

MINUTES OF THE 32nd ANNUAL GENERAL MEETING OF EICHER MOTORS LIMITED HELD ON FRIDAY, MARCH 21, 2014 AT 10.00 A.M. AT LTG AUDITORIUM, COPERNICUS MARG, NEW DELHI-110 001.

Mr. Manhar Kapoor, Head Legal & Compliance introduced the dignitaries sitting on the Dais-Mr S. Sandilya-Chairman, Mr. Siddhartha Lal-Managing Director, Mr. Priya Brat-Independent Director, Mr. Prateek Jalan-Independent Director, and Mr. Lalit Malik-Chief Financial Officer.

Mr. M. J. Subbaiah, Chairman of the Audit Committee was unwell and could not attend the meeting. Mr. S. Sandilya, Mr. Priya Brat and Mr. Prateek Jalan, members of the Audit Committee were present at the meeting with Mr. Priya Brat officiating as the Chairman of Audit Committee.

404 members and 165 proxy holders holding 1,80,48,689 equity shares were present at the commencement of the meeting as per the attendance recorded and Proxy Register. The Registers of Proxies and the Register of Director's shareholding under section 307 of the Companies Act, 1956 were available and open for inspection.

Mr. Manhar Kapoor confirmed that the requisite quorum was present and called the meeting in order and requested Mr. S. Sandilya to take the Chair.

Mr. S. Sandilya took the Chair and welcomed the members present.

With the unanimous consent of the members, the notice convening the meeting was taken as read.

Thereafter, the Chairman delivered his speech along with a presentation highlighting the performance of the Company and its subsidiary.

The Chairman invited comments and queries from the members on the accounts and reports. Some shareholders sought clarifications on Company's prospects and raised queries. The Chairman replied to all the queries raised and gave the information asked for. The Chairman expressed gratitude to shareholders for the continual trust and support provided to the Company.

The Chairman requested Mr. Manhar Kapoor to read the Auditors' Report. The Auditors' Report was accordingly read.

Thereafter the Chairman took up the Agenda Items as per the Notice circulated for convening the Meeting:

Ordinary Business

Resolution No. 1: Adoption of Annual Accounts together with Auditors' and Directors' Report thereon for the year ended December 31, 2013

The Chairman put up the resolution regarding adoption of Annual Accounts together with Auditors' Report and Directors' Report for the year ended December 31, 2013 for consideration.

Mr. Bhupendra Singh Reen (Folio No. 130280000000293) proposed and Mr. Krishan Gopal Sahni (Folio No. IN302566/10000634) seconded the following resolution as an ordinary resolution:

“RESOLVED THAT Audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the year ended on December 31, 2013, the Auditors’ Report along with Directors’ Report and other Annexure thereon, as circulated amongst the Members’ of the Company be and are hereby received, considered & adopted.”

The Chairman put the motion to vote and on a show of hands declared the same as carried unanimously.

Resolution No. 2: Declaration of dividend on equity shares of the Company

The Chairman put up the resolution regarding declaration of dividend on equity shares for consideration.

Mr. Vikas Kumar Gupta (Folio No. IN301356/20485499) proposed and Mr. S. K. Agarwal (Folio No. 00089029) seconded the following resolution as an ordinary resolution:

“RESOLVED THAT the dividend @ 300% (i.e.Rs.30/- per equity share) out of the profit for the year ended December 31, 2013, as recommended by the Board of Directors, in its meeting held on February 12, 2014, be and is hereby declared and approved on equity shares of the Company.

RESOLVED FURTHER THAT the dividend be paid as under:

- a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data made available to the Company by National Securities Depository Limited (NSDL) and the Central Depository (India) Limited (CDSL) as on the closure of the business hours on March 13, 2014 and,
- b) To all those shareholders holding shares in physical form after giving effect to all valid share transfers lodged with the Company before the closing hours on March 13, 2014.”

The Chairman put the motion to vote and on a show of hands, declared the same as carried unanimously.

Mr S Sandilya being interested in the next item, excused himself from the Chair and requested Mr Priya Brat to preside over the next item who took the Chair.

Resolution No. 3 : Reappointment of Mr. S. Sandilya, Retiring Director

The Chairman put up the resolution regarding reappointment of Mr. S Sandilya as Director of the Company for consideration.

Mr. Gurcharan Jit Singh (Folio No. 1201410000007062) proposed and Mr. S. K. Agarwal (Folio No. 00089029) seconded the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. S. Sandilya be and is hereby reappointed as a Director of the Company, liable to retire by rotation.”

The Chairman put the motion to vote and on a show of hands, declared the same as carried unanimously.

Thereafter, Mr Priya Brat requested Mr S. Sandilya to take the Chair and preside over the remaining items.

Resolution No. 4: Reappointment of Statutory Auditors of the Company for the year 2014

The Chairman put up the resolution regarding reappointment of Statutory Auditors for consideration.

Mr. Prem Chachra (Folio No. 120150000003633) proposed and Mr. Jaswinder Singh (Folio No- IN301959/10027413) seconded the following resolution as an ordinary resolution:

"RESOLVED THAT M/s Deloitte Haskins & Sells, Chartered Accountants, Gurgaon (Firm Registration Number: 015125N) be and are hereby reappointed as Statutory Auditors of the Company for the year ending December 31, 2014 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration."

The Chairman put the motion to vote and on a show of hands, declared the same as carried unanimously.

Special Business

Resolution No. 5: Revision in the terms and conditions of appointment of Mr. Siddhartha Lal, Managing Director of the Company

The Chairman put up the resolution regarding revision in the terms of appointment of Managing Director of the Company for consideration.

Mr. Jai Prakash Gupta (Folio No. IN301143/10939890) proposed and Mr. Gagandeep Singh Reen (Folio No. 130280000000430) seconded the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Schedule XIII thereto including any statutory modification(s) or reenactment(s) thereof and such other approvals, permissions and sanctions, as may be required, consent of the shareholders of the Company be and is hereby accorded to revise the terms and conditions of appointment of Mr. Siddhartha Lal, Managing Director of the Company, as set out herein below w.e.f. April 1, 2014:

Revised terms & conditions of appointment of Mr. Siddhartha Lal

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 except such matters which are specifically to be done by the Board of Directors or the Company Secretary under the Articles of Association of the Company or under the Companies Act, 1956 and the rules thereunder.

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.

I. Salary and allowances:

- i) Basic Salary: Rs. 63.25 Lacs (Rupees Sixty Three Lacs Twenty Five Thousand only) per annum with such annual revision as may be decided by Board of Directors from time to time.
- ii) Flexible Payment Allowance (FPA): Rs. 126.50 Lacs (Rupees One Hundred Twenty Six Lacs Fifty Thousand only)) per annum with such annual revision as may be decided by Board of Directors from time to time.

II. Perquisites: In addition to the above Salary & Allowances, he shall be entitled to the following perquisites:

- i) Residential Accommodation: Managing Director shall be provided free furnished residential accommodation with free use of all the facilities and amenities provided by the Company.
- ii) Medical Reimbursement: Reimbursement of actual medical expenses incurred by the Managing Director and his family.
- iii) Club Fees: Actual fees of clubs will be paid by the Company.
- iv) Personal Accident Insurance: Actual premium to be paid by the Company.
- v) Car: Facility of two cars with drivers.
- vi) Telephone: Free telephone facility at residence including mobile phone.
- vii) Contribution to provident and superannuation funds: Company's contribution to Provident and Superannuation Funds will be as per the rules of the Company.
- viii) Gratuity: Not exceeding half months' salary for each completed year of service.
- ix) Reimbursement of entertainment and all other expenses incurred for the business of the Company as per rules of the Company.
- x) Other Allowance/benefits/perquisites: Any other allowance, benefits and perquisites as per the Rules applicable to Senior Executives of the Company and/or which may be applicable in the future and/or any other allowance, benefit, perquisite as the Board of Directors may decide from time to time.

III. Leave Travel Concession: For the Managing Director and his family once in a year incurred in accordance with any rules specified by the Company.

Explanation:

- (i) For the aforesaid purposes "Family" means the spouse, the dependent children and dependent parents of the Managing Director.
- (ii) Perquisites shall be evaluated as per Income Tax Rules, 1962, wherever applicable and in the absence of any such rules, perquisites shall be valued at actual cost.

IV. Commission:

As the Board of Directors of the Company and/or a Committee of the Board may at their sole discretion approve/decide, from time to time payment of commission provided that the remuneration paid as Basic Salary, Flexible Payment Allowance, Perquisites and Commission shall not exceed 5% of the net profit computed in the manner laid down in Section 198 of the Companies Act, 1956 as amended from time to time.

V. The aggregate of salary, allowances and perquisites including commission in any financial year shall not exceed the limit prescribed from time to time under sections 198, 309, 310 and other applicable provisions of the Companies Act, 1956 read with Schedule XIII to the Companies Act, 1956 as may be for the time being in force.

VI. Minimum Remuneration:

In the event of absence or inadequacy of profits in any financial year, the aggregate of salary, allowances, perquisites shall not exceed the applicable (maximum) ceiling limits prescribed under Section II of Part II of Schedule XIII of the Companies Act, 1956 or such other limits as may be prescribed by the Government from time to time.

VII. The Company shall not pay any commission to Mr. Siddhartha Lal in the event of absence/inadequacy of profits.

RESOLVED FURTHER THAT the above said terms and conditions of the appointment may be altered and varied from time to time by the Board as it may, in its discretion deem fit within the maximum amount payable to the Managing Director in accordance with the provisions of the Companies Act, 1956 or any amendments made therein or with the approval of Central Government, if required.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take such steps as it may consider necessary or expedient to give effect to the aforesaid resolution.”

The Chairman put the motion to vote and on a show of hands, declared the same as carried unanimously.

Except Mr. Siddhartha Lal, no other Director was concerned or interested in the above resolution.

Mr. Manhar Kapoor proposed a vote of thanks to the Chair and Shareholders present at the Meeting. The meeting was then concluded.

**Sd/-
CHAIRMAN**

Date : 21/03/2014

Place : New Delhi

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