



AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

B-12 Basement, Murli Bhawan, 10-A, Ashok Marg, Lucknow - 226 001

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Secretarial Compliance Report of Scooters India Limited

for the financial year ended at 31st March, 2021

[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)

Post Box No 23 Gpo Sarojini Nagar, Lucknow-226008, Uttar Pradesh

We Amit Gupta & Associates, Company Secretaries, have examined:

- a) all the documents and records made available to us and explanation provided by Scooters India 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 at 31st March, 2021 ("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; **(Not applicable to the Company during the review period);**
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - **(Not applicable to the Company during the review period);**
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations,



2014 - **(Not applicable to the Company during the review period);**

- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **(Not applicable to the Company during the review period);**
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 - **(Not applicable to the Company during the review period);**
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies and dealing with client - **(Not applicable to the Company during the review period);**
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/ guidelines issued thereunder;

and based on the above examination, and considering the relaxation granted by Ministry of Corporate Affairs of India and Securities and Exchange Board of India due to Covid-19 pandemic, we 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 of Practising Company Secretary
i.	Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015	At least half of the board of directors of the listed entity does not consist of independent directors	<i>Government of India, Ministry of Heavy Industry & Public Enterprises, Department of Heavy Industry vide its order no 3(20)/2013-PE-VI dated 28th January 2020 has appointed Smt. Rakesh Sharma and Shri Mahendra Pratap Singh as Non Official Independent Directors on the Board of the Company, however considering total strength of six, the requirement of at least half of Directors as Independent is not met.</i>
ii.	Regulation 31(2) of SEBI (LODR)	Hundred percent of shareholding of promoters is not in dematerialized	<i>3,37,90,000 equity shares of Rs. 10/- each issued to Government</i>

	Regulations, 2015	form	<i>of India are still in physical form</i>
iii.	Regulation 38 of SEBI (LODR) Regulations, 2015 & 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	<i>The Government of India holding is 93.87% and public shareholding is only 6.13% as against the requirement of minimum 10% public shareholding</i>
iv.	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 SEBI (ICDR) Regulations, 2018	In principle approval & Listing Application for 18.90 lacs equity shares allotted to Government of India not obtained/made	<i>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</i>
v.	Regulation 6(1) of SEBI (LODR) Regulations, 2015: A listed entity shall appoint a qualified company secretary as the compliance officer	The vacancy caused by resignation of Company Secretary w.e.f. June 01, 2020 has not yet been filled and the Company is in process of filling the same.	<i>The Company Secretary is not Compliance Officer.</i>

- 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 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.	Action taken by	Details of violations	Details of action taken e.g. fines, warning letter, debarment, etc.	Comments of the Practising Company Secretary on the actions taken by the listed entity
i.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 977040/- levied vide letter no. LIST/COMP/REG27(2) & REG 17 to 21 / Sep-18	<i>BSE vide email dated September 24, 2020 approved the waiver</i>

			505141/960/2018-19 dated October 31, 2018.	<i>of penalty</i>
ii.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 875560/- levied vide letter no. LIST/COMP/REG27 (2) & REG 17 to 21 / Dec-18 505141/1093/2019-20 dated January 31, 2019.	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
iii.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 955800/- levied vide letter no. LIST/COMP/REG27 (2) & REG 17 to 21 / March-19/505141/37/2019-20 dated May 02, 2019.	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
iv.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 966420/- levied vide letter no. LIST/COMP/REG27 (2) & REG 17 to 21 / June-19/505141/157/2019-20 dated August 19, 2019.	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
v.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 977040/- levied vide letter no. LIST/COMP/REG27 (2) & REG 17 to 21 / Sept-19/505141/219/2019-20 dated October 31, 2019.	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
vi.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 977040/- levied vide letter no. LIST/COMP/REG27 (2) & REG 17 to 21 / Dec-19/505141/219/2019-20 dated February 03, 2020.	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
vii.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 853140/- levied vide letter no. LIST/COMP/REG27 (2) & REG 17 to 21 / March-20/505141/219/2019-20 dated July 03, 2020.	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
viii.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 536900/- levied for quarter ended at June 2020	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>
ix.	BSE Limited	Non-compliance with the constitution of audit committee	Penalty of Rs. 214760/- levied for quarter ended at June 2020	<i>BSE vide email dated September 24, 2020 approved the waiver of penalty</i>

x.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 542800 levied for quarter ended at September 2020	<i>The Company has made request for waiver as appointment of Independent Director is to be made by Government of India</i>
xi.	BSE Limited	Non-compliance with the constitution of audit committee	Penalty of Rs. 127440/- levied for quarter ended at September 2020	<i>The Company has made request for waiver</i>
xii.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 542800/- levied for quarter ended at December 2020	<i>The Company has made request for waiver as appointment of Independent Director is to be made by Government of India</i>
xiii.	BSE Limited	Non Appointment of Independent Directors	Penalty of Rs. 542800/- levied for quarter ended at March 2021	<i>The Company has made request for waiver as appointment of Independent Director is to be made by Government of India</i>
xiv.	BSE Limited	Regulation 6(1) Non-compliance with requirement to appoint a qualified company secretary as the compliance officer	Penalty of Rs. 36580/- levied up to quarter ended December 31 2020	<i>The Penalty has not been paid.</i>

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

Sr. No.	Observations made in Previous Report		Action by Listed Entity	Comments of the practicing Company Secretary on the action taken by the listed Entity
	Compliance requirement (Regulations/circulars/guidelines)	Deviations		

	including specific clause)			
i.	Regulation 17(1)(b) of SEBI (LODR) Regulations, 2015	At least half of the board of directors of the listed entity does not consist of independent directors	<i>Government of India, Ministry of Heavy Industry & Public Enterprises, Department of Heavy Industry vide its order no 3(20)/2013-PE-VI dated 28th January 2020 has appointed Smt. Rakesh Sharma and Shri Mahendra Pratap Singh as Non Official Independent Directors on the Board of the Company.</i>	<i>Considering total strength of six, the requirement of at least half of Directors as Independent is not met.</i>
ii.	Regulation 17(10) of SEBI (LODR) Regulations, 2015	No performance evaluation of independent directors made	<i>Complied for the year ended at March 31, 2020 after appointment of Independent Director</i>	<i>Actions by the Company are self explanatory</i>
iii.	Regulation 18 of SEBI (LODR) Regulations, 2015	Non constitution of a qualified and independent audit committee & consequent non compliances of provisions related to Audit Committee	<i>Complied for the year ended at March 31, 2020 after appointment of Independent Director</i>	<i>Actions by the Company are self explanatory</i>
iv.	Regulation 19 of SEBI (LODR) Regulations, 2015	Non constitution of a Nomination & Remuneration committee & consequent non compliances of provisions related to	<i>Complied for the year ended at March 31, 2020 after appointment of Independent Director</i>	<i>Actions by the Company are self explanatory</i>

		Nomination & Remuneration Committee		
v.	Regulation 31 of SEBI (LODR) Regulations, 2015	Hundred percent of shareholding of promoters is not in dematerialized form	3,37,90,000 equity shares of Rs. 10/- each issued to Government of India are still in physical form. The Company has taken up matter with RTA.	Hundred percent of shareholding of promoters is not in dematerialized form
vi.	Regulation 38 of SEBI (LODR) Regulations, 2015 & 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	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 Company has taken up matter with Administrative Ministry.	The Company is in non compliance to the provision of minimum 10% public shareholding
vii.	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 SEBI (ICDR) Regulations, 2018	In principle approval & Listing Application for 18.90 lacs equity shares allotted to Government of India not obtained/made	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 has taken up matter with RTA.	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)



				<i>are not listed on stock exchange.</i>
viii.	SEBI Circular CIR/MRD/DP/10/2015 dated June 05, 2015	Non uploading of distinctive no. as per requirement of the said circular	<i>RTA has submitted necessary data with NSDL/CDSL.</i>	<i>Actions by the Company are self explanatory</i>

e) No appointment/ re-appointment/ resignation of statutory auditor of the Company had occurred and accordingly no compliance under circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 was required to be made by the Company.

For Amit Gupta & Associates
Company Secretaries

Amit Gupta

Proprietor

Membership No. : F5478

C.P. No. 4682

UDIN - F005478C000544258

Date: 30.06.2021

Place: Lucknow



To,

Scooters India Limited,

Post Box No 23 Gpo Sarojini Nagar, Lucknow-226008, Uttar Pradesh

Our Report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Wherever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Amit Gupta & Associates
Company Secretaries

Amit Gupta

Proprietor

Membership No. :F5478

C.P. No. 4682

UDIN - F005478C000544258

Date: 30.06.2021

Place: Lucknow