EICHER

www.eicher.in

Ref: L&S/EML-9

November 27, 2015

On-line intimation

To,
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

Clause 31(C) of Listing Agreement

Dear Sir/Madam,

Subject: **Postal Ballot Notice**

Pursuant to Clause 31(C) of the Listing Agreement and such other provisions as may be applicable, we are enclosing herewith Postal Ballot Notice sent to the members today (27/11/2015) for alteration of Objects clause and Liability clause of the Memorandum of Association of the Company.

This is for your information and records.

Thanking you
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

EICHER MOTORS LIMITED

CIN : L34102DL1982PLC129877
Registered Office : 3rd Floor-Select Citywalk, A-3 District Centre, Saket, New Delhi–110017
Corporate Office : #96 Institutional Area, Sector 32, Gurgaon - 122 001, Haryana
Telephone : +91 124-4415600, Fax : +91 124-4415807
Website: www.eicher.in, Email: investors@eicher.in

POSTAL BALLOT NOTICE

(Pursuant to Section110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014)

To

The Members

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules 2014, including any statutory modification or re enactment thereof for the time being in force, Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, to the members of Eicher Motors Limited that it is proposed to transact the following special businesses by the members of the Company by passing the resolutions through Postal Ballot/E-Voting.

The Explanatory Statement pertaining to the below stated resolutions setting out the material facts concerning items and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration.

We are pleased to offer e-voting facility also which would enable you to cast your votes electronically, instead of physical postal ballot form. E-Voting is optional. Please carefully read and follow the instructions on e-voting printed in this notice.

SPECIAL BUSINESS :

1. Alteration of the Objects Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4,13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and rules framed thereunder, subject to necessary registrations, approvals, consents, permissions and sanctions, as may be required, from the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, Mr. Siddhartha Lal-Managing Director, Mr. Lalit Malik-Chief Financial Officer and Mr. Manhar Kapoor-General Counsel & Company Secretary are severally authorized to accept as they may deem fit, consent of the shareholders be and is hereby accorded for the amendment, modification, substitution, addition and deletion in the Objects Clause of the Memorandum of Association of the Company as follows:

1. Heading of Clause III(A) of the Memorandum of Association of the Company be replaced with "*The Objects to be pursued by the Company on its incorporation are:*"
2. After sub-clause 4 under Clause III(A) of the Memorandum of Association, the following sub-clauses shall be inserted:

   Sub Clause 5 : *To carry on the business as designers, buyers, sellers, manufacturers, wholesalers, retailers ,traders, or otherwise deal in all types of garments, merchandise, clothing accessories, made-up textile articles, wearing apparel and accessories, sports apparel, protective gears, leather apparel, footwear and leather articles, gloves, headgear, bags, eye wear, motorcycle attachments, motorcycle accessories and protective accessories and parts including* helmets.

   Sub Clause 6 : *To own, acquire, undertake, administer, operate, hire and let on hire restaurants, cafeterias, pubs, bars, breweries, places of amusement and recreation, driver and* mechanic *training centers, skill development centers and to undertake, organize, sponsor tours, events, competitions, reunions, sports events, let out motorcycles and other related activities.*
3. Heading of Clause III(B) of the Memorandum of Association of the Company be replaced with "*Matters which are necessary for furtherance of the objects specified in clause III(A) are:*"
4. Following sub-clause be inserted after sub-clause 35 of Clause III(B):

   36. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, lease, install, repair, service, provide consultancy, develop, test, optimise and redesign products/ processes and provide all related services for any customer using engineering systems and software including Computer Aided Design, Computer Aided Manufacturing, Computer Aided Engineering, Computer Aided Analysis, Computer Aided Industrial Design and Product Lifecycle Management, prototyping and testing, management of product data and information systems; business process study; customised software for business enterprises and governmental bodies; engineering products and services, software development for any industry, business, application, product, device, computer, micro processor, including design and implementation of hardware and software for all such services, conduct scientific and technical research, developments, experiments, investigations, inquiries, studies, projects, analysis, examinations, surveys and tests of all kinds including, but not limited to those related to automotive, aerospace, power generation, consumer durables, consumer products, package systems, light engineering, heavy engineering, hi-tech electronics, software, hardware and programs of all kinds and descriptions and any equipment, parts, components, assemblies or sub-assemblies thereof whether in India or abroad.
5. Entire Clause III(C) of the Memorandum of Association of the Company i.e "*The other objects for which the Company is established*" is hereby deleted.

RESOLVED FURTHER THAT Mr. Siddhartha Lal-Managing Director, Mr. Lalit Malik-Chief Financial Officer and Mr. Manhar Kapoor-General Counsel & Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to this resolution including filing application and obtaining necessary approvals as may be required."

2. Alteration of the Liability Clause of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof) and rules framed thereunder, subject to necessary registrations, approvals, consents, permissions and sanctions, as may be required, from the jurisdictional Registrar of Companies, and any other appropriate

authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, which terms, conditions, amendments or modifications, Mr. Siddhartha Lal-Managing Director, Mr. Lalit Malik-Chief Financial Officer and Mr. Manhar Kapoor-General Counsel & Company Secretary are severally authorized to accept as they may deem fit, consent of the shareholders be and is hereby accorded for amendment of Clause IV of the Memorandum of Association by substituting the same with the following:

IV. The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT Mr. Siddhartha Lal- Managing Director, Mr. Lalit Malik-Chief Financial Officer and Mr. Manhar Kapoor-General Counsel & Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to this resolution including filing application and obtaining necessary approvals as may be required."

Date : November 6, 2015
Place: Gurgaon
CIN- L34102DL1982PLC129877
Regd. Off.: 3rd Floor-Select Citywalk, A-3 District Centre, Saket,
New Delhi–110017, Tel. : +91 124-4415600, Fax : +91 124-4415807
Website: www.eicher.in, Email: investors@eicher.in

By order of the Board
For Eicher Motors Limited

Manhar Kapoor
General Counsel & Company Secretary
Membership No. FCS 5564

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses, is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on November 13, 2015 (Record Date). The Postal Ballot Notice is being sent to Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants / the Company's Registrar and Transfer Agent. For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice along with Postal Ballot Form are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Record Date will be considered for the purpose of voting / e-voting. A person who is not a member as on the record date should treat this notice for information purpose only.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. In compliance with Section 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by NSDL and the business may be transacted through such voting. The instructions for electronic voting are annexed to this Notice. The e-voting shall commence on November 28, 2015 from 9:00 am and shall end on December 27, 2015 at 5:00 pm. E-voting shall not be allowed beyond the said date and time.
6. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (5:00 PM IST) on December 27, 2015 to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.
7. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
8. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a member is desirous of obtaining a duplicate Postal Ballot Form, may send an e-mail to dsmehta@eichermotors.com. The Registrar and Transfer Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
9. A Member cannot exercise his / her vote through proxy on postal ballot.
10. The Board of Directors has appointed M/s RDA & Associates, Company Secretaries, New Delhi as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.
11. The Scrutinizer will submit their report to the Chairman after the completion of scrutiny of the postal ballots and e-voting. Results of voting by postal ballot (including voting through electronic means) shall be announced on Tuesday, December 29, 2015 at 4:00 PM at the registered office of the Company. The results would be displayed at the registered office of the Company, at the corporate office at #96, Sector 32, Gurgaon 122001, Haryana and shall be intimated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar & Share Transfer Agent and will be displayed along with the Scrutinizer's report on the Company's website www.eicher.in and NSDL website www.evoting.nsdl.com
12. The last date of receipt of the Business Reply Envelope with postal ballot form, i.e. December 27, 2015, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during 11:00 A.M. to 5:00 P.M on any working day (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
14. Corporate / Institutional Members (i.e. other than Individuals, HUF,NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
15. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members who are holding shares in physical forms are requested to notify changes in their respective address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to Company's Registrar i.e M/s Link Intime India Private Limited. Beneficial owners holding shares in electronic form are requested to intimate change in address/ Bank Mandate/ National Electronic Clearing Service (NECS) details, if any, to their respective

Depository Participants (DP). Members are requested to register/ update their e-mail addresses with the Registrar in case of shares held in physical form and with their respective Depository Participants in case shares are held in electronic form.

16. Members may also note that the Postal Ballot Notice and Postal Ballot Form are available on the Company's website www.eicher.in and on the website of NSDL www.evoting.nsdl.com for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in New Delhi for inspection during 11:00 A.M. to 5:00 P.M on any working day (Monday-Friday) till the last date for voting. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: investors@eicher.in.

17. Any query/ grievance relating to Postal Ballot including E-Voting may be addressed to Mr. D.S Mehta-Manager at # 96, Sector-32, Gurgaon-122001, Haryana (Contact No. 0124-4415600, E-mail: dsmehta@eichermotors.com).

Voting Through Electronic Means:

In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) as amended and Clause 35B of the Listing Agreement, the businesses stated in the notice of postal ballot may be transacted through electronic voting system and the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on the closing business hours on November 13, 2015 being the Cut-off date fixed for determining voting rights of members, entitled to participate in the voting process.

I. The instructions for shareholders voting electronically are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:

(i) Open email and open PDF file viz; "EML evoting. pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: https://www.evoting.nsdl.com/

(iii) Click on Shareholder – Login

(iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/PIN with new password of your choice with Minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "EVEN" of Eicher Motors Limited.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed

(xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to cs.ranjeet@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email Ids are not registered with the Company/Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No.(xii) of para A above, to cast vote.

II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com

III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

IV. The e-voting period commences on November 28, 2015 and ends on December 27, 2015. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 13, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

Date : November 6, 2015
Place: Gurgaon
CIN- L34102DL1982PLC129877
Regd. Off.: 3rd Floor-Select Citywalk, A-3 District Centre, Saket,
New Delhi–110017, Tel. : +91 124-4415600, Fax : +91 124-4415807
Website: www.eicher.in, Email: investors@eicher.in

By order of the Board
For Eicher Motors Limited

Manhar Kapoor
General Counsel & Company Secretary
Membership No. FCS 5564

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Resolution No. 1

Alteration of the Objects Clause of the Memorandum of Association of the Company

The Company is one of the prominent players in the Indian automotive space. It owns the iconic Royal Enfield motorcycle business, which leads the premium motorcycle segment in India. The Board of Directors of the Company, considering the evolving reputation and passion for Royal Enfield motorcycles and Royal Enfield brand in India and international markets, has identified the business set out in resolution no. 1 of the Postal Ballot Notice that can be carried out by the Company. The above stated new products and activities will enable the Company to offer wide range of products and services primarily relating to motorcycling to its customers. It will also enable the Company to engage more people with Royal Enfield brand through rides, events, trainings etc. organised/ conducted by the Company.

Carrying out above new activities will require amendment in the Object Clause of the Memorandum of Association of the Company.

Further, pursuant to Table A of Schedule I of the Companies Act, 2013, object clause of the Memorandum of Association of the Company shall consist of:-

(1) The objects to be pursued by the company on its incorporation; and

(2) Matters which are necessary for furtherance of the objects specified in (1) above.

As such, the requirements of separately indicating the "main objects", "incidental or ancillary objects" and "other objects" under the erstwhile Companies Act 1956 have been changed.

Considering the above and new provisions of the Companies Act, 2013, following amendments/ changes are required in the object clause of Memorandum of Association of the Company:-

1. Heading of Clause III(A) of the Memorandum of Association of the Company will be replaced with "*The Objects to be pursued by the Company on its incorporation are:*"
2. Sub-clause 5 and 6, as stated in the resolution under item no. 1 of Postal Ballot Notice will be added after sub-clause 4 under clause III(A) of the Memorandum of Association for new business activities to be carried out by the Company.
3. Heading of Clause III(B) of the Memorandum of Association will be replaced with "*Matters which are necessary for furtherance of the objects specified in clause III(A) are:*"
4. Sub clause 30 of clause III(C) of the Memorandum of Association will be added as sub clause 36 under clause III(B)
5. Clause III(C) of the Memorandum of Association of the Company i.e "*The other objects for which the Company is established*" will be deleted.

The Board of Directors of the Company in their meetings held on July 21, 2015 and November 6, 2015 has, subject to the approval of the shareholders in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable approved above amendments in the objects clause of the Memorandum of Association of the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No.1 of the Notice. The Board recommends the Special Resolution set out at item No.1 of the Notice for approval by the Members.

All documents referred to in the accompanying Notice and Explanatory Statement pursuant Section 102 of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during 11:00 A.M. to 5:00 P.M on any working day (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.

Resolution No. 2

Alteration of Liability Clause of the Memorandum of Association of the Company

In terms of Section 4(1)(d) of the Companies Act, 2013, the Memorandum of Association of a Company has to state, in the case of a Company limited by shares, that "the liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them". It is therefore proposed to amend Clause IV of the Memorandum of Association of the Company in the manner provided under resolution no. 2 of Postal Ballot Notice to align the same with the provisions of the Companies Act, 2013.

The Board of Directors of the Company in their meeting held on July 21, 2015 has, subject to the approval of the shareholders in accordance with the provisions of the Companies Act, 2013, and subject to such provisions as may be applicable approved above amendment in the liability clause of the Memorandum of Association of the Company.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at item No. 2 of the Notice. The Board recommends the Special Resolution set out at item No.2 of the Notice for approval by the Members.

All documents referred to in the accompanying Notice and Explanatory Statement pursuant Section 102 of the Companies Act, 2013 will be available for inspection at the Registered Office of the Company during 11:00 A.M. to 5:00 P.M on any working day (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.

Date : November 6, 2015
Place: Gurgaon
CIN- L34102DL1982PLC129877
Regd. Off.: 3rd Floor-Select Citywalk, A-3 District Centre, Saket,
New Delhi–110017, Tel. : +91 124-4415600, Fax : +91 124-4415807
Website: www.eicher.in, Email: investors@eicher.in

By order of the Board
For Eicher Motors Limited

Manhar Kapoor
General Counsel & Company Secretary
Membership No. FCS 5564

EICHER

EICHER MOTORS LIMITED

CIN : L34102DL1982PLC129877
Registered Office : 3rd Floor-Select Citywalk, A-3 District Centre, Saket, New Delhi–110017
Corporate Office : #96 Institutional Area, Sector 32, Gurgaon - 122 001, Haryana
Telephone : +91 124-4415600, Fax : +91 124-4415807
Website: www.eicher.in, Email: investors@eicher.in

POSTAL BALLOT FORM

Serial No

1. Name & address of the Sole/ First named Member as registered with the Company :

2. Name(s) of the Joint Member(s) if any, registered with the Company :

3. Registered Folio No./ DPID No. & Client ID No. (applicable to investors holding shares in electronic form) :

4. No. of Shares held :

5. I / we hereby exercise my / our vote(s) in respect of the following special resolution(s) to be passed through postal ballot for the business stated in the Notice of the Company by conveying my / our assent (For) or dissent (Against) to the said resolutions by placing the Tick (✓) mark in the appropriate box below:

Item No.	Description	No. of Equity Shares held	I / We assent to the Special Resolution (FOR)	I / We dissent to the Special Resolution (AGAINST)
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			

Place :

Date :

Signature of the Member(s)

Particular of Voting Through Electronic Mean

For those opting to vote through electronic means, instead of voting by the above postal ballot, the facility is available at the web link www.evoting.nsdl.com. Particulars for electronic voting are as under:

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD/PIN

Note : Please read the instructions given overleaf and in the notice of postal ballot carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : 9:00 a.m. (IST) on November 28, 2015
End of voting : 5:00 p.m. (IST) on December 27, 2015

The facility for voting through electronic means will be disabled for voting upon expiry of the aforesaid voting period.

P.T.O.

INSTRUCTIONS

1. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions and return the Postal Ballot Form duly completed in the enclosed self addressed Business Reply Envelope. Postage of such envelope will be borne and paid by the Company. Postal Ballot Form, if sent by courier or by registered post / speed post at the expense of the Member will also be accepted. The Postal Ballot Form may also be deposited personally at the address given on the self addressed Business Reply Envelope.

2. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. on December 27, 2015. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.

3. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other physical form shall not be considered valid.

4. This form should be completed and signed (as per the specimen signature registered with the Company) by the member. In case of joint holding, this form should be completed and signed by the first named member and in his/ her absence, by the next named member.

5. The votes of a member may be considered invalid on any of the following grounds:

   a. if the member's signature does not tally;

   b. if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held;

   c. if the postal ballot form is unsigned, incomplete or incorrectly filled.

   d. if the postal ballot form is received torn or defaced or mutilated such that it is difficult for the scrutinizer to identify the member or the number of votes or as to whether the votes are for “Assent” or “Dissent”, or if the signature could not be verified or one or more of the above grounds.

6. Scrutinizer decision on the validity of the Postal Ballots shall be final.

7. Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on November 13, 2015.

8. A member may request for a duplicate Postal Ballot Form, if so required, from the Company. (Contact Mr. D.S Mehta, Contact No. : 0124-4415600, E-mail : dsmehta@eichermotors.com).

9. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send certified true copy of the Board Resolution/ Power of Attorney/ Authority Letter etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.

10. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage-prepaid business reply envelopes.

11. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way.

12. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the scrutinizer and any recipient of the Notice who has no voting right should treat the Notice as intimation only.