



## Escorts Limited

CIN: L74899HR1944PLC039088

Registered Office: 15/5, Mathura Road, Faridabad – 121 003, Haryana, India

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E-mail: [corpsl@escorts.co.in](mailto:corpsl@escorts.co.in)

Website: [www.escortsgroup.com](http://www.escortsgroup.com)

### NOTICE

Notice is hereby given that 74th Annual General Meeting (“AGM”) of the members of ESCORTS LIMITED (“Company”) will be held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) at 10:00 a.m. (Indian Standard Time) on Monday, August 24, 2020, to transact the following business:-

#### A. ORDINARY BUSINESS:

1. To consider and adopt:
  - (a) the audited standalone financial statement of the Company for the financial year ended March 31, 2020, the reports of the Board of Directors and Auditors thereon; and
  - (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2020 and report of Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. Hardeep Singh (DIN 00088096), who retires by rotation and being eligible, offers himself for re-appointment.

#### B. SPECIAL BUSINESS:

4. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2021 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an “Ordinary Resolution”:

“Resolved That pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), M/s. Ramanath Iyer & Co., Cost Auditors (Firm Registration No. 000019) appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending

March 31, 2021, be paid a remuneration not exceeding ₹ 8.50 lacs plus applicable tax and reimbursement of out of pocket expenses.

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To appoint Ms. Tanya Dubash (DIN 00026028) as an Independent Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“Resolved That pursuant to the provisions of Sections 149, 150, and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Ms. Tanya Dubash (DIN 00026028), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the applicable provisions of the Articles of Association of the Company, with effect from January 29, 2020 upto the date of ensuing Annual General Meeting, and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) years from the date of her appointment by the Board of Directors of the Company i.e. January 29, 2020.

**Resolved Further That** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr. Harish N. Salve (DIN 01399172) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“Resolved That** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Harish N. Salve (DIN 01399172), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the applicable provisions of the Articles of Association of the Company, with effect from July 16, 2020 upto the date of ensuing Annual General Meeting, and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, for a period of 5 (five) years from the date of his appointment by the Board of Directors of the Company i.e. July 16, 2020.

**Resolved Further That** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To appoint Mr. Dai Watanabe (DIN 08736520) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

**“Resolved That** pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable laws, rules, regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Dai Watanabe (DIN 08736520), who was appointed as an Additional Director in a non-executive capacity pursuant to the provisions of Section 161(1) of the Act and the applicable provisions of the Articles of Association of the Company, with effect from July 16 2020, upto the date of ensuing Annual General Meeting, and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from Kubota Corporation, a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company in a non-executive capacity, liable to retire by rotation.

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

8. To appoint Mr. Yuji Tomiyama (DIN 08779472) as a Non-Executive Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution(s)**:

**“Resolved That** pursuant to the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable laws, rules, regulations (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Yuji Tomiyama (DIN 08779472), who was appointed as an Additional Director in a non-executive capacity pursuant to the provisions of Section 161(1) of the Act and the applicable provisions of the Articles of Association of the Company, with effect from July 16 2020, upto the date of ensuing Annual General Meeting, who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing from Kubota Corporation, a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company in a non-executive capacity, liable to retire by rotation.

**Resolved Further That** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### NOTES:

1. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, (**“Act”**) which sets out details relating to Special Business at the Meeting, is annexed hereto.
2. Pursuant to requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of appointment/ re-appointment of Director, is set out at the Annexure I to this Notice.
3. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (**“MCA”**) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as **“MCA Circulars”**) permitted the holding of the Annual General Meeting through VC/ OAVM (**“AGM”** or **“e-AGM”**), without the physical presence of the members of the Company at a common venue. Accordingly, in compliance with the provisions of the Act, SEBI (Listing Obligations

and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC/ OAVM. The deemed venue of the AGM shall be the registered office of the Company. The Company has engaged the services of M/s Kfin Technologies Private Limited, Registrar & Transfer Agent of the Company (“KFIN” or “RTA”) as the Authorised Agency for conducting the e-AGM and providing e-voting facility for casting the votes by the members using an electronic voting system.

4. Since this AGM is being held through VC/ OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Members attending the AGM through VC/ OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013.
6. A copy of the Annual Report containing Audited Financial Statements for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and Auditors’ thereon are enclosed.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the RTA/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.escortsgroup.com](http://www.escortsgroup.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively.
8. The Institutional/ Corporate members intending to attend the e-AGM through authorised representatives are requested to send to KFIN/ Scrutinizer a certified true copy of the Board Resolution (PDF/ JPG format) authorising their representative to attend the e-AGM through VC/ OAVM and vote on their behalf by an email through its registered email address to [pcs.jga@gmail.com](mailto:pcs.jga@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com).
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
10. In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by clicking at [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/) or by writing to the RTA with details of folio number and self-attested copy of PAN card at Kfin Technologies Private Limited, Unit: Escorts Limited, Selenium Tower B, Plot Nos. 31-32, Financial District, Nanakramguda, Hyderabad – 500032, India or by sending email to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Members are advised to receive the Notice convening the 74th AGM and Annual Report for FY 2019-20 via e-mail, by updating their email ID by accessing the link [https://ris.kfintech.com/email\\_registration/](https://ris.kfintech.com/email_registration/). Alternatively, notice of 74th AGM and Annual Report can be downloaded through <https://evoting.karvy.com/public/Downloads.aspx>.
11. The Register of Members and Share Transfer Books of the Company will remain closed from August 15, 2020 to August 24, 2020 (both days inclusive) for the purpose of payment of dividend. A dividend of ₹ 2.50/- per share has been recommended by the Board of Directors for the financial year ended March 31, 2020 (except on shares held by Escorts Benefit and Welfare Trust) and subject to the approval of Shareholders at the ensuing AGM. The dividend proposed shall be paid within 30 days from the date of declaration.
12. The dividend after deduction of tax at source, if declared at the AGM, would be paid/ dispatched to those persons or their mandates:
  - a) whose names appear as beneficial owners as at the end of the business hours on August 14, 2020 in the list of beneficial owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of the shares held in electronic mode; and
  - b) whose names appear as members in the Register of Members of the Company/ RTA after giving effect to valid share transmission/ transposition in physical form lodged with the Company on or before August 14, 2020.
13. The Securities and Exchange Board of India (“SEBI”) has made it mandatory for all companies to use the bank account details of investors furnished by the Depositories/ available with the RTA for payment of dividend through National Electronic Clearing Services (“NECS”) to the investors, wherever NECS and bank details are available. In the absence of NECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend. The Company will not entertain any direct request from members holding shares in electronic mode for deletion/ change in such bank account details. Further, instruction if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in electronic mode. Members who wish to change such bank account details are therefore requested to advise their Depository Participant about such change, with

complete details of bank account. In case the shares are held in physical form, please send NECS form available on our website [www.escortsgroup.com](http://www.escortsgroup.com) so as to reach on or before the date of Book Closure fixed for payment of dividend to Kfin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, Telengana; Phone: 040-67162222; Fax 040-23420814; Email – [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). Dividend warrants/ demand drafts will be despatched to the registered address of the shareholders who have not updated their bank account details, after normalisation of the postal service.

14. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ RTA.
15. Pursuant to Finance Act, 2020, dividend income will be taxable in the hands of the shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source ("TDS") from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ("the IT Act"). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the RTA by sending email to the KFIN's email address at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). For details, Members may refer to the "Communication on TDS on Dividend Distribution" appended to this notice as Annexure - II.
16. (a) Due dates of transferring unclaimed and/ or unpaid dividend declared by the Company for the financial year ended March 31, 2014 and thereafter to Investor Education and Protection Fund Authority (IEPF):

Financial Year ended	Type of Dividend	Date of declaration of Dividend	Last date for claiming unpaid/ unclaimed dividend
March 31, 2014	Interim	October 2, 2013	November 1, 2020
March 31, 2014	Final	September 19, 2014	October 18, 2021
March 31, 2015	Final	September 18, 2015	October 17, 2022
March 31, 2016	Final	September 20, 2016	October 19, 2023
March 31, 2017	Final	September 21, 2017	October 20, 2024
March 31, 2018	Final	September 12, 2018	October 11, 2025
March 31, 2019	Final	July 27, 2019	August 26, 2026

Members who have not encashed the dividend warrants so far in respect of the aforesaid periods, are requested to make their claim well in advance of the above due dates. Members are requested to check the details of unclaimed dividend amount, if any, on the Company's website [www.escortsgroup.com](http://www.escortsgroup.com) under Investor Information.

Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") are applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain the status of their unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information since the financial year 2009-10 on the website of IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in) as well as on the Company's website [www.escortsgroup.com](http://www.escortsgroup.com) under Investor Information Section.

- (b) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11, from time to time, to the IEPF established by the Central Government.
- (c) Pursuant to IEPF Rules, the Company has, during the financial year 2019-20, transferred to the IEPF Authority all dividend which had remained unpaid or unclaimed for 7 (seven) consecutive years or more on the due date of transfer. Details of shares transferred to the IEPF are available on the website of IEPF i.e. [www.iepf.gov.in](http://www.iepf.gov.in) as well as on the Company's website [www.escortsgroup.com](http://www.escortsgroup.com) under Investor Information Section.
- (d) Members may note that shares as well as unclaimed dividends transferred to IEPF can be claimed back. Concerned members/ investors are advised to visit the website of [www.iepf.gov.in](http://www.iepf.gov.in) or contact KFIN for lodging claim for refund of shares and/ or dividend from the IEPF.
17. Section 72 of the Act and Rule 19 of the Companies (Share Capital & Debenture) Rules, 2014 has extended nomination facility to individual shareholders holding shares in physical form. Shareholders are requested to avail the above facility by submitting prescribed Nomination Form SH-13 to the Company/ RTA. This form is also available on the Company's website [www.escortsgroup.com](http://www.escortsgroup.com).
18. Member(s) of the Company who are holding shares in physical form and have multiple accounts in identical name(s) or are holding more than one share certificate in the same name under different Ledger Folio(s) are requested to apply for consolidation of such folio(s).
19. SEBI has decided that except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in dematerialized form with a depository w.e.f. April 1, 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

20. Please send all correspondence including requests for transfer/ transmission of shares, change of address & dividend etc. to Kfin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032; Phone: 040-67162222; Fax 040-23420814; E-mail – einward.ris@kfintech.com.
21. Members of the Company had approved the appointment of M/s. Walker Chandiok & Co LLP, Chartered Accountants, as the Statutory Auditors at the Seventy First AGM of the Company which is valid till Seventy Sixth AGM of the Company. In accordance with the Companies (Amendment) Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
22. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its RTA or the concerned Depository Participant, as the case may be, immediately of:-
  - a. The change in the residential status on return to India for permanent settlement.
  - b. The particulars of the NRE Account with a bank in India, if not furnished earlier.
23. 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 are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
24. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
25. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Act and the relevant documents referred to in the notice and Annual Report will be available for inspection electronically by the members of the Company during the AGM. All other documents referred to in the Notice and Annual Report will also be available for electronic inspection without payment of any fee by the members from the date of circulation of this notice upto the date of AGM i.e. August 24, 2020. Members seeking to inspect such documents can send an email to corpsl@escorts.co.in.
26. **Voting through electronic means**
  - i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed to be considered at the 74th AGM by electronic means and the business may be transacted through e-voting Services ("**Remote e-Voting**").

The members who have cast their votes by Remote e-Voting prior to the AGM may also participate in the AGM through VC/ OAVM via link provided in their login ids but shall not be entitled to cast their vote again.

## II. The process and manner for Remote e-Voting are as under:

### Instruction for Voting:

- a. In case a member receives an email from KFIN (for members whose email IDs are registered with the Company/ Depository Participant(s)):
  - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (E-Voting Event Number) followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfin for e-voting, you can use your existing User ID and password for casting your vote.
  - iii. After entering these details appropriately, click on "LOGIN".
  - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - v. You need to login again with the new credentials.
  - vi. On successful login, the system will prompt you to select the "EVENT of ESCORTS" i.e. 5432.
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. August 17, 2020 under "FOR/

AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

- viii. Members holding multiple folios/ demat accounts shall follow the voting process separately for each folio/ demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period i.e. August 21, 2020 to August 23, 2020, members can login any number of times till they have voted on the resolution(s).
  - xii. Corporate/ Institutional members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email pcs.jga@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above mentioned documents should be in the naming format "Escorts Limited Event No."
- b. In case of members whose email IDs are not registered with the RTA/ Depository Participant(s) shall first register the same in the following manner:
- **Members holding shares in physical form**  
Members holding shares in physical mode, who have not registered/ updated their email addresses with the RTA, are requested to register/update the same by clicking on [https://ris.Kfintech.com/email\\_registration/](https://ris.Kfintech.com/email_registration/) or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at einward.ris@Kfintech.com.
  - **Members holding shares in electronic mode**  
Members are required to register their e-mail address with their respective Depository Participant "DPs" for receiving all communications from the Company electronically.

After due verification, KFIN will forward your login credentials to your registered email address.

After registration of e-mail address members would be required to follow steps 26 (II)(a) (i) to (xii).

- III. In case of any query and/ or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (KFIN Website) or contact Mr. Raj Kumar Kale, (Unit: Escorts Limited) of Kfin Technologies Private Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telengana or at [evoting@kfintech.com](mailto:evoting@kfintech.com) or phone no. 040 – 67162222 or call KFIN's toll free No. 1800-3454-001 for any further clarifications.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communications.
- V. The Remote e-Voting period commences on Friday, August 21, 2020 (9:00 am IST) and ends on Sunday, August 23, 2020 (5:00 pm IST). During this period, members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date i.e. August 17, 2020, may cast their vote by Remote e-Voting. The Remote e-Voting Module shall be disabled by KFIN for voting thereafter from their e-Voting module.
- VI. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of Remote e-Voting as well as voting during the AGM through Insta Poll. A person who is not the member on cut-off date should treat this notice for information purpose only.
- VII. The voting rights of members shall be in proportion to their shareholding in the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. August 17, 2020.
- VIII. In case any person becomes member of the Company after dispatch of Notice of AGM and holds shares as on the cut-off date for e-Voting i.e. August 17, 2020, he/ she may obtain the User ID and Password in the manner as mentioned below:
  - i. If the mobile number of the member is registered against shares held in demat form, the member may send SMS: MYEPWD<space> DP ID Client ID to 9212993399

Example for NSDL:  
MYEPWD <SPACE> IN12345612345678

Example for CDSL:



MYEPWD <SPACE> 1402345612345678

- ii. If the mobile number of the member is registered against shares held in physical form the member may send SMS: MYEPWD<space> Event no. & Folio no. to 9212993399.

Example for Physical:

MYEPWD <SPACE> XXXX1234567890

- iii. If e-mail address or mobile number of the member is registered against Folio No./ DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- iv. Member may call KFIN's toll free number 1800-3454-001 or Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- v. However, KFIN shall endeavour to send User ID and Password to those new members whose mail ids are available. Members can only vote once either during the Remote e-Voting period or during the AGM.

**IX. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/ OAVM ARE AS UNDER:**

- a. Members will be able to attend the AGM through VC/ OAVM at <https://emeetings.kfintech.com> by using their Remote e-Voting login credentials and selecting the EVEN for Company's AGM.
- b. Members are requested to follow the procedure given below:
  - i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>
  - ii. Enter the login credentials (i.e. User ID and password for Remote e-voting)
  - iii. After logging in, click on "Video Conference" option
  - iv. Then click on camera icon appearing against AGM event of Escorts Limited to attend the meeting
- c. Members who do not have the User ID and Password for Remote e-Voting or have forgotten the User ID and Password may retrieve the same by following the Remote e-Voting instructions mentioned elsewhere in the Notice. Further, members can also use the OTP based login for logging into the e-voting system.

- d. Facility to join the e-AGM shall be opened 30 minutes before the time scheduled for the AGM and shall be kept open throughout the proceedings of the AGM.
- e. Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com> and clicking on the speaker registration option available on the screen after log in. The speaker registration will be open during Friday, August 21, 2020 to Saturday, August 22, 2020. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers depending upon availability of time as appropriate for smooth conduct of the AGM.
- f. Members can also ask questions from the Auditors of the Company. The questions can be emailed at [investorrelation@escorts.co.in](mailto:investorrelation@escorts.co.in) with special mention of 'question for auditors'. The query(ies) will be forwarded to the respective Auditors for their response.
- g. Facility of joining the AGM through VC/ OAVM shall be available for 1000 members on first come first serve basis. However, participation of members holding 2% or more shares, Promoters and Institutional Investors, Directors, Key Managerial Personnel, Chairpersons of Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Auditors are not restricted on first come first serve basis.
- h. In case of any queries/ grievances, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual available at the 'download' section of <https://evoting.karvy.com> or call KFIN on 1800 345 4001 (toll free).
- i. Members who need assistance before or during the AGM, can contact KFIN on [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or call on toll free numbers 1800-345-4001. Kindly quote your name, DP ID – Client ID/ Folio no. and E-voting Event Number in all your communications.

**X. Instructions for members for e-voting during the AGM ("Insta Poll"):**

- a. Facility to cast through Insta Poll will be made available on the Video Conferencing screen and will be activated once the Insta Poll is announced at the meeting.
- b. The e-Voting "Thumb sign" on the left hand corner of the video screen shall be activated upon instructions of the chairman during the e-AGM proceedings. Shareholders shall click on the same to take them to the "Insta Poll" page.

- c. Members to click on the “Insta Poll” icon to reach the resolution page and follow the instructions to vote on the resolutions.
- d. Only those shareholders, who are present in the e-AGM and have not casted their vote on the Resolutions through Remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the e-AGM.
- XI. Mr. Jayant Gupta, Company Secretary in Practice (CP No. 9738) has been appointed as Scrutinizer to scrutinize the Remote e-Voting and Insta Poll process in a fair and transparent manner.
- XII. The Scrutinizer shall, after the conclusion of voting through Insta Poll at the AGM, unblock the votes cast through Remote e-Voting and Insta Poll and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes

cast in favour or against, if any, to the Chairman of the Company or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.

XIII. The results declared alongwith the Scrutinizer’s Report shall be placed on Company’s website [www.escortsgroup.com](http://www.escortsgroup.com) and on the website of KFIN at <https://evoting.karvy.com> immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

By Order of the Board  
For **Escorts Limited**

**Sd/-**  
**Satyendra Chauhan**  
Company Secretary  
& Compliance Officer

Place: Faridabad  
Date: July 27, 2020

## **EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS (PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)**

### **ITEM NO. 4**

The Board of Directors of the Company, on recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ramanath Iyer & Co., as Cost Auditors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, is required to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board commends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of the members.

### **ITEM NO. 5**

In accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV of the Companies Act, 2013 (“Act”), appointment of an Independent Director requires

approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has, in its meeting held on January 29, 2020, appointed Ms. Tanya Dubash (DIN 00026028) as an Additional and Independent Director on the Board of the Company, subject to the approval of the shareholders in the ensuing Annual General Meeting, for a period of 5 (five) years not liable to retire by rotation.

Particulars of her qualification, brief resume and area of expertise etc. are annexed to this Notice as Annexure - I.

Ms. Tanya Dubash is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received inter-alia from Ms. Tanya Dubash (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; and (iii) a declaration to the effect that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act, the Regulation 16(1)(b) and 25(8) under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”).

The Company has received requisite notice in writing from a member proposing the appointment of Ms. Tanya Dubash as a candidate for the office of Director of the Company.



In the opinion of the Nomination and Remuneration Committee and the Board of the Company, Ms. Tanya Dubash fulfills the conditions for her appointment as an Independent Director as specified in the Act and Rules made thereunder and the Listing Regulations. Ms. Tanya Dubash is independent of the management and possesses appropriate skills, experience and knowledge.

In the opinion of the Directors of the Company, her presence and participation in the deliberations of the Board would be beneficial for the Company's business and it will be in the interest of the Company to appoint her as an Independent Director.

Based on the disclosures received from Ms. Tanya Dubash, it is confirmed that she is neither related to any existing Director of the Company nor debarred from accessing the capital markets and/or restrained from holding any position/ office of director in a company pursuant to any order of the Securities and Exchange Board of India or any other such authority.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the approval of members is sought by way of an ordinary resolution for the appointment of Ms. Tanya Dubash as an Independent Director not liable to retire by rotation for a term of 5 (five) consecutive years with effect from January 29, 2020.

A copy of the draft letter for the appointment of Ms. Tanya Dubash as an Independent Director setting out the terms and conditions will be available for inspection electronically.

Except Ms. Tanya Dubash, being appointee, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5.

The Board commends the Ordinary Resolution as set out at Item No. 5 of the Notice for approval of the members.

#### **ITEM NO. 6**

In the event of appointment of 2 (two) additional directors on the Board of the Company in a non-executive capacity, as nominated by Kubota Corporation, a member of the Company, in terms of the applicable provisions of the Articles of Association, the number of independent directors on the Board of the Company would have fallen below 50% (fifty percent). In order to meet the requirement of having minimum 50% (fifty percent) independent directors on the Board as per the applicable provisions of the Companies Act, 2013 ("**Act**"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and as per the recommendation of the Nomination and Remuneration Committee, the Board of Directors, in its meeting held on July 16, 2020, appointed Mr. Harish N. Salve (DIN 01399172) as an Additional Independent Director on the Board of the Company, subject to the approval of the shareholders in the ensuing Annual General Meeting, for a period of 5 (five) years not liable to retire by rotation. In accordance with the

provisions of Sections 149, 150 and 152 read with Schedule IV of the Act, appointment of an Independent Director requires approval of members.

Mr. Harish N. Salve is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received inter-alia from Mr. Harish N. Salve (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act; and (iii) a declaration to the effect that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act, Regulation 16(1)(b) and 25(8) of Listing Regulations.

The Company has received requisite notice in writing from a member proposing the appointment of Mr. Harish N. Salve as a candidate for the office of Director of the Company.

Particulars of his qualification, brief resume and area of expertise etc. are annexed to this Notice as Annexure I.

In the opinion of the Nomination and Remuneration Committee and the Board of the Company, Mr. Harish N. Salve fulfills the conditions for his appointment as an Independent Director as specified in the Act and Rules made thereunder and the Listing Regulations. Mr. Harish N. Salve is independent of the management and possesses appropriate skills, experience and knowledge.

In the opinion of the Directors of the Company, his presence and participation in the deliberations of the Board would be beneficial for the Company's business and it will be in the interest of the Company to appoint him as an Independent Director.

Based on the disclosures received from Mr. Harish N. Salve, it is confirmed that he is neither related to any existing Director of the Company nor debarred from accessing the capital markets and/ or restrained from holding any position/ office of director in a company pursuant to order of Securities and Exchange Board of India or any other such authority.

In terms of Section 149 and other applicable provisions of the Act and Rules made thereunder, the approval of members is sought by way of an ordinary resolution for the appointment of Mr. Harish N. Salve as an Independent Director not liable to retire by rotation for a term of 5 (five) consecutive years with effect from July 16, 2020.

A copy of the draft letter for the appointment of Mr. Harish N. Salve as an Independent Director setting out the terms and conditions will be available for inspection electronically.

Except Mr. Harish N. Salve, being appointee, none of the Directors, Key Managerial Personnel of the Company or their

relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the Ordinary Resolution as set out at Item No. 6 of the Notice for approval of the members.

#### ITEM NO. 7

Pursuant to the provisions of the Share Subscription Agreement dated March 20, 2020 read with the amendment agreement dated July 15, 2020 ("**SSA**"), executed by the Company with Kubota Corporation, Japan ("**Investor**") and certain Specified Promoters (as defined in the SSA) (as confirming parties), the Shareholders Agreement dated March 20, 2020 ("**SHA**") executed by the Company with the Investor, Escorts Benefit and Welfare Trust and Promoters (as defined in the SHA), the articles of association of the Company ("**Articles of Association**"), and the Companies Act, 2013 ("**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board of Directors ("**Board**") in its meeting held on July 16, 2020, appointed Mr. Dai Watanabe (DIN 08736520) as an additional director on the Board of the Company with immediate effect, to hold office up to the date of ensuing annual general meeting of the Company or the last date on which the annual general meeting of the Company should have been held, whichever is earlier.

Particulars of his qualification, brief resume and area of expertise etc. are annexed to this Notice as Annexure I.

Mr. Dai Watanabe is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

Details of Mr. Dai Watanabe are provided in the Annexure I to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

Pursuant to the provisions of the SHA, SSA and Sections 152, 160(1) and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable laws, rules, regulations (including any amendment(s), statutory modification(s) or re-enactment(s) of each of the above for the time being in force) and enabling provisions in the Articles of Association of the Company, the Company is required to obtain approval of the members for appointing Mr. Dai Watanabe as a Non-Executive Director.

The Company has received requisite notice in writing from Kubota Corporation, a member proposing the appointment of Mr. Dai Watanabe as a candidate for the office of Director

of the Company. Accordingly, it is proposed to appoint Mr. Dai Watanabe as a Director of the Company in a non-executive capacity, liable to retire by rotation.

The Company has received inter-alia from Mr. Dai Watanabe (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014; and (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act.

Based on the disclosures received from Mr. Dai Watanabe, it is confirmed that he is neither related to any existing Director of the Company nor debarred from accessing the capital markets and/ or restrained from holding any position/ office of director in a company pursuant to order of Securities or Exchange Board of India or any other such authority.

Except Mr. Dai Watanabe, being appointee, none of the Directors of the Company, Key Managerial Personnel of the Company or their relatives are, in any way concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval of the members.

#### ITEM NO. 8

Pursuant to the provisions of the Share Subscription Agreement dated March 20, 2020 read with the amendment agreement dated July 15, 2020 ("**SSA**"), executed by the Company with Kubota Corporation, Japan ("**Investor**") and certain Specified Promoters (as defined in the SSA) (as confirming parties), the Shareholders Agreement dated March 20, 2020 ("**SHA**") executed by the Company with the Investor, Escorts Benefit and Welfare Trust and Promoters (as defined in the SHA), the articles of association of the Company ("**Articles of Association**"), and the Companies Act, 2013 ("**Act**") read with the Companies (Meetings of Board and its Powers) Rules, 2014 and the Companies (Appointment and Qualification of Directors) Rules, 2014, and based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board of Directors ("**Board**"), in its meeting held on July 16, 2020, appointed Mr. Yuji Tomiyama (DIN 08779472) as an additional director on the Board of the Company with immediate effect, to hold office up to the date of ensuing annual general meeting of the Company or the last date on which the annual general meeting of the Company should have been held, whichever is earlier.

Particulars of his qualification, brief resume and area of expertise etc. are annexed to this Notice as Annexure I.

Mr. Yuji Tomiyama is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.