



21st March, 2015

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai-400 001

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051

Subject: Disclosure of Voting Results pursuant to clause 35A of the Listing Agreement and
Scrutinizers Report

Dear Sir,

We would like to inform you that all the resolutions placed at the 33rd Annual General Meeting of Eicher Motors Limited, held on Friday, 20th March, 2015, have been passed by the members with requisite majority.

Please find attached:

- I. Report under Clause 35A of the listing agreement
- II. Scrutinizers consolidated report (on e-voting & poll)
- III. Scrutinizers report on outcome of e-voting
- IV. Scrutinizers report on outcome of Poll at the AGM

Kindly take the same on record.

Yours sincerely,

For Eicher Motors Limited

Manhar Kapoor
General Counsel & Company Secretary

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

Information pursuant to clause 35A of the Listing Agreement is as follows:

Date of the AGM	20 th March 2015
Total number of shareholders on record date	46,064
No. of shareholders present in the meeting in person:- a) Promoters and Promoter Group: b) Public:	2 385
No. of shareholders present in the meeting through proxy:- a) Promoters and Promoter Group: b) Public:	7 27
No. of Shareholders attended the meeting through Video Conferencing: a) Promoters and Promoter Group: b) Public:	Video conferencing facility was not provided

Agenda wise Voting Result is as follows:

Resolution No. 1	Adoption of Audited Financial Statements (including consolidated financial statements) for the financial year ended on 31 st December 2014 together with the Auditors' and Directors' Report thereon						
Resolution Required	Ordinary Resolution						
Type	Ordinary Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4534316	69.58	4184316	350000	92.28	7.72
Public-Others	5685566	64084	1.12	64084	Nil	100	Nil
Grand Total	27104783	19141347	70.61	18791347	350000	98.17	1.83

Resolution No. 2	Declaration of Dividend of Rs. 50 Per equity share						
Resolution Required	Ordinary Resolution						
Type	Ordinary Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4544090	69.73	4194090	350000	92.30	7.70
Public-Others	5685566	64330	1.13	64310	20	99.97	0.03
Grand Total	27104783	19151367	70.65	18801347	350020	98.17	1.83

Resolution No. 3	Appointment of M/s Deloitte Haskins & Sells (Firm Registration Number 015125N), Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of the 33rd (Thirty Third) Annual General Meeting until the conclusion of the 36th (Thirty Sixth) Annual General Meeting of the Company and to fix their remuneration						
Resolution Required	Ordinary Resolution						
Type	Ordinary Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4386858	67.32	3875731	511127	88.34	11.66
Public-Others	5685566	64280	1.13	64274	6	99.99	0.01
Grand Total	27104783	18994085	70.07	18482952	511133	97.30	2.70

Resolution No. 4	Appointment of Ms. Manvi Sinha (DIN 07038675) as an Independent Director						
Resolution Required	Ordinary Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4543909	69.73	4193909	350000	92.30	7.70
Public-Others	5685566	64280	1.13	64168	112	99.82	0.18
Grand Total	27104783	19151136	70.65	18801024	350112	98.17	1.83

Resolution No. 5	Appointment of Mr. Srinivasan Sandilya (DIN 00037542) as an Independent Director						
Resolution Required	Ordinary Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4544090	69.73	4006464	537626	88.16	11.84
Public-Others	5685566	64280	1.13	64173	107	99.83	0.17
Grand Total	27104783	19151317	70.65	18613584	537733	97.20	2.80

Resolution No. 6	Appointment of Mr. Priya Brat (DIN 00041859) as an Independent Director						
Resolution Required	Ordinary Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4544090	69.73	4164857	379233	91.65	8.35
Public-Others	5685566	64258	1.13	64152	106	99.83	0.17
Grand Total	27104783	19151295	70.65	18771956	379339	98.02	1.98

Resolution No. 7	Appointment of Mr. M J Subbaiah (DIN 00044799) as an Independent Director						
Resolution Required	Ordinary Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4544090	69.73	4183902	360188	92.07	7.93
Public-Others	5685566	64280	1.13	64168	112	99.82	0.18
Grand Total	27104783	19151317	70.65	18791017	360300	98.11	1.89

Resolution No. 8	Appointment of Mr. Prateek Jalan (DIN 02170139) as an Independent Director						
Resolution Required	Ordinary Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4544090	69.73	4100813	443277	90.25	9.75
Public-Others	5685566	64229	1.13	64122	107	99.83	0.17
Grand Total	27104783	19151266	70.65	18707882	443384	97.68	2.32

Resolution No. 9	Approval of payment of remuneration by way of commission not exceeding 1% of net profits to Directors (Other than Managing Director(s) and Whole Time Director(s)) of the Company						
Resolution Required	Special Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional Holders	6516187	4544090	69.73	4194090	350000	92.30	7.70
Public-Others	5685566	64278	1.13	64012	266	99.59	0.41
Grand Total	27104783	19151315	70.65	18801049	350266	98.17	1.83

Resolution No. 10	Change in terms of appointment and remuneration of Mr. Siddhartha Lal-Managing Director (DIN 00037645)						
Resolution Required	Ordinary Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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	14903030	14542947	97.58	14542947	Nil	100	Nil
Public – Institutional holders	6516187	4491712	68.93	3096520	1395192	68.93	31.07
Public-Others	5685566	64329	1.13	56974	7355	88.57	11.43
Grand Total	27104783	19098988	70.46	17696441	1402547	92.65	7.35

Resolution No. 11	Increase in limits of investment by FIIs in the Company to 49% of Company's total capital						
Resolution Required	Special Resolution						
Type	Special Business						
Mode of Voting	E-voting and Poll						
Promoter/Public	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
E-Voting							
Promoter and Promoter Group	14903030	14542947	97.58	14542947	Nil	100%	Nil
Public – Institutional holders	6516187	4544090	69.73	4194090	350000	92.30	7.70
Public-Others	5685566	64339	1.13	64312	27	99.96	0.04
Grand Total	27104783	19151376	70.66	18801349	350027	98.17	1.83



RDA & ASSOCIATES

COMPANY SECRETARIES

**COMBINED SCRUTINIZER'S REPORT FOR E-VOTING AND POLL
FOR EICHER MOTORS LIMITED**

To,

Mr. Srinivasan Sandilya

The Chairman

33rd Annual General Meeting of the Equity Shareholders of
Eicher Motors Limited

Held on 20th March, 2015 at Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi- 110003

**Sub: Passing of resolution through electronic and poll conducted at the 33rd AGM of
Eicher Motors Limited**

Dear Sir,

Eicher Motors Limited (hereinafter referred as "**the Company**") through its letter dated 13th February, 2015 has appointed me (partner of **M/s RDA & Associates, Company Secretaries**) as Scrutinizer for the E-voting, which commenced on Wednesday, the 11th March, 2015 and concluded on Friday, the 13th March, 2015 and has also appointed me (partner of **M/s RDA & Associates, Company Secretaries**) as Scrutinizer for the conduct of poll at the 33rd Annual General Meeting of the Company held on 20th March, 2015.

The Company has availed the service of the National Securities Depositories Limited ("**the NSDL**") for e-voting facility on the designated website <https://www.evoting.nsdl.com> for shareholders of the Company. The votes were unblocked on Friday, the 13th March, 2015 in the presence of 2 (two) witnesses Mr. Ashutosh Kumar and Ms. Neha Garcha, who are not in the employment of the Company.

The Chairman of the Company, at the 33rd Annual General Meeting, have called for poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through poll process.

After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.

The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, **M/s MCS Ltd.** and the authorizations / proxies lodged with the Company.



The combined result of E-voting together with that of the Poll is as under:

- a. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended on 31st December, 2014 together with the Auditor and Director's Report thereon. **(Ordinary Resolution)**

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	Nos.
Item No. 1 (as Ordinary Resolution)	E-Voting	40,20,652	100.000	Nil	0.000	Nil
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,87,91,347	98.172	3,50,000	1.828	32,775

- b. To Declare Dividend of Rs 50 per Equity Shares. **(Ordinary Resolution)**.

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	Nos.
Item No. 2 (as Ordinary Resolution)	E-Voting	40,30,652	99.999	20	0.001	Nil
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,88,01,347	98.172	3,50,020	1.828	32,775

- c. To appoint M/s Deloitte Haskins and Sells (Firm Registration Number 015125N), Chartered Accountants as Statutory Auditors of the company to hold office from the conclusion of the 33rd (Thirty Third) Annual General Meeting until the conclusion of the 36th (Thirty Sixth) Annual General Meeting of the Company and to fix their remuneration. **(Ordinary Resolution)**

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	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	37,12,257	95.480	1,61,133	4.160	Nil
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,84,82,952	97.309	5,11,133	2.691	32,775

- d. To appoint Ms. Manvi Sinha (DIN 07038675) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	40,30,329	99.997	112	0.003	00
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,88,01,024	98.172	3,50,112	1.828	32,775

- e. To appoint Mr. Srinivasan Sandilya (DIN 00037542) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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	Nos.
Item No. 5 (as Ordinary Resolution)	E-Voting	38,42,889	95.432	1,87,733	4.658	000
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,86,13,584	97.192	5,37,733	2.808	32,775



- f. To appoint Mr. Priya Brat (DIN 00041859) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**.

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	Nos.
Item No. 6 (as Ordinary Resolution)	E-Voting	40,01,261	99.272	29,339	0.728	00
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,87,71,956	98.019	3,79,339	1.981	32,775

- g. To appoint Mr. M J Subbaiah (DIN 00044799) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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	Nos.
Item No. 7 (as Ordinary Resolution)	E-Voting	40,20,322	97.744	10,300	0.256	00
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,87,91,017	98.119	3,60,300	1.881	32,775

- h. To appoint Mr. Prateek Jalan (DIN 02170139) as an independent director for five years. Not liable to retire by rotation. **(Ordinary Resolution)**

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	Nos.
Item No. 8	E-Voting	39,37,187	97.683	93,384	2.317	00



(as Ordinary Resolution)	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,87,07,882	97.685	4,43,384	2.315	32,775

- i. To approve payment of remuneration by way of commission to Directors (other than Managing Director(s) and Whole Time Director(s) of the company not exceeding 1% of the net profits in every financial years. **(Special Resolution)**

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	Nos.
Item No. 9 (as Ordinary Resolution)	E-Voting	40,30,354	99.993	266	0.007	00
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,88,01,049	98.171	3,50,266	1.829	32,775

- j. To consider and approve change in terms of appointment and remuneration of Mr Siddharatha Lal-Managing Director (DIN 00037645). **(Ordinary Resolution)**

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	Nos.
Item No. 10 (as Ordinary Resolution)	E-Voting	25,75,746	64.745	14,02,547	35.255	00
	Poll	1,51,20,695	100.00	00	00	32,775
	Total	1,76,96,441	92.656	14,02,547	7.344	32,775

- k. To increase limit of investment by FIIs in the company to 49% of Company's total capital. **(Special Resolution)**

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	Nos.
Item No. 11 (as Ordinary Resolution)	E-Voting	40,30,654	99.999	27	0.001	00
	Poll	1,47,70,695	97.685	3,50,000	2.315	32,775
	Total	1,88,01,349	98.172	3,50,027	1.828	32,775

Agenda Item No. 1 to 11 of notice of Annual General meeting stands passed under E-voting as well as poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and physically, in respect of the votes casted through e-voting and poll by the shareholders of the Company. The poll papers and all other relevant records were sealed and handed over to **Mr. Manhar Kapoor**, Company Secretary of the Company.

Thanking You.

Yours faithfully

For RDA & ASSOCIATES
COMPANY SECRETARIES


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



Place: New Delhi
Date: 21/03/2015



RDA & ASSOCIATES

COMPANY SECRETARIES

Scrutinizer's Report

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

To,
The Chairman
"Eicher Motors Limited",
A-3, District Area, Saket,
New Delhi- 110017

Sub: Scrutinizer's Report on e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 readwith Clause 35B of Listing Agreement and Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof).

Dear Sir,

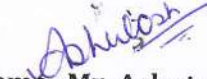
Please refer to your letter dated February 13, 2015, appointing us as a Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 readwith **Rule 20** of the Companies (Management and Administration) Rules, 2014.

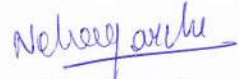
I, **CS Ranjeet Pandey**, partner of **M/s RDA & Associates**, Company Secretaries having office at 574, 2nd Floor, Main Road, Chirag Delhi, New Delhi- 110017, submit my report as under:

1. As required under Section 101 and Section 108 of the Companies Act, 2013, notice of the 33rd Annual General Meeting of the Equity Shareholders of Eicher Motors Limited (hereinafter referred as **"the Company"**), to be held on Friday, 20th day of March, 2015 at 10:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003 were sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. 13th February, 2015 were entitled to vote on the proposed resolution (11 items as set out in the Notice of the 33rd AGM of Eicher Motors Limited).
3. Detailed instructions relating to e-voting facility along with login details were provided to the members;
4. The Company has also published the information relating to e-voting in two newspapers namely, the Business Standard (English Daily) and the Business Standard (the Hindi Daily) dated 25th February, 2015.
5. The e-voting period commenced on Wednesday, 11th March, 2015 from 09:00 a.m. and concluded on Friday, 13th March, 2015 at 06:30 pm.
6. The members has casted their vote through e-voting facility provided by the National Securities Depositories Limited (**"the NSDL"**) on the designated website <https://www.evoting.nsdl.com>



7. I have monitored the process of electronic voting through the scrutinizer's secured link provided by the NSDL on the designated website.
8. The votes were unblocked on Friday, 13th March, 2015 in the presence of 2 (two) witnesses Mr. Ashutosh Kumar and Ms. Neha Garcha, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: Mr. Ashutosh Kumar


Name: Ms. Neha Garcha

9. Thereafter, the details containing, inter-alia, list of Equity Shareholders, who voted "For" and "Against", were downloaded from the e-voting website of the NSDL, which is placed at Annexure "A-1".
10. The result of e-voting on the below mentioned resolution is as under:

1. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended on 31st December, 2014 together with the Auditor and Directors' Report thereon.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,20,652	40,20,652	100.00	0	0

2. To declare a dividend of Rs. 50 per equity share.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,672	40,30,652	99.999	20	0.001

3. To appoint M/s Deloitte Haskins and Sells (Firm Registration Number 015125N), Chartered Accountants as Statutory Auditors of the company to hold office from the conclusion of the 33rd (Thirty Third) Annual General Meeting until the conclusion of the 36th (Thirty Sixth) Annual General Meeting of the Company and to fix their remuneration.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
38,73,390	37,12,257	95.840	1,61,133	4.160



4. To appoint Ms. Manvi Sinha (DIN 07038675) as an Independent Director for five years, not liable to retire by rotation.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,441	40,30,329	99.997	112	0.003

5. To appoint Mr. Srinivasan Sandilya (DIN 00037542) as an Independent Director for five years, not liable to retire by rotation.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,622	38,42,889	95.342	1,87,733	4.658

6. To appoint Mr. Priya Brat (DIN 00041859) as an Independent Director for five years, not liable to retire by rotation.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,600	40,01,261	99.272	29,339	0.728

7. To appoint Mr. M J Subbaiah (DIN 00044799) as an Independent Director for five years, not liable to retire by rotation.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,622	40,20,322	99.744	10,300	0.256



8. To appoint Mr. Prateek Jalan (DIN 02170139) as an Independent Director for five years, not liable to retire by rotation.

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,571	39,37,187	97.683	93,384	2.317

9. To approve payment of remuneration by way of commission to Directors (Other than Managing Director(s) and Whole Time Director(s) of the Company not exceeding 1% of the net profits in every financial year for five years.

Voted in "Favour" or "Against" of the resolution (Special Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,620	40,30,354	99.993	266	0.007

10. To consider and approve change in terms of appointment and remuneration of Mr. Siddhartha Lal- Managing Director (DIN 00037645)

Voted in "Favour" or "Against" of the resolution (Ordinary Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
39,78,293	25,75,746	64.745	14,02,547	35.255

11. To increase limit of investment by FIIs in the company to 49% of Company's total capital.

Voted in "Favour" or "Against" of the resolution (Special Resolution):

Total No. of E-voting	Votes in assent		Votes in dissent	
	Number	Percentage	Number	Percentage
40,30,681	40,30,654	99.999	27	0.001

11. The number of e-votes casted by the members of Company in favour of the resolution is more than votes casted against, the Chairman may declare the result accordingly after the conclusion of Annual General Meeting of the Company.



12. 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.

Yours faithfully

For RDA & ASSOCIATES
COMPANY SECRETARIES


CS RANJEET PANDEY

PARTNER

FCS NO. 5922

CP NO. 6087



Place: New Delhi

Date: 17/03/2015



RDA & ASSOCIATES

COMPANY SECRETARIES

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and
Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Srinivasan Sandilya
The Chairman
33rd Annual General Meeting of the Equity Shareholders of
Eicher Motors Limited
Held on 20th March, 2015 at Sri Sathya Sai International Centre,
Pragati Vihar, Lodhi Road, New Delhi- 110003

Dear Sir,

I, **CS Ranjeet Pandey**, partner of **M/s RDA & Associates, Company Secretaries**, appointed as Scrutinizer(s) for the purpose of the poll taken on the below mentioned resolution(s), at the 33rd Annual General Meeting of the Equity Shareholders of **Eicher Motors Limited** (hereafter referred as "**the Company**") held on, Friday 20th March, 2015, at 10 am at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi- 110003, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one (1) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company, **M/s MCS Ltd.** and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the Poll is as under:
 - a. To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) for the financial year ended on 31st December, 2014 together with the Auditor and Director's Report thereon. **(Ordinary Resolution)**

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

(i) Votes in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685



(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

b. To Declare Dividend of Rs 50 per Equity Shares. **(Ordinary Resolution)**

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

(i) Votes **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

c. To appoint M/s Deloitte Haskins and Sells (Firm Registration Number 015125N), Chartered Accountants as Statutory Auditors of the company to hold office from the conclusion of the 33rd (Thirty Third) Annual General Meeting until the conclusion of the



36th (Thirty Sixth) Annual General Meeting of the Company and to fix their remuneration.
(Ordinary Resolution)

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

(i) Votes in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

d. To appoint Ms. Manvi Sinha (DIN 07038675) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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

(i) Votes in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- e. To appoint Mr. Srinivasan Sandilya (DIN 00037542) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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

(i) Votes in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- f. To appoint Mr. Priya Brat (DIN 00041859) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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

(i) Votes in **favour** of the resolution::

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685



(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- g. To appoint Mr. M J Subbaiah (DIN 00044799) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**

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

(i) Votes in **favour** of the resolution::

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- h. To appoint Mr. Prateek Jalan (DIN 02170139) as an independent director for five years, not liable to retire by rotation. **(Ordinary Resolution)**



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

(i) Votes in **favour** of the resolution::

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid** Votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- i. To approve payment of remuneration by way of commission to Directors (Other than Managing Director(s) Whole time Director(s) of the company not exceeding 1% of the net profits in every financial year for five years. **(Special Resolution)**

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

(i) Votes in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685

(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315



(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- j. To consider and approve change in terms of appointment and remuneration of Mr. Siddharatha Lal- Managing Director (DIN 00037645). **(Ordinary Resolution)**

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

- (i) Votes in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
60	1,51,20,695	100.00

- (ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil		

(iii) **Invalid Votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

- k. To increase limit of investment by FIIs in the company to 49% of Company's total capital. **(Special Resolution)**

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

- (i) Votes in **favour** of the resolution::

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
59	1,47,70,695	97.685



(ii) Votes **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	3,50,000	2.315

(iii) **Invalid Votes:**


Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
14	32,775

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to **Mr. Manhar Kapoor**, Company Secretary of the Company.

Thanking You.

Yours faithfully

For RDA & ASSOCIATES
COMPANY SECRETARIES


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



Place: New Delhi
Date: 21/03/2014