

JAYANT GUPTA & ASSOCIATES

COMPANY SECRETARIES

SCRUTINIZER'S REPORT FOR E-VOTING AND POLL OF ESCORTS FINANCE LIMITED

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xi) of the Companies (Management and Administration) Rules, 2014]

To,

**The Chairman,
The 28th Annual General Meeting
Of the Equity Shareholder of Escorts Finance Limited**

Sub: Result of Voting conducted through electronic voting and poll conducted at the 28th AGM of Escorts Finance Limited held on September 30th, 2016 at 03.00 P.M. at Hotel K C Residency, SCO 377- 380, Sector – 35 B, Chandigarh –160 035

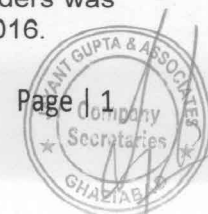
Dear Sir,

I, Jayant Gupta, Practicing Company Secretary having office at FA-156, Lajpat Nagar, Sahibabad, Ghaziabad – 201005 Uttar Pradesh, was appointed as a Scrutinizer by the Board of Directors of Escorts Finance Limited (the Company) at the Board Meeting held on August 23, 2016 for the purpose of scrutinizing the e-voting held between Tuesday, September 27, 2016 (9:00 am IST) and ends on Thursday, September 29, 2016 (5:00 pm IST) and the Poll taken on resolutions at the 28th AGM of Escorts Finance Limited held on September 30th, 2016 at 03.00 P.M. at Hotel K C Residency, SCO 377- 380, Sector – 35 B, Chandigarh –160 035, as per the Notice of 28th Annual General Meeting of the Company dated August 23, 2016.

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means and voting by poll by the shareholders on the resolutions proposed in the Notice of the 28th Annual General Meeting of the Company is the responsibility of management. My responsibility as a scrutinizer is to ensure that the voting process, both through electronic means and by poll, at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer's report of the total votes cast "in favour or against", if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system and also at the time of poll at AGM.

I hereby report as under:

1. The Company had dispatched Notice of the 28th Annual General Meeting, the Annual Report 2015-2016, Attendance Slip & Proxy Form to 25473 Shareholders as per the records of the Company as on August 26, 2016 through Email and Courier.
2. As prescribed in clause (v) of sub rule 3 of the rule 20 of the Companies (Management and Administration) Rules, 2014, Company also released an advertisement, published in English in 'Financial Express' dated September 11, 2016 and in Hindi in 'Jansatta' dated September 11, 2016.
3. As per the provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, the Company had provided the facility of electronic voting to 25869 shareholders to cast votes electronically and also at the 28th AGM by means of poll. The entitlement to voting by equity Shareholders was determined on the basis of shareholding as on cut-off date i.e. September 23, 2016.



4. The Company extended the facility of electronic voting to the shareholders of the Company from Tuesday, September 27, 2016 (9:00 am IST) upto Thursday, September 29, 2016 (5:00 pm IST) through the Central Depository Services (India) Ltd. ("CDSL") being the service provider for providing the facility of e-voting to the shareholders on their website <https://www.evotingindia.com>.
5. At the 28th AGM of the Company held on September 30th, 2016, the Chairman of the Company called for a Poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the Poll process. The Board of Directors of the Company had appointed me as Scrutinizer for the same.
6. The e-voting results were unblocked by me on 30th September 2016 at 3:52 P.M. in the presence of two witnesses.
7. Based on the reports generated from the e-voting system provided by CDSL and votes casted on Poll, I submit the consolidated results of e-voting and Poll as under:

a) As an Ordinary Resolution- Item No.1

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and Auditors' thereon.

MODE	BALLOTS RECEIVED	TOTAL SHARES	INVALID		FAVOUR		AGAINST	
			BALLOT	VOTES	BALLOT	VOTES	BALLOT	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	11	25646563	0	0	11	25646563	0	0
PHY.	47	4580252	0	0	47	4580252	0	0
TOTAL	58	30226815	0	0	58	30226815	0	0

Total Valid shares (3-5) = 30226815
 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	
			BALLOT	VOTES	BALLOT	VOTES	BALLOT	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	11	25646563	0	0	11	25646563	0	0
PHY.	47	4580252	0	0	47	4580252	0	0
TOTAL	58	30226815	0	0	58	30226815	0	0



Total Valid shares (3-5) = 30226815
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	
			BALLOT	VOTES	BALLOT	VOTES	BALLOT	VOTES
1	2	3	4	5	6	7	8	9
ELEC.	11	25646563	0	0	11	25646563	0	0
PHY.	47	4580252	0	0	47	4580252	0	0
TOTAL	58	30226815	0	0	58	30226815	0	0

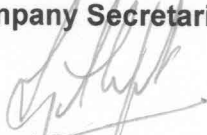
Total Valid shares (3-5) = 30226815
Votes in Favour (% of Total Valid shares) =100%
Votes in Against (% of Total Valid shares) = 0

Based on the above, all the above Ordinary Resolutions 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 be arranging to hand over these records to Mr. Vicky Chauhan, Company Secretary for safe keeping.

Thanking you,
Yours faithfully

For Jayant Gupta & Associates
Company Secretaries




Jayant Gupta
Proprietor
Membership No. :F7288
COP No. : 9738

Place: New Delhi
Date: October 01, 2016