



ESCORTS

ATTENDANCE SLIP

Attendance by
(Please tick the appropriate box)

☐ Shareholder

☐ Proxy

☐ Auth. Representative

Folio No.	DP ID No.	Client ID No.	No. of Shares

I/We hereby record my/our presence at the 71st Annual General Meeting (AGM) of the Company being held on Thursday, September 21, 2017 at 11.00 a.m. at Aravali Golf Club, NH-3, NIT Faridabad-121001, Haryana.

Shareholder Name Proxy Name Shareholder/Proxy Signature

- Note :**
1. Please fill this Attendance Slip and hand it over at the Registration Counter.
 2. Shareholder/Proxy Holder/Auth. Representatives are requested to show their Photo ID proof for attending the meeting.
 3. This Attendance Slip is valid for voting in case shares are held as on the cut-off date i.e. September 14, 2017.

ELECTRONIC VOTING PARTICULARS

Remote e-Voting Event Number (REVEN)	User ID	Password

Please read the instructions printed overleaf carefully before casting your vote.

PROXY FORM

(Form No. MGT-11)

{Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014}

I/We being a shareholder(s) of Escorts Limited hereby appoint :-

1.	Name	Mobile/Phone No. :-	
	Address		or failing him
2.	Name	Mobile/Phone No. :-	
	Address		or failing him
3.	Name	Mobile/Phone No. :-	
	Address		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 71st Annual General Meeting of Escorts Limited to be held on Thursday, September 21, 2017 at 11.00 a.m. at Aravali Golf Club, NH-3, NIT Faridabad-121001, Haryana and at any adjournment thereof in respect of such resolutions as mentioned in the Notice of AGM dated May 29, 2017 and also listed herein :-

Item No.	Ordinary Resolution	Item No.	Special Resolution
1	Adoption of Balance sheet and Profit & Loss account (Standalone & Consolidated) for the financial year ended on March, 2017, the reports of the Board of Directors and Auditors thereon.	6	Approval for payment of remuneration to the Cost Auditor.
2	Approval of dividend for the financial year 2016-2017.	7	Approval for payment of Professional fee to Mr. G. B. Mathur, Director of the Company
3	Re-appointment of Ms. Nitasha Nanda as Director who retires by rotation.	8	Re-appointment of Mr. Nikhil Nanda as Managing Director and fixing of his remuneration
4	Re-appointment of Mr. G. B. Mathur as Director who retires by rotation.	9	Re-appointment of Mr. P.H. Ravikumar as an Independent Director of the Company
5	Appointment of Auditors and fixing of their remuneration.	10	Re-appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company

Signed this day of 2017.

Signature of Shareholder

Signature of Proxyholder

AFFIX
REVENUE
STAMP
NOT LESS
THAN
(₹) 0.15

Note : This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

ESCORTS LIMITED

CIN - L74899HR1944PLC039088

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

Phone: 0129-2250222, Fax: 0129-2250060, E-mail: corpsect@ndb.vsnl.net.in, Website: www.escortsgroup.com

INSTRUCTIONS OF VOTING

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Amendment Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company is pleased to provide facility to its members to exercise their right to vote on resolutions proposed to be considered at the 71st AGM by electronic means and the business may be transacted through e-Voting Services ("Remote e-Voting"). The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Authorised Agency to provide **Remote e-Voting** facilities for casting the votes by the members using an electronic voting system from a place other than venue of the AGM.
- II. The Facility for voting through Ballot Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by **Remote e-Voting**, shall be able to exercise their right at the Meeting through Ballot Paper.
- III. The Members who have cast their votes by **Remote e-Voting** prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. It is hereby clarified that it is not mandatory for a Member to vote using the **Remote e-Voting** facility.
- IV. The Process and manner for **Remote e-Voting** are as under:
 - A. In case a Member receives an email from NSDL (for members whose email IDs are registered with the Company/ Depository Participant(s)):
 - (i) Launch internet browser by typing the following URL: **<https://evoting.karvy.com>**
 - (ii) Enter the login credentials (i.e. User ID and password as mentioned in email). In case of physical folio, User ID will be EVEN (e-Voting Event Number) xxxx 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 Karvy 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" i.e. 3318.
 - (vii) On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. September 14, 2017 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) Member holding multiple folios/demat accounts shall choose 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 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. **September 18, 2017 to September 20, 2017**, 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 of the duly authorised representative(s), to the Scrutinizer at e-mail **pcs.jga@gmail.com** with a copy marked to **evoting@nsdl.co.in**. The scanned image of the above mentioned documents should be in the naming format "Escorts Limited_Event No.3318"
 - B. In case a Member receiving physical copy of the Notice (for Members whose email IDs are not registered with the Company/ Depository Participant(s)):
 - (i) E-Voting Event Number-(EVEN), User ID and Password as provided on the cover page of notice.
 - (ii) Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.
- V. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of **<https://evoting.karvy.com>** (**Karvy Website**) or contact Mr. Ravi Shukla (Unit Escorts Limited) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500 032, Andhra Pradesh or at evoting@karvy.com or phone no. 040-6716 2222 or call **Karvy's toll free No. 1-800-34-54-001** for any further clarification.
- VI. You can also update your Mobile No. & email Id in the user profile details of the folio which may be used for sending future communication(s).
- VII. The Remote e-Voting period commences on Saturday, **September 18, 2017 (9:00 am IST)** and ends on Monday, **September 20, 2017 (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. September 14, 2017, may cast their vote by **Remote e-Voting**. The **Remote e-Voting** Module shall be disabled by Karvy for voting thereafter from their e-voting module.
- VIII. 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 at the AGM through Ballot Paper.
- IX. 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. September 14, 2017.
- X. 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., September 14, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
 - 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
 - I. Example for NSDL:MYEPWD<SPACE>In12345612345678
Example for CDSL:MYEPWD<SPACE>1402345612345678
If the mobile number of the member is registered against shares held in physical form the member may send SMS:MYEPWD<space>Event no."
 - ii. Folio no. to 9212993399.
Example for Physical:
MYEPWD<SPACE>XXXX1234567890
If e-mail address or mobile number of the member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click
 - iii. "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
Member may call Karvy's toll free number 1800-2354-001.
Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavor to send User ID and Password to those new Members whose mail ids are available.
- XI. **Members can opt for only one mode of voting i.e. either by Remote e-Voting or physically at the AGM venue.** In case you are opting for **Remote e-Voting** then do not vote by physical mode at the AGM venue and vice versa. In case members cast their vote both via physical as well as **Remote e-Voting** then voting done through physical mode shall not prevail and voting done by **Remote e-Voting** shall be considered as valid vote.
- XII. Mr. Jayant Gupta, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the voting and Remote e-Voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer by the use of Ballot Paper for all those Members who are present at the AGM but have not cast their votes by availing the Remote e-Voting facility.
- XIV. The Scrutinizer shall, after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through Remote e-Voting in the presence of at least 2 (two) witnesses not in the employment of the Company and shall make, not later than 3 days 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.
- XV. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website **www.escortsgroup.com** notice board at the registered office of the Company and on the website of Karvy at **www.evoting.karvy.com** immediately after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be communicated to the Stock Exchanges where the shares of the Company are listed.