

NOTICE OF 36TH (THIRTY SIXTH) ANNUAL GENERAL MEETING

Notice is hereby given that the 36th (Thirty Sixth) Annual General Meeting of the members of Eicher Motors Limited is scheduled to be held on Friday, August 10, 2018 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 11:00 AM 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, 2018 together with the Reports of the Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 110/- per equity share for the financial year ended March 31, 2018.

SPECIAL BUSINESS:

3. To consider and ratify remuneration of Cost Auditors payable for the financial year 2017-18:

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 relevant cost records of the Company for the financial year 2017-18, amounting to Rs. 2,50,000 (Rupees two lac fifty thousand only), plus tax(s) as applicable and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit be and is hereby ratified and confirmed.”

4. To consider and approve re-classification of certain Promoter and Promoter Group individuals 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 Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any re-enactment(s),

modification(s), amendment(s) thereof for the time being in force and other applicable provisions, if any and subject to requisite approvals of the Stock Exchanges and other appropriate statutory authorities, as may be necessary, approval of the members of the Company be and is hereby accorded for re-classification of Mr. Arjun Joshi, Ms. Nihar Joshi and Ms. Shonar Joshi (hereinafter referred to as “Persons Seeking Re-classification”), from “Promoter and Promoter Group” category shareholders to the “Public” category shareholders.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the officers authorised by the Board in this regard), be and are hereby authorised to take all necessary steps in relation to aforesaid re-classification, to do all such acts, deeds and things as they may, in their absolute discretion deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and to make & submit all requisite applications, representations, filings, undertakings and any other documents, to the Stock Exchanges and other regulatory authorities for their approval, as may be required, in order to give effect to this resolution.”

By order of the Board of Eicher Motors Limited

Manhar Kapoor

General Counsel & Company Secretary

Place: Gurugram, Haryana

Membership No. FCS 5564

Date: May 9, 2018

CIN: L34102DL1982PLC129877

Regd. Off: 3rd Floor-Select Citywalk

A-3 District Centre, Saket

New Delhi – 110 017

Phone: 0124-4415600

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 Businesses 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, 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 4, 2018 to August 10, 2018 (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 3, 2018 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 3, 2018;
 - 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 3, 2018.
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.
 - a) 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 Authority (IEPF Authority), constituted by the Central Government. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Dividend for the financial year 2010 (January – December) to the IEPF Authority within the stipulated time period.

Members who have not encashed their dividend warrants for the financial year 2011 (January – December) and onwards are advised to write to the Registrar immediately for claiming dividends declared by the Company.
 - b) During the financial year ended March 31, 2018, the Company has transferred 1,71,518 equity shares of Rs. 10 each of the Company on which dividend remained unclaimed or unpaid for a period of seven consecutive years or more, belonging to 2,340 shareholders, to the Investor Education and Protection Fund Authority within the specified time pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 (“the Act”) read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (“the Rules”).

Any person whose share(s)/ unpaid dividend has been transferred to the IEPF Authority may claim the share(s)/ dividend from the IEPF Authority pursuant to the said Act and the Rules by submitting an online application in Form IEPF-5 available on the website www.iepf.gov.in. Simultaneously, claimant shall be required to submit a copy of Form IEPF-5 submitted with IEPF Authority duly signed and accompanied by all requisite documents to the Company at its registered office address at 3rd Floor, Select Citywalk, A-3 District Centre, Saket, New Delhi - 110 017 in an envelope marked as “Claim for refund from IEPF Authority” for verification. Shareholders are requested to go through the provisions of said Act and the Rules and also the information provided on the website

www.iepf.gov.in. Shareholders may also write to the Company or Company's Registrar for any further information/clarification in this regard.

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 folio details.
12. Annual Report for the financial year 2017-18 along with the Notice of the 36th 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 Participant(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 2017-18 along with Notice of the 36th 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 36th Annual General Meeting and the Annual Report for the financial year 2017-18 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 which will be issued at the attendance counters at the venue and against the exchange of duly filled in, signed and valid attendance slip. The shareholder/proxy will be required to show a valid original photo identity proof such as PAN Card, Passport, Driving Licence etc. at the attendance counter.
 - 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, Team 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 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 36th 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 7, 2018 (9:00 A.M.) and ends on August 9, 2018 (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 3, 2018, 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:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:
 - a) For Members who hold shares in demat account with NSDL.
8 Character DP ID followed by 8 Digit Client ID

For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
 - b) For Members who hold shares in demat account with CDSL.
16 Digit Beneficiary ID

For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
 - c) For Members holding shares in Physical Form.
EVEN Number followed by Folio Number registered with the Company.

For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If your email ID is registered and you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you by NSDL over email. Once you retrieve your 'initial password', you need enter the 'initial password'. The system will ask you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the Company,

your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a ".pdf file". Open the ".pdf file". The password to open the ".pdf file" is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The ".pdf file" contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address along with notice of the AGM.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/ Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) Click on "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of Eicher Motors Limited.

4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to info@rdajuris.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsd.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
4. The voting rights of members shall be in proportion to their share in the paid up equity share capital of the Company as on the cut-off date of August 3, 2018.
5. Any person, who acquires shares of the Company and become member of the Company after despatch of the notice and holding shares as of the cut-off date i.e. August 3, 2018, 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 eservices i.e. IDEAS, he can log-in at <https://eservices.nsdl.com/> with his existing IDEAS login. If the member forgets his password, he can reset his password by using above instructions for remote e-voting.

6. 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 the Scrutiniser(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 Scrutiniser, 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 Scrutiniser 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 scrutiniser'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. Results 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 Scrutinisers' 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- Team Manager, at 96, Sector 32, Gurugram-122001, 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, Haryana Membership No. FCS 5564
Date: May 9, 2018

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

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

Item No. 3:

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 its meeting held on August 9, 2017 approved appointment of Mr. V Kalyanaraman, Cost Accountant, having office at 4, Second Street, North Gopalapuram, Chennai-600 086 to conduct audit of relevant cost records of the Company for the financial year 2017-18. Board of Directors at its meeting held on May 9, 2018, decided to recommend to the shareholders for ratification, payment of remuneration of Rs. 2,50,000/- (Rupees two lac fifty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses to Mr. V Kalyanaraman for audit of cost records of the Company for the financial year 2017-18. The Board therefore seeks shareholders' approval through an Ordinary Resolution as set out under business item no. 3 in 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.

Item No. 4:

The Shareholders are informed that pursuant to the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [hereinafter referred to as the "SEBI (LODR) Regulations"], the Company has received a joint application dated December 7, 2017 along with requisite undertakings from Mr. Arjun Joshi, Ms. Nihar Joshi and Ms. Shonar Joshi, members of "Promoter and Promoter Group" of the Company (hereinafter referred to as the "Persons Seeking Re-classification"), for their re-classification as "Public" category shareholders.

The Shareholders are further informed that the aforesaid persons seeking re-classification are the descendants of Ms. Rukmani Joshi (deceased and erstwhile member of Promoter and Promoter Group of the Company). Ms. Rukmani Joshi was holding 3,05,757 (1.12%) equity shares of the Company. After her demise, said 3,05,757 (1.12%) equity shares were transmitted to her three descendants by way of inheritance in equal proportion [i.e. 1,01,919 (0.37%) equity shares each to Mr. Arjun Joshi, Ms. Nihar Joshi and Ms. Shonar Joshi] during the financial year 2017-18.

By virtue of acquisition of aforementioned shares by way of inheritance, Mr. Arjun Joshi, Ms. Shonar Joshi and Ms. Nihar Joshi are considered "Promoters" of the Company, pursuant to the provisions of Regulation 31A(4) of the SEBI (LODR) Regulations. Other than the shares acquired through inheritance, as above, Mr. Arjun Joshi, Ms. Shonar Joshi and Ms. Nihar Joshi are not holding any shares in the Company. Further, prior to such inheritance they did not fall into the definitions of "Promoter" and "Promoter Group" contained in SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 i.e. inter-alia, none of them is an immediate relative of any other Promoter(s) of the Company.

Persons seeking re-classification also meet the following conditions prescribed for re-classification under the SEBI (LODR) Regulations:

- a) They, directly or indirectly, do not exercise control over the affairs of the Company. They have also confirmed that post-reclassification, they shall not exercise direct or indirect control over the Company;
- b) Proposed re-classification is not intended for increasing the level of public shareholding towards achieving compliance with minimum public shareholding requirement under Rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of SEBI (LODR) Regulations;

- c) They, individually, along with their Persons acting in concert (without considering shareholding of other promoters of the Company), do not hold more than 10% of the paid-up equity share capital of the Company;
- d) They do not have any special rights in the Company through formal or informal arrangements. There are no existing shareholders' agreements granting special rights to them in the Company;
- e) They, individually, including through their immediate relatives, do not hold any key managerial personnel position in the Company;
- f) No regulatory action is pending against them.

Pursuant to Regulation 31A of SEBI (LODR) Regulations, 2015, re-classification of a person from "Promoter and Promoter Group" category into "Public" Category requires approval of Board of Directors, Shareholders and the Stock Exchanges. The Board of Directors of the Company at their meeting held on May 9, 2018 has approved aforesaid re-classification and recommended the resolution as set out under business item no. 4 in the Notice of this meeting for approval of the shareholders as an Ordinary Resolution. After shareholders' approval, the Company shall also be seeking requisite approvals of the Stock Exchanges in this regard.

None of the Directors, Key Managerial Personnel 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

Place: Gurugram, Haryana

Membership No. FCS 5564

Date: May 9, 2018

CIN: L34102DL1982PLC129877

Regd. Off: 3rd Floor-Select Citywalk

A-3 District Centre, Saket

New Delhi – 110 017

Phone: 0124-4415600

Website: www.eichermotors.com

E-mail: investors@eichermotors.com

ATTENDANCE SLIP

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 36th ANNUAL GENERAL MEETING of the Company on Friday, August 10, 2018 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 11:00 A.M. and at any adjournment(s) thereof.

Signature of Shareholder / proxy

* Applicable for investors holding shares in electronic form



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

- Name: Address:.....
 E-mail Id: Signature:....., or failing him
- Name: Address:.....
 E-mail Id: Signature:....., or failing him
- 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 36th Annual General Meeting of the Company, to be held on Friday, August 10, 2018 at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110 003 at 11:00 A.M. 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, 2018 together with the reports of Board of Directors and the Auditors thereon.
2. To declare a dividend of Rs. 110/- per equity share for the financial year ended March 31, 2018.

Special Business:

3. To consider and ratify remuneration of Cost Auditor payable for financial year 2017-18.
4. To consider and approve re-classification of certain Promoter and Promoter Group individuals of the Company.

Signed this..... day of..... 2018

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



Note: 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. A shareholder/proxy may vote either for or against each resolution.

ROUTE MAP OF THE VENUE FOR ANNUAL GENERAL MEETING



Venue for 36th Annual General Meeting

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