



Escorts Kubota Limited

February 20, 2024

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

Dear Sir/ Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

In compliance with the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and Pursuant to the Regulations 30 and 44 of the SEBI Listing Regulations and other applicable laws, rules and regulations, if any, we enclose a copy of Postal Ballot Notice dated February 8, 2024 seeking the approval of the members of the Company only by way of electronic means (“e-voting”) in respect of the following resolutions:

Sr. No.	Particulars	Resolution Type
1.	To appoint Mr. Nobushige Ichikawa, DIN- 09570234- as Director of the Company	Ordinary Resolution
2.	To appoint Mr. Shingo Hanada, DIN- 10484929 as Director of the Company	Ordinary Resolution

In compliance with the MCA Circulars issued, from time to time, the Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited and whose email IDs are registered with the RTA/ Depository Participants as on **February 16, 2024** (“cut-off date”). The Company has offered e-voting facility for transacting all businesses through KFin Technologies Limited through their portal <https://evoting.kfintech.com> to enable the members to cast their votes electronically.

The Postal Ballot Notice is also available on our website at www.escortsgroup.com.

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 period will commence from **Wednesday, February 21, 2024** (09:00 a.m. IST) and will end on **Thursday, March 21, 2024** (05:00 p.m. IST).

The Calendar of Event for the proposed postal ballot process is enclosed for reference.

The above is for your kind information and records.

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

Satyendra Chauhan
Company Secretary

Encl.: As above

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

Calendar of Events of Postal Ballot Process

Sr. No.	Particulars	Date
1.	Cut-off Date for sending Postal Ballot Notice	February 16, 2024
2.	Date of commencement of e-voting	February 21, 2024 (From 09:00 a.m. IST)
3.	Last date of e-voting	March 21, 2024 (Up to 05:00 p.m. IST)
4.	Date on which the resolution deemed to be passed	March 21, 2024
5.	Date of submission of report by Scrutinizer	On or before March 26, 2024
6.	Date of declaration of results by Chairman or person authorized by Chairman	On or before March 26, 2024

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

ESCORTS KUBOTA LIMITED

(Formerly Escorts Limited)

CIN: L74899HR1944PLC039088

Registered Office: 15/5, Mathura Road, Faridabad – 121003, Haryana

Phone: 129-2250222, **FAX:** 0129-2250060

E-mail: corp.secretarial@escortskubota.com

Website: www.escortsgroup.com

POSTAL BALLOT NOTICE

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

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, (“**Rules**”) (hereinafter cumulatively referred to as “**Act**”), read with General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, 11/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 and any other circulars issued from time to time by the Ministry of Corporate Affairs (“**MCA**”) (together referred as “**MCA Circulars**”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), as amended, 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 resolution(s) as set out hereunder are proposed to be passed by the members of Escorts Kubota Limited (“**Company**”), as Ordinary Resolution(s), as the case may be, by means of Postal Ballot through voting by electronic means (“**E-voting**”).

In accordance with MCA Circulars read with Act and Regulation 44 of the Listing Regulations, the Company is sending this Postal Ballot Notice only by e-mail to all its members who have registered their e-mail addresses with the Company and the communication of assent/ dissent of the members will only take place through the ‘E-voting’ system. The Company is providing facility for voting by electronic means and the business as mentioned in this Postal Ballot Notice be transacted through such electronic means. The Company has appointed KFin Technologies Limited (“**KFin**”) for facilitating ‘E-voting’ system to enable the Members to cast their votes electronically.

The hard copies of Postal Ballot Notice along with postal ballot forms and pre-paid business envelope will not be sent to the members for this Postal Ballot in compliance with the requirements of the MCA Circulars. The instructions for E-voting are mentioned in the Notes below under the section “Voting through Electronic Means” under this Postal Ballot Notice.

Members are requested to peruse the resolution(s) set out below along with their respective Explanatory Statement(s) and thereafter record your assent or dissent through ‘E-voting’ process.

The Board of Directors (“**Board**”) at its meeting held on February 8, 2024 has appointed Mr. Jayant Gupta, Practicing Company Secretary (FCS Membership No. 7288 and Certificate of Practice No. 9738), as the Scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot, including E-voting process, in a fair and transparent manner.

Members holding equity shares of the Company as on February 16, 2024 (“**Cut-off Date**”) can cast their vote by E-voting process only.

Members may note that E-voting shall commence at 9:00 a.m. (IST) on - Wednesday, February 21, 2024 and will remain open up to 5:00 p.m. (IST) on Thursday, March 21, 2024

Members, requiring any clarifications on E-voting, may contact Mr. Sankara Gokavarapu, Manager on toll-free number 1800 309 4001 or by e-mail at einward.ris@kfintech.com or contact at KFin Technologies Limited, unit : Escorts Kubota Limited, Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032 with attention to Mr. Sankara Gokavarapu.

After completion of scrutiny of the 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 the declaration of results. The results of Postal Ballot shall be declared within 2 (two) working days from the end of voting i.e. on or before March 26, 2024 at the registered office of the Company and communicated to the stock exchange(s), KFin Technologies Limited, Registrar and Share Transfer Agent of the Company (RTA) and shall also be displayed on the Company’s website, viz., www.escortsgroup.com and the website of E-voting agency, viz., <https://evoting.kfintech.com>.

The Proposed Resolution(s) along with respective Explanatory Statement(s), required to be annexed to notice under Section 102 of the Act, setting out the material facts and reasons for the resolutions, is also appended herewith.

In accordance with SS-2 the Resolution(s) shall be deemed to have been passed, if approved by requisite majority, on the last date specified by the Company for E-voting i.e. **March 21, 2024**.

Resolution(s) by means of Postal Ballot

Item No. 1 - To appoint Mr. Nobushige Ichikawa, DIN-09570234- as Director of the Company 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 152 read with other applicable provisions of the Companies Act, 2013 (**“Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable laws, rules, regulations (including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (‘SEBI Listing Regulations’) **Mr. Nobushige Ichikawa, DIN- 09570234**, who was appointed as an Additional Director, effective from February 8,2024 as non-executive Director, in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company, to hold office up the date of ensuing Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier, and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from Kubota Corporation, a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Item No. 2 - To appoint Mr. Shingo Hanada, DIN-10484929 as Director of the Company 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 152 read with other applicable provisions of the Companies Act, 2013 (**“Act”**) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable laws, rules, regulations (including any amendment(s), statutory modification(s) or reenactment(s) thereof for the time being in force),and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended (‘SEBI Listing Regulations’) . **Mr. Shingo Hanada, DIN- 10484929**, who was appointed as an Additional Director, effective from February 8,2024 as non-executive Director, in accordance with the provisions of Section 161(1) of the Act and the Articles of Association of the Company, to hold office up the date of ensuing Annual General Meeting or within a period of three months from the date of appointment, whichever is

earlier, and who qualifies for being appointed as a Director and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from Kubota Corporation, a member of the Company, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

Resolved Further That the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By Order of the Board of Directors
for Escorts Kubota Limited**

Sd/-

**Place: Faridabad
Date: February 8, 2024**

**Satyendra Chauhan
Company Secretary**

NOTES:

- 1) The Notice is being sent by e-mail to all 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 Friday, February 16, 2024 i.e. **the Cut-off Date**. The Notice is being sent to members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the RTA (in case of physical shareholding). Members whose e-mail addresses are not registered, shall register their e-mail as per the instructions given in the Notes below.
- 2) Members whose names appear on the Register of Members/ List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of e-voting i.e. (Only those members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date will be entitled to cast their votes by E-voting).
- 3) A person who is not a member as on the Cut-off Date should treat this notice for information purpose only.
- 4) Voting rights will be reckoned on the paid-up value of shares registered in the name of the members on the Cut-off Date.
- 5) Copy of this Notice will also be available on the Company’s website at www.escortsgroup.com and on the website of KFin at <https://evoting.kfintech.com/public/Downloads.aspx> and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed.
- 6) The Scrutinizer’s decision on the validity of E-voting will be final and binding.
- 7) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are

allowed to vote through their demat accounts/ websites of Depositories/ Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

8) Voting through electronic means:

Important Details of E-voting:

- (a) Date and time of commencement of voting through electronic means: Wednesday, February 21, 2024 at 9:00 a.m. (IST).
- (b) Date and time of end of voting through electronic means Thursday, March 21, 2024 till 5:00 p.m. (IST) beyond which voting will not be allowed:
- (c) Details of Website: <https://evoting.kfintech.com>
- (d) Details of persons to be contacted for issues relating to E-voting: Mr. Sankara Gokavarapu, Manager, KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Toll Free No.: 1800 309 4001; Fax No.: +91 40 2300 1153; E-mail: einward.ris@kfintech.com
- (e) Details of Scrutinizer: Mr. Jayant Gupta, Company Secretary in Practice (FCS Membership No. 7288; C.P. No. 9738).

The procedure and instructions for E-voting are as follows:

(A) In case of members who have registered their e-mail addresses with the Company/ RTA/ Depository Participant(s):

- i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password as mentioned in e-mail).
 - In case of physical folio, User ID will be EVEN (E-voting Event Number i.e 7889) followed by folio number.
 - In case of Demat account, User ID will be your DP ID followed by Client ID.
 - However, if you are already registered with KFin 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, e-mail 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” i.e. 7889.
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. February 16, 2024 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. February 21, 2024 to March 21, 2024 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, to the Scrutinizer at e-mail pcs.iga@gmail.com with a copy marked to evoting@kfintech.com and may also upload the same in the e-Voting module in their login on or before close of e-voting i.e. 05:00 p.m. IST on March 21, 2024 . In case of non-receipt of authorization, such voting may be marked invalid by the scrutinizer. The scanned image of the above mentioned documents should be in the naming format “Escorts Kubota Limited Event No.”

(B) In case of members who have not registered their e-mail address with the Company/ Depository Participant(s):

The members who have not yet registered their e-mail address are requested to get their e-mail addresses registered by following the procedure given below:

In respect of shares held in electronic form with their Depository Participant(s) and in respect of shares held in physical form by sending duly filled and signed Form ISR-1 available on Company's website at <https://www.escortsgroup.com/investors/useful-links/forms.html>, to the Registrar and Share Transfer Agent of the Company – KFin

Technologies Limited at Selenium Building, Tower-B, Plot No, 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India – 500032 or through electronic mode with e-sign by the following link:<https://ris.kfintech.com/clientservices/isc/default.aspx#>

In case of any queries, in this regard, Members are requested to write to einward.ris@kfintech.com or evoting@kfintech.com or contact KFIN at toll free number: 1800 309 4001.

9. Information and Instructions for E-voting by Individual Shareholders holding shares of the Company in Demat Mode:

Login method for Individual shareholders holding securities in demat mode is given below:

NSDL	CDSL
<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none">I. Type in the browser/ click on the following URL: https://eservices.nsd.comII. Click on the "Beneficial Owner" icon under 'IDeAS' section.III. On the new page, enter User ID and Password. Post successful authentication, click on "Access to e-Voting"IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none">I. To register, type in browser/ click on link: https://eservices.nsd.comII. Select "Register Online for IDeAS"III. Proceed with completing the required fields.IV. After registration, please follow steps given above to cast your vote. <p>3. By visiting the e-Voting website of NSDL</p> <ol style="list-style-type: none">I. Type in the browser/ click on the following URL: https://www.evoting.nsd.com/II. Click on the icon "Login" which is available under 'Shareholder/Member' section.III. On the login page, enter User ID (i.e. 16-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.IV. Post successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page.V. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.	<p>1. Existing user who have opted for Easi/ Easiest</p> <ol style="list-style-type: none">I. Type in the browser/ click on the following URL: https://web.cdslindia.com/myeasitoken/Home/Login or URL: www.cdslindia.comII. Click on New System MyeasiIII. Login with user id and password.IV. Option will be made available to reach e-Voting page without any further authentication.V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/ Easiest</p> <ol style="list-style-type: none">I. To register, type in browser/ click on link: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistrationII. Proceed with completing the required fields.III. After registration, please follow steps given above to cast your vote. <p>3. By visiting the e-Voting website of CDSL</p> <ol style="list-style-type: none">I. Type in the browser/ click on the following URL: www.cdslindia.comII. Provide demat account number and PANIII. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.IV. After successful authentication, user will be provided links for the respective e-Voting service provider where the e- Voting is in progress.

Individual Shareholders (holding securities in demat mode) can login through their demat accounts/ website of depository participants.

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for E-voting facility. Once login, you will be able to see E-voting option. Click on E-voting option and you will be redirected to NSDL/ CDSL Depository site after successful authentication. Click on company name or E-voting service provider

name and you will be redirected to E-voting service provider website for casting your vote during the E-voting period.

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password options available on the websites of Depositories/ Depository Participants.

Members facing any technical issue – NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990

Members facing any technical issue – CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 22-23058542-43.

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.kfintech.com/public/Downloads.aspx> or contact Mr. Sankara Gokavarapu, Manager (Unit: Escorts Kubota Limited), KFin Technologies Limited, Selenium Building, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032. Toll Free No.: 1800 309 4001; Fax No.:+ 91 40 23001153; E-mail: einward.ris@kfintech.com for any further clarifications.

10. E-voting period commences on Wednesday, February 21, 2024 **(9:00 a.m. IST)** and ends on Thursday, March 21, 2024**(5:00 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. February 16, 2024 may cast their vote by E-voting only. The E-voting module shall be disabled by KFin for voting thereafter i.e., after 5:00 p.m. IST on March 21, 2024.

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. Members who do not have the User ID and Password for E-voting or have forgotten the User ID and Password may retrieve the same by following the E-voting instructions mentioned elsewhere in the Notice. Further, members can also use the OTP based login for logging into the E-voting system.

11. Mr. Jayant Gupta, Practicing Company Secretary has been appointed as Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
12. The Scrutinizer shall within stipulated time from the 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.
13. The result of the Postal Ballot will be announced on or before Tuesday, March 26, 2024 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, KFin's website <https://evoting.kfintech.com> and shall also be communicated to the stock exchanges where the shares of the Company are listed.
14. As required by Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Faridabad (in vernacular language, i.e. Hindi).
15. Documents, if any, referred to in the Notice will be kept open for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 p.m. on all working days between Monday to Friday of every week, up to the last date specified by the Company for E-voting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with the relevant rules made thereunder

The following explanatory statement sets out the material facts relating to the special business mentioned at the Item No. 1 and 2 of the accompanying Notice dated February 8, 2024.

Item No. 1 and 2

Based on the recommendation of the Nomination, Remuneration and Compensation Committee ('NRC'), the Board of Directors of the Company, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ("Act") and the Articles of Association of the Company, had appointed **Mr. Nobushige Ichikawa, DIN- 09570234 and Mr. Shingo Hanada, DIN- 10484929** as an Additional Directors of the Company with effect from February 8, 2024. Pursuant to Section 161(1) of the Act and SEBI Listing Regulations, Mr. Nobushige Ichikawa and Mr. Shingo Hanada holds office up to the date of ensuing Annual General Meeting or three months from the date of appointment, whichever is earlier.

In terms of Regulation 17 of SEBI Listing Regulations, a listed entity shall ensure that approval of members for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, **whichever is earlier**. Accordingly, approval of the members of the Company is being sought by your Company through this postal ballot process, **under Item No. 1 and 2 by an ordinary resolution(s)** to appoint Mr. Nobushige Ichikawa and Mr. Shingo Hanada as Directors of the Company, liable to retire by rotation.

Mr. Nobushige Ichikawa and Mr. Shingo Hanada are not disqualified from being appointed as directors in terms of Section 164 of the Act and have given their consent to act as a director.

Details of Mr. Nobushige Ichikawa and Mr. Shingo Hanada are provided in the "Annexure-A" to the Notice, pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and (ii) Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.

The Company has received requisite notice(s) in writing from a member proposing the appointment of Mr. Nobushige Ichikawa and Mr. Shingo Hanada as candidates for the office of Directors of the Company.

Documents, if any, referred to in the Notice will be kept open for inspection at the Registered Office of the Company between 10:00 a.m. and 1:00 p.m. on all working days between Monday to Friday of every week, up to the last date specified by the Company for E-voting.

Based on the recommendation of the NRC, the Board recommends passing of the ordinary resolution(s), as set out at Item No. 1 and 2 of the Notice for approval of members.

Mr. Nobushige Ichikawa and Mr. Shingo Hanada, being appointee(s), is directly interested in the resolutions. Further, Mr. Dai Watanabe, Mr. Yasukazu Kamada, and Mr. Seiji Fukuoka, being nominee of M/s Kubota Corporation, may be deemed to be interested in the resolution to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board commends the Ordinary Resolutions set out at Item No. 1 and 2 of the Notice for approval by the members.

**By Order of the Board of Directors
for Escorts Kubota Limited**

Sd/-

**Place: Faridabad
Date: February 8, 2024**

**Satyendra Chauhan
Company Secretary**

**Details and other particulars of Director seeking Appointment
[Pursuant to Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings]**

Particulars	Mr. Nobushige Ichikawa	Mr. Shingo Hanada
Director Identification Number	09570234	10484929
Date of Birth (Age)	February 17, 1966 (58 years)	November 14, 1963 (60 years)
Date of first Appointment on the Board	February 8, 2024	February 8, 2024
Qualifications	Post Graduate in Master of Science and Engineering	Bachelor of Law
Brief Resume, experience and Expertise in specific functional areas	Mr. Nobushige Ichikawa has been working for Kubota for almost 35 years in various Management positions in Japan. In 2018 he has entered in Farm Machinery Engineering Europe Department and at present he is Managing Executive Officer of Kubota Corporation, General Manager of Tractor Division, General Manager of Tractor Engineering Management Unit and deputy General Manager of Research and Development Headquarters.	Mr. Shingo Hanada has been working for Kubota Corporation for almost 35 years in various Management position in Japan. In the year 2019, he has become the Senior Executive Officer of Kubota Corporation and General Manager of Outdoor Power Equipment Division. At present he is Director and Senior Managing Executive Officer of Kubota General Manager of Farm and Industrial Machinery Strategy and Operations Headquarters, Deputy General Manager of Planning and Control Headquarters and Deputy General Manager of Innovation Center.
Directorships held in other companies	Escorts Kubota India Private Limited	Nil
Committee Memberships/ Chairmanships of other Companies	Nil	Nil
Number of shares held in the Company	Nil	Nil
Number of meetings of the Board attended during the year	Not Applicable	Not Applicable
Relationship between directors inter-se and key managerial personnel of the Company	There is no inter-se relationship between Mr. Nobushige Ichikawa and other directors or key managerial personnel of the Company except that he is the nominee Director of Kubota Corporation along with Mr. Dai Watanabe, Mr. Yasukazu Kamada, Mr. Seiji Fukuoka and Mr. Shingo Hanada.	There is no inter-se relationship between Mr. Shingo Hanada and other directors or key managerial personnel of the Company except that he is the nominee Director of Kubota Corporation along with Mr. Dai Watanabe, Mr. Yasukazu Kamada, Mr. Seiji Fukuoka and Mr. Nobushige Ichikawa.
Terms and Conditions of appointment/ re-appointment	Mr. Nobushige Ichikawa has been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force.	Mr. Shingo Hanada has been appointed in terms of the provisions of Act and are responsible to undertake the roles and responsibilities prescribed under the provisions of the Act and other laws for the time being in force.
Details of remuneration sought to be paid	Nil	Nil
Remuneration last drawn, if any	Not Applicable	Not Applicable
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years; and	Nil	Nil

FOR THE ATTENTION OF THE MEMBERS OF THE COMPANY

1. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/RTA.
2. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition.
3. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company’s website and on the website of the Company’s RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI vide its Circular dated January 25, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialise the shares held by them in physical form.
4. Members can contact the Company or RTA, for assistance in this regard. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
5. As per the provisions of Section 72 of the Act and aforesaid SEBI Circulars, the facility for making nomination is available for the Members in respect of the shares held by them in physical mode. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13 with RTA.
6. Further members holding physical shares are informed that they can opt out of nomination or cancel the existing nomination by filing following form with RTA:
 - a. Form ISR – 3: For opting out of nomination by shareholder(s)
 - b. Form SH -14: For cancellation or variation to the existing nomination of the shareholder(s)