



Escorts Kubota Limited

December 2, 2023

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

National Stock Exchange of India Limited

Exchange Plaza, Bandra Kurla Complex,
Bandra East, Mumbai – 400051

BSE – 500495

NSE – ESCORTS

Sub: Proceedings of the Meeting of the Equity Shareholders of the Escorts Kubota Limited ('Company') and Voting Results of the Meetings of Equity Shareholders and Unsecured Creditors of the Company and Unsecured Creditors of the Escorts Kubota India Private Limited convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench ('NCLT') vide it's order dated October 16, 2023.

Dear Sir/ Ma'am,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**') and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023, please find enclosed herewith: -

1. Proceedings of the Meeting of the Equity Shareholders of the Company duly convened on December 2, 2023, at 02:00 P.M. pursuant to the direction of NCLT Order dated October 16, 2023, in Companies Application No. CA (CAA) 35/Chd/Hry/2023 ('**Order**'), to approve the Scheme of Amalgamation amongst Company, Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited, and their respective shareholders and creditors ('**Scheme**') by way of voting through electronic means which include remote e-voting and e-voting during the meeting ('Insta Poll') in compliance of Section 108 of the Companies Act, 2013, read with rules thereunder, is attached as **Annexure A**.

The resolution was proposed to approve the Scheme with the requisite majority in terms of Sections 230-232 of the Companies Act, 2013, and in terms of SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

2. The Voting Results along with the Scrutinizer's Report dated December 2, 2023, of the following, NCLT convened Meetings: -
 - a) Equity Shareholder Meeting of the Company attached as **Annexure B**.
 - b) Unsecured Creditors Meeting of the Company attached as **Annexure C**.
 - c) Unsecured Creditors Meeting of the Escorts Kubota India Private Limited attached as **Annexure D**.

Escorts Kubota Limited

(Formerly Escorts Limited)

Corporate Secretarial & Law

Registered Office - 15/5, Mathura Road, Faridabad-121003, Haryana, India

Tel.: +91-129-2250222 | E-mail: corp.secretarial@escortskubota.com | Website: www.escortsgroup.com

Corporate Identification Number L74899HR1944PLC039088



Escorts Kubota Limited

The Voting Results along with the Scrutinizer's Report for the aforesaid meeting are also available on the website of the Company at www.escortsgroup.com and at the website of the e voting agency i.e. National Securities Depository Limited at www.evoting.nsdl.com.

You are requested to kindly take the same on record.

Thanking you,
Yours faithfully,
For **Escorts Kubota Limited**

Satyendra Chauhan
Company Secretary

Encl.: As above

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Escorts Kubota Limited

Annexure A

Proceedings of the Meeting of the Equity Shareholders of Escorts Kubota Limited ('Company') convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench vide its Order dated October 16, 2023

The Meeting of the Equity Shareholders of the Company convened pursuant to the directions of the Hon'ble National Company Law Tribunal, Chandigarh Bench ('**Hon'ble Tribunal/ NCLT**') was held on Saturday, December 2, 2023, at 02:00 P.M. (IST) through video conferencing/ other audio-visual means ('**VC/ OAVM**') ('**Meeting**'). The Meeting was conducted in compliance with the provisions of the Companies Act, 2013 ('**Act**'), read with the applicable general circulars issued by the Ministry of Corporate Affairs ('**MCA**') for holding general meetings through VC/ OAVM, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), other applicable SEBI Circulars and Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India ('**SS-2**'). The deemed venue for the aforesaid meeting was the registered office of the Company.

NCLT has appointed Mr. Satwinder Singh as the Chairperson, Mr. Arvind Seth as Alternate Chairperson, and Ms. Poonam Verma (Membership No. ACS 54184 and CP No. 21708), Practicing Company Secretary, as Scrutinizer for the Meeting. Mr Satwinder Singh occupied the Chair and advised the Company Secretary of the Company to provide opening information.

Mr. Satyendra Chauhan, Company Secretary of the Company, welcomed the Members to the Meeting and provided them with the necessary details relating to their participation at the Meeting through VC/ OAVM.

Further, Mr. Chauhan also briefed the process, to the members of the Company, to cast their vote through e-voting during the meeting using the e-voting facility provided by the National Securities Depository Limited ('**NSDL**') as this facility was made available during the Meeting for the benefit of members who were present during the Meeting and not casted their votes earlier through remote e-voting.

He further informed that NCLT has appointed Ms. Poonam Verma, as Scrutinize to scrutinize the votes cast by remote e-voting and e-voting during the meeting.

He further informed the Members that the Meeting is being convened pursuant to the direction of NCLT Order dated October 16, 2023, in Companies Application No. CA (CAA) 35/Chd/Hry/2023 ('**Order**'), to approve the Scheme of Amalgamation amongst Company, Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited, and their respective shareholders and creditors.

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71 Members holding 7,45,83,927 equity shares constituting 67.50% were present. The requisite quorum being present, the Chairperson called the Meeting to order.

The Chairperson informed that the Notice of the Meeting, the Statement under Section 102 read with Sections 230 to 232 of the Act, the rules framed thereunder, SEBI Listing Regulations, Secretarial Standards, and other applicable SEBI Circulars, the Scheme of Amalgamation, and other relevant documents in connection with the said Scheme had been dispatched to the Members through electronic means via email to those shareholders whose email addresses were registered with the Company/ Registrar & Transfer Agent/ Depository Participant(s) as on October 20, 2023 and through courier to those shareholders whose email addresses were not registered and whose e-mail got bounced back. In addition, the advertisements containing the details of the Meeting and e-voting were duly published in newspapers, in accordance with the directions of the Hon'ble Tribunal read with applicable provisions of the Companies Act, 2013 read with rules thereunder and applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

Since, there was no physical attendance of Members, and in compliance with the Circulars issued by the MCA and SEBI, Members were informed that the requirement of appointing proxies was not applicable. Further, it was informed to the Members that the documents that were referred to in the Notice were available for inspection in electronic mode for the Members, on request.

As the Notice convening meeting, along with Scheme and other documents was already circulated to all the Shareholders, therefore, Notice convening meeting, the Scheme, and other annexures were taken as read.

The Chairperson then invited the Speaker Members to express their views, ask questions, and seek clarifications on the proposed Scheme. The Chairperson and Mr. Bharat Madan, Whole-time Director and Group Financial Officer appropriately responded to the questions asked and clarifications sought by the Speaker Members.

The Chairperson then briefed the member for carrying out the e-voting process and concluded the Meeting. He further informed the Members that the Voting Results along with the Scrutinizer's Report would be declared within two working days from the conclusion of meeting and shall be communicated to the Stock Exchanges and also simultaneously be placed on the website of the Company at www.escortsgroup.com and NSDL at www.evoting.nsdl.com.

The Chairperson informed that the Members who had not casted their vote through remote e-voting were requested to cast their vote, through the Insta-poll facility, provided by NSDL, in respect of the items stated in the Notice, which was open for 15 minutes after the conclusion of the meeting.

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Thereafter, the following item of business as mentioned in the Notice was transacted at the meeting:

Item No.	Details of the Resolution
1.	Approval for the Scheme of Amalgamation amongst Escorts Kubota Limited, Escorts Kubota India Private Limited, and Kubota Agricultural Machinery India Private Limited, and their respective shareholders and creditors.

The Chairperson then thanked the Members for attending and participating at the Meeting.

On completion of the Insta Poll, the Meeting was concluded at 02:40 P.M. (IST).

The Scrutinizer's Report was received after the conclusion of the Meeting on December 2, 2023, and as set out therein, the said resolution was declared as passed with the requisite majority in terms of Sections 230-232 of the Companies Act 2013 and in terms of SEBI Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023

Escorts Kubota Limited

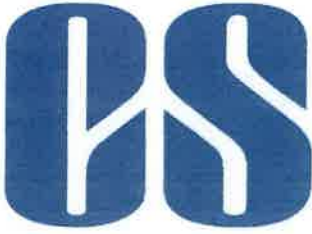
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Poonam Verma
Company Secretaries
9988682393, 9877699652
cspoonam31@gmail.com
Kothi No. 395, Phase-1, Mohali, Punjab

REPORT OF THE SCRUTINIZER

(Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014)

[UNDER SECTION 230-232 OF THE COMPANIES ACT, 2013]

To,

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench,
for the Meeting of Equity Shareholders

ESCORTS KUBOTA LIMITED

(CIN- L74899HR1944PLC039088)

15/5, Mathura Road, Faridabad - 121003,
Haryana

Subject: Scrutinizer's report on the results of voting by the equity shareholders of Escorts Kubota Limited ("the Company") through remote e-voting /e-voting at the meeting of the equity shareholders of the Company held on Saturday, December02, 2023 at 2.00 P.M. (IST), through video conferencing/other audio visual means, convened pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and as per the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble Tribunal"/ "NCLT"), vide order dated October 16, 2023, in the Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023.

Dear Sir,

I, Poonam Verma (ACS 54184), Practicing company secretary, address: Kothi no 395, Phase I, Mohali, Punjab, e-mail Id poonam22office@gmail.com, cspoonam31@gmail.com, have been appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble Tribunal" or "Hon'ble NCLT"), by its order dated October16, 2023in Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023 ("Order"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting for the meeting, in a fair and transparent manner, of the equity shareholders of the **Company** convened by the said Order of the Hon'ble NCLT on Saturday, December02, 2023 at 02.00 p.m. (IST) ("**Meeting**") through video conferencing/other audio visual means ("**VC/OAVM**"), pursuant to the provisions of the Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**the Rules**") made there under and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the below mentioned resolution seeking approval of the equity shareholders of the Company on the Scheme of Amalgamation amongst Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited and the Company and their respective shareholders and creditors (the "**Scheme**").



I do hereby submit my report as under:

1. The Company had provided its members the facility to exercise their right to vote on the resolution contained in the Notice convening the Meeting through remote e-voting/e-voting for the Meeting by using the electronic voting system provided by National Securities Depository Limited (NSDL).
2. The members of the Company as on the cut-off date i.e. November 25, 2023 (the "Cut-Off Date") were entitled to vote on the resolution as set out in the notice convening the Meeting via remote e-voting and e-voting at the Meeting. The remote e-voting period remained open from November 29, 2023 at 9.00 a.m. (IST) to December 01, 2023 at 5.00 p.m. (IST).
3. The voting rights of shareholders of the Company were in proportion to the extent of their shareholding of the fully paid-up equity share capital of the Company as on the Cut-off Date i.e. November 25, 2023. Registered members of the Company as on cut-off date were entitled to attend the Meeting (either in person or by Authorized Representative under Section 113 of the Act) through VC/OAVM and vote through electronic means.
4. As confirmed by the Company, the notice of Meeting together with the documents accompanying the same including the statements explaining the effect of the scheme on the creditors, Key Managerial Personnel (KMP), Promoters and Non-Promoters members along with the Scheme and explanatory statement under Sections 102, 230(3), 232(1), 232(2) of the Act read with the Rules, the Securities and Exchange Board of India Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other annexure(s) (the "Notice") were sent by NSDL through e-mail on October 26, 2023, to those shareholders whose e-mail Ids were registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s), and in case of shareholders whose e-mail Ids were not registered, through courier. Further, the said notice also sent to 4,941 cases, by way of courier on October 30, 2023, where e-mails sent by NSDL were bounced back. The notice is also available on the website of the Company, NSDL website and on the website of the Stock Exchanges (NSE and BSE) and Securities Exchange Board of India (SEBI).
5. As further confirmed by the Company, advertisements in relation to the Meeting, have been published in the newspapers, namely, "Financial Express" (English) (Country-wide edition which includes Delhi-NCR edition) and "Jansatta" (Hindi) (Delhi NCR edition) on October 27, 2023 indicating, *inter-alia*, the day, date, place and time of the Meeting(s). The aforesaid advertisements were also disseminated on the website of the Company, NSDL website and on the website of the Stock Exchanges (NSE and BSE).
6. The Company has complied with the directions given in para VIII to XII of the Order.
7. The shareholders of Company who attended the Meeting through VC/ OAVM and who had not casted their vote through remote e-voting prior to the Meeting were entitled to exercise their vote using the e-voting facility made available at the Meeting through VC/ OAVM. The e-voting module was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.



8. After the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:
 - a) Punit jain
 - b) Aman Sharma
9. I have scrutinized and reviewed the remote e-voting process as well as e-voting at the Meeting and votes tendered therein for the purpose of this report based on the data downloaded from the e-voting system of NSDL and the authorizations lodged with the Company/ Scrutinizer/ e-voting agency.
10. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" "against" or remain " invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by NSDL and to report finding on the compliance to the direction given in para VIII to XII of the Order.
11. All registers, relevant records and other incidental papers related to remote e-voting as well as e-voting during the Meeting were handed over to the Chairman of the Meeting.
12. The resolution placed before the shareholders for their approval through remote e-voting/e-voting at the Meeting and the result of the e-voting by the Equity shareholders of the Company on the resolution through remote e-voting /e-voting at the Meeting, is given below:

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made there under (including any statutory modification or re-enactment thereof) as may be applicable, the provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters with no adverse remarks dated 30th May 2023 and 29th May 2023 issued by BSE Limited and National Stock Exchange of India Limited, respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Chandigarh Bench (“Tribunal” or “NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities; as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Shareholders of the Company be and is hereby accorded to the Composite Scheme of Amalgamation amongst Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited and Escorts Kubota Limited and their respective shareholders and creditors (“Scheme”).



RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”

Details of Voting through by equity shareholders of the Company:

S.No	Particulars	Details
1.	Date and Time of the Shareholder Meeting	December 2, 2023, at 02:00 P.M. (IST)
2.	Total Number of shareholders on the date of sending notice i.e. October 20, 2023	1,39,301
3.	Total Number of shareholders as on cut of date i.e November 25, 2023	1,42,140
4.	Number of shareholders attended the meeting through video conferencing i) Promoter and Promoter Group ii) Public and others Total	14 57 71
5.	Resolution requirements: i. In accordance with the provisions of Sections 230-232 of the Act ii. In accordance with the provisions of Master Circular bearing number SEBI/HO/CFD/POD -2/P/CIR/2023/93 dated June 20, 2023	i. Requisite Majority i.e approval of majority persons, representing three fourth in value, of the fully paid-up of the equity shareholders of the Company. ii. Votes cast by the public shareholders in favor of the resolution are more than the number of votes cast by the public shareholders against it



The result of voting in accordance with the provisions of Sections 230 & 232 of the Act, is the requisite majority being approval of majority..... is as follows:

Particulars	Remote e-Voting		e-voting at the NCLT convened meeting (Insta Poll)		Total	
	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them
Total valid votes	502	91196714	15	585	517	91197299
votes cast in the favour of the Resolution	492	91195533	15	585	507	91196118
votes cast against the Resolution	10	1181	0	0	10	1181
% of votes cast in favour in Value	99.99%					
% of votes cast in against in value	0.01%					

Table showing bifurcation of promoters, public- instructions and other is as under:

Promoter / Public	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes-in favour	No. of votes-in against	% of votes in favour on votes polled	% of votes in against on votes polled
Promoter and Promoter Group	E-Voting	7474636	73920010	98.8945	73920010	0	100.0000	0
	Insta-Poll*	5	0	0	0	0	0	0
	Total	7474636 5	73920010	98.8945	73920010	0	100.0000	0



Public - Institutional holders	E-Voting	1525912 0	13826051	90.6084	13826051	0	100.0 000	0
	Insta-Poll*		0	0	0	0	0	0
	Total	1525912 0	13826051	90.6084	13826051	0	100.0 000	0
Public- Others	E-Voting	2049277 6	3450653	16.8384	3449472	1181	99.96 58	0.0342
	Insta-Poll*		585	0.0029	585	0	100.0 000	0
	Total	2049277 6	3451238	16.8412	3450057	1181	99.96 58	0.0342
	Grand Total	1104982 61	91197299	82.5328	91196118	1181	99.99 87	0.0013

***Vote casts during the meeting through E-voting Platform**

Invalid votes: NIL

Less Voted: 31

Witness:

1) *Raj Madhu Vihar, Delhi-110092*

2) *AMAN SHARMA, NEW DELHI-110076.*

Thanking You

Yours faithfully,



Poonam Verma

Practicing company secretary

ACS: 54184 CP No.: 21708

UDIN: A054184E002804316

Kothi No. 395, Phase 1,

Mohali, Punjab – 160055

Place: Faridabad

Date: December 2, 2023

Submitted to Mr. Satwinder Singh, Chairperson appointed by NCLT whose signatures are also appended below to acknowledge the same.



Counter Sign By
Satwinder Singh
Chairperson of the Meeting



Poonam Verma
Company Secretaries
9988682393, 9877699652
cspoonam31@gmail.com
Kothi No. 395, Phase-1, Mohali, Punjab

REPORT OF THE SCRUTINIZER

[Under provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023]

To,

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench for the Meeting of Public Equity Shareholders

ESCORTS KUBOTA LIMITED

(CIN- L74899HR1944PLC039088)

15/5, Mathura Road, Faridabad - 121003,

Haryana

Subject: Scrutinizer's report on the results of voting by the public equity shareholders in terms of SEBI Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, of Escorts Kubota Limited ("the Company") through remote e-voting / e-voting at the meeting of the equity shareholders of the Company held on Saturday, December 02, 2023 at 02.00 P.M. (IST), through video conferencing / other audio visual means, convened pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and as per the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble Tribunal"/ "NCLT"), vide orders dated October 16, 2023, in the Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023.

Dear Sir,

I, Poonam Verma (ACS 54184), Practicing company secretary, address: Kothi no 395, Phase I, Mohali, Punjab, e-mail Id poonam22office@gmail.com, cspoonam31@gmail.com, the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting for the meeting, in a fair and transparent manner, of the public shareholders of Escorts Kubota Limited ("**the Company**"), in relation to the meeting of the equity shareholders of the Company convened by the Orders of the Hon'ble NCLT on Saturday, December 02, 2023 at 02.00 P.M. (IST) ("**Meeting**") through video conferencing/other audio visual means ("**VC/OAVM**"), pursuant to the provisions of the Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**the Rules**") made there under and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("**Management Rules**"), the Securities and Exchange Board of India Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 ("**SEBI Master Circular**") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), on the below mentioned resolution seeking approval of the public shareholders of the Company on the Scheme of Amalgamation amongst Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited and the Company and their respective shareholders and creditors (the "**Scheme**").

I do hereby submit my report as under:



1. The Company had provided its members the facility to exercise their right to vote on the resolution contained in the Notice convening the Meeting through remote e-voting/e-voting for the Meeting by using the electronic voting system provided by National Securities Depository Limited (NSDL).
2. The members of the Company as on the cut-off date i.e. November 25, 2023 (the "Cut-Off Date") were entitled to vote on the resolution as set out in the notice convening the Meeting via remote e-voting and e-voting at the Meeting. The remote e-voting period remained open from November 29, 2023 at 9.00 a.m. (IST) to December 01, 2023 at 5.00 p.m. (IST).
3. The voting rights of shareholders of the Company were in proportion to the extent of their shareholding of fully paid-up equity share capital of the Company as on the Cut-off Date i.e. November 25, 2023. Registered members of the Company as on cut-off date were entitled to attend the Meeting (either in person or by Authorized Representative under Section 113 of the Act) through VC/OAVM and vote through electronic means.
4. As confirmed by the Company, the notice of Meeting together with the documents accompanying the same including the statements explaining the effect of the scheme on the creditors, Key Managerial Personnel (KMP), Promoters and Non-Promoters members along with the Scheme and explanatory statement under Sections 102, 230(3), 232(1), 232(2) of the Act read with the Rules, the Securities and Exchange Board of India Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023 and other annexure(s) (the "Notice") were sent by NSDL through e-mail on October 26, 2023, to those shareholders whose e-mail Ids were registered with the Company's Registrar & Share Transfer Agent/Depository Participant(s), and in case of shareholders whose e-mail Ids were not registered, through courier. Further, the said notice also sent to 4,941 cases, by way of courier on October 30, 2023, where e-mails sent by NSDL were bounced back,. The notice is also available on the website of the Company, NSDL website and on the website of the Stock Exchanges (NSE and BSE) and Securities Exchange Board of India (SEBI).
5. As further confirmed by the Company, advertisements in relation to the Meeting, have been published in the newspapers, namely, "Financial Express" (English) (Country-wide edition which includes Delhi-NCR edition) and "Jansatta" (Hindi) (Delhi NCR edition) on October 27, 2023 indicating, inter alia, the day, date, place and time of the Meeting(s). The aforesaid advertisements were also disseminated on the website of the Company, NSDL website and on the website of the Stock Exchanges (NSE and BSE).
6. The Company has complied with the directions given in para VIII to XII of the Order.
7. The shareholders of Company who attended the Meeting through VC/ OAVM and who had not cast their vote through remote e-voting prior to the Meeting were entitled to exercise their vote using the e-voting facility made available at the Meeting through VC/ OAVM. The e-voting module was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.
8. After the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:
 - a) Punit Jain
 - b) Aman Sharma



9. I have scrutinized and reviewed the remote e-voting process as well as e-voting at the Meeting and votes tendered therein for the purpose of this report based on the data downloaded from the e-voting system of NSDL and the authorizations lodged with the Company/ Scrutinizer/ e-voting agency.
10. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or remain "invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by NSDL and to report finding on the compliance to the direction given in para VIII to XII of the Order.
11. All registers, relevant records and other incidental papers related to remote e-voting as well as e-voting during the Meeting were handed over to the Chairman of the meeting.
12. The resolution placed before the shareholders for their approval through remote e-voting/e-voting at the Meeting and the result of the e-voting by the public shareholders of the Company on the resolution through remote e-voting /e-voting at the Meeting is given below:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made there under (including any statutory modification or re-enactment thereof) as may be applicable, the provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters with no adverse remarks dated 30th May 2023 and 29th May 2023 issued by BSE Limited and National Stock Exchange of India Limited, respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Tribunal" or "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Shareholders of the Company be and is hereby accorded to the Composite Scheme of Amalgamation amongst Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited and Escorts Kubota Limited and their respective shareholders and creditors ("Scheme").

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."



Details of Voting through by public equity shareholders of the Company:

S.No	Particulars	Details
1.	Date and Time of the Shareholder Meeting	December 2, 2023, at 02:00 P.M. (IST)
2.	Total Number of shareholders on the date of sending notice i.e. October 20, 2023	139287
3.	Total Number of shareholders as on cut of date i.e November 25, 2023	142122
4.	Number of shareholders attended the meeting through video conferencing i) Promoter and Promoter Group ii) Public and others Total	- 57 57
5.	Resolution requirements: i. In accordance with the provisions of Sections 230-232 of the Act ii. In accordance with the provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023	i. Requisite Majority i.e approval of majority persons, representing three fourth in value, of the fully paid-up of the equity shareholders of the Company. ii. Votes cast by the public shareholders in favor of the resolution are more than the number of votes cast by the public shareholders against it

The result of voting in accordance with the provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, is the requisite majority being approval of majority..... is as follows:

Particulars	Remote e-Voting		e-voting at the NCLT convened meeting (Insta Poll)		Total	
	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them	No. of Members	No. of votes cast by them
Total public shareholders valid votes	486	17276704	15	585	501	17277289





Total votes cast by public shareholders in the favour of the Resolution	476	17275523	15	585	491	17276108
Total votes cast by the public shareholders against the Resolution	10	1181	0	0	10	1181
% of votes cast in favour in value	99.9658		0.00		99.9658	
% of votes cast in against in value	0.0342		0.00		0.0342	

Invalid votes: NIL

Voted Less: 31

Witness:

1)  Pooj Madhu Vihar, Delhi-110092

2)  AMAN SHARMA, NEW DELHI-110076

Thanking You.

Yours faithfully,




Poonam Verma
Practicing company secretary
ACS: 54184 CP No.: 21708
UDIN: **A054184E002807431**
Kothi No. 395, Phase 1,
Mohali, Punjab – 160055

Place: Faridabad

Date: December 2, 2023

Submitted to Mr. Satwinder Singh, Chairperson appointed by NCLT whose signatures are also appended below to acknowledge the same.

A handwritten signature in blue ink, appearing to be 'Satwinder Singh', written in a cursive style.

Counter Sign By
Satwinder Singh
Chairperson of the Meeting



Poonam Verma
Company Secretaries
9988682393, 9877699652
cspoonam31@gmail.com

Kothi No. 395, Phase-1, Mohali, Punjab

REPORT OF THE SCRUTINIZER

(Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench,
 for the Meeting of Unsecured Creditors

ESCORTS KUBOTA LIMITED

(CIN- L74899HR1944PLC039088)

15/5, Mathura Road, Faridabad - 121003,
 Haryana

Subject: Scrutinizer's report on the results of voting by the Unsecured Creditors of Escorts Kubota Limited("the Company") through remote e-voting /e-voting for the meeting of the Unsecured Creditors of the Company held on Saturday, December02, 2023 at 10.00 A.M. (IST), through video conferencing/other audio visual means, convened pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and as per the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble Tribunal"/ "NCLT"), vide order dated October 16, 2023, in the Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023.

Dear Sir,

I, Poonam Verma (ACS 54184), Practicing company secretary, address: Kothi no 395, Phase I, Mohali, Punjab, e-mail Id poonam22office@gmail.com,cspoonam31@gmail.com,have been appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("**Hon'ble Tribunal**" or "**Hon'ble NCLT**"), by its order dated October16, 2023in Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023 ("**the Order**"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting for the meeting, in a fair and transparent manner, of the Unsecured Creditors of the **Company**convened by the said Order of the Hon'ble NCLT on Saturday, December02, 2023 at 10.00 a.m. (IST) ("**Meeting**") through video conferencing/other audio visual means ("**VC/OAVM**"), pursuant to the provisions of the Section 230 - 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**the Rules**") made thereunder and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as applicable, on the below mentioned resolution seeking approval of the Unsecured Creditors of the Company on the Scheme of Amalgamation amongst Escorts Kubota India Private Limited, Kubota Agricultural



Machinery India Private Limited and the Company and their respective shareholders and creditors (the "Scheme").

I do hereby submit my report as under:

1. The Company had provided its Unsecured Creditors the facility to exercise their right to vote on the resolution contained in the Notice convening the Meeting through remote e-voting/e-voting for the Meeting by using the electronic voting system provided by National Securities Depository Limited (NSDL).
2. The Unsecured Creditors having outstanding balance of equal to or more than Rs 5,00,000/- of the Company ("Unsecured Creditors") as on the cut-off date i.e. October 16, 2023 (the "Cut-Off Date") were entitled to vote on the resolution as set out in the notice convening the Meeting via remote e-voting and e-voting for at the Meeting. The remote e-voting remained open from November 24, 2023 at 9.00 a.m. (IST) to December 01, 2023 at 5.00 p.m. (IST).
3. The voting rights of Unsecured Creditors of the Company were in proportion to the principal amount due to them by the Company as on the cut-off date, i.e. October 16, 2023. Unsecured Creditors of the Company, as on cut-off date was entitled to attend the Meeting (either in person or by Authorized Representative under Section 113 of the Act) through VC/OAVM.
4. As confirmed by the Company, individual notice of the meeting of unsecured creditors together with the documents accompanying the same including the statement explaining the effect of the scheme on the creditors, Key Managerial Personnel (KMP), Promoters and Non-Promoters members along with the effect of the scheme of amalgamation on any material interest of the Directors of the Company ("Notice of Unsecured Creditors Meeting"), were sent through courier on October 26, 2023 (Except whose outstanding balance is less than Rs. 5,00,000/- as on October 16, 2023). In case of 1,389 unsecured Creditors whose outstanding balance is less than Rs. 5,00,000/- as on October 16, 2023, the notice of Unsecured Creditors Meeting has been sent through e-mail whose e-mails Ids were registered with the Company and in case of 699 unsecured creditors whose e-mail Ids were not registered, the same has been sent through courier for communication purpose. Further, the said notice has also been sent to 268 cases, where e-mails sent by NSDL were bounced back, by way of courier on October 30, 2023. The aforesaid notice is also available on the website of the Company, NSDL and on the website of the Stock Exchanges (NSE and BSE) and Securities and Exchange Board of India (SEBI).
5. As further confirmed by the Company, advertisements *inter-alia* in relation to the Meeting, have been published in the newspapers, namely, "Financial Express" (English) (Country-wide edition which includes Delhi-NCR edition) and "Jansatta" (Hindi) (Delhi NCR edition) on October 27, 2023 indicating the day, date, place and time of the Meeting(s). The aforesaid advertisements were also disseminated on the website of the Company, NSDL and on the website of the Stock Exchanges (NSE and BSE).
6. The Company has complied with the directions given in para VIII to XII of the Order.
7. As per the scheduled meeting, the meeting commenced at 10:00 AM, however due to unavailability of requisite Quorum prescribed in the order, the meeting was adjourned for half an hour. The meeting was reconvened at 10:31 AM wherein, the Unsecured Creditors of Company who attended the Meeting were constituted as valid Quorum.



8. The unsecured creditors who attended the meeting through VC/ OAVM and who had not cast their vote through remote e-voting prior to the Meeting were entitled to exercise their vote using the e-voting facility made available for the Meeting through VC/ OAVM. The e-voting module was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.
9. After the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:
 - a) Punit Jain
 - b) Ashima Jain
10. I have scrutinized and reviewed the remote e-voting process as well as e-voting for the Meeting and votes tendered therein for the purpose of this report based on the data downloaded from the e-voting system of NSDL and the authorizations lodged with the Company/ Scrutinizer/ e-voting agency.
11. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" "against" or remain "invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by NSDL and to report findings on the compliance to the direction given in para VIII to XII of the Order.
12. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meetings were handed over to the Chairman of the Meeting.
13. The resolution placed before the Unsecured Creditors for their approval through remote e-voting/e-voting for the Meeting and the result of the e-voting by the Unsecured Creditors of the Company on the resolution through remote e-voting /e-voting for the Meeting, is given below:

Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification or re-enactment thereof) as may be applicable, the provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters with no adverse remarks dated 30th May 2023 and 29th May 2023 issued by BSE Limited and the National Stock Exchange of India Limited, respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Tribunal" or "NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Unsecured Creditors of the Company be and is hereby accorded to the Composite Scheme of Amalgamation amongst Escorts Kubota India Private Limited,



Kubota Agricultural Machinery India Private Limited and Escorts Kubota Limited and their respective shareholders and creditors ("Scheme").

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Report on result of E-Voting by Unsecured Creditors of the Company:

S.No	Particulars	Details
1.	Date of the Unsecured Creditors Meeting	December 2, 2023, at 10:00 A.M. (IST)
2.	Total Number of unsecured Creditors on the date of Order i.e October 16, 2023.	2,785
3.	Number of unsecured Creditors attended the meeting	9 (representing 5.99%)
4.	Resolution required: ➤ In accordance with the provisions of Sections 230-232 of the Act	➤ Requisite Majority i.e approval from majority of unsecured creditors voted, representing three-fourths in value of the unsecured creditors of the Company.



E-Voting (Remote E-voting and E-Voting during the meeting)

Particulars	No. of Unsecured Creditors	No. of votes cast by them in terms of their value
Total valid votes	26	93,30,25,113
Total votes cast in the favor of the Resolution	26	93,30,25,113
Total votes cast against the Resolution	0	NA
% of votes cast in favor	100%	
% of votes cast against	-	

Invalid votes:

Category	Number of Unsecured Creditors	Amount Due	Reason of Invalid Votes
Unsecured Creditors	0	NA	NA

Witness:

- 1) *Pug* Flat No. 438, Plot No. 50, Parshva Nath Appartment, Madhu Vihar, Delhi - 110092
- 2) *Ashtime Jain* Address: Ashok Vihar, Delhi - 110052

Thanking You.

Yours faithfully,



Poonam Verma
Practicing Company Secretary
ACS: 54184 CP No.: 21708
UDIN: A054184E002798354
Kothi No. 395, Phase 1,
Mohali, Punjab – 160055

Place: Faridabad

Date: December 2, 2023

Submitted to Mr. Satwinder Singh, Chairperson appointed by NCLT whose signatures are also appended below to acknowledge the same.

A handwritten signature in blue ink, appearing to be 'Satwinder Singh', written in a cursive style.

Counter Sign By
Satwinder Singh
Chairperson of the Meeting



Poonam Verma
Company Secretaries
9988682393, 9877699652
cspoonam31@gmail.com
Kothi No. 395, Phase-1, Mohali, Punjab

REPORT OF THE SCRUTINIZER

(Pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014)

To,

The Chairman appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench,
 for the Meeting of Unsecured Creditors

ESCORTS KUBOTA INDIA PRIVATE LIMITED

(CIN- U34300HR2019FTC078790)

18/4, Mathura Road, Faridabad - 121007,
 Haryana

Subject: Scrutinizer's report on the results of voting by the Unsecured Creditors of Escorts Kubota India Private Limited ("the Company") through remote e-voting /e-voting for the meeting of the Unsecured Creditors of the Company held on Saturday, December02, 2023 at 12.00 P.M. (IST), through video conferencing/other audio visual means, convened pursuant to Sections 230-232 of the Companies Act, 2013 ("Act") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, and Sections 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, and as per the directions issued by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("Hon'ble Tribunal"/ "NCLT"), vide order dated October 16, 2023, in the Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023.

Dear Sir,

I, Poonam Verma (ACS 54184), Practicing company secretary, address: kothi no 395, Phase I, Mohali, Punjab, e-mail Id poonam22office@gmail.com, have been appointed by the Hon'ble National Company Law Tribunal, Chandigarh Bench ("**Hon'ble Tribunal**" or "**Hon'ble NCLT**"), by its order dated October16, 2023in Company Scheme Application No. CA (CAA) 35/Chd/Hry/2023 ("**the Order**"), as the Scrutinizer for the purpose of scrutinizing the remote e-voting process and e-voting for the meeting, in a fair and transparent manner, of the Unsecured Creditors of the **Company** convened by the said Order of the Hon'ble NCLT on Saturday, December02, 2023 at 12.00 p.m. (IST) ("**Meeting**") through video conferencing/other audio visual means ("**VC/OAVM**"), pursuant to the provisions of the Section 230 - 232 and other applicable provisions of the Companies Act, 2013 ("**the Act**") read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("**the Rules**") made there under and Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, on the below mentioned resolution seeking approval of the Unsecured Creditors of the Company on the Scheme of Amalgamation amongst Escorts Kubota Limited, Kubota Agricultural Machinery India Private Limited and the Company and their respective shareholders and creditors (the "**Scheme**").



I do hereby submit my report as under:

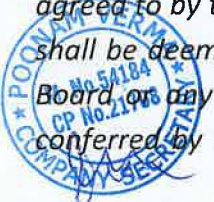
1. The Company had provided its Unsecured Creditors the facility to exercise their right to vote on the resolution contained in the Notice convening the Meeting through remote e-voting/e-voting for the Meeting by using the electronic voting system provided by National Securities Depository Limited (NSDL).
2. The Unsecured Creditors of the Company having outstanding balance of equal to or more than Rs 5,00,000/-, as on the cut-off date i.e. October 16, 2023 (the "Cut-Off Date") were entitled to vote on the resolution as set out in the notice convening the Meeting via remote e-voting and e-voting for the Meeting. The remote e-voting remained open from November 24, 2023 at 9.00 a.m. (IST) to December 01, 2023 at 5.00 p.m. (IST).
3. The voting rights of Unsecured Creditors of the Company were in proportion to the principal amount due to them by the Company as on the cut-off date, i.e. October 16, 2023. Unsecured Creditors of the Company, as on cut-off date was entitled to attend the Meeting (either in person or by Authorized Representative under Section 113 of the Act) through VC/OAVM
4. As confirmed by the Company, individual notice of the meeting of unsecured creditors (Except whose outstanding balance is less than Rs. 5,00,000/- as on October 16, 2023), together with the documents accompanying the same including the statement explaining the effect of the scheme on the creditors, Key Managerial Personnel (KMP), Promoters and Non-Promoters members along with the effect of the scheme of amalgamation on any material interest of the Directors of the Company ("Notice of Unsecured Creditors Meeting"), were sent through courier on October 26, 2023. In case of unsecured Creditors whose outstanding balance is less than Rs. 5,00,000/- as on October 16, 2023, the notice of Unsecured Creditors Meeting has been sent through e-mail, by NSDL, whose e-mails Ids were registered with the Company and in case of creditors whose e-mail Ids were not registered, the same has been sent through courier for communication purpose. Further, the said notice has also been sent to 14 cases, where e-mails Sent by NSDL were bounced back, by way of courier on October 30, 2023. The same is also available on the website of the Amalgamated Company i.e Escorts Kubota Limited and e-voting agency i.e NSDL.
5. As further confirmed by the Company, advertisements inter-alia in relation to the Meeting, have been published in the newspapers, namely, "Financial Express" (English) (Country-wide edition which includes Delhi-NCR edition) and "Jansatta" (Hindi) (Delhi NCR edition) on October 27, 2023 indicating, inter alia, the day, date, place and time of the Meeting(s). The aforesaid advertisements were also disseminated on the website of the Amalgamated Company i.e Escorts Kubota Limited and e-voting agency NSDL.
6. The Company has complied with the directions given in para VIII to XII of the Order.
7. The Unsecured Creditors of Company who attended the Meeting through VC/ OAVM and who had not casted their vote through remote e-voting prior to the Meeting were entitled to exercise their vote using the e-voting facility made available for the Meeting through VC/ OAVM. The e-voting module was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.



8. The unsecured creditors who attended the meeting through VC/ OAVM and who had not cast their vote through remote e-voting prior to the Meeting were entitled to exercise their vote using the e-voting facility made available for the Meeting through VC/ OAVM. The e-voting module was disabled by NSDL for voting after 15 minutes of the conclusion of the Meeting.
9. After the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:
 - a) Punit Jain
 - b) Ashima Jain
10. I have scrutinized and reviewed the remote e-voting process as well as e-voting for the Meeting and votes tendered therein for the purpose of this report based on the data downloaded from the e-voting system of NSDL and the authorizations lodged with the Company/ Scrutinizer/ e-voting agency .
11. My responsibility as a Scrutinizer for the voting process is restricted to make a Scrutinizer's Report of the votes cast "in favor" "against" or remain " invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by NSDL and to report findings on the compliance to the direction given in para VIII to XII of the Order.
12. All registers, relevant records and other incidental papers related to remote e-voting prior to as well as during the Meetings were handed over to the Chairman of the Meeting.
13. The resolution placed before the Unsecured Creditors for their approval through remote e-voting/e-voting for the Meeting and the result of the e-voting by the Unsecured Creditors of the Company on the resolution through remote e-voting /e-voting for the Meeting, is given below:

Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230-232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made there under (including any statutory modification or re-enactment thereof) as may be applicable, the provisions of Master Circular bearing number SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, as amended from time to time, issued by the Securities and Exchange Board of India, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the observation letters with no adverse remarks dated 30th May 2023 and 29th May 2023 issued by BSE Limited and the National Stock Exchange of India Limited, respectively and subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Hon’ble National Company Law Tribunal, Chandigarh Bench (“Tribunal” or “NCLT”) and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), approval of the Unsecured Creditors of the Company be and is hereby



accorded to the Composite Scheme of Amalgamation amongst Escorts Kubota India Private Limited, Kubota Agricultural Machinery India Private Limited and Escorts Kubota Limited and their respective shareholders and creditors ("Scheme").

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the NCLT while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

Report on result of E- Voting by Unsecured Creditors of the Company:

S.No	Particulars	Details
1.	Date of the Unsecured Creditors Meeting	December 2, 2023, at 12:00 P.M. (IST)
2.	Total Number of unsecured Creditors on the date of Order i.e October 16, 2023.	219*
3.	Number of unsecured Creditors attended the meeting	10 (representing 81.65%)
4.	Resolution required: <ul style="list-style-type: none"> ➤ In accordance with the provisions of Sections 230-232 of the Act 	<ul style="list-style-type: none"> ➤ Requisite Majority i.e approval from majority of unsecured creditors voted, representing three-fourths in value of the unsecured creditors of the Company.

***the aforesaid numbers effectively constitute only 114 unsecured creditors however due to design of the excel worksheet provided by NSDL, few entries stood duplicated along with their amounts. Hence the results have been derived basis the effective counts of the unsecured creditors of the Company as on the cut-off date**





E-Voting (Remote E-voting and E-Voting during the meeting)

Particulars	No. of Unsecured Creditors	No. of votes cast by them in terms of their value
Total valid votes	26	3,71,30,69,523
Total votes cast in the favor of the Resolution	26	3,71,30,69,523
Total votes cast against the Resolution	0	N.A
% of votes cast in favour	100%	
% of votes cast against	0	

Invalid votes:

Category	Number of Unsecured Creditors	Amount Due	Reason of Invalid Votes
Unsecured Creditors	0	NA	NA

Witness:

- 1)  Flat No. 438, Plot No. 50, Parshva Nath Apartment, Madhu Vihar, Delhi - 110092
- 2)  (Address: Ashok Vihar, Delhi - 110052)

Thanking You.

Yours faithfully,



Poonam Verma
Practicing Company Secretary
ACS: 54184 CP No.: 21708
UDIN: A054184E002801412
Kothi No. 395, Phase 1,
Mohali, Punjab – 160055

Place: Faridabad

Date: December 2, 2023

Submitted to Mr. Satwinder Singh, Chairperson appointed by NCLT whose signatures are also appended below to acknowledge the same

A handwritten signature in blue ink, appearing to be 'Satwinder Singh', written in a cursive style.

Counter Sign By
Satwinder Singh
Chairperson of the Meeting