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December 29, 2015

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: Declaration of result of Postal Ballot under regulation 44(3) of SEBI (LODR) Regulations, 2015.

Dear Sir/ Madam

M/s RDA & Associates, scrutinizers appointed for Postal Ballot conducted by the Company for alteration of "Objects Clause" and "Liability Clause" of its Memorandum of Association have submitted their report today to the Chairman of the Company.

The Chairman announced the result of postal ballot today at 4:00 pm at the registered office of the Company and declared that the special resolutions as set out in the Notice of Postal Ballot dated November 6, 2015 have been passed by the members.

Please find enclosed herewith result of voting on Postal Ballot 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

EICHER MOTORS LIMITED
Result of Postal Ballot

| Resolution No.1: Alteration of the Objects Clause of the Memorandum of Association of the Company. | | | | | | | | |
|--|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution Required:(Ordinary/Special) | | Special | | | | | | |
| 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 | 1,49,03,030 | 1,49,03,030 | 100% | 1,49,03,030 | NIL | 100% | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 1,49,03,030 | 1,49,03,030 | 100% | 1,49,03,030 | NIL | 100% | NIL |
| Public-Institution | E-voting | 60,15,408 | 59,21,991 | 98.44% | 59,21,991 | NIL | 100% | NIL |
| | Postal ballot | 1,41,521 | 1,41,521 | 100% | 1,41,521 | NIL | 100% | NIL |
| | Total | 61,56,929 | 60,63,512 | 98.48% | 60,63,512 | NIL | 100% | NIL |
| Public-Non Institutions | E-voting | 1,22,948 | 1,22,948 | 100% | 1,22,707 | 241 | 99.80% | 0.20% |
| | Postal Ballot | 26,634 | 25,362 | 95.22% | 24,600 | 762 | 96.99% | 3.01% |
| | Total | 1,49,582 | 1,48,310 | 99.14% | 1,47,307 | 1,003 | 99.32% | 0.68% |
| Total | | 2,12,09,541 | 2,11,14,852 | 99.55% | 2,11,13,849 | 1,003 | 99.99% | 0.01% |

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EICHER MOTORS LIMITED
3rd Floor - Select Citywalk
A-3, District Centre Saket
New Delhi - 110017

EICHER MOTORS LIMITED
Result of Postal Ballot

| Resolution No.2: Alteration of the Liability Clause of the Memorandum of Association of the Company. | | | | | | | | |
|--|----------------|--------------------|---------------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Resolution Required: (Ordinary/Special) | | | Special | | | | | |
| 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 | 1,49,03,030 | 1,49,03,030 | 100% | 1,49,03,030 | NIL | 100% | NIL |
| | Postal Ballot | NIL | NIL | NIL | NIL | NIL | NIL | NIL |
| | Total | 1,49,03,030 | 1,49,03,030 | 100% | 1,49,03,030 | NIL | 100% | NIL |
| Public-Institution | E-voting | 60,19,308 | 59,25,891 | 98.44% | 59,25,891 | NIL | 100% | NIL |
| | Postal ballot | 1,41,521 | 1,41,521 | 100% | 1,41,521 | NIL | 100% | NIL |
| | Total | 61,60,829 | 60,67,412 | 98.48% | 60,67,412 | NIL | 100% | NIL |
| Public-Non Institutions | E-voting | 1,22,964 | 1,22,964 | 100% | 1,22,342 | 622 | 99.49% | 0.51% |
| | Postal Ballot | 26,634 | 23,676 | 88.90% | 22,564 | 1,112 | 95.30% | 4.70% |
| | Total | 1,49,598 | 1,46,640 | 98.02% | 1,44,906 | 1,734 | 98.82% | 1.18% |
| Total | | 2,12,13,457 | 2,11,17,082 | 99.54% | 2,11,15,348 | 1,734 | 99.99% | 0.01% |

(Signature)

EICHER MOTORS LIMITED
3rd Floor - Select Citywalk
A-3, District Centre Saket,
New Delhi - 110017



SCRUTINIZER'S REPORT

The Chairman
Eicher Motors Limited
3rd Floor-Select City Walk
A-3, District Centre, Saket, New Delhi-110017

Subject: Passing of Resolution(s) through postal ballot under the provisions of Section 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof

Dear Sir,

Please refer to your letter dated November 1, 2015, appointing us as a Scrutinizer for the purpose of ascertaining the result(s) of the below mentioned resolutions to be passed by means of Postal Ballot under the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof:

1. *Alteration of the Objects Clause of the Memorandum of Association of the Company.*
2. *Alteration of the Liability Clause of the Memorandum of Association of the Company.*

The shareholders of the Company were having an option to vote either through the postal ballot forms or through the e-voting facility. Shareholders opting for e-voting facility casted their votes through the voting platform provided by M/s National Securities Depositories Limited (hereinafter referred to as the "NSDL") on the designated website i.e. www.evoting.nsdl.com.

We monitored the process of electronic voting through the scrutinizer's secured link provided by NSDL on the designated website. The particulars of all postal ballot forms received from the Members in physical form(s) have been entered in a separate Register maintained for the purpose. The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot box before commencing the scrutiny of such postal ballot forms.

All postal ballot forms received up to the close of working hours on December 27, 2015 at 5 p.m. were considered and all the envelopes containing postal ballot form received after the working hours on December 27, 2015 at 5.00 p.m. were not considered for the purpose of this report.

The shareholders have casted their vote either by electronic or physical mode. There was no shareholder who opted for both the facilities.

The paid up Share Capital of the Company as on November 13, 2015 was Rs. 27,15,40,830/- (Rupees Twenty Seven Crore Fifteen Lacs Forty Thousand Eight Hundred and Thirty Only) divided into 2,71,54,083 (Two Crore Seventy One Lacs Fifty Four Thousand Eighty Three) Equity Shares of Rs. 10/- (Rupees Ten Only) each.

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As per the information furnished to us by the Company and according to the scrutiny of Postal Ballot Forms received (through physical and electronic mode) from members of the Company, we hereby submit our report as under:

| S. No. | Particulars | Date |
|--------|---|--|
| 1. | The date of determination of entitlement to receive Postal Ballot Forms. | November 13, 2015 |
| 2. | Date of completion of dispatch of Notice and other enclosures thereon together with Postal Ballot Form(s) and Business Reply Envelope. | November 27, 2015 |
| 3. | Date of Public Announcement with respect to completion of dispatch of Postal Ballot Forms in two newspapers: <ul style="list-style-type: none"> • Business Standard (English daily) and • Business Standard (Hindi daily) | November 28, 2015 November 28, 2015 |
| 4. | Last date to receive the Postal Ballot Forms/E-Voting from members of the Company. | December 27, 2015 |

We report that, we have considered and taken on record the sealed envelopes containing postal ballot forms received at the registered office of the Company at 3rd Floor-Select City Walk, A-3 District Centre, Saket, New Delhi-110017, upto December 27, 2015 (upto 5:00 p.m.) and voting through e-voting facility by shareholders of the company upto December 27, 2015 (upto 5:00 p.m.).

The total numbers of envelopes received were **300** containing **327** Postal Ballot Forms.

The sealed envelopes were opened on **December 28, 2015** at our office at A-308 (LGF) Defence Colony, New Delhi-110024. Further, we did not find any defaced or mutilated Postal Ballot Form.

We further report that the signature verification in respect of these postal ballots has been verified at the office of Registrar and Transfer Agent (RTA) of the Company i.e. M/s Link Intime Pvt. Ltd.

Brief summary containing details of postal ballot(s):

➤ Postal ballot forms dispatched and received:

| | | |
|----|---|--------|
| 1. | Total number of Postal Ballot Forms issued and dispatched (Including notice sent through email) | 65,885 |
| 2. | Total number of Postal Ballot Forms received | 327 |
| 3. | Total number of Shareholders who have exercised e-voting facility (Resolution-1) | 756 |
| 4. | Total number of Shareholders who have exercised e-voting facility (Resolution-2) | 761 |



➤ Postal ballot forms/e-voting received, found valid for Resolution No. (1):

| | Particulars | In terms of Number of Postal Ballot Form | In terms of Number of Shares |
|-------------------------|---|--|------------------------------|
| Physical Mode: | | | |
| 1. | Total Postal Ballot Forms received: | 327 | 1,68,155 |
| 2. | Less: Invalid/ Rejected/ Abstained Postal Ballot Forms | 14 | 1,272 |
| 3. | Net Valid Postal Ballot Forms (A) | 313 | 1,66,883 |
| Electronic Mode: | | | |
| 4. | Total e-voting done: | 756 | 209,47,969 |
| 5. | Less: Invalid/ Rejected/ Abstained Postal Ballot Forms | Nil | Nil |
| 6. | Net Valid e-voting (B) | 756 | 209,47,969 |
| | Total Net Valid Postal Ballot in physical and voting through electronic mode (A+B) | 1069 | 2,11,14,852 |

➤ Postal ballot forms/e-voting received, found valid for Resolution No. (2):

| | Particulars | In terms of Number of Postal Ballot Form | In terms of Number of Shares |
|-------------------------|---|--|------------------------------|
| Physical Mode: | | | |
| 1. | Total Postal Ballot Forms received: | 327 | 1,68,155 |
| 2. | Less: Invalid/ Rejected/ Abstained Postal Ballot Forms | 23 | 2,958 |
| 3. | Net Valid Postal Ballot Forms (A) | 304 | 1,65,197 |
| Electronic Mode: | | | |
| 4. | Total e-voting done: | 761 | 2,09,51,885 |
| 5. | Less: Invalid/ Rejected/ Abstained Postal Ballot Forms | Nil | Nil |
| 6. | Net Valid e-voting (B) | 761 | 2,09,51,885 |
| | Total Net Valid Postal Ballot in physical and voting through electronic mode (A+B) | 1,065 | 2,11,17,082 |



We further report that, following are the details of voting in respect of the resolution:

| | Resolutions | Votes in assent | | Votes in dissent | | Remark |
|----|---|-----------------|--------|------------------|-------|--|
| | | Number | % | Number | % | |
| 1. | Alteration of the Objects Clause of the Memorandum of Association of the Company. (Special Resolution) | 2,11,13,849 | 99.99% | 1,003 | 0.01% | More than $\frac{3}{4}$ of the shareholders have assented for the resolution |
| 2. | Alteration of the Liability Clause of the Memorandum of Association of the Company (Special Resolution) | 2,11,15,348 | 99.99% | 1,734 | 0.01% | More than $\frac{3}{4}$ of the shareholders have assented for the resolution |

The Postal Ballot Forms and all other related records are kept in our custody and shall be handed over to the Chairman, who is authorized by the Board for the same, after submission of the certified copy of signed minutes by the Company.

The voting has been reckoned in proportion to a member's share of the paid up equity share capital of the Company as on November 13, 2015. Since, the number(s) of vote(s) casted by the members of Company in favour of the resolution(s) is more than $\frac{3}{4}$ of the votes casted against, we hereby report that the above said resolutions are duly passed with requisite majority. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,

**FOR RDA & ASSOCIATES
COMPANY SECRETARIES**

Ranjeet Pandey

**CS RANJEET PANDEY
PARTNER
SCRUTINIZER**



[Handwritten signature]

**Place: New Delhi
Date: 29/12/2015**