

Scooters India Limited

(A Government of India Enterprises)

Post Bag No. 23, GPO, Sarojini Nagar, Lucknow – 226008 Uttar Pradesh, India

Corporate Identity No. L25111UP1972GOI003599

Telephone No. 0522-2476242, 0522-2476200 Fax No. 0522-2476190

E-mail: companysecretary@scootersindia.com Website: www.scootersindia.com

To,
BSE Limited
PJ Towers, Dalal Street,
Mumbai-400 001

September 30, 2016

Sub.: Proceedings of 44th Annual General Meeting of the Company

Dear sir,

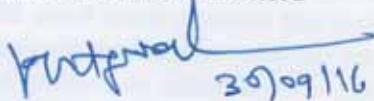
In reference to our notice dated September 03, 2016, the 44th Annual General Meeting of the Company was held on September 30, 2016 and the business as mentioned in the Notice of the meeting was transacted.

In this regard, please find enclosed to this letter proceedings of 44th Annual General Meeting of the Company as required pursuant to the requirement of Regulation 30 read with Schedule III Part A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company will file separately e-voting results pursuant to the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the aforesaid disclosure on your records.

Thanking you,
For Scooters India Limited


30/09/16

Pravin Agarwal
Chairman of 44th Annual General Meeting

Encl.: as above



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PROCEEDINGS OF THE 44TH ANNUAL GENERAL MEETING OF SCOOTERS INDIA LIMITED HELD ON FRIDAY, THE 30TH DAY OF SEPTEMBER, 2016 AT 11.30 AM AT THE REGISTERED OFFICE OF THE COMPANY AT SAROJINI NAGAR LUCKNOW – 226 008

The 44th Annual General Meeting (AGM) of the members of M/s Scooters India Limited (the Company) was held on Friday, September 30, 2016 at 11:30 AM (IST) at the registered office of the Company situated at Sarojini Nagar, Lucknow-226 008, Uttar Pradesh, India.

In absence of Smt. Vinita Srivastava, CMD, Shri Pravin Agarwal, Director was voted to the Chair in accordance with the provisions of the Companies Act, 2013. Shri Pravin Agarwal, occupied the Chair and welcomed all the persons attending 44th Annual general meeting.

On confirmation that the requisite quorum for the meeting is present, the Chairman called the meeting to order.

With the consent of the members present, the notice dated September 03, 2016 convening the 44th Annual general meeting of the Company together with the Directors' Report for the financial year ended at 31 March 2016, as previously circulated was taken as read.

The Auditor's Report as submitted by M/s D S Shukla & Co., Chartered Accountants, was read by Mr. R S Tiwari, HOD, finance and kept on the table throughout the meeting.

The statutory registers of the Company were placed before the meeting in accordance with the requirement of the Companies Act, 2013, and remained open and accessible during the continuance of the meeting to all persons attending the meeting.

The Chairman further informed the members that pursuant to the provisions of section 108 of Companies Act, 2013 read with rule 20 of the companies (Management and Administration) Rules, 2014, the company has extended the e-voting facility to the members of the company in respect of businesses to be transacted at the 44th Annual General Meeting. Company has offered facility of e-voting from September 26, 2016 at 10:00 hrs. and ended on September 29, 2016 at 17:00 hrs. Mr. Amit Gupta of M/s. Amit Gupta & Associates, Practicing Company Secretaries was appointed as scrutinizer by the Board for scrutinizing the e-voting process.

The report was submitted by him after conclusion of the meeting and the result was declared by the Chairman, based on his report.

The business of the meeting as per agenda circulated with notice was thereafter taken up item wise.

Pravin
30/09

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1. ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31 MARCH 2016- ORDINARY RESOLUTION

Proposed by: SB Ojha, Folio No. 10805611

Seconded by: B K Gupta, Folio no. B90987

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders was taken up for consideration:

“RESOLVED THAT the audited financial statements of the Company including the balance sheet as at March 31, 2016, profit and loss account, the cash flow statement for the year ended on that date, report of Board of Directors and auditors thereon be and are hereby received, considered and adopted.”

The Chairman enquired from the members present if there were any clarifications required on the aforementioned report and accounts of the Company. Few questions were raised and were replied to the satisfaction of the members.

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 1 was declared as passed by way of an Ordinary resolution.

Assent	172	80036479	80036651	99.9999%
Dissent	50	0	50	0.0001%
Invalid	Nil	Nil	Nil	Nil
Total	222	80036479	80036701	100.0000%
Outcome	Passed as an Ordinary Resolution			

2. RE-APPOINTMENT OF SHRI A M MANICHAN AS DIRECTOR: ORDINARY RESOLUTION

Proposed by: S R Singh, Folio No. S 02977

Seconded by: S B Ojha, Folio no. 10805611

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders was taken up for consideration:

“RESOLVED THAT Mr. A M Manichan (DIN: 07046352) who retires by rotation and being eligible, offers himself for re-appointment, be and is hereby re-appointed as director of the company liable to retire by rotation.”


30/09

S Scooters India Limited

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The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 2 was declared as passed by way of an Ordinary resolution.

Assent	152	80036479	80036631	99.9999%
Dissent	70	0	70	0.0001%
Invalid	Nil	Nil	Nil	Nil
Total	222	80036479	80036701	100.0000%
Outcome	Passed as an Ordinary Resolution			

3. APPROVAL OF REMUNERATION OF STATUTORY AUDITOR FOR FINANCIAL YEAR 2016-17: SPECIAL RESOLUTION

Proposed by: S R Singh, Folio No. S 02977
 Seconded by: S B Ojha, Folio no. 10805611

The following resolution having been proposed and seconded by the aforementioned 2 (Two) shareholders was taken up for consideration:

“RESOLVED that pursuant to Section 142 of the Companies Act 2013, and other applicable provisions, if any, of the Companies Act, 2013, the remuneration of the Statutory Auditors appointed by Comptroller & Auditor General of India (C & AG) under section 139(5) of the said act, be and is hereby approved to be fixed at Rs. 1,25,000/- for the year 2016-17.”

The Chairman of the meeting declared the following voting result and the resolution proposed at item no. 3 was declared as passed by way of a Special resolution.

Assent	222	80036479	80036701	100%
Dissent	NIL	NIL	NIL	NIL
Invalid	Nil	Nil	Nil	Nil
Total	222	80036479	80036701	100%
Outcome	Passed as a Special Resolution			

4. VOTE OF THANKS

Proposed
39/09

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There being no other business, Shri A K Chattarjee, Folio No. 100597 proposed a vote of thanks to the Chair and also to all the participants of 44th annual general meeting. The chairman declared the meeting as closed at 12.50 PM.

Date: 30.09.2016

Place: New Delhi


30/09/16
CHAIRMAN



AMIT GUPTA & ASSOCIATES

Practicing Company Secretaries

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

Phone : 0522 – 4024033, Mobile : 94150 05108

E-mail: amitguptacs@gmail.com

REPORT OF SCRUTINIZER

To,

The Chairman 44th Annual General Meeting of Equity Shareholders of

M/s SCOOTERS INDIA LIMITED

POST BOX NO 23 GPO SAROJINI NAGAR, LUCKNOW-226008, Uttar Pradesh

Dear Sir,

At the outset, I would like to thank you for appointing me as scrutinizer for the remote e-voting and voting by your members, at the 44th Annual General Meeting of your Company held on Friday, September 30, 2016 at 11:30 A.M. at POST BOX NO 23 GPO SAROJINI NAGAR, LUCKNOW-226008, Uttar Pradesh

I am pleased to submit my Scrutinizer's Report which is comprehensive and self-explanatory in all respect.

Thanking you,

Yours faithfully,

Amit Gupta

Proprietor

Amit Gupta & Associates

Company Secretaries

FCS – 5478, C.P. - 4682

Date: September 30, 2016



SCRUTINIZER'S REPORT

Name of the Company	SCOOTERS INDIA LIMITED
Meeting	44th Annual General Meeting
Date and Time	Friday, September 30, 2016 at 11:30 A.M.
Venue	POST BOX NO 23 GPO SAROJINI NAGAR, LUCKNOW-226008, Uttar Pradesh

1. Appointment as Scrutinizer

I was appointed as Scrutinizer for the remote e-voting as well as the voting to be conducted through physical ballots at 44th Annual General Meeting of SCOOTERS INDIA LIMITED (hereinafter referred as “**the Company**”) held on Friday, September 30, 2016 at 11:30 A.M. at POST BOX NO 23 GPO SAROJINI NAGAR, LUCKNOW-226008, Uttar Pradesh

2. Dispatch of Notice Convening the Meeting

The Company had informed that, on the basis of Register of Members and the list of Beneficiary Owners (cut of date August 26, 2016) made available to by the depositories viz., National Securities Depositories Limited and Central Depositories Services (India) Limited for the purpose of voting, the Company completed dispatch of notice & 44th annual Report.

3. Cut Off Date

The Voting rights were reckoned as on the September 24, 2016, being the Cut-off date for the purpose of deciding the entitlements of members for remote e voting and voting at the meeting.

4. Remote E-Voting

4.1. Agency

The Company had appointed Central Depositories Services (India) Limited as the agency for providing e voting platform.

4.2. Remote E voting

Remote e voting was open from Monday, September 26 2016 at 10:00 hrs. to Thursday, September 29, 2016 at 17:00 hrs and Members were required to cast their votes



electronically conveying their assent or dissent in respect of all the Ordinary and /or Special Resolutions, on e-voting platform provided by CDSL.

5. Voting at AGM

- 5.1. As prescribed under Rule 20(4)(xiii) of the Companies (Management and Administration) Rule, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the general meeting, after the closure of period of e- voting, the Scrutinizer was provided access to particulars of members such as - their names folio, number of shares held, but not the manner in which they have voted.
- 5.2. Accordingly CDSL, the e-voting agency provided us the name, DP ID/folio numbers and shareholding of the members who had cast their votes through remote e voting.
- 5.3. The Company has authorized M/s Skyline Financial Services Private Limited (**RTA**), Registrar and Transfer Agent of the Company to provide necessary support for remote e-voting as well as physical ballot at the meeting and RTA provided the same.

6. Counting Process

- 6.1. On completion of voting at the meeting, the Company provided me with the list of members who had cast their votes, with their holding details and details of vote on each of the resolution.
- 6.2. The votes were reconciled with the records maintained by the Company and RTA with respect to the authorized representatives/ proxies lodged with the Company.
- 6.3. I unblocked the remote e voting results on the CDSL E-voting platform before Ms. Puja Dua and Mr. Harshit Shah and downloaded the e voting details.

7. Result

- 7.1. I observed that
 - 7.1.1. 28 Members had cast their votes through poll facility provided through physical ballots at meeting.
 - 7.1.2. Four Members had casted their votes through remote e-voting.
- 7.2. The result of remote e-voting and poll as well as consolidated result with respect to each item on the Agenda as set out in the notice of the 44th AGM dated September 03, 2016 is enclosed as Annexure – 1, 2 and 3 respectively.
- 7.3. Based on the aforesaid result, all the **Ordinary resolutions** as contained in item no. 1 & 2, of the notice dated September 03, 2016, have been passed with the **requisite majority** .
- 7.4. Based on the aforesaid result, the **Special resolution** as contained in item no. 3 of the



notice dated September 03, 2016, have been passed with the **requisite majority**.

- 7.5. Soft copy of the List of Members, for both voting at AGM as well as remote e-voting containing the details of members who voted "**FOR**", who voted "**AGAINST**" & whose votes were declared "**INVALID**", for each resolution will be emailed to the Company, after the announcement of the result by the Company.
- 7.6. The poll papers and all other relevant records shall also be duly handed over to the Company for keeping in safe records, after the announcement of the result by the Company.



Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: September 30, 2016



Annexure-1

**Results of remote E-Voting conducted at the 44th Annual General Meeting of
SCOOTERS INDIA LIMITED**

1. The result of remote e-voting is as under:

a) Resolution 1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016 (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
3	172	77.48%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
1	50	22.52%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL



b) Resolution 2 –To appoint a director in place of Shri A M Manichan who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
2	152	68.47%

ii. Voted against the resolution:

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
2	70	31.53%

iii. Invalid votes :

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL

c) Resolution 3 - Approval of remuneration of the Statutory Auditors. (Special Resolution)

i. Voted in favour of the resolution:

Number of members who voted in favour through remote - electronic voting system	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
4	222	100%



ii. **Voted against the resolution:**

Number of members who voted against through remote - electronic voting system	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. **Invalid votes :**

Total number of members whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
NIL	NIL


CP No. 4682

Annexure-2

**Results of Voting through physical ballot conducted at the 44th Annual General Meeting of
SCOOTERS INDIA LIMITED**

1. The result of the poll conducted through ballot at meeting is as under:

a) Resolution 1 - To receive, consider and adopt the standalone and consolidated financial statements of the Company for the financial year ended March 31, 2016. (Ordinary Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
28	80036479	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

b) Resolution 2 - To appoint a director in place of Shri A M Manichan who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)

Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
28	80036479	100%

i. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

ii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

c) Resolution 3 - Approval of remuneration of the Statutory Auditors.(Special Resolution)

i. Voted in favour of the resolution:

Number of members present and voting in favour (in person or by proxy)	Number of votes casted in favour of the resolution	% of total number of valid votes casted on the resolution
28	80036479	100%

ii. Voted against the resolution:

Number of members present and voting against (in person or by proxy)	Number of votes casted against the resolution	% of total number of valid votes casted on the resolution
NIL	NIL	NIL

iii. Invalid votes :

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

Annexure -3

Consolidated Results of remote E-Voting & Voting conducted through physical ballot at the 44th Annual General Meeting of SCOOTERS INDIA LIMITED

Particulars	Number of Votes Contained in			Percentage
	Remote E votes	Poll through physical Ballots at AGM	TOTAL	
Item No. 1:				
To receive, consider and adopt the financial statements of the Company for the financial year ended March 31, 2016 (Ordinary Resolution)				
Assent	172	80036479	80036651	99.9999%
Dissent	50	0	50	0.0001%
Invalid	Nil	Nil	Nil	Nil
Total	222	80036479	80036701	100.0000%
Outcome	Passed as an Ordinary Resolution			
Item No. 2:				
To appoint a director in place of Shri A M Manichan who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)				
Assent	152	80036479	80036631	99.9999%
Dissent	70	0	70	0.0001%
Invalid	Nil	Nil	Nil	Nil
Total	222	80036479	80036701	100.0000%
Outcome	Passed as an Ordinary Resolution			
Item No. 3:				
Approval of remuneration of the Statutory Auditors. (Special Resolution)				
Assent	222	80036479	80036701	100%

Dissent	NIL	NIL	NIL	NIL
Invalid	Nil	Nil	Nil	Nil
Total	222	80036479	80036701	100%
Outcome	Passed as a Special Resolution			



Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: 30th September, 2016

Pravin Agarwal
30/09/16

Pravin Agarwal
Chairman of 44th Annual General Meeting
Scooters India Limited