



ESCORTS

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/mobilereg/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/mobilereg/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/mobilereg/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
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> Type in the browser/ click on the following URL: https://eservices.nsd.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. 	<p>1. Existing user who have opted for Easi / Easiest</p> <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

2. User not registered for IDeAS e-Services

- I. To register, type in browser/ click on link: <https://eservices.nsdl.com>
- II. Select "Register Online for IDeAS"
- III. Proceed with completing the required fields.
- IV. After registration, please follow steps given above to cast your vote.

3. By visiting the e-Voting website of NSDL

- I. Type in the browser/ click on the following URL: <https://www.evoting.nsdl.com/>
 - II. Click on the icon "Login" which is available under 'Shareholder/ Member' section.
 - III. 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.
 - IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.
 - V. 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.
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CDSL

- V. Click on e-Voting service provider name to cast your vote.

2. User not registered for Easi/Easiest

- I. To register, type in browser/ click on link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- II. Proceed with completing the required fields.
- III. After registration, please follow steps given above to cast your vote.

3. By visiting the e-Voting website of CDSL

- I. Type in the browser/ click on the following URL: www.cdslindia.com
 - II. Provide demat Account Number and PAN
 - III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
 - IV. After successful authentication, user will be provided links for the respective e-Voting service provider where the e- Voting is in progress.
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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 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 – CDSL

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)):
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.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. 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/mobilereg/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 einward.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

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

ITEM NO. 5

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, 2022.

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. 5 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022.

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. 5 of the Notice.

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

ITEM NO. 6

Pursuant to Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") may allow re-classification of promoters as public shareholders or vice versa subject to fulfillment of conditions as provided therein.

The Company has received request letter dated February 19, 2021 from Mr. Girish Behari Mathur and Mrs. Rachna Mathur ("Outgoing Promoters") for reclassification of their name from the category of promoter group to public and removal of their name from Promoter Category.

The Board of Directors at its meeting held on February 24, 2021, had considered and approved the requests received from outgoing promoters for reclassifying them from 'Promoter/ Promoter Group' to 'Public Category'. The approval of Board towards reclassification is subject to the approval of members of the Company and other regulatory authorities, if any, in terms of Regulation 31A of Listing Regulations.

The Shareholding of Mr. Girish Behari Mathur along with Mrs. Rachna Mathur, Persons belonging to Promoter Group as on February 19, 2021 is as follows:

Name	No. of Shares as on date
Mr. Girish Behari Mathur – Promoter Group	179
Mrs. Rachna Mathur – Promoter group / Person acting in concert	75

The Outgoing Promoters have also confirmed that they are eligible for re-classification as public shareholders and satisfy the conditions set out in Regulation 31A of the Listing Regulations and any other applicable law. In accordance with Regulation 31A(3)(b), of the Listing Regulations, the Outgoing Promoters have confirmed that they and the persons related to them:

- together, do not hold more than 10 (ten) percent of the total voting rights of Company;
- do not exercise control over the affairs of the Company, whether directly or indirectly;
- do not have any special rights with respect to the Company through formal or informal arrangements, including through any shareholder agreements;
- are not represented in any capacity on the Board of Directors of the Company (including through any nominee director);
- are not acting as key managerial persons in the Company;
- are not "wilful defaulters" as per the Reserve Bank of India guidelines; and
- are not fugitive economic offenders

The outgoing promoters confirmed that as required under the Listing Regulations, upon re-classification to the "Public" category, the Outgoing Promoters shall not:

- hold more than 10% of the total voting rights in the Company;
- exercise control over the affairs of the Company directly or indirectly; or
- have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements.

Further, they shall not be represented on the Board of Directors of the Company (including through a nominee director) or act as key managerial persons of the Company for a period of at least 3 (three) years from date on which the Stock Exchanges approve their re-classification to the "Public" category.

The outgoing promoters also undertaken to abide by the conditions specified in 31A(4) of Listing Regulations from the date of such reclassification, from "Promoter & Promoter Group"

to “Public pursuant to the approval of such re-classification by the shareholders of the Company and the Stock Exchanges, failing which, they shall automatically be re-classified as Promoters/persons belonging to the Promoter Group, as applicable.

The Board, on the basis of the rationale provided by the outgoing promoters and on the confirmation that they satisfy the requirements of Regulation 31A of the Listing Regulations, accepted and approved the requests made by them for re-classification of their shareholding in the Company subject to approval of the members of the Company and also subject to the approval of the Stock Exchanges.

The Company is in compliance with the requirement for minimum public shareholding as required under Regulation 38 of the Listing Regulations. The Company does not have any outstanding dues to the Securities and Exchange Board of India, the Stock Exchanges, or the Depositories. Further, trading in the equity shares of the Company has not been suspended by the Stock Exchanges.

Electronic copy of relevant documents in this regard shall be available for inspection on the Company’s website at www.escortsgroup.com.

In accordance with the Listing Regulations, these persons and their immediate relatives shall not vote on this resolution.

In terms of Regulation 31A of Listing Regulations, the approval of shareholders is required for the above reclassification request.

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. 6 of the Notice.

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

ITEM NO. 7

The Company had implemented the Escorts Limited Employee Stock Option Scheme – 2006 (“ESOS-2006” or the “Scheme”) to give its employees who are performing well, a chance to be a part of the growth story of the Company and to acquire an ownership interest in the Company, thus identifying their interests with those of the shareholders.

The ESOS-2006 was originally approved by shareholders in the year 2006 pursuant to the provisions of the then prevailing Companies Act, 1956 and Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. However, thereafter, there have been significant regulatory changes with the introduction of the Companies Act, 2013 (the “Act”) and Securities and Exchange Board of India (Share Based Employee Benefits)

Regulations, 2014 (“SEBI SBEB Regulations”). It is thought expedient to amend/ update the Scheme with a view to align the same with the Act.

With a view to align the Scheme with the Act, SEBI SBEB Regulations and other applicable provisions, the board of directors of the Company (“**Board**”) in its meeting held on May 14, 2021, on the recommendation of nomination, remuneration and compensation committee, had approved amendment in the Scheme of the Company, subject to the approval of the shareholders of the Company. Since the Scheme was approved in the year 2006, some provisions have been inserted/ amended in the Scheme to ensure efficient implementation and administration of the Scheme.

The proposed amendments are not detrimental to the interest of the employees.

The details of variation, the rationale, the features and the details of employees who are beneficiaries of such variation are as follows:

a. Variation of the terms of the Scheme:

The amendments to the Scheme have been made to conform to the requirements as prescribed under the Act, SBEB Regulations and other applicable laws. The 2 (two) key variations to the Scheme proposed are as follows:

- (i) Vesting period is proposed to be extended from 4 (four) to 5 (five) years from the date of grant of option (for new grants);
- (ii) Exercise period is proposed to be extended from 3 (three) to 5 (five) years from the last date of vesting (for new grants).

The proposed amendments also contain certain editorial changes, such as modifications/deletion of definitions and provisions so as to conform to the Act and SEBI SBEB Regulations.

b. Rationale of the variation of the Scheme:

The Scheme was originally approved by shareholders in the year 2006 pursuant to the provisions of the then prevailing Companies Act, 1956 and Securities and Exchange Board of India (Employees Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999. However, subsequently, significant regulatory changes were brought with the introduction of the Act and SEBI SBEB Regulations.

Therefore, with a view to align the ESOP Scheme with the Act, SEBI SBEB Regulations and other applicable laws, the amendments have been proposed to the ESOP Scheme to ensure efficient implementation and administration of the Scheme.

c. Details of the employees who are beneficiaries of such variation:

The beneficiaries of such variation are 'Employees' as defined in the amended Scheme.

As the amendment in the Scheme is proposed by the Board, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Act and as per Regulation 6 of SEBI SBEB Regulations.

At the time of the approval of the Scheme by the members of the Company in the year 2006, a separate resolution was also passed by the members of the Company in 2006 by way of Postal Ballot as the benefits under Scheme was extended to the employees of the Subsidiary Companies of the Company. The grant of options to the employees of the Company as well as the subsidiary companies shall be on the same terms and conditions, including the provisions related to grant, vest, exercise, exercise price etc.

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. 7 of the Notice except for the number of options held by respective person as per the Scheme.

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

Place: Faridabad
Date: July 5, 2021

By Order of the Board
For Escorts Limited

Sd/-
Satyendra Chauhan
Company Secretary
& Compliance Officer

No gift(s), gift coupon(s) or cash in lieu of gift(s) shall be distributed to members in connection with the Meeting.

Annexure I to the Notice**INFORMATION PROVIDED PURSUANT TO REQUIREMENTS GIVEN UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON THE GENERAL MEETINGS IN RESPECT OF INDIVIDUALS PROPOSED TO BE APPOINTED/ RE-APPOINTED AS DIRECTOR(S):**

Particulars	Ms. Nitasha Nanda	Mr. Shailendra Agrawal
Director Identification Number	00032660	03108241
Date of Birth (Age)	November 09, 1969 (51 years)	September 10, 1961 (59 years)
Date of Appointment	January 16, 2015	March 22, 2019
Qualifications	B. Com.	BE Mech.
Brief Resume and Expertise in specific functional areas	Ms. Nanda is an insightful entrepreneur and business leader with widespread experience across the areas of business strategies, financial management, operational research and managerial techniques, among others. She is also handling the IC Square investment in incubation projects under Rajan Nanda Innovation Lab initiative and monitoring investments, liquidity, safety and risk mitigation as member of the Investment Committee. She was responsible for managing the Company's subsidiaries, including Escorts Securities Ltd. and Escorts Asset Management Ltd. She worked with multinational organisations such as ANZ Grindlays Bank, PricewaterhouseCoopers (PwC) and Hewlett Packard.	Mr. Agrawal, a strong advocate of challenging established benchmarks, is responsible for leading the group's business operations, executing growth strategy and ensuring operational excellence. In his current role, he is driving business transformation, by spearheading strategic growth initiatives with a focus on profitability and revenue as envisaged in Vision 2022. These include Project LEAP and TPM special award, and alliances with globally respected brands for inorganic growth. He has played a key role in taking the alliances to execution phase in terms of world-class manufacturing facility and start of exports, as well as expanding scope of collaborations through new revenue streams and initiatives for market share enhancement. He was instrumental in business process engineering. He played a central role in creating a product and technology roadmap through world-class product development process and partnerships with leading technology providers. He is a mechanical engineer with 39 years of diverse experience in Tata Motors, Hero Motors and Escorts Limited. In his past assignment as President of Hero Motors, he was instrumental in the successful turnaround of its Auto component business.
Directorships held in other companies (excluding Private Limited Companies, Section 8 Companies, Foreign Companies & LLP's)	Escorts Securities Ltd. Niky Tasha Limited	Escorts Crop Solutions Limited
Committee Memberships of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	-	-
Number of shares held in the Company	193422	Mr. Agrawal is not holding any shares however, in the year 2018, 67,000 stock options were granted to him prior to his appointment as an Executive Director on the Board of the Company. The options were granted in terms of the Escorts Limited Employee Stock Option Scheme, 2006.
Number of meetings of the Board attended during the year	8	8
Relationship between directors inter-se and with key managerial personnel of the Company	Mr. Nikhil Nanda being relative of Ms. Nitasha Nanda may also be deemed to be interested in the resolution	There is no inter-se relationship between Mr. Shailendra Agrawal and other directors.
Terms and conditions of appointment/ re-appointment	The Directors have been appointed in terms of the provisions of Companies Act, 2013 and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Companies Act, 2013 and other laws for the time being in force. In addition, they are also responsible to undertake the roles and responsibilities assigned by the Board from time to time.	
Details of remuneration and the remuneration last drawn, if any	Details are provided in the 75th Annual Report	Details are provided in the 75th Annual Report

Annexure II to the Notice

COMMUNICATION ON TAX DEDUCTION AT SOURCE (TDS) ON DIVIDEND DISTRIBUTION

Please take note of the below Tax Deduction at Source (TDS) provisions and information/ document requirements for each shareholder:

Section 1: For all Members – Details that should be completed and/ or updated, as applicable:-

All Members are requested to ensure that the below details are completed and/ or updated, as applicable, in their respective Demat Account(s) maintained with the Depository Participant(s); or in case of shares held in physical form, with the Registrar & Transfer Agent (“RTA”) of the Company. Please note that these details as available on Book Closure Date in the Register of Members/ Register of Beneficial Ownership will be relied upon by the Company, for the purpose of complying with the applicable TDS provisions.

- I. Valid Permanent Account Number (PAN).
- II. Residential status as per the Act i.e. Resident or Non-Resident for FY 2021-22.
- III. Category of the Member:
 - i. Mutual Fund
 - ii. Insurance Company
 - iii. Alternate Investment Fund (AIF) Category I and II
 - iv. AIF Category III
 - v. Government (Central/ State Government)
 - vi. Foreign Portfolio Investor (FPI)/ Foreign Institutional Investor (FII): Foreign Company
 - vii. FPI/ FII: Others (being Individual, Firm, Trust, AJP, etc.)
 - viii. Individual
 - ix. Hindu Undivided Family (HUF)
 - x. Firm
 - xi. Limited Liability Partnership (LLP)
 - xii. Association of Persons (AOP), Body of individuals (BOI) or Artificial Juridical Person (AJP)
 - xiii. Trust
 - xiv. Domestic company
 - xv. Foreign company.
- IV. Email Address.
- V. Address.

Section 2: TDS provisions and documents required, as applicable for relevant category of Members

For Resident Members:

- i. **Mutual Funds:** No TDS is required to be deducted as per section 196(iv) of the Income Tax Act, 1961 (“the IT Act”) subject to specified conditions. Self-attested

copy of valid SEBI registration certificate needs to be submitted.

- ii. **Insurance Companies:** No TDS is required to be deducted as per section 194 of the IT Act subject to specified conditions. Self- attested copy of valid IRDA registration certificate needs to be submitted.
- iii. **Category I and II Alternative Investment Fund:** No TDS is required to be deducted as per section 197A (1F) of the IT Act subject to specified conditions. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- iv. **Recognised Provident Funds:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of a valid order from Commissioner under Rule 3 of Part A of Fourth Schedule to the IT Act, or Self-attested valid documentary evidence (e.g. relevant copy of registration, notification, order, etc.) in support of the provident fund being established under a scheme framed under the Employees’ Provident Funds Act, 1952 needs to be submitted.
- v. **Approved Superannuation Fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self-attested copy of valid approval granted by Commissioner under Rule 2 of Part B of Fourth Schedule to the IT Act needs to be submitted.
- vi. **Approved Gratuity Fund:** No TDS is required to be deducted as per Circular No.18/2017 subject to specified conditions. Self- attested copy of valid approval granted by Commissioner under Rule 2 of Part C of Fourth Schedule to the IT Act needs to be submitted.
- vii. **National Pension Scheme:** No TDS is required to be deducted as per Sec 197A (1E) of the IT Act.
- viii. **Government (Central/ State):** No TDS is required to be deducted as per Sec 196(i) of the IT Act.
- ix. **Business Trust:** No TDS is required to be deducted as per Sec 194 of the IT Act. Self-attested copy of valid SEBI registration certificate needs to be submitted.
- x. **Any other entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order etc.) in support of the entity being entitled to exemption from TDS needs to be submitted.
- xi. **Other resident Members:**
 - a) TDS is required to be deducted at the rate of 7.5% u/s 194 of the IT Act.
 - b) No TDS is required to be deducted, if aggregate dividend distributed or likely to be distributed during the financial year to individual shareholder does not exceed ₹ 5,000.

No TDS is required to be deducted on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of 60 years with no tax liability on total income). (Format of Form 15G and Form 15H are available on website of Income Tax i.e. <https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007845.pdf> & <https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007846.pdf> respectively)

Please note that Declaration under Form No. 15G or 15H shall not be valid if it does not contain the PAN of the declarant. In such cases TDS shall be deducted at the rate of 20% u/s 206AA(2) of the IT Act.

- a) TDS is required to be deducted at the rate of 20% u/s 206AA of the IT Act, if valid PAN of the shareholder is not available.
- b) TDS is required to be deducted at the rate prescribed in the lower tax withholding certificate issued u/s 197 of the Act, if such valid certificate is provided.

II. For Non-resident Members:

i. FPI and FII:

- a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess).

Shareholder may be entitled to avail lower TDS rate as per Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, on furnishing the below specified documents:-

1. Self-attested copy of PAN;
2. Self-attested copy of valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident;
3. Self-declaration in Form 10F (Format of Form 10F is available on income tax website at <https://www.incometaxindia.gov.in/forms/income-tax%20rules/103120000000007197.pdf>); and
4. Self-declaration on letter head of having no Permanent Establishment in India, Beneficial ownership of shares and eligibility to claim treaty benefits (as per Appendix-1 to this Communication).

- b. In case the dividend is payable to 'Specified Fund' referred to in [Clause (c) of Explanation to Section 10(4D)], TDS rate would be 10% (plus applicable surcharge and cess). The reduced rate of TDS would be subject to the availability of requisite documents demonstrating that the person is covered under the aforesaid category of 'Specified Fund'.

ii. **Any entity entitled to exemption from TDS:** Valid self-attested documentary evidence (e.g. relevant copy of registration, notification, order, etc. by Indian tax authorities) in support of the entity being entitled to exemption from TDS needs to be submitted.

iii. Other non-resident Members:

- a) TDS is required to be deducted at the rate of 20% (plus applicable surcharge and cess).
- b) Shareholder may be entitled to avail lower TDS rate as per Double Tax Avoidance Treaty (DTAA) between India and the country of tax residence of the shareholder, on furnishing the below specified documents:-
 - 1) Self-attested copy of PAN;
 - 2) Self-attested copy of valid Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident;
 - 3) Self-declaration in Form 10F (Format of Form 10F is available on income tax website at <https://www.incometaxindia.gov.in/Forms/IncomeTax%20Rules/103120000000007197.pdf>); and
 - 4) Self-declaration on letter head of having no Permanent Establishment in India, Beneficial ownership of shares and eligibility to claim treaty benefits (as per **Appendix 1** to this Communication).
- c) TDS is required to be deducted at the rate prescribed in valid lower tax withholding certificate issued u/s 197 of the IT Act, if such valid certificate is provided.

Details and/ or documents as mentioned above in Section 1 and Section 2, as applicable to the Member, need to be sent, duly completed and signed, through registered email address of the Member with PAN being mentioned in the subject of the email to reach inward.ris@kfintech.com by July 16, 2021. Please note that no communication in this regard, shall be accepted post July 16, 2021. Members can also upload the soft copy of the documents duly completed and signed using the following url: <https://ris.kfintech.com/form15/forms.aspx?q=0>

Section 3: Other general information for the Members:-

- I. For all self-attested documents, Members must mention on the document "**certified true copy of the original**". For all documents being sent/ accepted by email, the Member undertakes to send the original document(s) on the request by the Company.
- II. In case, the dividend income is assessable to tax in the hands of a person other than the registered Member as

on the July 16, 2021, the registered Member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person by July 24, 2021 to the Company on email id corpsl@escorts.co.in.

- III. TDS deduction certificate will be sent to the Members' registered email address in due course.
- IV. Section 206AB has been introduced by the Finance Act, 2021, whereby TDS will be higher of the following:
 - a. Twice the rate specified in the relevant provision of the Income-tax Act; or
 - b. Twice the rate or rates in force; or
 - c. the rate of five per cent;

in case a person has not filed his/her Return of Income for each of the two preceding financial years and the aggregate of tax deducted at source in his/her case is Rs.50,000 or more in each of these two financial years. These provisions will be effective from 1st July, 2021.

- V. Application of TDS rate is subject to necessary due diligence and verification by the Company, of the shareholder details as available in register of Members on the Book Closure Date, documents, information available in public domain, etc. In case of ambiguous, incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate.
- VI. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided/ to be provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also, provide the Company with all information/documents and co-operation in any appellate proceedings.

Note:

Above communication on TDS sets out the provisions of law in a summary manner only and does not purport to be a complete analysis or listing of all potential tax consequences. Shareholders should consult with their own tax advisors for the tax provisions applicable to their particular circumstances.

(Appendix-1)

(Refer Section 2(II)(i)(a)(4)/ 2(II)(iii)(b)(4) of Communication on TDS on Dividend Distribution)

FORMAT FOR DECLARATION FOR CLAIMING BENEFITS UNDER DTAA

Escorts Limited
15/5, Mathura Road
Faridabad, Haryana-121003

Subject: Declaration for eligibility to claim benefit under Double Taxation Agreement between Government of India and Government of (mention country of tax residency) (“DTAA”), as modified by Multilateral Instrument (“MLI”), if applicable.

With reference to above, I/We wish to declare as below:

1. I / We, (Full name of the shareholder), having permanent account number (PAN) under the Indian Income tax Act, (mention PAN), and holding (mention number of shares held) number of shares of the Company under Demat Account number/ folio number..... as on the Book Closure Date from 2021 to2021 (both days inclusive), am / are a tax resident of (country name) in terms of Article 4 of the DTAA as modified by MLI (if applicable) and do not qualify as a ‘resident’ of India under section 6 of the Indian Income-tax Act, 1961 (“the IT Act”). A copy of the valid tax residency certificate for..... (period), which is valid as on the Book Closure Date, is attached herewith.
2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by MLI (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
3. I/We am/are the legal and beneficial owner of the dividend income to be received from the Company.
4. I/We do not have a Permanent Establishment (“PE”) in India in terms of Article 5 of the DTAA as modified by MLI (if applicable) or a fixed base in India and the amounts paid/payable to us, in any case, are not attributable to the PE or fixed base, if any, which may have got constituted otherwise.
5. I/We do not have a Business Connection in India according to the provision of section 9(1)(i) of the Act and the amounts paid/payable to us, in any case, are not attributable to business operations, if any, carried out in India.

I/We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me, I/We will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information / documents that may be necessary and co-operate in any proceedings before any income tax / appellate authority.

For..... Mention the name of the payee

(Authorised Signatory)

Name of the person signing:-

Designation of the person signing:-

Contact Number:-

Contact Address:-

Email:-

Date:-

Place:-