

SCOOTERS INDIA LIMITED

(A Government of India Enterprise)
Registered Office : Lucknow - Kanpur Road,
(16th Mile Store), Post Bag No.23 (G.P.O.),
P.O. Sarojini Nagar, Lucknow - 226008

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the members of Scooters India Limited will be held at 3.00 p.m. on Monday, the 24th day of September, 2012, at Gandhi Bhawan Auditorium, Opposite Shaheed Smaarak, Mahatma Gandhi Marg, Lucknow to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Directors' Report, the Auditors' Report and the Audited Balance Sheet and Profit & Loss Account of the Company for the year ended 31.03.2012.
2. To appoint a director in place of Mr. Ajai Kumar, who retires by rotation and being eligible has offered himself for re-appointment.
3. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to Section 224(8) (aa) of the Companies Act 1956, and other applicable provisions, if any, of the Companies Act, 1956, the remuneration of the Statutory Auditors appointed by Comptroller & Auditor General of India (C & AG) under section 619(2) of the said act, be and is hereby approved to be fixed at Rs. 60,000/- for the year 2012-13."

SPECIAL BUSINESS :

4. To consider and, if thought fit, to pass with or without modifications, the following as Ordinary Resolution:

"RESOLVED that Shri Harbhajan Singh be and is hereby regularized as an ordinary director in terms of the provision of section 257 of the Companies Act, 1956."

5. To consider and, if thought fit, to pass with or without modifications, the following as Ordinary Resolution:

"RESOLVED that Shri S K Goyal be and is hereby regularized as an ordinary director in terms of the provision of section 257 of the Companies Act, 1956."

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED that pursuant to provision of Section 31 and other applicable provisions, if any, of the Companies Act 1956, the Articles of Association of the Company be and is hereby amended by way of deletion of Clause 20 and replacement thereof by new Clause 20 reading as under -

Article 20 - Notwithstanding anything contained in the Act, but subject to the provisions of Sub Sec. (2) of Sec. 77A and 77B, the company may purchase its own Shares or other specified securities (herein after referred to as buyback) from

- i) out of its free reserves or*
- ii) out of its Securities premium account, or*
- iii) out of the proceeds of an earlier issue other than fresh issue of Shares made specifically for buyback purpose.*

The buy back may be

- From the existing holders on proportionate basis*
- From the open market*
- From the odd lots*
- by purchasing the securities issued to employers of the Company pursuant to a scheme of Stock Option of Sweat Equity*

By order of the Board of Directors

Ajay Kulkarni
Chairman -cum-Managing Director

Place : Lucknow
Date : August 23, 2012

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF. SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. THE PROXY FORM IS ENCLOSED AT THE END OF ANNUAL REPORT.
2. Only members carrying the attendance slips or holders of valid proxies registered with the company will be permitted to attend the meeting. In case of shares held in joint names or shares held under different registered folios wherein the name of the sole holder/first holder is same, only the first joint holder/sole holder or any proxy appointed by such holder, as the case may be, will be permitted to attend the meeting.

3. The Register of Members and the Share Transfer Books of the company will remain closed from 17.09.2012 to 24.9.2012 (both days inclusive).
4. Members seeking further information on Accounts or any matter contained in the Notice are requested to write to the company at least 10 days before the meeting so that relevant information can be kept ready at the meeting.
5. Members/Proxies attending the meeting are requested to bring their copy of Annual Report and exchange, the duly filled attendance slip attached, with entry slip for entrance to the meeting hall.
6. Members should notify change in their addresses, if any, specifying full address with PIN CODE to the company's registered office quoting their registered Folio No.
7. If shares are held under more than one folio, the same may kindly be consolidated for convenient reference.
8. Entry to the Auditorium will be strictly against Entry slip available at the counters at the venue and against exchange of Attendance Slip.
9. Member can avail of nomination facility by filling Form 2B, as prescribed under Companies (Central Governments) General Rules & Forms, 1956, with the Company. Blank forms will be supplied on request.
10. Members are requested to note that address of M/s Skyline Financial Services Private Limited, Registrar & Transfer Agent of the Company has changed to D-153/A, 1ST FLOOR OKHLA INDUSTRIAL AREA PHASE -1 , NEW DELHI-110020.

EXPLANATORY STATEMENT UNDER SEC.173(2) OF COMPANIES ACT 1956

Item No. 4 & 5:

Shri Harbhajan Singh & Shri S K Goyal had been appointed as a Director of the company, under article 112 (f) of the Articles of Association of the Company, vide letter no. 1-6/2005-PE -VI dated 13.09.2011 & letter no. 3-20/2005-PE -VI dated 17.05.2012 respectively from Government of India, Ministry of Heavy Industries & Public Enterprise, Department of Heavy Industry. Notice in writing under section 257 of the Companies Act, 1956 has been received from member signifying their intention of Proposing Shri Harbhajan Singh & Shri S K Goyal as candidate for the office of Directors.

The Boards commends the resolution set out in the item No.4 & 5 of the notice for your approval as an ordinary resolution. None of the Director except Shri Harbhajan Singh & Shri S K Goyal are interested in resolution for their respective re-appointment.

Item no. 6:

Govt. of India, Ministry of HI & PE, Deptt. of Public Enterprises vide its O.M. No. DPE/14(24)/2011-Fin. dated 26th March 2012 has directed all listed

CPSEs for amending the Articles of Association to provide for buy back of shares if such provision does not exist in their Articles. Articles of Association of Scooters India Limited does not provide provision regarding buy back of shares. Accordingly it is proposed to amend the Articles of Association by way of deletion of existing Article 20 and replacement of new Article 20 to provide for buy-back of shares.

Pursuant to the provisions of the Section 31 of the Companies Act, 1956, the said alteration in the article of association requires the approval of the shareholders of the company by way of the special resolution.

The Boards commends the resolution set out in the item No.4 of the notice for your approval as a special resolution.

None of the Directors is concerned or interested in the above resolution.

By order of the Board of Directors

Sd/-
Ajai Kumar
Chairman -cum-Managing Director

Place : Lucknow
Date : August 23, 2012

GREEN INITIATIVES

In terms of the Circulars No. 17/2011 of 21 April 2011 and 18/2011 of 29 April 2011 issued by the Ministry of Corporate Affairs (MCA) as part of its "Green Initiative in Corporate Governance", MCA allows paperless compliances including service of a notice/document by companies to their shareholders through electronic mode. The Company, therefore, proposes to send documents required to be sent to shareholders like Notices of General Meetings (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. to the shareholders in electronic form to the e-mail IDs provided by them and made available to the Company. This will also ensure prompt receipt of communication and avoid loss in postal transit. These documents will also be available on the Company's website www.scootersindia.com for download by the shareholders. The physical copies of the Annual Report will also be available at the Company's Registered Office in Lucknow for inspection during office hours. Shareholders will be entitled to be furnished, free of cost, with a copy of the Balance Sheet of the Company and all other documents required by law to be attached thereto including the Profit and Loss Account and Auditors' Report, upon receipt of a requisition from the shareholders, any time as a Member of the Company. In order to enable the Company to send such documents in electronic form, the shareholders are requested to register their e-mail IDs with the Company on its e-mail ID - companysecretary@scootersindia.com.

Pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges, following information is furnished about the Directors

Shri Ajai Kumar - aged 55 years, M.Tech.(Mechanical), IIT-Kanpur, started his career with Oil & Natural Gas Corporation Limited and served in various positions and places. Before joining SIL as CMD on 23rd April 2008 he was with the assignment of Head Central Workshop, ONGC, Sivasagar (Assam).

Shri Harbhajan Singh - aged 54 years, an IAS Officer of 1983 Batch of Uttar Pradesh Cadre, has been appointed as a Part-time Official Director of SIL w.e.f. 13.09.2011. He is a post graduate in History and also a Law graduate.

Shri Harbhajan Singh served in the State of Uttar Pradesh in various capacities as Assistant/Sub-Divisional/Joint/District Magistrate; Chief Development Officer, General Manager of U.P. Small Industries Corporation and U.P. Finance Corporation; and gained experience in the field of Land Revenue Management and District Administration between 1985 to 1997. He has worked in Education Department; Industrial Development Department; Geology and Mines Department in the capacity of Special Secretary; Secretary and Director and gained experience in the field of Human Resource Development; Industries; Urban Development; Mines and Minerals during the period 1997 to 2000.

Shri Harbhajan Singh has worked in the Ministry of Consumer Affairs, Food & Public Distribution; Ministry of Civil Aviation; Ministry of Coal & Mines; Government of India, as Director and Joint Secretary during 2000 to 2006.

He has worked in the level of Joint Secretary and Additional Secretary in Milk Board; Food & Civil Supplies; Medical Education Department between March 2006 to December 2009. Presently, he is the Joint Secretary in the Ministry of Heavy Industries and Public Enterprises, Department of Heavy Industry.

Shri S K Goyal - aged 52 years, has been appointed as a Part-time non-official Director of SIL w.e.f. 17.05.2012. He is a Chartered Accountant and also a Company Secretary and belongs to Indian Cost Accounts Service, 1988 batch. Presently, he is working as Director (Finance) in the Ministry of Heavy Industries and Public Enterprises.

He is also Part-time non-official Director of M/s Nepa Limited, M/s Cement Corporation of India Ltd, M/s Andrew Yule & co. Ltd & Bharat Bhari Udyog Nigam Ltd. .

He has worked as Director in Ministry of Micro, Small & Medium Enterprises, Ministry of Finance, Department of Expenditure, O/o Chief Adviser Cost, Ministry of Defence. He has also worked as Financial Adviser (Housing) in Delhi Development Authority.
