



September 23, 2014

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400051	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051	Delhi Stock Exchange Limited DSE House, 3/1, Asaf Ali Road, New Delhi – 110002
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**Subject: PROCEEDINGS OF ANNUAL GENERAL MEETING HELD ON
SEPTEMBER 19, 2014**

Dear Sir(s),

We wish to inform you that the shareholders of the Company in their meeting held on September 19, 2014 at Hotel KC Cross Road, Site No. 1, Sector – 10, Opposite Bus Stand, Panchkula – 134113, Haryana have adopted and approved the following resolutions with requisite majority :-

A. Ordinary Business

1. Adoption of Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the eighteen months period ended on that date and Reports of Auditors and Directors thereon. (Ordinary Resolution)
2. Declaration of dividend on Equity Shares. (Ordinary Resolution)
3. Appointment of Mr. Hardeep Singh as Director retiring by rotation. (Ordinary Resolution)
4. Appointment of M/s. S.N. Dhawan & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)

B. Special Business

5. Payment of remuneration to Ramanath Iyer & Co., as Cost Auditors of the Company for the financial year ending March 31, 2015. (Ordinary Resolution)
6. Appointment of Dr. S.A. Dave as an Independent Director of the Company to hold office upto the conclusion of 71st Annual General Meeting of the Company. (Ordinary Resolution)

ESCORTS LIMITED
Corporate Secretariat

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7. Appointment of Mr. S.C. Bhargava as an Independent Director of the Company to hold office upto the conclusion of 71st Annual General Meeting of the Company. (Ordinary Resolution)
8. Appointment of Mr. P.H. Ravikumar as an Independent Director of the Company to hold office upto the conclusion of 71st Annual General Meeting of the Company. (Ordinary Resolution)
9. Appointment of Mrs. Vibha Paul Rishi as an Independent Director of the Company to hold office upto the conclusion of 71st Annual General Meeting of the Company. (Ordinary Resolution)
10. Payment of remuneration of Mr. Rajan Nanda for the period from April 1, 2013 to March 31, 2015. (Special Resolution)
11. Re-appointment of Mr. Rajan Nanda as Managing Director of the Company for a period of 5 years with effect from April 1, 2015 and payment of remuneration thereof. (Special Resolution)
12. Payment of commission to the Non – Executive Directors upto 1% of the net profits of the Company for a period of 5 years commencing from financial year 2014 - 15. (Special Resolution)
13. Borrowing by the Company for amount(s) not exceeding Rs. 1500 Crores over and above the paid up share capital and free reserves of the Company. (Special Resolution)
14. Mortgage, charges, pledge and hypothecation on the assets of the Company upto the limits as approved under Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)
15. Adoption of new Articles of Association of the Company. (Special Resolution)

The above is for your information and record please.

Thanking you

Yours faithfully,

For Escorts Limited


G.B. Mathur
Executive Vice President – Company
Secretary & Strategic Advisor