



November 9, 2019

<b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001  <b>BSE – 500495</b>	<b>National Stock Exchange of India Limited</b> Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051  <b>NSE – ESCORTS</b>	<b>Delhi Stock Exchange Limited</b> DSE House, 3/1, Asaf Ali Road, New Delhi – 110002  <b>DSE - 00012</b>
---	---	--

**Subject: Postal Ballot Notice**

Dear Sir/Madam,

Further to our letter dated November 2, 2019, we enclose, in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Postal Ballot Notice & Postal Ballot Form in respect of the proposed ordinary resolution(s) as stated in the postal ballot notice.

Members can exercise their votes either by way of postal ballot form or through e-voting. E-voting period commence on November 12, 2019 and will end on December 11, 2019. During the said period, shareholders of the Company, holding shares either in physical form or in dematerialized form as on cut-off date as mentioned in the Notice can cast their votes. Last date for receipt of postal ballots is December 11, 2019. Members should go through the Notice and refer instructions before exercising their votes.

Further please note that Postal Ballot Notice & Postal Ballot Form has also been uploaded on our website at [www.escortsgroup.com](http://www.escortsgroup.com) under investor information section.

The above is for your kind information and records.

Thanking You,

Yours faithfully,  
For **Escorts Limited**

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

**ESCORTS LIMITED**

Corporate Secretarial & Law

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

Phone : +91 - 129-2250222, Fax : +91-129-2250060

E-mail : [corpsl@escorts.co.in](mailto:corpsl@escorts.co.in), Website : [www.escortsgroup.com](http://www.escortsgroup.com)

Corporate Identification Number - L74899HR1944PLC039088



## Escorts Limited

CIN: L74899HR1944PLC039088

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

Tel.: 0129 – 2250222, Fax: 0129 – 2250060

E-mail: [corpsl@escorts.co.in](mailto:corpsl@escorts.co.in); Website: [www.escortsgroup.com](http://www.escortsgroup.com)

### Postal Ballot Notice

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

Dear Members,

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (cumulatively "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations, if any, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolutions appended below are proposed to be passed by the members of Escorts Limited ("Company") by way of Postal Ballot and remote voting by electronic means ("E-voting"). The proposed resolutions as set out below, along with the Explanatory Statement, are being sent to the members for consideration, along with the Postal Ballot Form.

The Board of Directors of the Company has appointed Mr. Jayant Gupta, Practicing Company Secretary (FCS 7288), as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot, including E-voting process, in a fair and transparent manner. The Board of Directors of the Company has appointed Mr. Bharat Madan, Group Chief Financial Officer, Mr. Ajay Sharma, Group General Counsel & Company Secretary and Mr. Satyendra Chauhan, Chief General Manager, Corporate Secretarial & Law of the Company to be jointly and severally responsible for the entire Postal Ballot process and to take all the steps and to do all the acts, deeds and things etc., as may be necessary or expedient in connection with or in relation to the Postal Ballot process.

Members desiring to exercise their vote by means of Postal Ballot are requested to carefully read the instructions set out in this Postal Ballot Notice and printed in the Postal Ballot Form and return the duly completed Postal Ballot Form giving their assent ("FOR") or dissent ("AGAINST") in the enclosed self-addressed Business Reply Envelope so as to reach the Scrutinizer not later than 5:00 p.m. on December 11, 2019. Postal Ballot Forms received after this time and date will be strictly treated as if the reply from the concerned member has not been received. Postage will be borne and paid by the Company.

The Company is also offering facility of E-voting to its members to enable them to cast their votes through E-voting instead of returning duly filled Postal Ballot Form. Members desiring to opt for E-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes below under the section "Voting through Electronic Means". Members holding equity shares of the Company as on November 1, 2019 ("Cut-off Date") have the option of voting by E-voting or through Postal Ballot Form. Members may note that E-voting shall commence at 9:00 a.m. on November 12, 2019 and will remain open up to 5:00 p.m. on December 11, 2019.

For the purpose of E-voting, the Company has engaged the services of Karvy Fintech Private Limited ("Karvy"). In case a member votes through E-voting facility as well as sends his/ her vote through submission of Postal Ballot Form, the vote cast through E-voting only shall be considered and the voting through submission of Postal Ballot Form shall not be considered by the Scrutinizer.

After completion of scrutiny of the Postal Ballots (including E-voting), the Scrutinizer will submit his report to the Chairman of the Company ("Chairman") or to any other person authorized by the Chairman within the stipulated time for declaration of results. The results of Postal Ballot (including E-voting) shall be declared within 48 (forty eight) hours from the end of voting and communicated to the stock exchange(s), depository(ies), registrar and share transfer agent and shall also be displayed on the Company's website, viz., [www.escortsgroup.com](http://www.escortsgroup.com) and the website of E-voting agency, viz., <https://evoting.karvy.com>.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, if approved with requisite majority, the Resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot Forms (or) E-Voting i.e. Wednesday, December 11, 2019.

#### Resolution(s) by means of Postal Ballot

- Item No. 1: To re-appoint Ms. Nitasha Nanda (DIN 00032660) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"Resolved That pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded for re-appointment of Ms. Nitasha Nanda (DIN: 00032660) as a Whole-time Director of the Company for a period of 5 (five) years with effect from January 16, 2020 to January 15, 2025, liable to retire by rotation."

- Item No. 2: To fix remuneration of Ms. Nitasha Nanda (DIN 00032660) as a Whole-time Director and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

"Resolved That pursuant to the provisions of Section 196, Section 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Act"), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals as may be necessary, consent of the members of the Company be and is hereby accorded for fixing of remuneration of Ms. Nitasha Nanda (DIN: 00032660) as a Whole-time Director of the Company for a period of 5 (five) years with effect from January 16, 2020, as per the following details and terms and conditions:

#### (A) Basic Salary

₹ 6,33,000/- (Indian Rupees Six Lakh and Thirty Three Thousand) per month with such increments as may be decided by the Board of Directors of the Company from time to time ("Board" which term shall be deemed to include any Committee thereof, including the 'Nomination and Remuneration Committee' of the Board) in the scale of ₹ 6,33,000/- (Indian Rupees Six Lakh Thirty Three Thousand only) per month to ₹ 8,50,000/- (Indian Rupees Eight Lakh Fifty Thousand only) per month.

#### (B) Perquisites, allowances, retivals and other benefits, reimbursements and earned leave

As per the Company's policy and/ or as may be recommended by the Nomination and Remuneration Committee and approved by

the Board from time to time, subject to a maximum of 200% (Two Hundred Percent) of the Basic Salary (in terms of paragraph (A) above).

**(C) Performance Linked Incentive/ Commission**

As per the Company's policy and/ or as may be recommended by the Nomination and Remuneration Committee and approved by the Board, subject to a maximum of 40% (Forty Percent) of the 'Salary', where 'Salary' includes (i) Basic Salary (in terms of paragraph (A) above); and (ii) Perquisites, allowances, retiral and other benefits, reimbursements and earned leave (in terms of paragraph (B) above).

**(D) Sitting fees**

The Whole-time Director, so long as she functions as such, shall not be entitled to any sitting fees for attending meetings of the Board and/ or any Committee(s) of the Board thereof.

**(E) Termination**

The appointment of the Whole-time Director may be terminated by either the Whole-time Director or the Company by giving a 6 (six) calendar months' notice in writing to the other party.

In the event of termination of appointment of the Whole-time Director by the Company, she shall be entitled to receive compensation subject to and in accordance with provisions of Section 202 of the Act.

**Resolved Further That** the Board be and is hereby authorised to fix, increase, vary, reduce or amend the remuneration and other terms of appointment of the Whole-time Director, as it may deem expedient or necessary from time to time during the tenure of her appointment, subject to the limits specified herein above and prescribed under Section 197 of the Act and the Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force.

**Resolved Further That** in the event that the remuneration payable to Ms. Nitasha Nanda in any financial year during her tenure or the aggregate annual remuneration payable to the Executive Directors of the Company, who are promoters, including Ms. Nitasha Nanda, exceeds the applicable thresholds provided under Regulation 17(6) (e) of the Listing Regulations, then such payment in excess of the thresholds provided under Regulation 17(6)(e) of the Listing Regulations shall be subject to compliance with Regulation 17(6) (e) of the Listing Regulations, including requisite approval of the shareholders, if required.

**Resolved Further That** the Board be and is hereby authorised to do all such acts, deeds, things and execute all such documents, instruments, writings as, in its absolute discretion, it may deem expedient or necessary, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company as it may deem fit."

**By Order of the Board of Directors  
For Escorts Limited**

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

**Place: Faridabad  
Date: November 2, 2019**

**Notes:**

1. The businesses mentioned above require the consent of the members of the Company through Postal Ballot (including E-voting).
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, stating all material facts and the reasons for the proposal, is annexed to this Postal Ballot Notice.
3. The Postal Ballot Notice, along with the Postal ballot Form, is being sent to the members whose names appear on the Register of members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on November 1, 2019. The Postal Ballot Notice, along with the Postal Ballot Form, is being sent to members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company (in case of

physical shareholding). For members whose email addresses are not registered, physical copies of the Postal Ballot Notice, along with the Postal Ballot Form, are being sent by permitted mode along with a self-addressed Business Reply Envelope.

4. Members whose names appear on the Register of members/ List of Beneficial Owners as on November 1, 2019 will be considered for the purpose of voting.
5. Resolutions assented to by the requisite majority of the members by means of Postal Ballot including E-voting shall be deemed to have been duly passed on the last date specified for receipt of duly completed Postal Ballot Form or E-voting (i.e. December 11, 2019).
6. Members can opt for only one mode of voting, i.e., either through physical mode by submitting the Postal Ballot Form or through E-voting. In case members cast their votes through both the aforementioned modes, voting done by 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 a duplicate form can send an email to [corpsl@escorts.co.in](mailto:corpsl@escorts.co.in). The Company shall forward the same along with self-addressed Business Reply Envelope to the members.
8. The Postal Ballot 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.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on the resolutions through the E-voting facility provided by NSDL. The instructions for electronic voting are annexed to this notice.

**11. Voting through electronic means**

- I. In compliance with provisions of Sections 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations, 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 Karvy as the Authorised Agency to provide E-voting facilities.
- II. Members are requested to note that the businesses 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 E-voting facility. A Member may avail of the facility at his/ her/ its discretion.
- III. The procedure and instructions for E-voting are as follows:
  - (a) Date and time of commencement of voting through electronic means: November 12, 2019 at 09:00 Hours (IST).
  - (b) Date and time of end of voting through electronic means beyond which voting will not be allowed: December 11, 2019 till 17:00 Hours (IST).
  - (c) Details of Website: <https://evoting.karvy.com>
  - (d) Details of persons to be contacted for issues relating to E-voting: Mr. G. Ramesh Desai, Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Tel. No.: +91 40 6716 2222; Toll Free No.: 1800 345 4001; Fax No. : +91 40 2300 1153; E-mail: [evoting@karvy.com](mailto:evoting@karvy.com).
  - (e) Details of Scrutinizer: Mr. Jayant Gupta, Company Secretary in Practice (FCS 7288; C.P. No. 9738).
- IV. The instructions for E-voting are as under:-
  - (A) In case a Member receives an email from Karvy [for members whose email IDs are registered with the Company/ Depository Participant(s)]:

- i. Launch internet browser by typing the 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) 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 of ESCORTS".
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. November 1, 2019 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. Members holding multiple folios/ demat accounts shall follow 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 an 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. November 12, 2019 to December 11, 2019, 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(s) of the duly authorised representative(s), to the Scrutinizer at email pcs.jga@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Escorts Limited Event No."
- (B) In case of members receiving physical copy of Postal Ballot Notice and Form [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
  - ii. Initial Password is provided in the Postal Ballot Form.
  - iii. Please follow all steps from Sl. No. 11. IV. (A) (iii) 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. G. Ramesh Desai, (Unit: Escorts Limited) of Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032, Telangana or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 – 67162222 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.
  - VI. The Remote E-voting period commences on Tuesday, November 12, 2019 (9:00 am IST) and ends on Wednesday, December 11, 2019 (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. November 1, 2019, 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.
  - VII. 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 through Postal Ballot Form.
  - VIII. 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. November 1, 2019. A person who is not a member as on the cut-off date is requested to treat this Notice for information purposes only.
  - IX. Mr. Jayant Gupta, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the voting and Remote E-voting process in a fair and transparent manner.
  - X. The Scrutinizer shall within a period not exceeding two (2) days from the last date of receipt of Postal Ballot Forms/ conclusion of the E-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or to any other person authorized by the Chairman of the Company.
  - XI. The result of the Postal Ballot will be announced on or before December 13, 2019 at the Registered Office of the Company. The result of the Postal Ballot and Report of Scrutinizer will also be displayed at Company's website [www.escortsgroup.com](http://www.escortsgroup.com) and on Karvy's website <https://evoting.karvy.com> and shall also be communicated to the Stock Exchanges where the shares of the Company are listed.
  - XII. Members voting through Postal Ballot are requested to carefully read the instructions printed on the Postal Ballot Form before exercising their vote.
- Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013**
- ITEM NO. 1**
- The members at the Annual General Meeting (AGM) of the Company held on September 18, 2015, had appointed Ms. Nitasha Nanda as a Whole-time Director of the Company for a period of 5 (five) years with effect from January 16, 2015. The present tenure of Ms. Nitasha Nanda as a Whole-time Director expires on January 15, 2020.
- Ms. Nitasha Nanda has contributed to the overall performance and growth of the Company and has played a pivotal role in the Company's success over the last few years.
- In recognition of her valuable contribution to the Company, the Nomination and Remuneration Committee and the Board of Directors of the Company ("Board") in their respective meetings held on November 2, 2019 have approved the re-appointment of Ms. Nitasha Nanda as a Whole-time Director of the Company for a further period of 5 (five) years with effect from January 16, 2020 to January 15, 2025.
- Your Directors are of the view that her continued presence on the Board is necessary for the Company's growth.

Ms. Nitasha Nanda is not debarred from holding the office of Director in terms of Section 164 of the Companies Act, 2013 or pursuant to any order passed by the Securities and Exchange Board of India and satisfies the conditions set out in Part - I of Schedule V of the Act.

Relevant details pertaining to Ms. Nitasha Nanda, including her age, qualifications, experience, brief resume, nature of expertise in specific functional areas, relationship with other Directors, Manager and other Key Managerial Personnel of the Company etc., as required under applicable laws including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General meetings issued by Institute of Company Secretaries of India are set out in **Annexure A** of this Notice. The details with regard to the remuneration payable to Ms. Nitasha Nanda are specified in the resolution under Item No. 2.

Ms. Nitasha Nanda, being the appointee, is directly interested in the resolution. Mr. Nikhil Nanda being relative of Ms. Nitasha Nanda may also be deemed to be interested in the resolution.

None of the other Directors or the Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

In terms of Section 196 read with Section 197 and other applicable provisions of the Act, read with Schedule V of the Act, the appointment of Ms. Nitasha Nanda is placed before the members for their approval. The Board recommends passing of the Ordinary Resolution as set out at Item No. 1 of the Notice for approval of the members.

#### ITEM NO. 2

The members at the Annual General Meeting (AGM) of the Company held on September 18, 2015, had appointed Ms. Nitasha Nanda as a Whole-time Director of the Company along with approving the terms of her remuneration for a period of 5 (five) years with effect from January 16, 2015. The present tenure of Ms. Nitasha Nanda as a Whole-time Director expires on January 15, 2020.

Ms. Nitasha Nanda has contributed to the overall performance and growth of the Company and has played a pivotal role in the Company's success over the last few years.

Having regard to Ms. Nitasha Nanda's wide experience and knowledge; her long association with the Company; and in recognition of her valuable contribution to the Company's success and considering compensation level commensurate with the position, the Nomination and Remuneration

Committee and the Board in their respective meetings held on November 2, 2019 have recommended and approved the remuneration payable to Ms. Nitasha Nanda as a Whole-time Director of the Company for a further period of 5 (five) years with effect from January 16, 2020 to January 15, 2025 as per the details specified in the resolution under Item No. 2 and subject to the approval of the shareholders.

Relevant details pertaining to Ms. Nitasha Nanda, including her age, qualifications, experience, brief resume, nature of expertise in specific functional areas, relationship with other Directors, Manager and other Key Managerial Personnel of the Company etc., as required under applicable laws including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General meetings issued by Institute of Company Secretaries of India are set out in **Annexure A** of this Notice.

Ms. Nitasha Nanda, is directly interested in the resolution. Mr. Nikhil Nanda being relative of Ms. Nitasha Nanda may also be deemed to be interested in the resolution.

None of the other Directors or the Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

In terms of Section 196 read with Section 197 and other applicable provisions of the Act, read with Schedule V of the Act, the remuneration of Ms. Nitasha Nanda is placed before the members for their approval. The Board recommends passing of the Ordinary Resolution as set out at Item No. 2 of the Notice for approval of the members.

The resolutions to Item No. 1 and 2, along with the accompanying explanatory statement, may be treated as a written memorandum setting out the terms of re-appointment of Ms. Nitasha Nanda within the meaning of Section 190 of the Companies Act, 2013 and shall also be available for inspection at the registered office of the Company, by the members without payment of any fee, on all business days (except Saturdays, Sundays and Public Holidays) during 10:00 A.M. to 4:00 P.M.

**By Order of the Board of Directors  
For Escorts Limited**

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

**Place: Faridabad  
Date: November 2, 2019**

#### Annexure A

Name	Ms. Nitasha Nanda
Director Identification Number	00032660
Date of Birth	November 9, 1969
Age	50 years
Date of Appointment	January 16, 2015
Qualifications	Commerce Graduate from University of Delhi
Experience, Brief Resume and Area of Expertise	An insightful entrepreneur and business leader with widespread experience across the areas of business strategies, financial management, operational research and managerial techniques, among others. She was responsible for managing the Company's subsidiaries, including Escorts Securities Ltd. She has worked with multinational organisations such as ANZ Grindlays Bank, Price waterhouse Coopers (PwC) and Hewlett Packard.
Directorships held in other companies (excluding Private Limited Companies, Section 8 Companies, Foreign Companies & LLP's)	Escorts Securities Ltd. Niky Tasha Ltd.
Committee Memberships of other Companies (includes only Audit Committee and Stakeholders Relationship Committee)	-
Number of shares held in the Company	100587
Number of Board Meetings attended during the year (2018-19)	10
Relationship between directors inter-se	Mr. Nikhil Nanda is a relative of Ms. Nitasha Nanda.
Terms and conditions of appointment/ re-appointment alongwith details of remuneration, if any	Ms. Nitasha Nanda is proposed to be appointed in terms of the provisions of Companies Act, 2013 and will undertake the roles and responsibilities prescribed under the provisions of the Companies Act, 2013 and other laws for the time being in force. In addition, Ms. Nitasha Nanda will also be responsible to undertake the roles and responsibilities as assigned by the Board from time to time. Ms. Nitasha Nanda has drawn a salary of Rs. 3.23 crores during the financial year 2018-19. The details of the proposed remuneration are provided in the Resolution No. 2 of this Postal Ballot Notice.

# Escorts Limited

CIN: L74899HR1944PLC039088

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

Tel.: 0129 – 2250222, Fax: 0129 – 2250060

E-mail: [corpsl@escorts.co.in](mailto:corpsl@escorts.co.in); Website: [www.escortsgroup.com](http://www.escortsgroup.com)



ESCORTS

## POSTAL BALLOT FORM

Serial No.: .....

- Name(s) & Address Sole/ :  
First Named Shareholder(s)
- Name of the Joint Shareholders (if any):
- Registered Folio No./ DP ID No./  
Client ID No. \*:  
\*(Applicable to shareholders holding  
shares in dematerialized form)
- Number of shares held :
- I/ We hereby exercise my/ our vote in respect of the appended Resolution to be passed through postal ballot for the business(es) stated in the Notice dated November 2, 2019 conveying my/ our Assent (FOR) or Dissent (AGAINST) to the Resolution(s) 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)
To re-appoint Ms. Nitasha Nanda (DIN 00032660) as a Whole-time Director	Ordinary Resolution			
To fix remuneration of Ms. Nitasha Nanda (DIN 00032660) as a Whole-time Director	Ordinary Resolution			

Date: \_\_\_\_\_  
Place: \_\_\_\_\_  
(Signature of the Shareholder)  
(As per specimen registered with the Company)

## ELECTRONIC VOTING PARTICULARS

The E-voting facility is available at the link <https://evoting.karvy.com>. The E-voting particulars are set out as follows:

EVEN (E- Voting Event Number)	User ID	Password/PIN
5133		

**Notes:** 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.

The facility to exercise Remote e-voting/ Physical Ballot Paper will be available during the following period:

Commencement of Remote e-voting	End of Remote e-voting
Tuesday, November 12, 2019 from 9:00 a.m.	Wednesday, December 11, 2019 upto 5:00 p.m.

## 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 Ballot shall be treated as invalid.
3. A member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelop properly sealed. The members need not affix postal stamps since the postage will be paid by the addressee. However, envelopes containing Postal Ballots, 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 Wednesday, December 11, 2019. 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, November 1, 2019.
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 along with the Postal Ballot Form in the enclosed self-addressed envelope as all such envelope will be opened by the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Member 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 [corpsl@escorts.co.in](mailto:corpsl@escorts.co.in). The Company shall forward the same alongwith self-addressed business reply envelop 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 above.
13. The Scrutinizer's decision on the validity of Postal Ballot will be final.