



August 12, 2018

**Online submission**

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

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

Ref: Results of the 36<sup>th</sup> Annual General Meeting (AGM) under Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Scrutinizer's Report under Rule 20 of Companies (Management and Administration) Rules, 2014.

Desr Sir/ Madam,

In furtherance to our letter dated August 11, 2018, informing proceedings of the 36<sup>th</sup> Annual General Meeting (AGM) of the Company pursuant to Regulation 30 and other applicable provisions of SEBI (LODR) Regulations, 2015, we would like to inform you that all the business items/ resolutions as set out in the Notice convening the 36<sup>th</sup> AGM of the Company, have been transacted at the said AGM, as per the details given below:

<b>Business Item no. 1:</b>	<b>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. (Ordinary Resolution)</b>
Total votes cast	2,07,26,426
Votes in favour	2,07,23,349
Votes against	3077
Invalid votes	NIL
Result	The resolution was passed with requisite majority
<b>Business Item no.2</b>	<b>To declare a dividend of Rs. 110 per equity share for the financial year ended March 31, 2018 (Ordinary Resolution)</b>
Total votes cast	2,07,52,016
Votes in favour	2,07,51,886
Votes against	130
Invalid votes	NIL
Result	The resolution was passed with requisite majority

<b>Business Item no. 3</b>	<b>To consider and ratify remuneration of Rs. 2,50,000/- (Rupee Two Lac Fifty Thousand only) of Cost Auditor payable for the financial year 2017-18 (Ordinary Resolution)</b>
Total votes cast	2,07,52,025
Votes in favour	2,07,29,911
Votes against	22,114
Invalid votes	NIL
Result	The resolution was passed with requisite majority
<b>Business Item no. 4</b>	<b>To consider and approve re-classification of certain Promoter and Promoter Group individuals of the Company (Ordinary Resolution)</b>
Total votes cast	69,89,834
Votes in favour	69,89,678
Votes against	156
Invalid votes	NIL
Result	The resolution was passed with requisite majority

The Scrutinizer submitted its report on voting (including remote e-voting) today i.e. August 12, 2018, to the undersigned who has declared the results of the voting. The undersigned has been duly authorized by the Chairman of the Company in this regard.

Further, pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015 and Rule 20 of Companies (Management and Administration) Rules, 2014, please find enclosed herewith voting results of the AGM along with consolidated report on remote e-voting as well as voting at the AGM of M/s RDA & Associates, Company Secretaries, Scrutinizer.

Kindly take the above on records.

Thanking you,  
**For Eicher Motors Limited**



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



### Scrutinizer's Report

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

To,

**Mr. Manhar Kapoor**

**General Counsel & Company Secretary**

**Authorised by The Chairman**

36<sup>th</sup> Annual General Meeting of the Equity Shareholders of

**EICHER MOTORS LIMITED**

held on 10<sup>th</sup> August, 2018 at Sri Sathya Sai International Centre,

Pragati Vihar, Lodhi Road, New Delhi - 110003

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

Dear Sir,

Please refer to your letter dated 9<sup>th</sup> May, 2018, appointing us as a Scrutinizer for the purpose of scrutinizing the remote e voting and voting at the venue of Annual General Meeting (hereinafter referred as "**Ballot Process**") in a fair and transparent manner and ascertaining the requisite majority in ballot process and remote e-voting carried out as per the provision of **Section 108** of the Companies Act, 2013 read with **Rule 20** of the Companies (Management and Administration) Amendment 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 our report as under:

1. As required under Section 101 and 108 of the Companies Act, 2013, notices of the 36<sup>th</sup> Annual General Meeting of the Equity Shareholders of Eicher Motors Limited ("**the Company**"), held on Friday, 10<sup>th</sup> August, 2018 at 11:00 A.M. at Sri Sathya Sai International Centre, Pragati Vihar, Lodhi Road, New Delhi - 110003 were duly sent to the members;





2. The Shareholders holding shares as on the "cut off" date i.e. August 3, 2018 were entitled to vote on the proposed resolutions (4 items as set out in the Notice of the 36<sup>th</sup> 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 (New Delhi Edition) and the Business Standard, English (All Editions) dated 17<sup>th</sup> July, 2018.
5. The remote e-voting period commenced on Tuesday, 7<sup>th</sup> August, 2018 at 9:00 AM and concluded on Thursday, 9<sup>th</sup> August, 2018 at 5:00 PM, for the purpose of Annual General Meeting held on 10<sup>th</sup> August, 2018.
6. The members have casted their vote through e-voting facility provided by the National Securities Depositories Limited (hereinafter referred as the "NSDL") on the designated website <https://www.evoting.nsdl.com>.
7. After the announcement of conclusion of Annual General Meeting by the Chairman, all the members present in the meeting who had not casted their vote through remote e-voting were requested to cast their vote through ballot process.
8. The voting facility provided by the Company to facilitate the ballot process was operational till all the resolutions were considered and voted upon in the Annual General Meeting.
9. I have monitored the process of remote e-voting through the scrutinizer's secured link provided by the NSDL on the designated website and the ballot process facility provided by the Company at the venue of Annual General Meeting.
10. Votes cast by the members through remote e-voting and votes cast by the members at the Annual General Meeting through ballot process (who have not voted through remote e-voting) were considered for the purpose of this report.
11. The votes cast through remote e-voting facility, were unblocked , on **Saturday, 11<sup>th</sup> August, 2018** at 5:45 P.M. (as the system of NSDL was not working till that time) in the presence of 2 (two) witnesses **Mr. Alok Kumar Tripathi** and **Mr. Sourabh Garg**, who are not in the employment of the Company.





12. The result of ballot process and remote e-voting on the below mentioned resolution is as under:

- a) To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon.

Voted in "Favour"/ "Against" 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	2,07,01,552	99.99	3,077	0.01	Nil
	Ballot Process	21,797	100	Nil	N.A.	Nil
	<b>Total</b>	<b>2,07,23,349</b>	<b>99.99</b>	<b>3,077</b>	<b>0.01</b>	<b>Nil</b>

- b) To declare a dividend of Rs. 110 per equity share for the financial year ended March 31, 2018.

Voted in "Favour"/ "Against" 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	2,07,30,089	99.99	130	0.01	Nil
	Ballot Process	21,797	100	Nil	N.A.	Nil
	<b>Total</b>	<b>2,07,51,886</b>	<b>99.99</b>	<b>130</b>	<b>0.01</b>	<b>Nil</b>





**c) To consider and ratify remuneration of Cost Auditors payable for the financial year 2017-18.**

Voted in "Favour" / "Against" 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	2,07,08,114	99.89	22,114	0.11	Nil
	Ballot Process	21,797	100	Nil	N.A.	Nil
	<b>Total</b>	<b>2,07,29,911</b>	<b>99.89</b>	<b>22,114</b>	<b>0.11</b>	<b>Nil</b>

**d) To consider and approve re-classification of certain Promoter and Promoter Group individuals of the company**

Voted in "Favour" / "Against" the resolution:

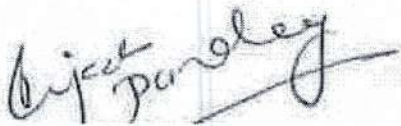
Item No. of Notice	Voting Method	Votes in assent		Votes in dissent		Invalid Votes
		Nos.	%age	Nos.	%age	Nos.
Item No. 4 (as Ordinary Resolution)	E-Voting	69,67,883	99.99	154	0.01	Nil
	Ballot Process	21,795	99.99	2	0.01	Nil
	<b>Total</b>	<b>69,89,678</b>	<b>99.99</b>	<b>156</b>	<b>0.01</b>	<b>Nil</b>



13. The percentage of total votes (through ballot process/ remote e-voting) cast by the members of Company in favour of all the resolutions is more than the votes cast against, and therefore, the resolutions are deemed to be passed. The Chairman/any person authorised by him may declare the result accordingly.
14. The Register and all other papers relating to e-voting shall remain in our safe custody until the Chairman considers, approves and sign the minutes of the Annual General Meeting and thereafter the same shall be returned and handed over to the Company.

**Thanking You**

**For RDA & ASSOCIATES  
COMPANY SECRETARIES**



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

**Place: New Delhi  
Date: 12/08/2018**



# Eicher Motors Limited

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

Date of the AGM/EGM	August 10, 2018			
Total number of shareholders on record date	102978			
No. of shareholders present in the meeting either in person or through proxy:				
Promoter and Promoter Group:	4			
Public:	312			
No. of Shareholders attended the meeting through Video Conferencing	This facility was not provided			
Promoters and Promoter Group:				
Public:				

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

Resolution No. 1	(Ordinary)	To receive, consider and adopt the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March 31, 2018 together with the Reports of the Board of Directors and the Auditors thereon						
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13762184	100.00	13762184	0	100.00	0.00
	Poll	13762184	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	13762184	13762184	100.00	13762184	0	100.00	0.00
Public - Institutions	E-Voting		6822109	67.56	6819038	3071	99.95	0.05
	Poll	10098355	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	10098355	6822109	67.56	6819038	3071	99.95	0.05
Public - Non Institutions	E-Voting		120336	3.53	120330	6	99.995	0.005
	Poll	3405761	21797	0.64	21797	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	3405761	142133	4.17	142127	6	99.996	0.004
Total		27266300	20726426	76.01	20723349	3077	99.99	0.01

Resolution No. 2	(Ordinary)	To declare a dividend of Rs. 110 per equity share for the financial year ended March 31, 2018.						
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13762184	100.00	13762184	0	100.00	0.00
	Poll	13762184	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	13762184	13762184	100.00	13762184	0	100.00	0.00
Public - Institutions	E-Voting		6845415	67.79	6845415	0	100.00	0.00
	Poll	10098355	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	10098355	6845415	67.79	6845415	0	100.00	0.00
Public - Non Institutions	E-Voting		122620	3.60	122490	130	99.89	0.11
	Poll	3405761	21797	0.64	21797	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	3405761	144417	4.24	144287	130	99.91	0.09
Total		27266300	20752016	76.11	20751886	130	99.999	0.001

Resolution No. 3	(Ordinary)	To consider and ratify remuneration of Rs. 2,50,000/- (Rupee Two Lac Fifty Thousand only) of Cost Auditor payable for the financial year 2017-18.						
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of Shares Held	No. of Votes Polled	% of votes polled on outstanding shares	No. of Votes-in favour	No. of Votes-against	% of votes in favour on votes polled	% of votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		13762184	100.00	13762184	0	100.00	0.00
	Poll	13762184	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	13762184	13762184	100.00	13762184	0	100.00	0.00
Public - Institutions	E-Voting		6845415	67.79	6823353	22062	99.68	0.32
	Poll	10098355	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)							
	Total	10098355	6845415	67.79	6823353	22062	99.68	0.32
Public - Non Institutions	E-Voting		122629	3.60	122577	52	99.96	0.04
	Poll	3405761	21797	0.64	21797	0	100.00	0.00
	Postal Ballot (if applicable)							
	Total	3405761	144426	4.24	144374	52	99.96	0.04
Total		27266300	20752025	76.11	20729911	22114	99.89	0.11



<b>Resolution No. 4</b>	<b>(Ordinary)</b>	To consider and approve re-classification of certain Promoter and Promoter Group individuals of the Company.							
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>		Yes, Mr. Arjun Joshi, Ms. Nihar Joshi & Ms. Shonar Joshi, part of Promoter & Promoter Group were interested							
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of Shares Held</b>	<b>No. of Votes Polled</b>	<b>% of votes polled on outstanding shares</b>	<b>No. of Votes-in favour</b>	<b>No. of Votes-against</b>	<b>% of votes in favour on votes polled</b>	<b>% of votes against on votes polled</b>	
		<b>[1]</b>	<b>[2]</b>	<b>[3]=([2]/[1])*100</b>	<b>[4]</b>	<b>[5]</b>	<b>[6]=([4]/[2])*100</b>	<b>[7]=([5]/[2])*100</b>	
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0	0	
	Poll	13762184	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	<b>Total</b>	<b>13762184</b>	<b>0</b>	<b>0.00</b>	<b>0</b>	<b>0</b>	<b>0.00</b>	<b>0.00</b>	
Public - Institutions	E-Voting		6845415	67.79	6845415	0	100.00	0.00	
	Poll	10098355	0	0.00	0	0	0.00	0.00	
	Postal Ballot (if applicable)								
	<b>Total</b>	<b>10098355</b>	<b>6845415</b>	<b>67.79</b>	<b>6845415</b>	<b>0</b>	<b>100.00</b>	<b>0.00</b>	
Public - Non Institutions	E-Voting		122622	3.60	122468	154	99.87	0.13	
	Poll	3405761	21797	0.64	21795	2	99.99	0.01	
	Postal Ballot (if applicable)								
	<b>Total</b>	<b>3405761</b>	<b>144419</b>	<b>4.24</b>	<b>144263</b>	<b>156</b>	<b>99.89</b>	<b>0.11</b>	
<b>Total</b>		<b>27266300</b>	<b>6989834</b>	<b>25.64</b>	<b>6989678</b>	<b>156</b>	<b>99.998</b>	<b>0.002</b>	

Date: August 12, 2018  
Place: Gurugram, Haryana

For Eicher Motors Limited



(Manhar Kapoor)

General Counsel & Company Secretary