July 17, 2020

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 051 **BSE – 500495**	**National Stock Exchange of India Limited** Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai - 400 051 **NSE – ESCORTS**	**Delhi Stock Exchange Limited** DSE House, 3/1, Asaf Ali Road, New Delhi -110 002 **DSE - 00012**

Subject: Intimation under Regulation 169(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Respected Sir,

Pursuant to Regulation 169(5) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**"), please find enclosed herewith, a certificate obtained by the Company from the Statutory Auditor stating that the issuer (i.e. Company) is in compliance with Regulation 169(4) of ICDR Regulations and the relevant documents thereof are maintained by the issuer as on the date of the certificate.

You are requested to take the same on your record.

Thanking you.

Yours faithfully,

For **Escorts Limited**

Satyendra Chauhan

Company Secretary & Compliance Officer

Place: Faridabad

Date: July 17, 2020

Encl: Statutory Auditors Certificate

Walker Chandiok & Co LLP

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Statutory auditor's certificate on the receipt of consideration of equity shares in connection with preferential issue

To
The Board of Directors
Escorts Limited
15/5, Mathura Road
Faridabad-121 003
Haryana

1. This certificate is issued in accordance with the terms of our engagement letter dated 25 September 2019 with Escorts Limited ('the Company').

2. The accompanying Statement containing details of receipt of consideration against allotment of Equity Shares (the 'specified securities'), and stating compliance with the requirements of Regulation 169(4) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('the ICDR Regulations'), in respect of the preferential issue of the specified securities to Kubota Corporation (the 'Investor' or 'the allottee'), has been prepared by the Company's Management for the purpose of submission of this certificate to BSE Limited and National Stock Exchange of India limited ('the stock exchanges') pursuant to Regulation 169(5) of the ICDR Regulations. We have initialed the Statement for identification purposes only.

Managements' Responsibility for the Statement

3. The preparation of the Statement, including the preparation and maintenance of all accounting and other relevant supporting records and documents, is solely the responsibility of the Management of the Company. This responsibility includes design, implementation and maintenance of internal controls relevant to the preparation and presentation of the Statement, and applying an appropriate basis of preparation, and making estimates that are reasonable in the circumstances.

4. The Management is also responsible for ensuring that:

   a) the consideration of specified securities is received from respective allottee's bank account;
   b) maintenance of relevant records in relation to point (a) above;
   c) compliance with the requirements of the ICDR Regulations; and
   d) providing all relevant information to the Securities and Exchange Board of India ("SEBI") and the stock exchanges.

Walker Chandiok & Co LLP is registered with limited liability with identification number AAC-2085 and its registered office at L-41 Connaught Circus, New Delhi, 110001, India

Auditor's Responsibility

5. Pursuant to the requirements of Regulation 169(5) of Part VI of Chapter V of the ICDR Regulations, it is our responsibility to express limited assurance in the form of a conclusion as to whether anything has come to our attention that causes us to believe that the following details, as set forth in the accompanying Statement, are, in all material respects, not fairly stated:

   a) the Company has realized the Application/ Allotment Money from the allottee, against the allotment of specified securities on 16 July 2020 and there is no circulation of funds or mere passing of book entries in this regard;
   b) the aforesaid consideration has been received from allottee's bank account and the relevant documents in this respect, including records of Bank Account Statements of allottee regarding subscription money received from its bank account, are maintained by the Company as on 16 July 2020; and
   c) the issue of specified securities on preferential basis has been made in accordance with Regulation 169(4) of the ICDR Regulations.

6. We conducted our examination of the Statement for the purpose of this certificate in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) ('the Guidance Note') issued by the Institute of Chartered Accountants of India ('the ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

7. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements, issued by the ICAI.

8. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. The procedures selected depend on the auditor's judgement, including the assessment of the areas where a material misstatement of the subject matter information is likely to arise. We have performed the following procedures in relation to the Statement:

   a) Obtained details of allottee from the Management and verified that the consideration for the allotment of specified securities has been received from allottee's bank account from the records maintained with the Company. We have relied on the information obtained from the management in this regard, and have not performed any independent confirmation procedures; and

   b) Obtained the necessary representation from the management of the Company.

Conclusion

9. Based on the procedures performed as above, evidences obtained, and the information and explanations provided to us, along with representations provided to us by the management, nothing has come to our attention that causes us to believe that the following details, as set forth in the accompanying Statement, are, in all material respects, not fairly stated:

   a) the Company has realized the Application/ Allotment Money aggregating to INR 10,419,034,800 from the Investor, against the allotment of 12,257,688 equity shares on 16 July 2020 and there is no circulation of funds or mere passing of book entries in this regard;

b) the aforesaid consideration has been received from allottee's bank account and the relevant documents in this respect, including records of Bank Account Statements of the Investor regarding subscription money received from its bank account, are maintained by the Company as on 16 July 2020; and

c) the issue of specified securities on preferential basis has been made in accordance with Regulation 169(4) of the ICDR Regulations.

Restriction on Distribution or Use

10. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with Regulation 169(5) of the ICDR Regulations. Our obligations in respect of this certificate are entirely separate from, and our responsibility and liability is in no way changed by, any other role we may have as statutory auditors of the Company or otherwise. Nothing in this certificate, nor anything said or done in the course of or in connection with the services that are the subject of this certificate, will extend any duty of care we may have in our capacity as statutory auditors of the Company.

11. The certificate is addressed to and provided to the Board of Directors of the Company solely for the purpose of enabling it to comply with the requirements of Regulation 169(5) of the ICDR Regulations, which require the Company to submit this certificate to the stock exchanges, and should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No.: 001076N/N500013

Siddharth Talwar

Siddharth Talwar
Partner
Membership No.: 512752

UDIN: 20512752AAAADB7693

Place: Faridabad
Date: 16 July 2020

ESCORTS

Date: July 16, 2020

Statement of Compliance pursuant to the receipt of consideration of equity shares, in connection with proposed preferential issue in terms of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018

Escorts Limited (the "**Company**") is required to obtain a certificate from its statutory auditor pursuant to Regulation 169(4) read with Regulation 169(5) of Part VI of Chapter V of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('**the ICDR Regulations**'), in respect of the proposed preferential issue of 1,22,57,688 (one crore twenty two lakhs fifty seven thousand six hundred and eighty eight) equity shares of the Company having face value of INR 10 (Indian Rupees Ten only) ("**Subscription Shares**") by the Company to Kubota Corporation ("**Investor**"). The management of the Company has provided this statement to the statutory auditor for issuance of the aforesaid certificate.

The Company has received the consideration of INR 10,41,90,34,800/- (Indian Rupees One Thousand Forty One Crore Ninety Lacs Thirty Four Thousand Eight Hundred only) on July 16, 2020 against the allotment of the Subscription Shares to the Investor at an issue price of INR 850 (Indian Rupees Eight Hundred and Fifty only) per Subscription Share.

We further confirm that the aforesaid consideration amount has been received from the bank account of the Investor and relevant documents in respect thereof are maintained by the Company.

Thanking You

For Escorts Limited

ESCORTS LIMITED

Satyendra Chauhan

Company Secretary & Compliance Officer

(Signed for Identification Only)