



Escorts Limited

CIN: L74899HR1944PLC039088

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

Tel.: 0129 - 2250222

E-mail: corpsl@escorts.co.in

Website: www.escortsgroup.com

NOTICE

Notice is hereby given that 75th Annual General Meeting ("AGM") of the members of ESCORTS LIMITED ("Company") will be held through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") at 12:00 Noon (Indian Standard Time) on Tuesday, July 27, 2021, 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, 2021, 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, 2021 and report of Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Ms. Nitasha Nanda (DIN: 00032660), who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint a Director in place of Mr. Shailendra Agrawal (DIN: 03108241), who retires by rotation and being eligible, offers himself for re-appointment.

B. SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2022 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, 2022, 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."

6. To approve reclassification request of Promoter/ Promoter Group of the Company as Public Shareholders 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 Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and subject to approval from BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") and such other authorities as may be required and pursuant to other laws and regulations, as may be applicable from time to time (including any statutory modifications or re-enactments thereof for time being in force), consent of members of the Company be and is hereby accorded for reclassification of Mr. Girish Behari Mathur – Promoter Group and Mrs. Rachna Mathur – Promoter group/ Person acting in concert from "Promoter & Promoter Group" Category to "Public" Category and removal of their names from "Promoter and Promoter Group" of the Company.

Resolved Further That the above applicants confirmed that all the conditions specified in sub-clause (i) to (vii) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been complied with and also confirmed that post reclassification from "Promoter & Promoter Group" to "Public", shall continue to comply with

conditions mentioned Regulation 31A of SEBI (LODR) Regulations, 2015.

Resolved Further That upon receipt of requisite approvals, the Company shall effect such reclassification in the Shareholding Pattern of the Company from immediate succeeding quarter as per Regulation 31 of Listing Regulations and in all other records of the Company and shall make such applications, intimations, disclosure and/or filings as may be relevant or necessary from such date, as may be appropriate.

Resolved Further That Mr. Nikhil Nanda, Chairman & Managing Director, Mr. Bharat Madan, Group Chief Financial Officer & Corporate Head, Mr. Brijesh Lamba, Head - Legal and/ or Mr. Satyendra Chauhan, Company Secretary and Compliance Officer of the Company be and are hereby severally authorised to sign any document(s) or do any or all such acts, deeds and things as they may, in their absolute discretion, deem necessary or desirable, and to settle any question(s), difficulty or doubt that may arise, in order to give effect to the above resolution for and on behalf of the Company."

7. To approve proposed amendment to the Escorts Limited Employee Stock Option Scheme, 2006 ("**ESOP Scheme**") of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a "**Special Resolution**".

"Resolved That pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations 2014, as amended, read with circular issued by the Securities and Exchange Board of India dated June 16, 2015, bearing number CIR/CFD/ POLICY CELL/2/2015 ("**SEBI SBEB Regulations**"), the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI LODR Regulations**"), (including any statutory modification or re-enactment thereof, for the time being in force), relevant provisions contained in the memorandum of association and articles of association of the Company, and such other rules, regulations and guidelines of any/ various statutory /regulatory authority (ies) that are or may become applicable from time to time and other prevailing statutory guidelines in that behalf (hereinafter together referred to as "**the Applicable Laws**"), and subject to any approval(s), consent(s), permission(s) and/or sanction(s) as may be required from appropriate regulatory authorities/ institutions, consent of the members be and is hereby accorded to amend the Escorts Limited Employee Stock Option Plan, 2006 ("**ESOP Scheme**") which is updated in terms of the Applicable Laws apart from few other with a view to ensure better efficacy and administration of the Plan.

Resolved Further That the Board (including any committee thereof), be and is hereby authorized to take such steps as may be necessary and to settle all matters arising out of and incidental thereto and sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the resolution.

Resolved Further That the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorized to submit the copy of the amended ESOP Scheme to any regulatory authority and to file necessary forms with the Registrar of Companies, NCT of Delhi & Haryana and to do all such acts, deeds and things as may be necessary or incidental 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 ("**SEBI Listing Regulations**") 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 April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, and various other circulars related thereto (collectively referred to as "**MCA Circulars**") and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("**the SEBI 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 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. However, in pursuance of Sections 112 and 113 of the Act, representatives of the members may be appointed for the purpose of voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM.
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, 2021 together with the Reports of the Board of Directors and Auditors' thereon are enclosed.
7. In compliance with the aforesaid MCA Circulars and the SEBI Circulars, Notice of the AGM along with the Annual Report 2020-21 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 2020-21 will also be available on the Company's website www.escortsgroup.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFIN at <https://evoting.kfintech.com>
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 with a copy to 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/clientservices/mobileereg/mobileemailreg.aspx> 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 Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, India or by sending email to einward.ris@kfintech.com. Members are advised to receive the Notice convening the 75th AGM and Annual Report for FY 2020-21 via e-mail, by updating their email ID by accessing the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>. Alternatively, notice of 75th AGM and Annual Report can be downloaded through <https://evoting.kfintech.com/public/Downloads.aspx> or from the website of the Company i.e. www.escortsgroup.com.
11. Members can also temporarily update their email address and mobile number with KFIN, by complying with the procedure given below:
 - (i) Visit the link <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx>
 - (ii) Select the company name: Escorts Limited
 - (iii) Enter DPID Client ID (in case shares are held in electronic form)/Physical Folio No. (in case shares are held in physical form) and Permanent Account Number (PAN).
 - (iv) In case shares are held in physical form, if PAN is not available in the records, please enter any one of the Share Certificate No. in respect of the shares held by you.
 - (v) Enter the email address and mobile number.
 - (vi) System will check the authenticity of the DPID Client ID/Physical Folio No. and PAN/Certificate No., as the case may be and send the OTPs to the said mobile number and email address, for validation.
 - (vii) Enter the OTPs received by SMS and Email to complete the validation process. (Please note that the OTPs will be valid for 5 minutes only).
 - (viii) In case the shares are held in physical form and PAN is not available, the system will prompt you to upload the self-attested copy of your PAN.
 - (ix) System will confirm the email address for the limited purpose of serving the Notice of the AGM, the Annual Report of the Company for the financial year 2020-21 and the e-voting instructions along with the User ID and Password.

Alternatively, Members may send an email request to einward.ris@kfintech.com along with the scanned copy of their request letter duly signed by the 1st shareholder, providing the email address, mobile number, self-attested copy of PAN and Client Master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable KFIN to temporarily register their email address and mobile number so as to enable the Company to issue the Notice of the AGM, the Annual Report of the Company for the financial year 2020-21 and the e-voting

instructions along with the User ID and Password, through electronic mode.

However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information.

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 3094 001.

12. The Register of Members and Share Transfer Books of the Company will remain closed from July 17, 2021 to July 27, 2021 (both days inclusive) for the purpose of payment of dividend.

The Board recommended the following dividend subject to the approval of Shareholders at the ensuing AGM:

- a. **Normal Final Dividend @ 50% per share of Face Value of ₹ 10/- each** (i.e. ₹ 5.00 per share)
- b. **Additional Special one-time Platinum Jubilee (75th Year) Dividend @ 25% per share of Face Value of ₹ 10/- each** (i.e. ₹ 2.50 per share)
- c. **Total Dividend @ 75% per share i.e. ₹ 7.50 per equity share** payable on all outstanding shares **other than Shares held by Escorts Benefit & Welfare Trust (Treasury Shares)**

The dividend proposed shall be paid within 30 days from the date of declaration.

13. 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 July 16, 2021 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 July 16, 2021.

14. 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 so as to reach on or before the date of Book Closure fixed for payment of dividend to Kfin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana; Phone: 040-67162222; Toll Free Number: 1800 3094 001; Email – 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.

15. 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.

16. To enable compliance with TDS requirements of Dividend, Members are requested to complete and/ or update their Residential Status, PAN, Category as per the Income Tax Act, 1961 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. For details, Members may refer to the "Communication on TDS on Dividend Distribution" appended to this notice as **Annexure - II**.

17. (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	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

Financial Year ended	Type of Dividend	Date of declaration of Dividend	Last date for claiming unpaid/unclaimed dividend
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
March 31, 2020	Final	August 24, 2020	September 23, 2027

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 under Investor Information.

Members may please note that the unclaimed dividend in respect of the financial year ended March 31, 2014 must be claimed by the concerned members on or before October 18, 2021, failing which it will be transferred to the Investor Education & Protection Fund Authority, in accordance with the relevant provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules"). Members are requested to write to Company/ KFIN, for claiming unclaimed dividend.

IEPF Rules are applicable to the Company. The objectives 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 as well as on the Company's website www.escortsgroup.com under Investor Information Section.

- (b) The Company has transferred the unpaid or unclaimed dividends declared up to March 31, 2014, from time to time, to the IEPF established by the Central Government.
- (c) Pursuant to IEPF Rules, the Company has, during the financial year 2020-21, 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 as well as on the Company's website 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 or contact KFIN for lodging claim for refund of shares and/ or dividend from the IEPF.

18. 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.
19. 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).
20. 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.
21. Members holding shares in electronic form are requested to intimate all changes pertaining to their Company details, ECS mandates, email addresses, nominations, power of attorney, change of address/name etc. to their DPs. Any changes effected by the DPs will be automatically reflected in the record maintained by the Depositories. Members holding shares in physical form are requested to notify changes to the said information to KFIN, by sending an email to einward.ris@kfintech.com or to corpsl@escorts.co.in, quoting their Folio number(s) along with supporting documents.
22. SEBI vide its Circular dated April 20, 2018 has made it mandatory for the Company to collect copy of PAN and company account details from persons holding securities in physical form. Accordingly, Members holding shares in physical form are requested to submit to KFIN, the said documents duly self-attested by them.
23. Please send all correspondence including requests for transfer/ transmission of shares, change of address & dividend etc. to Kfin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032; Phone: 040-67162222; Toll Free Number : 1800 3094 001; E-mail – einward.ris@kfintech.com.
24. Members of the Company had approved the appointment of M/s. Walker Chandio & 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.
25. 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:-
- The change in the residential status on return to India for permanent settlement.
 - The particulars of the NRE Account with a bank in India, if not furnished earlier.
26. 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.
27. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.
28. 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. July 27, 2021. Members seeking to inspect such documents can send an email to corpsl@escorts.co.in.
29. A certificate from the Statutory Auditor of the Company certifying that the Company's Employee Stock Option Plans are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as amended from time to time and in accordance with the resolutions passed at the general meeting(s) will be available electronically for inspection by the members during the AGM.
- 30. Voting through electronic means**
- 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 75th AGM by electronic means and the business may be transacted through e-voting Services ("**Remote e-Voting**").
- The members who have casted 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.
- The process and manner for Remote e-Voting are as under:
 - Information and Instructions for Remote e-Voting by Individual Shareholders holding shares of the Company in Demat Mode:**
As per the SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
1. User already registered for IDeAS facility: <ol style="list-style-type: none"> Type in the browser/ click on the following URL: https://eservices.nsdl.com Click on the "Beneficial Owner" icon under 'IDeAS' section. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting" Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. 	1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> Type in the browser/ click on the following URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com Click on New System Myeasi Login with user id and password. Option will be made available to reach e-Voting page without any further authentication.

NSDL	CDSL
2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> To register, type in browser/ click on link: https://eservices.nsdl.com Select "Register Online for IDeAS" Proceed with completing the required fields. After registration, please follow steps given above to cast your vote. 3. By visiting the e-Voting website of NSDL <ol style="list-style-type: none"> Type in the browser/ click on the following URL: https://www.evoting.nsdl.com/ Click on the icon "Login" which is available under 'Shareholder/ Member' section. On the login page, enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 	<ol style="list-style-type: none"> Click on e-Voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> To register, type in browser/ click on link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration Proceed with completing the required fields. After registration, please follow steps given above to cast your vote. 3. By visiting the e-Voting website of CDSL <ol style="list-style-type: none"> Type in the browser/ click on the following URL: www.cdslindia.com Provide demat Account Number and PAN System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective e-Voting service provider where the e- Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their demat accounts/ website of depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Click on e-Voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available on the websites of Depositories/ Depository Participants.

Members facing any technical issue - NSDL	Members facing any technical issue – CDSL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

B. Information and Instructions for Remote e-Voting by Shareholders other than Individuals holding shares of the Company in Demat Mode and all shareholders holding shares in Physical Mode:

a. In case a member receives an email from KFIN (for members whose email IDs are registered with the Company/ Depository Participant(s)):

- Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- 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.
- After entering these details appropriately, click on "LOGIN".
- 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. 5972.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. July 20, 2021 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. July 24, 2021 to July 26, 2021, 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/clientservices/mobileereg/mobileemailreg.aspx> 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 30 (II) (B) (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.kfintech.com> (KFIN Website) or contact Mr. Raj Kumar Kale, (Unit: Escorts Limited) of Kfin Technologies Private Limited, Selenium Building, Tower B, Plot No. 31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telengana or at evoting@kfintech.com or phone no. 040 – 67162222 or call KFIN's toll free No. 1800-3094-001 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 Saturday, July 24, 2021 (9:00 am IST) and ends on Monday, July 26, 2021 (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. July 20, 2021, 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. July 20, 2021.

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. July 20, 2021, 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.kfintech.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 1800-3094-001 or Member may send an e-mail request to 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. Members are encouraged to join the Meeting through Laptops for better experience.

- e. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- f. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- g. 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.

- h. 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 from Saturday, 9.00 a.m. July 24, 2021 to Sunday, 5.00 p.m. July 25, 2021. 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.

- i. Members can post their queries by logging on to <https://emeetings.kfintech.com> and clicking on 'post your queries' option available on the screen after login. The window for posting queries will be open from Saturday, 9.00 a.m. July 24, 2021 to Sunday, 5.00 p.m. July 25, 2021. The Company will reply to the queries post AGM.

- j. Members can also ask questions from the Auditors of the Company. The questions can be emailed at investorrelation@escorts.co.in with special mention of 'question for auditors'. The query(ies) will be forwarded to the respective Auditors for their response.
- k. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company so as to reach them atleast 7 (seven) days before the date of the AGM, through e-mail on investorrelation@escorts.co.in. The same will be replied by the Company suitably.
- l. 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.
- m. 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.kfintech.com> or call KFIN on 1800 309 4001 (toll free).
- n. Members who need assistance before or during the AGM, can contact KFIN on inward.ris@kfintech.com or call on toll free numbers 1800-309-4001. 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 and on the website of KFIN at <https://evoting.kfintech.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 5, 2021