ESCORTS

Ref /EL/SEC/AGM/2017

Date: September 22, 2017

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: Voting Results under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,**

Pursuant to the said Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to enclose voting results in the prescribed format and wish to state that all Resolutions stated in the Notice of AGM have been duly passed with requisite majority by the Members through Remote e-voting and Poll conducted at the venue of 71st Annual General Meeting of the Company held on Thursday, September 21, 2017.

We are also enclosing herewith report of the Scrutinizers dated September 22, 2017 pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

This is for your information and record.

Thanking you,

Yours Faithfully
For **ESCORTS LIMITED**

**Ajay Sharma**
Group General Counsel
& Company Secretary

Encl: As above

**Copy To:**

| | | |
|---|---|---|
| The Manager<br>Listing Department<br>BSE Limited<br>25th Floor P J Towers<br>Dalal Street Fort<br>**Mumbai 400001** | The Manager<br>Listing Department<br>The Delhi Stock Exchange Limited<br>DSE House, 3/1 Asaf Ali Road, **New Delhi 110002** | The Manager<br>Karvy Computershare Private Ltd.<br>Karvy Selenium Tower B Plot 31-32,<br>Gachibowli, Financial District Trade Nanakramguda,<br>**Hyderabad -500032** |

| | |
|---|---|
| | ESCORTS LIMITED |
| **Date of the AGM/EGM** | 21-09-2017 |
| **Total number of shareholders on record date** | 102758 |
| **No. of shareholders present in the meeting either in person or through proxy:** | |
| **Promoters and Promoter Group:** | 2 |
| **Public:** | 194 |
| **No. of Shareholders attended the meeting through Video Conferencing** | |
| **Promoters and Promoter Group:** | Not Applicable |
| **Public:** | Not Applicable |

| Resolution No. | 1 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - 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. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 19155302 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 19155302 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 43557092 | 13274497 | 30.4761 | 13274492 | 5 | 99.9999 | 0.0000 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277646 | 30.4833 | 13277641 | 5 | 100 | 0 |
| | Total | 122576878 | 85109111 | 69.4333 | 85109106 | 5 | 100.0000 | 0.0000 |

**Votes in Favour (% of Total Valid shares) = 100.00%**

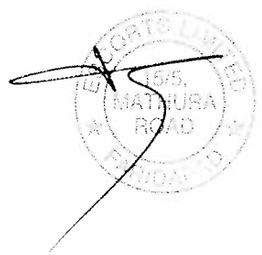
**Votes in Against (% of Total Valid shares) = 0.00%**

**Invalid/Not Voted/Abstain=7 Ballot (101311 Votes)**

ESCORTS LIMITED MATHURA ROAD FARIDABAD

| Resolution No. | 2 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Approval of dividend for the financial year 2016-2017. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 19155302 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 19155302 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 43557092 | 13274497 | 30.4761 | 13274495 | 2 | 99.9999 | 0.0000 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277646 | 30.4833 | 13277644 | 2 | 100 | 0 |
| | Total | 122576878 | 85109111 | 69.4333 | 85109109 | 2 | 100.0000 | 0.0000 |

**Votes in Favour (% of Total Valid shares) = 100.00%**
**Votes in Against (% of Total Valid shares) = 0.00%**
**Invalid/Not Voted/Abstain=7 Ballot (101311 Votes)**



| Resolution No. | 3 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Ms. Nitasha Nanda as Director who retires by rotation. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 11387011 | 7768291 | 59.4457 | 40.5542 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 11387011 | 7768291 | 59.4457 | 40.5543 |
| Public- Non Institutions | E-Voting | 43557092 | 13274487 | 30.4761 | 13274315 | 172 | 99.9987 | 0.0012 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277636 | 30.4833 | 13277464 | 172 | 99.9987 | 0.0013 |
| | Total | 122576878 | 85109101 | 69.4332 | 77340638 | 7768463 | 90.8723 | 9.1277 |

**Votes in Favour (% of Total Valid shares) = 90.87%**
**Votes in Against (% of Total Valid shares) = 9.13%**
**Invalid/Not Voted/Abstain=8 Ballot (101321 Votes)**

ESCORTS LIMITED 18/5 MATHURA ROAD FARIDABAD

| Resolution No. | 4 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Re-appointment of Mr. G. B. Mathur as Director who retires by rotation. | | | | | | | |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | **No** | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **52676163** | **99.9951** | **52676163** | **0** | **100** | **0** |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 11110344 | 8044958 | 58.0014 | 41.9985 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **19155302** | **72.7203** | **11110344** | **8044958** | **58.0014** | **41.9986** |
| Public- Non Institutions | E-Voting | 43557092 | 13274487 | 30.4761 | 13274315 | 172 | 99.9987 | 0.0012 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **13277636** | **30.4833** | **13277464** | **172** | **99.9987** | **0.0013** |
| | **Total** | **122576878** | **85109101** | **69.4332** | **77063971** | **8045130** | **90.5473** | **9.4527** |

**Votes in Favour (% of Total Valid shares) = 90.55%**
**Votes in Against (% of Total Valid shares) = 9.45%**
**Invalid/Not Voted/Abstain=8 Ballot (101321 Votes)**



| Resolution No. | 5 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Appointment of Auditors and fixing of their remuneration. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 19155302 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 19155302 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 43557092 | 13274497 | 30.4761 | 13274497 | 0 | 100.0000 | 0.0000 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277646 | 30.4833 | 13277646 | 0 | 100 | 0 |
| | Total | 122576878 | 85109111 | 69.4333 | 85109111 | 0 | 100.0000 | 0.0000 |

**Votes in Favour (% of Total Valid shares) = 100.00%**
**Votes in Against (% of Total Valid shares) = 0.00%**
**Invalid/Not Voted/Abstain=7 Ballot (101311 Votes)**



| Resolution No. | 6 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Approval for payment of remuneration to the Cost Auditor. | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 19155302 | 0 | 100.0000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 19155302 | 0 | 100 | 0 |
| Public- Non Institutions | E-Voting | 43557092 | 13274497 | 30.4761 | 13274497 | 0 | 100.0000 | 0.0000 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277646 | 30.4833 | 13277646 | 0 | 100 | 0 |
| | Total | 122576878 | 85109111 | 69.4333 | 85109111 | 0 | 100.0000 | 0.0000 |

**Votes in Favour (% of Total Valid shares) = 100.00%**
**Votes in Against (% of Total Valid shares) = 0.00%**
**Invalid/Not Voted/Abstain=7 Ballot (101311 Votes)**



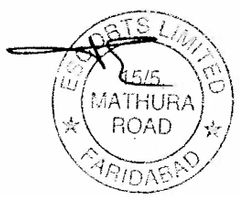
| Resolution No. | 7 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | ORDINARY - Approval for payment of Professional fee to Mr. G. B. Mathur, Director of the Company | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 37297212 | 70.8000 | 37297212 | 0 | 70.8000 | 0.0000 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 37297212 | 70.8 | 37297212 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19002985 | 72.1421 | 3587662 | 15415323 | 18.8794 | 81.1205 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19002985 | 72.1421 | 3587662 | 15415323 | 18.8795 | 81.1205 |
| Public- Non Institutions | E-Voting | 43557092 | 13274430 | 30.4759 | 13274259 | 171 | 99.9987 | 0.0012 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277579 | 30.4831 | 13277408 | 171 | 99.9987 | 0.0013 |
| | Total | 122576878 | 69577776 | 56.7626 | 54162282 | 15415494 | 77.8442 | 22.1558 |

**Votes in Favour (% of Total Valid shares) = 77.84%**
**Votes in Against (% of Total Valid shares) = 22.16%**
**Invalid =36 Ballot (15632646 Votes)**



| Resolution No. | 8 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. Nikhil Nanda as Managing Director and fixing of his remuneration | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 18363693 | 791609 | 95.8674 | 4.1325 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 18363693 | 791609 | 95.8674 | 4.1326 |
| Public- Non Institutions | E-Voting | 43557092 | 13274487 | 30.4761 | 13274315 | 172 | 99.9987 | 0.0012 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277636 | 30.4833 | 13277464 | 172 | 99.9987 | 0.0013 |
| | Total | 122576878 | 85109101 | 69.4332 | 84317320 | 791781 | 99.0697 | 0.9303 |

**Votes in Favour (% of Total Valid shares) = 99.07%**
**Votes in Against (% of Total Valid shares) = 0.93%**
**Invalid/Not Voted/Abstain=8 Ballot (101321 Votes)**



| Resolution No. | 9 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mr. P.H. Ravikumar as an Independent Director of the Company | | | | | | | |
| Whether promoter/ promoter group are interested in the agenda/resolution? | No | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 52676163 | 99.9951 | 52676163 | 0 | 100 | 0 |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 18044742 | 1110560 | 94.2023 | 5.7976 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 19155302 | 72.7203 | 18044742 | 1110560 | 94.2023 | 5.7977 |
| Public- Non Institutions | E-Voting | 43557092 | 13274480 | 30.4760 | 13274279 | 201 | 99.9984 | 0.0015 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Total | | 13277629 | 30.4832 | 13277428 | 201 | 99.9985 | 0.0015 |
| | Total | 122576878 | 85109094 | 69.4332 | 83998333 | 1110761 | 98.6949 | 1.3051 |

**Votes in Favour (% of Total Valid shares) = 98.69%**
**Votes in Against (% of Total Valid shares) = 1.31%**
**Invalid/Not Voted/Abstain=9 Ballot (101328 Votes)**

ESCORTS LIMITED 15/5, MATHURA ROAD FARIDABAD

| Resolution No. | 10 | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Resolution required: (Ordinary/ Special) | SPECIAL - Re-appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company | | | | | | | |
| **Whether promoter/ promoter group are interested in the agenda/resolution?** | **No** | | | | | | | |
| Category | Mode of Voting | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | E-Voting | 52678738 | 52673484 | 99.9900 | 52673484 | 0 | 100.0000 | 0.0000 |
| | Poll | | 2679 | 0.0051 | 2679 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **52676163** | **99.9951** | **52676163** | **0** | **100** | **0** |
| Public- Institutions | E-Voting | 26341048 | 19155302 | 72.7203 | 19030027 | 125275 | 99.3460 | 0.6539 |
| | Poll | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **19155302** | **72.7203** | **19030027** | **125275** | **99.346** | **0.654** |
| Public- Non Institutions | E-Voting | 43557092 | 13274480 | 30.4760 | 13274309 | 171 | 99.9987 | 0.0012 |
| | Poll | | 3149 | 0.0072 | 3149 | 0 | 100.0000 | 0.0000 |
| | Postal Ballot (if applicable) | | 0 | 0.0000 | 00 | 0 | 0.0000 | 0.0000 |
| | **Total** | | **13277629** | **30.4832** | **13277458** | **171** | **99.9987** | **0.0013** |
| | **Total** | **122576878** | **85109094** | **69.4332** | **84983648** | **125446** | **99.8526** | **0.1474** |

**Votes in Favour (% of Total Valid shares) = 99.85%**
**Votes in Against (% of Total Valid shares) = 0.15%**
**Invalid/Not Voted/Abstain=9 Ballot (101328 Votes)**



# JAYANT GUPTA & ASSOCIATES
COMPANY SECRETARIES

**SCRUTINIZER'S REPORT FOR E-VOTING & POLL OF ESCORTS LIMITED**
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,**
**The 71st Annual General Meeting**
**Of the Equity Shareholder of Escorts Limited**

**Sub: Result of Voting conducted through electronic voting and poll conducted at the 71st AGM of Escorts Limited held on September 21,2017 at 11.00 A.M. at Aravali Golf Club, NH-3, N.I.T., Faridabad – 121 001, Haryana**

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Escorts Limited (the Company) at the Board Meeting held on May 29, 2017 for the purpose of scrutinizing the e-voting held between September 18, 2017 (9:00 am IST) and ended on, September 20, 2017 (5:00 pm IST) and the Poll taken on resolutions at the 71st AGM of Escorts Limited held on September 21, 2017 at 11.00 A.M. at Aravali Golf Club, NH-3, N.I.T., Faridabad – 121 001, Haryana as per the Notice of 71st Annual General Meeting of the Company dated May 29, 2017.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the 71st Annual General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at AGM.

I hereby report as under:

1. The Company has despatched Notice of the 71st Annual General Meeting, the Annual Report 2016-2017, Attendance Slip & Proxy Form to 100915Shareholders as per the records of the Company as on August 11, 2017 through Email and Courier.

2. As prescribed in clause (v) of sub rule 3 of the rule 20 of the Companies (Management and Administration) Rules, 2014, Company also released an advertisement, published in English in 'Financial Express' and in Hindi in 'Jansatta' each dated September 1, 2017.

3. As per the provisions of the Companies Act,2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company had provided the facility of electronic voting to 102758shareholders to cast votes electronically and also at the 71st AGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. September 14, 2017.



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4. The Company extended the facility of electronic voting to the shareholders of the Company from Monday, September 18, 2017 (9:00 A.M.) up to Wednesday, September 20, 2017(5:00 P.M.) through the Karvy Computershare Private Limited ("Karvy") being the service provider for providing the facility of e-voting to the shareholders on their website https://evoting.karvy.com.

5. At the 71st AGM of the Company held on September 21, 2017, the Chairman of the Company called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. The Board of Directors of the Company had appointed me as Scrutinizer for the same.

6. The e-voting results were unblocked by me on 21st September 2017 at 12:00 P.M. in the presence of two independent witnesses viz. Mr. Puneet Singh and Mr. Aamir Ansari, who are in my employment.

7. Based on the reports generated from the e-voting system provided by Karvy and votes casted on Poll, I submit the consolidated results of e-voting and Poll as under:

a) **As an Ordinary Resolution- Item No.1**

**Adoption of Financial Statements for the Financial Year ended March 31, 2017.**

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 214 | 85103283 | 213 | 85103278 | 1 | 5 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **359** | **85109111** | **358** | **85109106** | 1 | 5 |

**Votes in Favour ( % of Total Valid shares)** = 100.00%
**Votes in Against ( % of Total Valid shares)** = 0.00%
**Invalid/Not Voted/Abstain** = 7 Ballots (101311 votes)

b) **As an Ordinary Resolution- Item No.2**

**Approval for payment of Dividend for the Financial Year ended March 31, 2017.**

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 214 | 85103283 | 213 | 85103281 | 1 | 2 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **359** | **85109111** | **358** | **85109109** | **1** | **2** |

**Votes in Favour ( % of Total Valid shares)** = 100.00%
**Votes in Against ( % of Total Valid shares)** = 0.00%
**Invalid/Not Voted/Abstain** = 7 Ballots (101311 votes)

JAYANT GUPTA & ASSOCIATES Company Secretaries GHAZIABAD

c) As an Ordinary Resolution- Item No.3:

Re-appointment of Ms. Nitasha Nanda (DIN 00032660), as Director who retires by rotation.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 214 | 85103273 | 154 | 77334810 | 60 | 7768463 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **359** | **85109101** | **299** | **77340638** | 60 | 7768463 |

Votes in Favour ( % of Total Valid shares) = 90.87%
Votes in Against ( % of Total Valid shares) = 9.13%
Invalid/Not Voted/Abstain = 8 Ballots (101321 votes)

d) As an Ordinary Resolution- Item No.4:

Re-appointment of Mr. G.B. Mathur (DIN 00043352) as Director who retires by rotation.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 213 | 85103273 | 142 | 77058143 | 71 | 8045130 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **358** | **85109101** | **287** | **77063971** | 71 | 8045130 |

Votes in Favour ( % of Total Valid shares) = 90.55%
Votes in Against ( % of Total Valid shares) = 9.45%
Invalid/Not Voted/Abstain = 8 Ballots (101321 votes)

e) As an Ordinary Resolution- Item No.5:

Appointment of M/s Walker Chandiok & Co. LLP, Chartered Accountants as Statutory Auditors and fixing their remuneration.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 214 | 85103283 | 214 | 85103283 | 0 | 0 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **359** | **85109111** | **359** | **85109111** | 0 | 0 |

Votes in Favour ( % of Total Valid shares) = 100.00%
Votes in Against ( % of Total Valid shares) = 0.00%
Invalid/Not Voted/Abstain = 7 Ballots (101311 votes)

JAYANT GUPTA & ASSOCIATES Company Secretaries GHAZIABAD

f) As an Ordinary Resolution- Item No.6:

Approval for payment of remuneration to M/s Ramanathlyer and Co., as Cost Auditor of the Company for the financial year ending March 31, 2018.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 214 | 85103283 | 214 | 85103283 | 0 | 0 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **359** | **85109111** | **359** | **85109111** | 0 | 0 |

Votes in Favour ( % of Total Valid shares) = 100.00%
Votes in Against ( % of Total Valid shares) = 0.00%
Invalid/Not Voted/Abstain = 7 Ballots (101311 votes)

g) As an Ordinary Resolution- Item No.7:

Approval for payment of professional fees to Mr. G.B.Mathur.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 187 | 69574627 | 94 | 54159133 | 93 | 15415494 |
| PHY. | 151 | 5939 | 143 | 3149 | 143 | 3149 | 0 | 0 |
| TOTAL | **366** | **85210422** | **330** | **69577776** | **237** | **54162282** | **93** | **15415494** |

Votes in Favour ( % of Total Valid shares) = 77.84%
Votes in Against ( % of Total Valid shares) = 22.16%
Invalid/Not Voted/Abstain = 36 Ballots (15632646 votes)

h) As a Special Resolution- Item No.8:

Reappointment of Mr. Nikhil Nanda as Managing Director.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 213 | 85103283 | 200 | 84311492 | 13 | 791781 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **358** | **85109111** | **345** | **84317320** | 13 | 791781 |

Votes in Favour ( % of Total Valid shares) = 99.07%
Votes in Against ( % of Total Valid shares) = 0.93%
Invalid/Not Voted/Abstain = 8 Ballots (101321 votes)

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i) As a Special Resolution- Item No.9:
Reappointment of Mr. P. H. Ravikumar (DIN 00280010) as an Independent Director.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 213 | 85103266 | 198 | 83992505 | 15 | 1110761 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **358** | **85109094** | **343** | **83998333** | 15 | 1110761 |

**Votes in Favour ( % of Total Valid shares)** = 98.69%
**Votes in Against ( % of Total Valid shares)** = 1.31%
**Invalid/Not Voted/Abstain** = 9 Ballots (101328 votes)

j) As a Special Resolution- Item No.10:
Reappointment of Ms. Vibha Paul Rishi (DIN 05180796) as an Independent Director.

| MODE | TOTAL BALLOTS RECEIVED | TOTAL SHARES | VALID BALLOTS RECEIVED | VALID VOTES | FAVOUR | | AGAINST | |
|---|---|---|---|---|---|---|---|---|
| | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES | BALLOTS | VOTES |
| ELEC. | 215 | 85204483 | 214 | 85103266 | 205 | 84977820 | 7 | 125446 |
| PHY. | 151 | 5939 | 145 | 5828 | 145 | 5828 | 0 | 0 |
| TOTAL | **366** | **85210422** | **357** | **85109094** | **350** | **84983648** | 7 | 125446 |

**Votes in Favour ( % of Total Valid shares)** = 99.85%
**Votes in Against ( % of Total Valid shares)** = 0.15%
**Invalid/Not Voted/Abstain** = 9 Ballots (101328 votes)

Based on the above, all the Resolutions stand passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and poll alongwith poll papers. I shall be arranging to hand over these records to Mr. Ajay Sharma, Group General Counsel &Company Secretary for safe keeping.

Thanking you
Yours faithfully
**For Jayant Gupta & Associates**

JAYANT GUPTA & ASSOCIATES Company Secretaries GHAZIABAD

**Jayant Gupta**
**Proprietor**
**Membership No.:F7288**
**CP No. : 9738**

Place: 22nd September, 2017
Date: New Delhi