



Scooters India Limited

(A Government of India Enterprise)

1ST Floor Of 3/481, Vikalp Khand Gomti Nagar Lucknow UP 226010, India

CIN: L25111UP1972GOI003599

Telephone No. 0522-3178490, E-mail: csscootersindia@gmail.com

Website: www.scootersindialimited.com

Date: May 30, 2024

To,
BSE Limited,
1st Floor, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai-400001

Scrip Code: 505141

Subject : Annual Secretarial Compliance Report for the year ended at March 31, 2024 in accordance with Regulation 24A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Dear Sir/Madam,

In reference to the captioned subject, we are enclosing herewith the Annual Secretarial Compliance Report for the year ended on March 31, 2024, in accordance with Regulation 24A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the above on record.

Thanking You,

Yours Faithfully
For Scooters India Limited


(Navin Kaul)
Chairman & Managing Director
DIN - 10604669

Encl: As above.

**Annual Secretarial Compliance Report of Scooters India Limited
for the financial year ended on 31st March 2024**

[Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

Scooters India Limited,

(CIN - L25111UP1972GOI003599)

1st Floor Of 3/481, Vikalp Khand, Gomti Nagar, Lucknow, UP - 226010, India

In terms of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), we have been appointed vide the Resolution passed by the Board of Directors of Scooters India Limited (hereinafter referred to as "**the listed entity**"), having its Registered Office at 1st Floor Of 3/481, Vikalp Khand, Gomti Nagar, Lucknow, UP - 226010, India, in their meeting held on May 29, 2023, to make Secretarial Review and issue Annual Secretarial Compliance Report ("Report") for the review period covering the financial year ended at March 31, 2024 ("**Review Period**").

A. BACKGROUND

We have conducted a review of the compliance with the applicable statutory provisions and the adherence to good corporate practices by the listed entity. The Secretarial Review was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

B. VERIFICATION

I. We have examined:

- a) all the documents and records made available to us and explanation provided by the listed entity;
- b) the filings/ submissions made by the listed entity to the stock exchanges;
- c) website of the listed entity;
- d) other documents, records, filings/submissions, made with other Regulators, to the extent

considered relevant to make this certification;

for the 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, and guidelines issued thereunder; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("**SCRA**"), rules made thereunder and the Regulations, circulars, and guidelines issued thereunder by the Securities and Exchange Board of India ("**SEBI**");
- II. 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 ("**Listing Regulations**");
 - b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**ICDR Regulations**");
 - c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("**Takeover Regulations**");
 - d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 ("**Buyback Regulations**") - **(Not applicable to the listed entity during the review period)**;
 - e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, Regulations 2021 ("**SBEB Regulations**") - **(Not applicable to the listed entity during the review period)**;
 - f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2021 ("**Non-convertible Securities Regulations**") - **(Not applicable to the listed entity during the review period)**;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 ("**Delisting Regulations**");
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 ("**PIT Regulations**");
 - i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 ("**RTA Regulations**") regarding the Companies and dealing with clients - **Not applicable as the listed entity is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review**;
 - j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 ("**DP Regulations**");

C. REPORTING

Based on the above examination, we hereby report that during the Review Period:

- I. The status of compliance with the provisions of the Regulations, as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder by the listed entity is as per **Statement – I**, attached herewith;
- II. The status of the actions taken by the listed entity to comply with the observations, if any, made in previous reports, is as per **Statement – II**, attached herewith;
- III. The status of compliances related to the resignation of statutory auditors from listed entities and

AMIT GUPTA & ASSOCIATES
Practicing Company Secretaries

their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019, is as per the **Statement – III**, attached herewith;

- IV. The status of other compliances on additional matters as per circular no. 20230316-14 dated March 16, 2023, read with circular no. 20230410-41 dated April 10, 2023, issued by BSE Limited and circular no. NSE/CML/2023/21 dated March 16, 2023, read with circular no. NSE/CML/2023/30 dated April 10, 2023, issued by National Stock Exchange Limited, is as per **Statement – IV**, attached herewith.

D. ASSUMPTIONS & LIMITATION OF SCOPE AND REVIEW

- I. Maintenance of the secretarial record is the responsibility of the management of the listed entity. Our responsibility is to present the status of these secretarial records based on our review.
- II. We have followed the practices and processes as were considered appropriate to obtain reasonable assurance regarding compliance and correctness of the contents of the secretarial records. The verification was done on a reasonable basis to ensure that the correct facts are reflected in the report. We believe that the processes and practices, we followed, provide a reasonable basis for our report.
- III. Compliance with the applicable laws and ensuring the authenticity of documents and information furnished are the responsibilities of the management of the listed entity.
- IV. Our responsibility is to report based on our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
- V. We have not verified the correctness and appropriateness of the financial Records and Books of Accounts of the listed entity, except to the extent considered necessary for this report.
- VI. Wherever required, we have obtained the management representation about the compliance of laws, rules, and regulations and the happening of events, etc.
- VII. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Amit Gupta & Associates
Company Secretaries



Amit Gupta
Practising Company Secretary
Membership No.: F5478
C.P. No.: 4682

AMIT GUPTA & ASSOCIATES
Practicing Company Secretaries

PR. No.: 2600/2022

UDIN - F005478F000503580

Date: May 30, 2024

Place: Lucknow



Statement – I

Status of compliance with the provisions of the Regulations indicated as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder

The listed entity has complied with the provisions of the Regulations as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action - Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount	Observations/ Remarks of the Practising Company Secretary	Management Response	Remarks
1)	Appointment of Company Secretary as Compliance Officer for the quarter ended at Sept 2023, December, 2023, March	Regulation 6(1)	Non appointment of Company Secretary as a	BSE Limited	SOP Fine	Non appointment of Company Secretary as a Company officer	94400	Non appointment of Company Secretary as a Company officer	The Vacancy of Company Secretary & Compliance officer caused with resignation of Mr. Samarth	The Company has made request for waiver of SOP fine considering weak financial condition and decision regarding closure of the Company

	2024		Company officer						Dave with effect from April 01, 2022 was filled on 29.12.2022 by appointment of Mr. Ravi Prakash Tiwari, however he has resigned w.e.f. July 12, 2023.	
2)	Board Composition for the quarter ended at March 2023, June, 2023, September 2023, December 2023 & March 2024	Regulation 17(1)(a)	The Board is short of two Independent Director to meet the requirement of to meet the requirement	BSE Limited	Sop fine	The Board is short of two Independent Director to meet the requirement of to meet the requirement of at-least half of	1357000	The Board is short of two Independent Director to meet the requirement of to meet the requirement of at-least half of the Board shall comprise of Independent directors for the quarter ended at March 2023, June, 2023,	The appointment of Independent and other Directors is made through its administrative ministry. SIL has been making regular follow up in this regard. Smt. Rakesh Sharma and	Being CPSE, the appointment of Directors is made through its Administrative Ministry and Company has made request to BSE for waiver of SOP fine.



			of at-least half of the Board shall comprise of Independent directors for the quarter ended at March 2023, June, 2023, September 2023, December 2023 & March 2024			the Board shall comprise of Independent directors for the quarter ended at March 2023, June, 2023, September 2023, December 2023 & March 2024		September 2023, December 2023 & March 2024	Shri Mahendra Pratap Singh had been appointed as Non Official Independent Directors on the Board of the Company, vide order no 3(20)/2013-PE-VI dated 28th January 2020 issued by Government of India, Ministry of Heavy Industry, New Delhi (MHI). The Company has made regular follow up is made with MHI for appointment of Independent Director .Shri	
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									Raj Kumar has been appointed as Non official Part time director with effect from November 02, 2021.	
3)	Composition of Audit Committee for the quarter ended at March 2023, June, 2023, September 2023, December 2023 & March 2024	Regulation 18	The Audit Committee has only one Independent Director as against the requirement of minimum two third Independent Director	Nil	SOP fine	The Audit Committee has only one Independent Director as against the requirement of minimum two third Independent Director	1085600	The Audit Committee has only one Independent Director as against the requirement of minimum two third Independent Director	The appointment of Independent and other Directors is made through its administrative ministry. SIL has been making regular follow up in this regard. Smt. Rakesh Sharma and Shri Mahendra Pratap Singh had been appointed as Non Official	Being CPSE, the appointment of Directors is made through its Administrative Ministry and Company has made request to BSE for waiver of SOP fine.



			r						Independent Directors on the Board of the Company, vide order no 3(20)/2013-PE-VI dated 28th January 2020 issued by Government of India, Ministry of Heavy Industry, New Delhi (MHI). Shri Raj Kumar has been appointed as Non official Part time director with effect from November 02, 2021. However, since completion of the tenure of two Independent	
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									directors Mr. Mahendra Pratap Singh & Mrs. Rakesh Sharma w.e.f January 27, 2023, the Company is short of two Independent Directors, for which regular follow up is made with MHI alongwith request for increasing board strength to minimum number of six directors.	
4)	Composition of Nomination & Remuneration Committee for the quarter ended at March 2023,	Regulation 19	The Nomination & Remuneration Committee	Nil	SOP fine	The Nomination & Remuneration Committee has only one	1073800	The Nomination & Remuneration Committee has only one Independent Director as against the	The appointment of Independent and other Directors is made through its	Being CPSE, the appointment of Directors is made through its Administrative Ministry and Company has made request to BSE for



	June, 2023, September 2023, December 2023 & March 2024		has only one Independent Director as against the requirement of minimum two third Independent Director			Independent Director as against the requirement of minimum two third Independent Director		requirement of minimum two third Independent Director	administrative ministry. SIL has been making regular follow up in this regard. Smt. Rakesh Sharma and Shri Mahendra Pratap Singh had been appointed as Non Official Independent Directors on the Board of the Company, vide order no 3(20)/2013-PE-VI dated 28th January 2020 issued by Government of India, Ministry of Heavy Industry, New Delhi (MHI). Shri	waiver of SOP fine.
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									<p>Raj Kumar has been appointed as Non official Part time director with effect from November 02, 2021. However, since completion of the tenure of two Independent directors Mr. Mahendra Pratap Singh & Mrs. Rakesh Sharma w.e.f January 27, 2023, the Company is short of two Independent Directors, for which regular follow up is made with MHI alongwith request for</p>	
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									increasing board strength to minimum number of six directors.	
5)	Report of Related Party Transaction for half year ended at September 30, 2023	Regulation 23(9)	The details of Related Party Transactions for the half year ended at September 30, 2023 was submitted with delay.	BSE Limited	SOP fine	The details of Related Party Transactions for the half year ended at September 30, 2023 was submitted with delay	5900	The details of Related Party Transactions for the half year ended at September 30, 2023 was submitted with delay	The delay was due to technical issues	The Company has made request to BSE for waiver of SOP fine, as delay was due to technical issue.



6)	Submission of Annual Report	Regulation 34 of the Listing Regulations	Delay in submission of Annual Report to BSE	BSE Limited	SOP Fine	Delay in submission of Annual Report to BSE	210040	Delay in submission of Annual Report to BSE	The Company has duly submitted Annual Report in timely manner, as delay was due to holding of AGM after taking necessary permission from MCA. BSE SOP fine has been wrongly levied.	BSE SOP fine has been wrong levied, accordingly the Company has made request for waiver to BSE.
7)	Company Website	Regulation 46 of The Listing Regulations:	The website of the Company has been found not updated and functional	Nil	Nil	The website of the Company has been found not updated and functional	Nil	The website of the Company has been found not updated and functional	The Company was maintaining website www.scootersindia.com , however due to VRS given to all employees, there was no person to maintain the	Now the Company has created new website www.scootersindia.com and is in process of migrating all required data on the same and shall update the status on BSE also in terms of Regulation 46 of the Listing



									same. Now the Company has created new website www.scootersindialimited.com and is in process of migrating all required data on the same and shall update the status on BSE also in terms of Regulation 46 of the Listing Regulations.	Regulations.
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Detail of actions taken by the listed entity on Non-compliance with the provisions of the Regulations as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder, as mentioned in the Report of the previous year(s)

The details of actions taken by the listed entity on Non-compliance with the provisions of the Regulations as indicated above in para (B) of this Report and circulars/ guidelines issued thereunder, as mentioned in the Report of the previous year(s) are as under:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action - Advisory/ Clarification/ Fine/Show Cause Notice/ Warning, etc.	Details of Violation	Fine Amount (INR including GST)	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1)	Board Composition	Regulation 17(1)(b) of the Listing Regulations	At least half of the board of directors of the listed entity does not	BSE Limited	SOP fine	At least half of the board of directors of the listed entity does not consist of indepen	1563500	At least half of the board of directors of the listed entity does not consist of independent directors	Government of India, Ministry of Heavy Industry vide its order no 3(20)/2013-PE-VI dated 28th January 2020 has appointed Smt. Rakesh Sharma and	The Company, being CPSE, has been making regular follow up for the appointment of requisite Directors to make the Board composition in compliance to the provisions of law.



			consist of independent directors			dent directors			Shri Mahendra Pratap Singh as Non Official Independent Directors on the Board of the Company and Mr. Raj Kumar as Non Official Independent Directors on the Board of the Company w.e.f. November 02, 2021, however considering total strength of six, the requirement of at least half of Directors as Independent is not met.	
2)	Composition of Audit Committee	Regulation 18	The Audit Commi	Nil	Nil	The Audit Commit	Nil	The Audit Committee has only one	The appointment of	The Company, being CPSE, has been making



			tee has only one Independent Director as against the requirement of minimum two third Independent Director			tee has only one Independent Director as against the requirement of minimum two third Independent Director		Independent Director as against the requirement of minimum two third Independent Director	Independent and other Directors is made through its administrative ministry. SIL has been making regular follow up in this regard. Smt. Rakesh Sharma and Shri Mahendra Pratap Singh had been appointed as Non Official Independent Directors on the Board of the Company, vide order no 3(20)/2013-PE-VI dated 28th January 2020 issued by Government of India, Ministry of Heavy Industry, New Delhi (MHI).	regular follow up for the appointment of requisite Directors to make the Board composition in compliance to the provisions of law.
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									<p>Shri Raj Kumar has been appointed as Non official Part time director with effect from November 02, 2021. However, since completion of the tenure of two Independent directors Mr. Mahendra Pratap Singh & Mrs. Rakesh Sharma w.e.f January 27, 2023, the Company is short of two Independent Directors, for which regular follow up is made with MHI alongwith request for increasing board strength</p>
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									to minimum number of six directors.	
3)	Composition of Nomination & Remuneration Committee	Regulation 19	The Nomination & Remuneration Committee has only one Independent Director as against the requirement of minimum two third Independent Director	Nil	Nil	The Nomination & Remuneration Committee has only one Independent Director as against the requirement of minimum two third Independent Director	Nil	The Nomination & Remuneration Committee has only one Independent Director as against the requirement of minimum two third Independent Director	The appointment of Independent Directors is made through its administrative ministry. Smt. Rakesh Sharma and Shri Mahendra Pratap Singh had been appointed as Non Official Independent Directors on the Board of the Company, vide order no 3(20)/2013-PE-VI dated 28th January	The Company, being CPSE, has been making regular follow up for the appointment of requisite Directors to make the Board composition in compliance to the provisions of law.



									<p>2020 issued by Government of India, Ministry of Heavy Industry, New Delhi (MHI). Shri Raj Kumar has been appointed as Non official Part time director with effect from November 02, 2021. However, since completion of the tenure of two Independent directors Mr. Mahendra Pratap Singh & Mrs. Rakesh Sharma w.e.f January 27, 2023, the Company is short of two Independent Directors, for</p>
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									which regular follow up is made with MHI alongwith request for increasing board strength to minimum number of six directors.	
4)	Dematerialisation of the Promoters holding	Regulation 31(2) of The Listing Regulations	Hundred percent of shareholding of promoters is not in dematerialized form	Nil	Nil	Hundred percent of shareholding of promoters is not in dematerialized form	Nil	3,37,90,000 equity shares of Rs. 10/- each issued to Government of India are still in physical form	The Company being CPSE has listed only 19,90,010 equity shares held by public since inception and demat of these shares is pending for want of listing of shares issued from time to time to GOI.	No action has been taken by the Company in view of decision taken by GOI vide letter no. F. No.3(1)/2020-PE-VI, dated January 28, 2021 for closure of the Company.



5)	Minimum Public Shareholding	Regulation 38 of The Listing Regulations & Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	Non compliance of the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	Nil	Nil	Non compliance of the minimum public shareholding requirements specified in Rule 19(2) and Rule 19A of the Securities Contracts (Regulation) Rules, 1957	Nil	The Government of India holding is 93.87% and public shareholding is only 6.13% as against the requirement of minimum 10% public shareholding	The breach of minimum 10% public shareholding is due to issue of shares to GOI from time to time.	No action has been taken by the Company in view of decision taken by GOI vide letter no. F. No.3(1)/2020-PE-VI, dated January 28, 2021 for closure of the Company.
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6)	Listing of Securities on Stock Exchange	Schedule XIX - Listing Of Securities On Stock Exchanges [Read with regulation 7(1)(a), 62(1)(a), 104(1)(a) and 183(3)(a)] of the ICDR Regulations	In principle approval & Listing Application for 18.90 lacs equity shares allotted to Government of India not obtained/made	Nil	Nil	In principle approval & Listing Application for 18.90 lacs equity shares allotted to Government of India not obtained/made	Nil	Entire 8,19,24,029 equity shares of Rs. 10/- each held by Government of India and 33,61,461 equity shares of Rs. 10/- each held by Special National Investment Fund (transferred from GOI to meet minimum public shareholding requirement) are not listed on stock exchange	The Company being CPSE has listed only 19,90,010 equity shares held by public since inception and listing of shares issued from time to time to GOI is pending.	No action has been taken by the Company in view of decision taken by GOI vide letter no. F. No.3(1)/2020-PE-VI, dated January 28, 2021 for closure of the Company.
7)	Company Secretary as Compliance officer	Regulation 6(1) of The Listing Regulations: A listed entity shall	The vacancy caused by resignation of Company	Nil	Nil	The vacancy caused by resignation of Company Secretary	Nil	The Company Secretary is not Compliance Officer.	The Company has appointed Company Secretary as Compliance Officer with effect from December	The Company has appointed Company Secretary as Compliance Officer with effect from December 29, 2022, however he has resigned with effect from July 12, 2023.



		appoint a qualified company secretary as the compliance officer	Secretary w.e.f. June 01, 2020 has been filled by the Company with effect from July 20, 2021. Further the position of Company Secretary & Compliance officer has become vacant			y w.e.f. June 01, 2020 has been filled by the Company with effect from July 20, 2021. Further the position of Company Secretary & Compliance officer has become vacant with effect from April 01, 2022.			29, 2022.	
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			with effect from April 01, 2022.							
8)	Company Website	Regulation 46 of The Listing Regulations:	The website of the Company has been found not updated and functional	Nil	Nil	The website of the Company has been found not updated and functional	Nil	The website of the Company has been found not updated and functional	The Company was maintaining website www.scootersindia.com , however due to VRS given to all employees, in view of decision taken by GOI vide letter no. F. No.3(1)/2020-PE-VI, dated January 28, 2021 for closure of the Company, there was no person to maintain the same. Now the Company	Now the Company has created new website www.scootersindia.com and has migrated all required data on the same, however few updation are yet to be made.

									has created new website www.scootersindialimited.com and has migrated all required data on the same, however few updation are yet to be made.	
9)	Maintenance of Structured Digital Database	Regulation 3(5) & 3(6) PIT Regulations	The Company is yet to update the entries in SDD tool meeting the prescribed requirement of law	Nil	Nil	The Company is yet to update the entries in SDD tool meeting the prescribed requirement of law	Nil	The Company is yet to update the entries in SDD tool meeting the prescribed requirement of law	The Company has installed necessary tool meeting the prescribed requirement of law and shall migrate existing data base in to new system	The Company has completed the migration to new SDD tool as per the requirements of law.

Statement – III

Status of compliances related to the resignation of statutory auditors from the listed entity and its material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October 2019

The status of compliance with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019, by the listed entity and its material subsidiaries in respect of appointment/ re-appointment/ resignation of statutory auditor during the Review Period, is as under:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	a) If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or b) If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or c) If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	The Company being a Government Company, the appointment of Statutory Auditor is made by Comptroller & Auditor General of India (C&AG)
2.	Other conditions relating to resignation of statutory auditor		



	<p>a) Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p>	<p>N/A</p>	<p>No instance of resignation of Auditor in the listed entity and its material subsidiary noted during the Review Period.</p>
	<p>(i) In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>(ii) In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>(iii) The Audit Committee / Board of Directors, as the case may be,</p>	<p>N/A</p>	<p>No instance of resignation of Auditor in the listed entity and its material subsidiary noted during the Review Period.</p>



	<p>deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>b) Disclaimer in case of non-receipt of information:</p> <p>(i) The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure-A in SEBI Circular CIR/ CFD/CMD1/114/2019 dated 18th October, 2019.	NA	No instance of resignation of Auditor in the listed entity and its material subsidiary noted during the Review Period.

*Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'

Status of other compliances on additional matters as per circular no. 20230316-14 dated March 16, 2023, read with circular no. 20230410-41 dated April 10, 2023, issued by BSE Limited and circular no. NSE/CML/2023/21 dated March 16, 2023, read with circular no. NSE/CML/2023/30 dated April 10, 2023, issued by National Stock Exchange Limited

The status of other compliances on additional matters as per circular no. 20230316-14 dated March 16, 2023, read with circular no. 20230410-41 dated April 10, 2023, issued by BSE Limited and circular no. NSE/CML/2023/21 dated March 16, 2023, read with circular no. NSE/CML/2023/30 dated April 10, 2023, issued by National Stock Exchange Limited, is as under:

Sr. No.	Particulars	Compliance Status Yes/No/NA	Observations/ Remarks by PCS*
1)	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	However, we have noted holding of the Board meetings at shorter notice, circulation of agenda papers at shorter notice, delay in circulation of draft minutes in certain cases.
2)	Adoption and timely updation of the Policies: a) All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities;	Yes	Updation on website is pending
	b) All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines	Yes	No comments required

	issued by SEBI.		
3)	Maintenance and disclosures on Website: a) The Listed entity is maintaining a functional website;	Yes	The Company was maintaining website www.scootersindia.com , however due to VRS given to all employees, in view of decision taken by GOI vide letter no. F. No.3(1)/2020-PE-VI, dated January 28, 2021 for closure of the Company, there was no person to maintain the same. Now the Company has created new website www.scootersindialimited.com and has migrated data on the same, however few updation still are pending.
	b) Timely dissemination of the documents/ information under a separate section on the website;	Yes	
	c) Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re- directs to the relevant document(s)/section of the website.	No	
4)	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013, as confirmed by the listed entity.	Yes	No comments required
5)	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies;	NA	The Company has no Subsidiaries or Material subsidiaries
	(b) Disclosure requirement of material as well as other subsidiaries.	NA	

<p>6)</p>	<p>Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	<p>Yes</p>	<p>No comments required</p>
<p>7)</p>	<p>Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	<p>Yes</p>	<p>No comments required</p>
<p>8)</p>	<p>Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.</p>	<p>Yes</p>	<p>No comments required</p>
		<p>NA</p>	<p>No such case has been noted during the Review Period</p>



<p>9)</p>	<p>Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>No comments required</p>
<p>10)</p>	<p>Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	<p>Yes</p>	<p>No Comments required</p>
<p>11)</p>	<p>Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided in the Statement – I, attached with this report.</p>	<p>No</p>	<p>Details of SOP fines levied by BSE Limited on the Company had been provided in Statement I & statement II of the Report.</p>



12)	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	No comments required
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