 9, 2017

Online submission

**To,
The Secretary
BSE Limited**
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001
Security Code: 505200

**To,
The Secretary
National Stock Exchange of India Ltd**
Plot No. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai-400 051
Symbol: EICHERMOT

Ref: Results of the 35th Annual General Meeting (AGM) under Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Scrutinizer’s Report under Rule 20 of Companies (Management and Administration) Rules, 2014.

Desr Sir/ Madam

In furtherance to our letter dated August 9, 2017, informing proceedings of the 35th Annual General Meeting (AGM) of the Company pursuant to Regulation 30 of the SEBI (LODR) Regulations, 2015, and pursuant to the applicable provisions of SEBI (LODR) Regulations, 2015, we would like to inform you that all the business items/ resolutions as set out in the Notice convening the 35th AGM of the Company, have been transacted at the said AGM, as per the details given below:

Business Item no. 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. (Ordinary Resolution)
Total votes cast	2,08,06,307
Votes in favour	2,08,06,303
Votes against	4
Invalid votes	NIL
Result	The resolution was passed with requisite majority
Business Item no.2	To declare a dividend of Rs. 100 per equity share for the financial year ended March 31, 2017 (Ordinary Resolution)
Total votes cast	2,08,36,914
Votes in favour	2,08,36,889
Votes against	25
Invalid votes	NIL
Result	The resolution was passed with requisite majority

Eicher Motors Limited
Corporate Office:
#96, Sector - 32
Gurgaon - 122 001
Haryana, India
Tel+91 124 4415600

Registered Office
CIN: L34102DL1982PLC129877
3rd Floor-Select Citywalk
A-3, District Centre, Saket
New Delhi-110 017, India
Email: info@eicher.in



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Business Item no. 3	To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants, as 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 (Ordinary Resolution)
Total votes cast	2,08,36,909
Votes in favour	2,08,33,057
Votes against	3,852
Invalid votes	NIL
Result	The resolution was passed with requisite majority
Business Item no. 4	To consider and approve payment of remuneration to Mr. Siddhartha Lal as Managing Director with effect from May 1, 2017 in the manner as provided in the Notice of the Annual General Meeting (Ordinary Resolution)
Total votes cast	2,04,85,326
Votes in favour	1,84,47,068
Votes against	20,38,258
Invalid votes	NIL
Result	The resolution was passed with requisite majority
Business Item no. 5	To consider and ratify remuneration of Rs. 2,00,000/- (Rupee Two Lac only) of Cost Auditor payable for the financial year 2016-17 (Ordinary Resolution)
Total votes cast	2,08,36,911
Votes in favour	2,08,36,757
Votes against	154
Invalid Votes	NIL
Result	The resolution was passed with requisite majority

The Scrutinizer submitted its report on voting (including remote e-voting) today i.e. August 9, 2017, to the Chairman of the Company and the Chairman declared the results of the voting.

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Further, pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015, please find enclosed herewith voting results of the AGM along with consolidated report on remote e-voting as well as voting at the AGM, of Mr. Ranjeet Pandey, Scrutinizer, under Rule 20 of Companies (Management and Administration) Rules, 2014.

Kindly take the above on records.

Thanking you,
For Eicher Motors Limited

(Manhar Kapoor)
General Counsel & Company Secretary
Encl: As above

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Scrutinizer's Report

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

To,
Mr. S Sandilya
The Chairman
35th Annual General Meeting of the Equity Shareholders of
EICHER MOTORS LIMITED
held on 8th August, 2017 at Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi - 110003

Sub: Scrutinizer's Report on remote e-voting and voting through ballot process at the Annual General Meeting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir,

Please refer to your letter dated 5th May, 2017, appointing us as a Scrutinizer for the purpose of scrutinizing the remote e voting and voting at the venue of Annual General Meeting (hereinafter referred as "**Ballot Process**") in a fair and transparent manner and ascertaining the requisite majority in ballot process and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Amendment, 2014 as amended.

I, **CS Ranjeet Pandey**, partner of **M/s RDA & Associates**, Company Secretaries having office at A-308, LGF, Defence Colony, New Delhi- 110024, submit our report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notice of the 35th Annual General Meeting of the Equity Shareholders of Eicher Motors Limited ("**the Company**"), held on Tuesday, 8th August, 2017 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003 were duly sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. August 1, 2017 were entitled to vote on the proposed resolutions (5 items as set out in the Notice of the 35th AGM of Eicher Motors Limited).



3. Detailed instructions relating to ballot process and remote e-voting facility along with login details were provided to the members;
4. The Company has also published the information relating to remote e-voting in two newspapers namely, Business Standard (Hindi Daily) and the Business Standard (English Daily) dated 15th July, 2017.
5. The remote e-voting period commenced on Saturday, 5th August, 2017 and concluded on Monday, 7th August, 2017 at 5:00 PM, for the purpose of Annual General Meeting held on 8th August, 2017.
6. The members have casted their vote through e-voting facility provided by the National Securities Depositories Limited (hereinafter referred as the "NSDL") on the designated website <https://www.evoting.nsdl.com>.
7. After the announcement of conclusion of Annual General Meeting by the Chairman, all the members present in the meeting who have not casted their vote through e-voting were requested to cast their vote through ballot process.
8. The ballot process provided by the Company were operational till all the resolutions were considered and voted upon in the Annual General Meeting.
9. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the NSDL on the designated website and the ballot process facility provided by the Company at the venue of Annual General Meeting.
10. No members, who have used the facility of remote e-voting, have casted their vote in the Annual General Meeting of the Company.
11. The votes, made through remote e-voting facility, were unblocked after the conclusion of voting at the Annual General Meeting on **Tuesday, 8th August, 2017** in the presence of 2 (two) witnesses **Mr. Ashutosh Kumar** and **Mr. Alok Kumar Tripathi**, who are not in the employment of the Company.
12. The result of ballot process and remote e-voting on the below mentioned resolution is as under:



- a) 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.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 1 (as Ordinary Resolution)	E-Voting	2,07,79,392	99.99	4	0.01	Nil
	Ballot Process	26,911	100	Nil	Nil	Nil
	Total	2,08,06,303	99.99	4	0.01	Nil

- b) To declare a dividend of Rs. 100 per equity share for the financial year ended March 31, 2017.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 2 (as Ordinary Resolution)	E-Voting	2,08,09,978	99.99	25	0.01	Nil
	Ballot Process	26,911	100	Nil	Nil	Nil
	Total	2,08,36,889	99.99	25	0.01	Nil



- c) To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants, as 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.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 3 (as Ordinary Resolution)	E-Voting	2,08,06,146	99.98	3,852	0.02	Nil
	Ballot Process	26,911	100	Nil	Nil	Nil
	Total	2,08,33,057	99.98	3,852	0.02	Nil

- d) To consider and approve payment of remuneration to Mr. Siddhartha Lal as Managing Director with effect from May 1, 2017.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 4 (as Ordinary Resolution)	E-Voting	1,84,20,157	90.04	20,38,258	9.96	Nil
	Ballot Process	26,911	100	Nil	Nil	Nil
	Total	1,84,47,068	90.05	20,38,258	9.95	Nil



e) To consider and ratify remuneration of Rs. 2,00,000/- (Rupee Two Lakh only) of Cost Auditor payable for the financial year 2016-17.

Voted in "Favour" or "Against" of the resolution:

Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	
Item No. 5 (as Ordinary Resolution)	E-Voting	2,08,09,846	99.99	154	0.01	Nil
	Ballot Process	26,911	100	Nil	Nil	Nil
	Total	2,08,36,757	99.99	154	0.01	Nil

13. The percentage of total votes (through ballot process/ remote e-voting) casted by the members of Company in favour of all the resolutions is more than the votes casted against, and therefore, the resolutions are deemed to be passed. The voting of the related party (through ballot process/ remote e-voting) on any resolution(s) has not been considered for the purpose of result. The Chairman may declare the result accordingly.
14. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approve and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

Thanking You

**For RDA & ASSOCIATES
COMPANY SECRETARIES**

Ranjeet Pandey

**CS RANJEET PANDEY
PARTNER
FCS NO.5922
CP NO.6087**



**Place: New Delhi
Date: 09/08/2017**

[Signature]
(Chairman of Eicher Motors Ltd.)

Eicher Motors Limited

Voting Results pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

Date of the AGM/EGM	August 8, 2017
Total number of shareholders on record date	84427
No. of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group:	4
Public:	353
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	This facility was not provided
Public:	

Agenda-wise disclosure (to be disclosed separately for each agenda item)

Resolution No. 1	(Ordinary)	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						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13441284	97.67	13441284	0	100.00	0.00
	Poll	13762184	15143	0.11	15143	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		13762184	13456427	97.78	13456427	0	100.00
Public - Institutions	E-Voting		7164312	71.76	7164312	0	100.00	0.00
	Poll	9983542	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		9983542	7164312	71.76	7164312	0	100.00
Public - Non Institutions	E-Voting		173800	5.00	173796	4	99.99	0.01
	Poll	3476323	11768	0.34	11768	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		3476323	185568	5.34	185564	4	99.99
Total		27222049	20806307	76.43	20806303	4	99.99	0.01
Resolution No. 2	(Ordinary)	To declare a dividend of Rs. 100 per equity share for the financial year ended March 31, 2017.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13441284	97.67	13441284	0	100.00	0.00
	Poll	13762184	15143	0.11	15143	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		13762184	13456427	97.78	13456427	0	100.00
Public - Institutions	E-Voting		7194905	72.07	7194905	0	100.00	0.00
	Poll	9983542	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		9983542	7194905	72.07	7194905	0	100.00
Public - Non Institutions	E-Voting		173814	5.00	173789	25	99.99	0.01
	Poll	3476323	11768	0.34	11768	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		3476323	185582	5.34	185557	25	99.99
Total		27222049	20836914	76.54	20836889	25	99.99	0.01
Resolution No. 3	(Ordinary)	To appoint M/s. S R Batliboi & Co. LLP, Chartered Accountants, as 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.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13441284	97.67	13441284	0	100.00	0.00
	Poll	13762184	15143	0.11	15143	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		13762184	13456427	97.78	13456427	0	100.00
Public - Institutions	E-Voting		7194905	72.07	7191064	3841	99.95	0.05
	Poll	9983542	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total		9983542	7194905	72.07	7191064	3841	99.95
Public - Non Institutions	E-Voting		173809	5.00	173798	11	99.99	0.01
	Poll	3476323	11768	0.34	11768	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total		3476323	185577	5.34	185566	11	99.99
Total		27222049	20836909	76.54	20833057	3852	99.98	0.02

Resolution No. 4	(Ordinary)	To consider and approve payment of remuneration to Mr. Siddhartha Lal as Managing Director with effect from May 1, 2017 in the manner as provided in the Notice of the Annual General Meeting.						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes, Mr. Siddhartha Lal, part of Promoter & Promoter Group was interested						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13146590	95.53	13146590	0	100.00	0.00
	Poll	13762184	15143	0.11	15143	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	13762184	13161733	95.64	13161733	0	100.00	0.00
Public - Institutions	E-Voting		7138014	71.50	5099810	2038204	71.45	28.55
	Poll	9983542	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	9983542	7138014	71.50	5099810	2038204	71.45	28.55
Public - Non Institutions	E-Voting		173811	5.00	173757	54	99.97	0.03
	Poll	3476323	11768	0.34	11768	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	3476323	185579	5.34	185525	54	99.97	0.03
Total	27222049	20485326	75.25	18447068	2038258	90.05	9.95	

Resolution No. 5	(Ordinary)	To consider and ratify remuneration of Rs. 2,00,000/- (Rupee Two Lac only) of Cost Auditor payable for the financial year 2016-17.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13441284	97.67	13441284	0	100.00	0.00
	Poll	13762184	15143	0.11	15143	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	13762184	13456427	97.78	13456427	0	100.00	0.00
Public - Institutions	E-Voting		7194905	72.07	7194805	100	99.99	0.01
	Poll	9983542	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	9983542	7194905	72.07	7194805	100	99.99	0.01
Public - Non Institutions	E-Voting		173811	5.00	173757	54	99.97	0.03
	Poll	3476323	11768	0.34	11768	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	3476323	185579	5.34	185525	54	99.97	0.03
Total	27222049	20836911	76.54	20836757	154	99.99	0.01	

Date: August 9, 2017
Place: Gurugram, Haryana

For Eicher Motors Limited



(Manhar Kapoor)
General Counsel & Company Secretary