

September 29, 2014

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400051

Subject: SCRUTINIZER'S REPORT AND PROCEEDINGS OF ANNUAL GENERAL MEETING HELD ON SEPTEMBER 26, 2014 UNDER CLAUSE 31(d) OF THE LISTING AGREEMENT

Dear Sir(s),

Please find enclosed herewith the Scrutinizer's Report on e-voting and poll at the Annual General Meeting (AGM) as Annexure - 1.

Further, We wish to inform you that the shareholders of the Company at the AGM held on September 26, 2014 at Hotel KC Residency, SCO – 377-380, Sector – 35B, Chandigarh - 160035 have adopted and approved the following resolutions with requisite majority :-

A. Ordinary Business

1. Adoption of Audited Balance Sheet as at March 31, 2014, the Statement of Profit and Loss for the year ended on that date and Reports of Auditors and Directors thereon. (Ordinary Resolution)
2. Appointment of Mr. Pritam Narang as Director retiring by rotation. (Ordinary Resolution)
3. Appointment of M/s. N.M. Raiji & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration. (Ordinary Resolution)

B. Special Business

4. Appointment of Mr. Rochak Puri as an Independent Director of the Company to hold office upto the conclusion of 29th Annual General Meeting of the Company. (Ordinary Resolution)

5. Appointment of Ms. Preeti Chauhan as an Independent Director of the Company to hold office upto the conclusion of 29th Annual General Meeting of the Company. (Ordinary Resolution)
6. Adoption of amended Articles of Association of the Company. (Special Resolution)

The above is for your information and record please.

Thanking you

Yours faithfully,

For **Escorts Finance Limited**

Vicky
Vicky Chauhan
Company Secretary



JAYANT GUPTA & ASSOCIATES
COMPANY SECRETARIES

SCRUTINIZER'S COMBINED REPORT FOR E-VOTING & POLL OF ESCORTS FINANCE LIMITED
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies
(Management and Administration) Rules, 2014]

To,

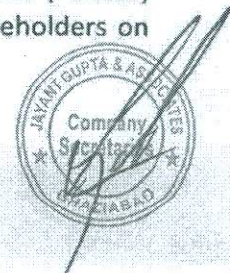
The Chairman,
The 26th Annual General Meeting of
Equity Shareholder of Escorts Finance Limited

Sub: Result of Voting conducted through electronic voting and poll conducted at the 26th Annual General Meeting ("AGM") of Escorts Finance Limited held on 26th September, 2014 at 3.00 P.M. at Hotel K C Residency, SCO-377-380, Sector – 35B, Chandigarh – 160 035

Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, appointed as a Scrutinizer by the Board of Directors of Escorts Finance Limited (the Company) at the Board Meeting held on 12th August, 2014 for the purpose of scrutinizing the e-voting held between 20th September, 2014 and 22nd September, 2014 and the Poll taken on the below mentioned resolutions at the 26th AGM of Escorts Finance Limited held on Friday, the 26th September, 2014 at 3.00 P.M. at Hotel K C Residency, SCO-377-380, Sector 35B, Chandigarh – 160 035, submit my report as under :

1. The Company despatched Notice of the 26th Annual General Meeting, the Annual Report 2013-2014, Attendance Slip & Proxy Form to 25215 Shareholders as per the records of the Company as on 22nd August, 2014 i.e. the cut-off date through Email, Courier and by Registered Post. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date.
2. As prescribed in clause (v) of Sub Rule 3 of Rule 20 of the Companies (Management and Administration) Rules, 2014, Company also released an advertisement, published in English in 'Financial Express' dated 11th September, 2014 and in Hindi in 'Jansatta' dated 11th September, 2014.
3. The Company extended the facility of electronic voting to the shareholders of the Company from 9.00 A.M. on Saturday, 20th September, 2014 upto 6.00 P.M. on Monday, 22nd September, 2014 through the Central Depository Services (India) Limited ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on



their website <https://www.evotingindia.com>. The e-voting result were unblocked by me on 22nd September, 2014 at 6.15 p.m. in the presence of two witnesses.

4. As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and the revised Clause 35B of the Listing Agreement, the Company had provided the facility of electronic voting to the shareholders to cast votes electronically and therefore at the 26th AGM the voting was conducted by means of poll.
5. At the 26th AGM of the Company held on 26th September, 2014, the Chairman suo moto called for a Poll to facilitate the members present at the meeting who could not participate in the e-voting to record their votes through the Poll process. The Chairman of the AGM had appointed me as Scrutinizer for the same.
6. Based on the reports generated from the e-voting system provided by CDSL and votes casted on Poll, I submit the consolidated voting results as under:

a) As an Ordinary Resolution- Item No.1

Adoption of Audited Balance Sheet and Profit & Loss account for period ended on March 31, 2014 and reports of the Board of Directors and Auditors thereon.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	3	23498478	0	0	3	23498478	0	0
PHY.	56	10095065	0	0	56	10095065	0	0
TOTAL	59	33593543	0	0	59	33593543	0	0

Total Valid shares (3-5) = 33593543

Votes in Favour (% of Total Valid shares) = 100 %

Votes in Against (% of Total Valid shares) = 0 %

b) As an Ordinary Resolution- Item No.2

Re-appointment of Mr. Pritam Narang as Director who retires by rotation.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	3	23498478	0	0	3	23498478	0	0
PHY.	56	10095065	0	0	56	10095065	0	0
TOTAL	59	33593543	0	0	59	33593543	0	0

Total Valid shares (3-5) = 33593543

Votes in Favour (% of Total Valid shares) = 100 %



Votes in Against (% of Total Valid shares) = 0 %

c) As an Ordinary Resolution- Item No.3:

Appointment of Auditors and fixing of their remuneration.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	3	23498478	0	0	3	23498478	0	0
PHY.	56	10095065	0	0	56	10095065	0	0
TOTAL	59	33593543	0	0	59	33593543	0	0

Total Valid shares (3-5) = 33593543

Votes in Favour (% of Total Valid shares) = 100 %

Votes in Against (% of Total Valid shares) = 0 %

d) As an Ordinary Resolution- Item No.4:

Appointment of Mr. Rochak Puri as an Independent Director of the Company.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	3	23498478	0	0	3	23498478	0	0
PHY.	56	10095065	0	0	56	10095065	0	0
TOTAL	59	33593543	0	0	59	33593543	0	0

Total Valid shares (3-5) = 33593543

Votes in Favour (% of Total Valid shares) = 100 %

Votes in Against (% of Total Valid shares) = 0 %

e) As an Ordinary Resolution- Item No.5:

Appointment of Ms. Preeti Chauhan as an Independent Director of the Company.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	3	23498478	0	0	2	23498378	1	100
PHY.	56	10095065	0	0	56	10095065	0	0
TOTAL	59	33593543	0	0	58	33593443	1	100

Total Valid shares (3-5) = 33593543

Votes in Favour (% of Total Valid shares) = 100 %

Votes in Against (% of Total Valid shares) = 0 %



f) As a Special Resolution- Item No.6:

Adoption of the amended Articles of Association of the Company.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOTS	VOTES	BALLOTS	VOTES	BALLOTS	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	3	23498478	0	0	2	23498378	1	100
PHY.	56	10095065	0	0	56	10095065	0	0
TOTAL	59	33593543	0	0	58	33593443	1	100

Total Valid shares (3-5) = 33593543
Votes in Favour (% of Total Valid shares) = 100 %
Votes in Against (% of Total Valid shares) = 0 %

Based on the above, all the Resolution stand passed under e-voting and poll with the requisite majority.


I hereby confirm that I am maintaining the Registers in respect of the votes cast through e-voting and poll alongwith poll papers. I shall make necessary arrangements to hand over these records to Mr. Vicky Chauhan, Company Secretary for safe keeping.

Thanking you
Yours faithfully
For Jayant Gupta & Associates

Jayant Gupta
Proprietor
Membership No.:F7288
PCS : 9738



Place: Chandigarh
Date: 26th September, 2014


A handwritten signature in blue ink, appearing to read "Pritam Narang", is written over a horizontal line.

Signed by Mr. Pritam Narang
CHAIRMAN

