ESCORTS

Ref /EL/SEC/DISC/2015

Date: December 24, 2015

The Manager
Listing Department
National Stock Exchange of India Limited
5th Floor Exchange Plaza
Bandra Kurla Complex, Bandra East
Mumbai -400051

NSE Code: Escorts
BSE Code: 500495
DSE Code: 00012

Dear Sir

Sub: Postal Ballot Notice

In compliance of the Listing Agreement, we are sending herewith six copies of Postal Ballot Notice & Postal Ballot Form alongwith Business Reply Envelope in respect of proposed Special Resolution for shifting of Registered Office of the Company from Panchkula to Faridabad.

Kindly note that we have already uploaded the soft copy of Postal Ballot Notice & Postal Ballot Form in the website of NSE & BSE electronically.

This is for your information & record.

Kindly acknowledge the receipt.

Thanking you,

Yours Faithfully
For **ESCORTS LIMITED**

Ajay Sharma
Group General Counsel
& Company Secretary

Encl: As above

Copy to:

The Manager Listing Department **BSE Limited** 25th Floor P J Towers Dalal Street Fort **Mumbai -400001**	The Manager Listing Department **The Delhi Stock exchange Association Limited** DSE House, 3/1 Asaf Ali Road **New Delhi -110002**	Manager **National Securities Depository Limited** Trade World – A Wing, Kamala Mills Compound Lower Parel, Mumbai - 400013

Escorts Limited

CIN: L74899HR1944PLC039088
Regd. Office: SCO-232, First Floor, Sector-20, Panchkula-134 109, Haryana, India
Corporate Office : 15/5, Mathura Road, Faridabad-121 003, Haryana, India
E-mail : corpsect@ndb.vsnl.net.in **Website :** www.escortsgroup.com
Phone : 0129-2250222 Fax : 0129-2250060

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice is hereby given that the Resolution as set out in this notice is proposed for consideration as a Special Resolution by Members of Escorts Limited ("the Company") for passing by means of postal ballot/ electronic voting ("e-voting") under Section 110 of the Companies Act, 2013 ("the Act"), including any statutory modification or re-enactment thereof for the time being in force, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and other applicable provisions or re-enactments thereof for the time being in force. The proposed Resolution as set out below alongwith the Explanatory Statement is being sent to the Members for their consideration alongwith postal ballot form.

The Board of Directors of the Company has appointed Mr. Jayant Gupta, Practicing Company Secretary (Fellow Membership No. 9738), as the Scrutinizer for conducting the postal ballot voting process including Remote e-voting in a fair and transparent manner.

Members desiring to exercise their vote through physical ballot form are requested to carefully read the instructions printed overleaf and return the same duly completed giving their assent (for) or dissent (against) in the enclosed Business Reply Envelope. Postage will be borne and paid by the addressee. The duly completed postal ballot form should reach the Scrutinizer not later than 5:00 p.m. on Saturday, January 30, 2016. Postal Ballot Forms received after the said time & date will be strictly treated as if the response from such member has not been received.

Members desiring to opt for Remote e-voting are requested to read the instructions in the Notes under the section "Voting through Electronic Means". Members may note that the Remote e-Voting facility shall start at 09:30 a.m. on Friday, January 1, 2016 and will remain open upto 5:00 p.m. on Saturday, January 30, 2016.

After completion of scrutiny of the postal ballots (including remote e-voting), the Scrutinizer will submit his report to the Chairman within the stipulated time. The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date of the voting i.e Saturday, January 30, 2016. The Postal Ballot Result alongwith the Scrutinizer's Report shall be placed on the Company's website **www.escortsgroup.com** and on the website of NSDL at **www.evoting.nsdl.com** within 48 hours from the end of voting and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Resolution by means of Postal Ballot

To consider and, if thought fit, to give assent/ dissent to the following resolution, as a Special Resolution:

"Resolved That pursuant to the provisions of Section 12, 110 and any other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Incorporation) Rules, 2014 and the Companies (Management and Administration) Rules, 2014 {including any statutory modification(s) or re-enactment(s) thereof for the time being in force}, consent of the members of the Company be and is hereby accorded to shift the Registered Office of the Company from "SCO-232, First Floor, Sector – 20, Panchkula – 134 109, Haryana" to "15/5, Mathura Road, Faridabad – 121 003, Haryana", within the State of Haryana.

Resolved Further That for the purpose of giving effect to this Resolution, the Board of Directors or Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds and things as may be deemed necessary, proper or desirable and to sign, execute all necessary documents, applications and returns for purpose of giving effect to the above Resolution and to file necessary forms with Ministry of Corporate Affairs (MCA) and/ or Registrar of Companies,NCT of Delhi & Haryana."

By Order of the Board
For Escorts Limited

Ajay Sharma
Group General Counsel
& Company Secretary

Place: Faridabad
Date: December 15, 2015

Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 stating all material facts and the reasons for the proposal are mentioned in this notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members/ list of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, December 18, 2015.
3. The Postal Ballot Notice alongwith Postal Ballot Form is being sent to the Members through electronic mode at the email addresses registered with their Depository Participants/ Company. For Members whose email IDs are not registered, Postal Ballot Notice and physical Postal Ballot Form are being sent through permitted mode alongwith a self-addressed Business Reply Envelope.
4. Members whose names appear in the Register of Members/ list of Beneficial Owners as on Friday, December 18, 2015 will be considered for the purpose of voting.
5. Resolution assented to by the requisite majority of the Members by means of Postal Ballot including voting by electronic means shall be deemed to have been duly passed at the ensuing Annual General Meeting of the Members.
6. Members can opt for only one mode of voting, i.e., either by physical postal ballot form or through Remote e-voting. In case Members cast their votes through both the modes, voting done by Remote e-voting shall prevail and votes cast through physical Postal Ballot Form(s) will be treated as invalid.
7. Members desirous of obtaining a printed Postal Ballot Form or duplicate Postal Ballot Form can either send a written request to the Company or an email at **corpsect@ndb.vsnl.net.in** the Company shall forward the same alongwith self-addressed Business Reply Envelope to the Members at their registered addresses.
8. In compliance with Sections 108 and 110 of the Act, and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on the resolution through the e-voting facility provided by NSDL. The instructions for electronic voting are printed overleaf.

P.T.O.

9. Voting through electronic means

I. In compliance with provisions of Sections 108, 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to all its Members to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited ("NSDL") as the Authorised Agency to provide Remote e-voting facility.

II. Members are requested to note that the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. It is hereby clarified that it is not mandatory for a Member to vote using the Remote e-voting facility. A Member may avail of the facility at his/ her/ its discretion, as per the instruction provided herein:

Instruction of Remote e-voting:-

A. In case a Member receives an email from NSDL {for members whose email IDs are registered with the Company/ Depository Participant(s)}:

(i) Open email and open PDF file viz; **"Escorts e-Voting.pdf"** with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/ PIN for e-voting. Please note that the password is an initial password.

(ii) Launch internet browser by typing the following URL: **https://www.evoting.nsdl.com**

(iii) Click on Shareholder – Login.

(iv) Put user ID and password noted in step (i) above as initial password/ PIN noted in step (i) above. Click Login.

(v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note the new password for your records. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.

(vii) Select "REVEN" of Escorts Limited - **103682**.

(viii) Now you are ready for e-voting as Cast Vote page opens.

(ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

(x) Upon confirmation, the message "Vote cast successfully" will be displayed.

(xi) Once you have successfully voted on the resolution, you will not be allowed to modify your vote.

(xii) Institutional shareholders (i.e. shareholders other than individuals, HUF, NRI etc.) are required to send clear scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to **pcs.jga@gmail.com** or to the Company at **corpsect@ndb.vsnl.net.in** with a copy marked to **evoting@nsdl.co.in**

B. In case a Member receives physical copy of the Postal Ballot Form(s) {for members whose email IDs are not registered with the Company/ Depository Participant:

(i) User ID, Initial password and REVEN have been printed on the Postal Ballot Form.

(ii) Please follow all steps from Sl. No. A (ii) to Sl. No. A (xii) above to cast your vote.

(iii) In case of any queries, you may refer to the Frequently Asked Questions ("FAQs") for Shareholders and E-voting User Manual for Shareholders available at the Downloads section of **www.evoting.nsdl.com**

(iv) In case you are already registered with NSDL for e-voting then you can use your existing user ID and password/ PIN for casting your vote.

(v) The Remote e-voting period commences on **Friday, January 1, 2016 (09:30 a.m. IST)** and ends on **Saturday, January 30, 2016 (5:00 p.m. 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. Friday, December 18, 2015, may cast their vote electronically. The name of Escorts Limited shall be disabled by NSDL for voting thereafter from their e-voting module.

(vi) The voting rights of Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on Friday, December 18, 2015.

(vii) Members can opt for only one mode of voting i.e. either by Remote e-voting or physically by sending the Postal Ballot Form to the Scrutinizer. In case you are opting for Remote e-voting then do not vote by physical Postal Ballot Form and vice versa. In case members cast their vote both via physical as well as Remote e-voting then voting done through Remote e-voting shall be considered as valid vote.

(viii) Mr. Jayant Gupta, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

(ix) After completion of scrutiny of the postal ballots (including Remote e-Voting), the Scrutinizer will submit his report to the Chairman within the stipulated time. The result of postal ballot shall be announced within 48 hours from the end of voting & shall be uploaded on the website of the Company & National Securities Depository Limited (NSDL). The Scrutinizer shall scrutinize the physical ballot forms and also unblock the votes of e-voting in the presence of atleast 2 (two) witnesses not in the employment of the Company and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

(x) The Postal Ballot Result shall be announced on or after the last date and time fixed for voting as mentioned in this Notice. The Postal Ballot Result alongwith the Scrutinizer's Report shall be placed on the Company's website **www.escortsgroup.com** and on the website of NSDL at **www.evoting.nsdl.com** within 48 hours from the end of voting and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

At present, majority of the plants of the Company are located in Faridabad. Further, the Registered Office of the Company is located in Panchkula. To exercise better administrative and economic control which will reduce overheads, rationalize costs, eliminate duplication of records and enable the Company to streamline its operations as well as management of affairs of the Company.

The Board of Directors of the Company at their meeting held on September 18, 2015 had, subject to approval of shareholders, approved the proposal of shifting of Registered Office of the Company from "SCO-232, First Floor, Sector - 20, Panchkula – 134 109, Haryana" to " 15/5, Mathura Road, Faridabad – 121 003, Haryana" within the jurisdiction of "Registrar of Companies, NCT of Delhi & Haryana".

The proposed shifting is not prejudicial to the interest of any party.

In terms of the provisions of Section 12 and Section 110 of the Act, read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, shifting of Registered Office outside the local limits of any city, town or village where such office is situated requires the approval of Members by way of Special Resolution by Postal Ballot.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the above resolution.

The Board recommends the Special Resolution as set out in the Notice for approval of the members.

By Order of the Board
For Escorts Limited

Ajay Sharma
Group General Counsel
& Company Secretary

Place: Faridabad
Date: December 15, 2015

ESCORTS

POSTAL BALLOT FORM

1. Name & Address of Sole/ First Named Shareholder :

2. Name of the Joint Shareholder(s) (if any) :

3. Registered Folio No./ DP ID No./ Client ID No.* (*Applicable to Shareholders holding shares in dematerialized form) :

4. Number of Equity shares held :

I/ We hereby exercise my/ our vote in respect of the appended Resolution to be passed through Postal Ballot for the business stated in the Notice dated December 15, 2015 conveying my/ our Assent (FOR) or Dissent (AGAINST) to the Resolution by placing tick (✓) mark at the appropriate box below:

Description of Resolution	Type of Resolution	No. of Equity shares held	I/ We assent to the Resolution (FOR)	I/ We dissent to the Resolution(AGAINST)
Shifting of Registered Office of the Company from Panchkula to Faridabad	Special Resolution			

Place :

Date :

(Signature of the Shareholder)

ELECTRONIC VOTING PARTICULARS

The Remote e-Voting facility is available at the link http://www.evoting.nsdl.com. The Remote e-Voting particulars are as follows:

Remote e-Voting Event Number (REVEN)	User ID	Password/ PIN
103682		

Notes:(a) Please read the instructions carefully printed overleaf before exercising the vote through this form and for Remote e-Voting, please refer the instructions of e-voting in the notice attached herewith.

(b) The facility to exercise Remote e-Voting/ physical Ballot Paper will be available during the following voting period:

Commencement of voting	End of voting
Friday, January 1, 2016 from 9:30 a.m. **IST**	Saturday, January 30, 2016 at 5:00 p.m. **IST**

Escorts Limited

CIN: L74899HR1944PLC039088

Regd. Office: SCO-232, First Floor, Sector-20, Panchkula-134 109, Haryana, India

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

E-mail : corpsect@ndb.vsnl.net.in **Website :** www.escortsgroup.com

Phone : 0129-2250222 Fax : 0129-2250060

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to remote e-voting facility, to enable them to send the same to the Scrutinizer conveying their assent or dissent by post.

2. A Member can opt for only one mode of voting i.e. either through remote e-voting or by physical Ballot Form. If a Member casts votes by both modes, then vote cast through remote e-voting shall prevail and physical Ballot shall be treated as invalid.

3. A Member desiring to exercise vote by Physical Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. The Members need not affix postal stamps since the postage will be paid by the addressee. However, envelopes containing Postal Ballot, if sent by courier or by registered post at the expense of the Members will also be accepted.

4. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.

5. This form should be completed and signed by the Member (as per the specimen signature registered with the Depository Participant/ Company). In case of joint holding, this form should be completed and signed by the first named Member and in his/ her absence, by the next named Member.

6. Incomplete or unsigned Postal Ballot Form will be rejected.

7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5:00 p.m. on **Saturday, January 30, 2016**. Postal Ballot Forms received after the said time & date will be strictly treated as if the response from such member has not been received.

8. The Consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (✓) in the appropriate column.

9. Voting Rights shall be reckoned on the paid up value of shares registered in the name(s) of the Members as on **Friday, December 18, 2015.**

10. In case the shares are held by bodies corporate or by persons authorised under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolutions of the Board of Directors of the concerned body corporate or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with a specimen signature of the said authorised representative or power of attorney holder, if the same is/ are already registered with the Company/ Depository Participant, please quote the Registration No. beneath the signature. Where the Postal Ballot Form has been signed by a representative of the President of India or by the Governor of a State, a certified true copy of the nomination should accompany the Postal Ballot Form.

11. Members are requested not to send any other document alongwith the Postal Ballot Form in the enclosed self-addressed envelope as all such envelopes will be opened by the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer.

12. Members desirous of obtaining a printed Postal Ballot Form or duplicate Postal Ballot Form can either send a written request to the Company or an email at **corpsect@ndb.vsnl.net.in** the Company shall forward the same alongwith self-addressed Business Reply Envelope to the Members at their registered addresses. The Postal Ballot Form should reach the Scrutinizer not later than the date and time specified at point no. 7 as above.

13. The Scrutinizer's decision on the validity of Postal Ballot will be final.