



www.eicher.in

June 18, 2016

Online intimation

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai 400 001

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

Ref: Proceedings and Results of Annual General Meeting (AGM) under regulation 30(2) and 44(3) of SEBI (LODR) Regulations, 2015.

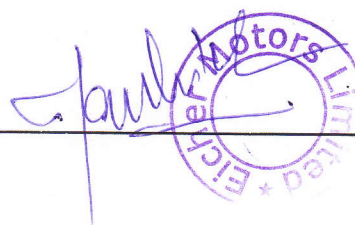
Dear Sir/ Madam

The Annual General Meeting (AGM) of Eicher Motors Limited was held today (June 18, 2016) at Sri Ram Centre, 4, Safdar Hashmi Marg, New Delhi – 110001. The meeting commenced at 10.00 A.M and concluded at 11:25 A.M. Facility to vote through remote e-voting and through ballot process at the AGM was provided to the shareholders.

Mr. Ranjeet Pandey, Partner, M/s RDA & Associates, Company Secretaries was appointed as the scrutinizer to scrutinize the voting and remote e-voting process for the AGM in a fair and transparent manner. The Scrutinizer submitted its report on voting (including remote e-voting) today to the Chairman of the Company and the Chairman declared the result of the voting.

All the business items/ resolutions as provided in the notice of the AGM are passed by the shareholders with requisite majority 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, 2016 together with the reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)
Total votes cast	2,06,25,598
Votes in favour	2,06,23,605
Votes against	1,993
Invalid votes	NIL
Result	The resolution was passed with requisite majority
Business Item no.2	To approve interim dividend of Rs. 100 per equity share paid for the financial year ended March 31, 2016 (Ordinary Resolution)
Total votes cast	2,06,33,061
Votes in favour	2,06,33,055
Votes against	6
Invalid votes	Nil
Result	The resolution was passed with requisite majority

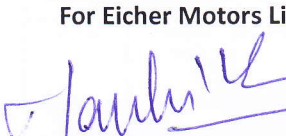


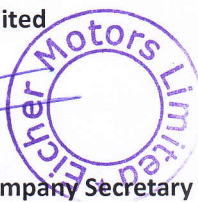
Business Item no. 3	To ratify the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), as Statutory Auditors of the Company to hold office from the conclusion of the thirty fourth Annual General Meeting till the conclusion of the thirty fifth AGM of the Company to be held in year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc. as may be determined by the Board of Directors of the Company (Ordinary Resolution)
Total votes cast	2,05,26,854
Votes in favour	1,91,58,954
Votes against	13,67,900
Invalid votes	Nil
Result	The resolution was passed with requisite majority
Business Item no. 4	To consider and approve re-appointment of Mr. Siddhartha Lal as Managing Director of the Company (Ordinary Resolution)
Total votes cast	2,03,38,363
Votes in favour	2,02,17,203
Votes against	1,21,160
Invalid votes	Nil
Result	The resolution was passed with requisite majority
Business Item no. 5	To consider and approve payment of Remuneration to Mr. Siddhartha Lal as Managing Director (Ordinary Resolution)
Total votes cast	2,01,23,957
Votes in favour	1,86,16,603
Votes against	15,07,354
Invalid votes	Nil
Result	The resolution was passed with requisite majority

Please find enclosed herewith results of AGM under regulation 44(3) of SEBI (LODR) Regulations, 2015 along with the Scrutinizers report.

Thanking you,

For Eicher Motors Limited


Manhar Kapoor
 General Counsel & Company Secretary



Encl: As above



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Date of the AGM

June 18, 2016

Total number of shareholder on the record date

70305

Number of shareholders present in the meeting either in person or proxy

0

Promoter & Promoter group

299

Public

Number of shareholders attended the meeting through Video Conferencing

This facility was not provided

Resolution 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, 2016 together with the Reports of the Board of Directors and the Auditors thereon.

Resolution Required:(Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held	No. of Valid 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	13762184	13447190	97.71	13447190	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total		13447190	97.71	13447190	0	100.00	0.00
Public-Institution	E-voting	9832911	7069144	71.89	7067151	1993	99.97	0.03
	Poll		0	0	0	0	0	0
	Total		7069144	71.89	7067151	1993	99.97	0.03
Public-Non Institutions	E-voting	3567888	108470	3.04	108470	0	100.00	0.00
	Poll		794	0.02	794	0	100.00	0.00
	Total		109264	3.06	109264	0	100.00	0.00
Total		27162983	20625598	75.93	20623605	1993	99.99	0.01

Resolution No 2: To approve interim dividend of Rs. 100 per equity share paid for the financial year ended March 31, 2016.

Resolution Required:(Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution		No						
Category	Mode of Voting	No. of Shares held	No. of Valid 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	13762184	13447190	97.71	13447190	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total		13447190	97.71	13447190	0	100.00	0.00
Public-Institution	E-voting	9832911	7076607	71.97	7076607	0	100.00	0.00
	Poll		0	0	0	0	0	0
	Total		7076607	71.97	7076607	0	100.00	0.00
Public-Non Institutions	E-voting	3567888	108470	3.04	108464	6	99.99	0.01
	Poll		794	0.02	794	0	100.00	0.00
	Total		109264	3.06	109258	6	99.99	0.01
Total		27162983	20633061	75.96	20633055	6	99.99	0.01

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

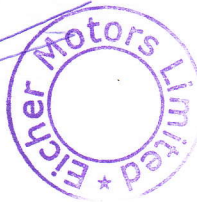
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Resolution No. 3: To ratify the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), as Statutory Auditors of the Company to hold office from the conclusion of thirty fourth Annual General Meeting (AGM) till the conclusion of the thirty-fifth AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be determined by the Board of Directors of the Company.								
Resolution Required:(Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution			No					
Category	Mode of Voting	No. of Shares held	No. of Valid 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	13762184	13447190	97.71	13447190	0.00	100.00	0.00
	Poll		0	0.00	0	0.00	0.00	0.00
	Total		13447190	97.71	13447190	0.00	100.00	0.00
Public-Institution	E-voting	9832911	6970403	70.89	5602513	1367890	80.38	19.62
	Poll		0	0.00	0	0	0.00	0.00
	Total		6970403	70.89	5602513	1367890	80.38	19.62
Public-Non Institutions	E-voting	3567888	108467	3.04	108457	10	99.99	0.01
	Poll		794	0.02	794	0	100.00	0.00
	Total		109261	3.06	109251	10	99.99	0.01
Total		27162983	20526854	75.57	19158954	1367900	93.34	6.66

Resolution No. 4: To consider and approve re-appointment of Mr Siddhartha Lal as Managing Director of the Company:								
Resolution Required:(Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution			Mr. Siddhartha Lal, promoter was interested in the resolution.					
Category	Mode of Voting	No. of Shares held	No. of Valid 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	13762184	13152496	95.57	13152496	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		13152496	95.57	13152496	0	100.00	0.00
Public-Institution	E-voting	9832911	7076607	71.97	6955506	121101	98.29	1.71
	Poll		0	0.00	0	0	0.00	0.00
	Total		7076607	71.97	6955506	121101	98.29	1.71
Public-Non Institutions	E-voting	3567888	108466	3.04	108407	59	99.95	0.05
	Poll		794	0.02	794	0	100.00	0.00
	Total		109260	3.06	109201	59	99.95	0.05
Total		27162983	20338363	74.88	20217203	121160	99.40	0.60

Resolution No. 5: To consider and approve payment of Remuneration to Mr Siddhartha Lal as Managing Director.								
Resolution Required:(Ordinary/Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution			Mr. Siddhartha Lal, promoter was interested in the resolution.					
Category	Mode of Voting	No. of Shares held	No. of Valid 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	13762184	13152496	95.57	13152496	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Total		13152496	95.57	13152496	0	100.00	0.00
Public-Institution	E-voting	9832911	6862196	69.79	5354967	1507229	78.04	21.96
	Poll		0	0.00	0	0	0.00	0.00
	Total		6862196	69.79	5354967	1507229	78.04	21.96
Public-Non Institutions	E-voting	3567888	108471	3.04	108346	125	99.88	0.12
	Poll		794	0.02	794	0	100.00	0.00
	Total		109265	3.06	109140	125	99.89	0.11
Total		27162983	20123957	74.09	18616603	1507354	92.51	7.49

S. Paul





Scrutinizer's Report

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

To,
Mr. Srinivasan Sandilya,
The Chairman of the
34th Annual General Meeting of the Equity Shareholders of
Eicher Motors Limited
Held on 18th June, 2016 at Shri Ram Centre, 4,
Safdar Hashmi Marg, New Delhi- 110001 at 10.00 a.m.

Sub: Scrutinizer's Report on remote e-voting and voting through electronic means 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) Rules, 2014 including any statutory modification or re-enactment thereof.

Dear Sir,

Please refer to your letter dated 5th May, 2016 appointing us as a Scrutinizer for the purpose of scrutinizing the remote e-voting and voting through electronic means at the Annual General Meeting (hereinafter referred as "**Ballot Process**") in a fair and transparent manner and ascertaining the requisite majority on 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) Rules, 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 my report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notice of the 34th Annual General Meeting of the Equity Shareholders of Eicher Motors Limited ("**the Company**"), held on Saturday, 18th day of June, 2016 at 10:00 A.M. at Shri Ram Centre, 4, Safdar Hashmi Marg, New Delhi- 110001 has been duly sent to the members;
2. The Shareholders holding shares as on the "cut off" date i.e. 11th June, 2016 were entitled to vote on the proposed resolutions (5 items as set out in the Notice of the 34th 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) on Thursday, 26th May, 2016.
5. The remote e-voting period commenced on Tuesday, 14th June, 2016 and concluded on, Friday, 17th June, 2016 at 5:00 PM.
6. The members have casted their vote through remote e-voting facility provided by the National Securities Depositories Limited 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 were provided with electronic voting system at the Annual General Meeting, as used during the remote e-voting.
8. The electronic voting system provide 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 National Securities Depositories Limited 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 at the Annual General Meeting of the Company through ballot process.
11. The votes, made through remote e-voting facility, were unblocked on **Saturday, 18th June, 2016** 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 remote e-voting and ballot process data was scrutinized by me for verification of votes cast in favour and against of the resolution.
13. The result of ballot process (including 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, 2016 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	Nos.
Item No. 1 (as Ordinary Resolution)	E-Voting	20622811	99.99	1993	0.01	Nil
	Ballot Process	794	100.00	Nil	Nil	Nil
	Total	20623605	99.99	1993	0.01	Nil

- (b) To approve interim dividend of Rs. 100 per equity share paid for the financial year ended March 31, 2016.

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	20632261	99.99	6	0.01	Nil
	Ballot Process	794	100.00	Nil	Nil	Nil
	Total	20633055	99.99	6	0.01	Nil

- (c) To ratify the appointment of Deloitte Haskins & Sells, Chartered Accountants (Firm Registration No. 015125N), as Statutory Auditors of the Company to hold office from the conclusion of thirty fourth Annual General Meeting (AGM) till the conclusion of the thirty-fifth AGM of the Company to be held in the year 2017 at such remuneration plus service



tax, out-of-pocket, 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	Nos.
Item No. 3 (as Ordinary Resolution)	E-Voting	19158160	93.33	1367900	6.67	Nil
	Ballot Process	794	100.00	Nil	Nil	Nil
	Total	19158954	93.34	1367900	6.66	Nil

- (d) To consider and approve re-appointment of Mr. Siddhartha Lal as Managing Director of the Company for a period of 5 (five) years with effect from May 1, 2016.

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	20216409	99.40	121160	0.60	Nil
	Ballot Process	794	100.00	Nil	Nil	Nil
	Total	20217203	99.40	121160	0.60	Nil

- (e) To consider and approve payment of Remuneration to Mr. Siddhartha Lal as Managing Director for a period of 1 (one) year with effect from May 1, 2016.



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	18615809	92.51	1507354	7.49	Nil
	Ballot Process	794	100.00	Nil	Nil	Nil
	Total	18616603	92.51	1507354	7.49	Nil

14. The percentage of total votes (ballot process/ remote e-voting) casted by the members of Company in favour of all the resolutions is more than votes casted against and therefore all the resolutions are deemed to be passed. The Chairman of the meeting may declare the result accordingly.

15. 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: 18/06/2016


S. SANDILYA
(CHAIRMAN)