



ATTENDANCE SLIP

Attendance by
(Please tick the appropriate box)

- Shareholder
 Proxy
 Auth. Representative

Folio No.	DP ID No.	Client ID No.	No. of Shares

I/We hereby record my/our presence at the 68th Annual General Meeting (AGM) of the Company being held on Friday, 19th September, 2014 at 12.00 Noon at Hotel KC Cross Road, Site No. 1, Sector-10, Opposite Bus Stand, Panchkula-134 113, Haryana.

Shareholder Name Proxy Name
Shareholder/Proxy Signature

- Note :**
1. Please fill this Attendance Slip and hand it over at the Registration Counter.
 2. Shareholder/Proxy Holder/Auth. Representatives are requested to show their Photo ID proof for attending the meeting.
 3. Auth. Representatives of Corporate members shall produce proper authorisation issued in their favour.
 4. **This Attendance Slip is valid only in case shares are held as on the cut-off date i.e. 1st August, 2014.**

ELECTRONIC VOTING PARTICULARS

E-Voting Event Number (EVEN)	User ID	Password
100727		

Please read the instructions printed overleaf carefully before casting your vote.

PROXY FORM

(Form No. MGT-11)

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

I/We being a shareholder(s) of Escorts Limited hereby appoint :-

1.	Name		
	Address		or failing him
2.	Name		
	Address		or failing him
3.	Name		
	Address		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 68th Annual General Meeting of Escorts Limited to be held on Friday, 19th September, 2014 at 12.00 Noon at Hotel KC Cross Road, Site No. 1, Sector-10, Opposite Bus Stand, Panchkula-134 113 and at any adjournment thereof in respect of such resolutions as mentioned in the Notice of AGM dated 29th July, 2014 and as listed herein :-

Item No.	Resolution	Item No.	Resolution
1.	Adoption of Audited Balance Sheet and Profit & Loss account for the 18 months period ended on March 31, 2014 and reports of the Board of Directors and Auditors thereon.	9.	Appointment of Ms. Vibha Paul Rishi as an Independent Director of the Company.
2.	Approval of Final Dividend and confirmation of Interim Dividend paid on October 21, 2013.	10.	Approval for payment of remuneration of Mr Rajan Nanda Managing Director of the Company for the period ending March 31, 2015.
3.	Re-appointment of Mr. Hardeep Singh as Director who retires by rotation.	11.	Approval for re-appointment of Mr. Rajan Nanda as Managing Director of the Company and payment of remuneration for a period of 5 years w.e.f. April 1, 2015.
4.	Appointment of Auditors and fixing of their remuneration.	12.	Approval for payment of Commission to Non-Executive Directors.
5.	Approval for payment of remuneration to the Cost Auditor.	13.	Approval for increase in borrowing powers of the Company.
6.	Appointment of Dr. S. A. Dave as an Independent Director of the Company.	14.	Approval for creating charge on Assets of the Company.
7.	Appointment of Mr. S. C. Bhargava as an Independent Director of the Company.	15.	Adoption of the new Articles of Association of the Company.
8.	Appointment of Mr. P.H. Ravikumar as an Independent Director of the Company.		

Signed this day of 2014.

Signature of Shareholder :

Signature of Proxy holder(s) :

AFFIX
REVENUE
STAMP
NOT LESS
THAN
(₹) 0.15

Note : This form of proxy in order to be effective should be duly completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

ESCORTS LIMITED

CIN - L74899HR1944PLC039088

Corporate Centre : 15/5, Mathura Road, Faridabad-121 003, Haryana
Registered Office : SCO 232, First Floor, Sector 20, Panchkula-134 109, Haryana

Instruction of e-voting:-

- A. In case a Member receives an email from National Securities Depository Limited (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.nsd.com**
 - (iii) Click on Shareholder – Login.
 - (iv) Put user ID and password noted in step (i) above as initial password/PIN. 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 record. 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 "EVEN" of Escorts Limited.
 - (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(s), 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 authorized signatory(ies) who are authorized 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.com**
- B. In case a Member receives **physical copy of the Notice of AGM** [for members whose email IDs are not registered with the Company/ Depository Participant(s) or requesting physical copy]:-
- (i) User ID, Initial password and EVEN are printed on the face of the Attendance Slip for the AGM.
 - (ii) Please follow all steps from Sl. No. A(ii) to Sl. No. A(xii) above to cast vote.
 - (iii) In case of any queries, you may refer the Frequently Asked Questions ("FAQs") for Shareholders and e-voting user manual for Shareholders available at the Downloads section of **www.eVoting.nsd.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 e-voting period commences on **Saturday, 13th September, 2014 (9:00 a.m. IST) and ends on Monday, 15th September, 2014 (6:00 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. 1st August, 2014**, may cast their vote electronically. The name of Escorts Ltd. shall be disabled by NSDL for voting thereafter from e-voting module.
 - (vi) The voting rights of Members shall be in proportion to their share in the paid up equity capital of the Company as on the cut-off date i.e. **1st August, 2014**.
 - (vii) **Members can opt for only one mode of voting i.e.** either by e-voting or physical at the venue of AGM. In case you are opting for e-voting then do not vote by physical mode at AGM Venue and vice versa. In case members cast their vote both via physical as well as e-voting then voting done through physical mode shall not prevail and voting done by e-voting shall be considered as valid vote.
 - (viii) Mr. Jayant Gupta, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (ix) The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - (x) The Results shall be declared on or after the AGM of the Company. The Results declared 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.nsd.com** within two (2) working days of passing of the resolutions at the AGM and shall also be communicated to Stock Exchanges where the shares of the Company are listed.