



May 25, 2022

BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 BSE – 500495	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra East, Mumbai – 400051 NSE – ESCORTS	Delhi Stock Exchange Limited DSE House, 3/1, Asaf Ali Road, New Delhi – 110002 DSE - 00012
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Subject: Annual Secretarial Compliance Report for the financial year ended March 31, 2022

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, 2022, 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 Limited


Satyendra Chauhan
Company Secretary
& Compliance Officer



Encl: as above

ESCORTS LIMITED

Corporate Secretarial & Law

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

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E-mail : corpsl@escorts.co.in, Website : www.escortsgroup.com

Corporate Identification Number - L74899HR1944PLC039088

SECRETARIAL COMPLIANCE REPORT OF ESCORTS LIMITED FOR THE FINANCIAL YEAR ENDED ON MARCH 31, 2022

I, Jayant Gupta, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by Escorts 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 March 31, 2022 ("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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, as applicable;
- (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;
- (g) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) 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. However, pursuant to the provision of Regulation 167(6) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the entire pre-preferential allotment shareholding of the allottees is required to be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval. In the case of preferential allotment of 93,63,726 equity shares to Kubota Corporation, the listed entity, after receiving requisite approvals, not limited to shareholder approval, marked the lock-in on entire pre-preferential allotment shareholding from February 01, 2022 and has duly confirmed that there was no sale / pledge from the relevant date i.e. November 18, 2021 till February 01, 2022. Further, the same facts have also been submitted to the Stock exchanges, at the time of pre listing and trading approval application(s). Subsequently, after considering the same, Stock exchanges granted requisite pre-listing and trading approvals for the said preferential allotment.
- (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 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 eg. 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:



Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable				

**For Jayant Gupta & Associates
Company Secretaries**

**Jayant Gupta
Company Secretary**

FCS No. : 7288

C P No. : 9738

P R No. : 759/2020

UDIN : F007288D000381673



Place : New Delhi

Date : May 25, 2022