

July 31, 2020

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

BSE – 511716

Subject: Annual Secretarial Compliance Report for the year ended March 31, 2020

Dear Sirs,

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report for the financial year ended March 31, 2020, issued by M/s Jayant Gupta & Associates, Practicing Company Secretaries. We request you to kindly take the same on record.

Thanking you

Yours truly,
For Escorts Finance Limited



Vicky Chauhan
Company Secretary

Encl: as above

JAYANT GUPTA & ASSOCIATES

Company Secretaries

ANNUAL SECRETARIAL COMPLIANCE REPORT of Escorts Finance Limited for the year ended 31st March, 2020

I, Jayant Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by **Escorts Finance Limited** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2020("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;



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- (e) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr.No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks
1	Regulation 19(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	One of the Directors of the Nomination and Remuneration Committee is an executive Director.	The composition of the Nomination and Remuneration Committee was not as per the regulations for the period 1st April, 2019 to 26 th July, 2019. Thereafter, the composition was as per the regulation.
2	Disclosure under Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The disclosure of Related Party Transactions for the half year ended 31st March, 2019 was filed on 27th June, 2019 i.e. 23 days after the due date. The financial results were published on 5th May, 2019.	Delay in compliance



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3	Disclosure under Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The disclosure of Related Party Transactions for the half year ended 30th September, 2019 was filed on 2nd December, 2019 i.e. 1 day after the due date. The financial results were published on 1st November, 2019.	Delay in compliance
4.	Payment of fee and other charges as per Regulation 14 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The annual Listing fee payment was made on 9th July, 2019 i.e. with a delay of 2 months and 9 days.	Delay in compliance

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr.No	Actions Taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Not Applicable				

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:



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Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31st March, 2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 19(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	One of the Directors of the Nomination and Remuneration Committee is an executive Director	The Company has appointed a Non-Executive Director as a Member on 26th July, 2019 after cessation of Mr. Pritam Narang, Executive Director as member	The committee composition is as per the regulation after the induction of Mr. Vinod Dixit, Non-Executive Director, as a Member of the Committee w.e.f. 26th July, 2019

For Jayant Gupta & Associates
Company Secretaries



FCS No.:7288

C P No.: 9738

PR : 759/2020

UDIN: F007288B000541712

Place: New Delhi

Date: 31st July, 2020