



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

08th September, 2016

**Listing Department
Bombay Stock Exchange Limited
Floor 1, Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001**

Subject: In Compliance with Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 91 of the Companies Act, 2013 and with rule 10 of Companies (Management and Administration) Rules, 2014.

Dear Sir/ Madam,

The Board of Directors in its meeting held on 02nd September, 2016 has decided to conduct the 44th Annual General Meeting of the Company on 30th September, 2016 at 11:30 A.M. (IST) at the registered office of the Company situated at 16th Kms. Mile Stone, Kanpur Road, Sarojini Nagar, Lucknow-226 008, Uttar Pradesh, India.

The Cut-off date for the Shareholders, who hold shares either in physical or in dematerialized form, is 24th September, 2016, for casting vote electronically. Further the Register of members and Share Transfer Register of the Company shall remain closed from Saturday the 24th September, 2016 to Friday the 30th September, 2016 (both days inclusive) to comply with the Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 read with Section 91 of the Companies Act, 2013 and with Rule 10 of Companies (Management and Administration) Rules, 2014.

You are requested to take the above information to your record.

Thanking you,

Yours Faithfully

By the order of Board

Sd/-

(Vinita Srivastava)

Chairperson & Managing Director



SCOOTERS INDIA LIMITED

(A Government of India Enterprise)
Corporate Identity No. L25111UP1972GOI003599
Registered Office : Lucknow – Kanpur Road,
(16th Mile Stone), Post Bag No.23 (G.P.O.),
P.O. Sarojini Nagar, Lucknow – 226008
E-mail: companysecretary@scootersindia.com
Website: www.scootersindia.com

NOTICE

Notice is hereby given that the 44th Annual General Meeting of the members of Scooters India Limited will be held at 11.30 a.m. on **Friday, the 30th day of September, 2016**, at the registered office of the Company at Lucknow – Kanpur Road, (16th Mile Stone), Sarojini Nagar, Lucknow – 226 008, Uttar Pradesh, India to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the audited financial statement of the Company for the year ended 31.03.2016.

“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.”

2. To appoint a director in place of Mr. A.M. Manichan, who retires by rotation & being eligible has offered himself for re-appointment.

“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.”

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 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 ₹ 1,25,000/- for the year 2016-17.”

By order of the Board of Directors
Sd/-
Vinita Srivastava
Chairperson & Managing Director
DIN : 007195637

Place : New Delhi
Date : 02.09.2016

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING OF THE COMPANY MAY APPOINT A PROXY TO ATTEND AND ON A POLL, VOTE INSTEAD OF HIMSELF/HERSELF. A Proxy need not be a member of the Company. Proxies in order to be effective must be received by the Company at its Registered Office not later than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc. must be supported by an appropriate resolution/authority, as applicable. A person shall not act as a Proxy for more than 50 members and holding in the aggregate not more than ten percent of the total voting share capital of the Company. However, a single person may act as a proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a proxy for any other person.
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 **24.09.2016** to **30.09.2016** (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 venue will be strictly against Entry slip available at the counters at the venue and against exchange of Attendance Slip.
9. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013, are requested to fill up the form annexed as a part of the Annual Report and send the same to the office of the Registrar and Transfer Agent of the Company.
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.
11. **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is



pleased to provide members facility to exercise their right to vote at the 43rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The voting period begins on **26th September, 2016 at 10:00 hrs. and will end on 29th September, 2016 at 17:00 hrs.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 24th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

The Company has signed an agreement with CDSL for facilitating e-voting to enable the Shareholders to cast their vote electronically. The instructions for shareholders voting electronically are as under:

- i. The shareholders should log on to the e-voting website www.evotingindia.com.
- ii. Click on Shareholders.
- iii. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- iv. Next enter the Image Verification as displayed and Click on Login.
- v. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:
 - a. **For Members holding shares in Demat Form and Physical Form**

PAN : Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

 - **Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is provided through separate letter attached with Annual report .**

Dividend Bank Details OR Date of Birth (DOB) Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.

 - If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
- vii. After entering these details appropriately, click on "SUBMIT" tab.



- viii. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the EVSN for the relevant Company Name ie. Scooters India Limited on which you choose to vote.
- xi. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xviii. Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. may follow the same instructions as mentioned above for e-Voting.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- xx. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- xxi. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- xxii. Mr. Amit Gupta, Practicing Company Secretary, Lucknow, (Membership No. FCS 5478 CP No. 4682) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xxiii. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “remote e-voting” or “Ballot Paper” or “Poling Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- xxiv. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- xxv. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.scootersindia.com and on the website of CDSL www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges viz. BSE Limited.

By Order of the Board of Directors
Sd/
Vinita Srivastava
Chairperson & Managing Director
DIN - 07195637

Place : New Delhi
Date : 02.09.2016



Pursuant to the Listing Agreement/SEBI Listing Regulations with the Stock Exchanges, following information is furnished about the Directors

Ms. Vinita Srivastava – aged 42 years, Director, DHI, has been appointed as Chairperson & Managing Director on additional charge basis w.e.f. 23.02.2016. She is an IRSME officer, a Mechanical Engineering graduate from SCRA, Jamalpur, with an Executive Masters in Business Administration from IIM, Ahmedabad. She represents the Government of India nominee in the Corporate board of many public sector enterprises. Ms. Srivastava's cross-functional experience of about 18 years includes diverse areas such as Vendor development, Operations, Rail Transportation, Infrastructure planning, Diesel Engine Design and Emissions Testing among others. She is a fellow of the UK government's Chevening Rolls-Royce Science Technology & Innovation Program of 2016 at the Said Business School in the University of Oxford.

Before joining SIL he has worked with Ministry of Steels as Officer on Special Duty, Director, Engine Development, RDSO, Lucknow. She is on Board of other PSU's including Hindustan Cables Limited & The Braithwaite Burn And Jessop Construction Company Limited.

Shri Rahul Bali – aged 49 year, has been appointed as Director (Technical) w.e.f. April 02, 2013. He is a Mechanical Engineer from National Institute of Technology, Jaipur and holds Post Graduate Diploma in Business Management from MDI, Gurgaon. He has been awarded "Finance Minister's Gold Medal" at MDI and is a Certified PMP (Project Management Professional) by PMI, USA and has wide exposure to the entire hydrocarbon value chain, automotive and manufacturing sector. He is a Life member of OMEGA association of Society of Petroleum Engineers (SPE) International & All India Management Association (AIMA) & member of American Society of Mechanical Engineers (ASME).

Before joining SIL Board, he had worked with ONGC as Chief Engineer (Production) with Facilities Engineering Group, Mumbai High Asset, Mumbai.

He has over 24 years' of diverse and progressive experience in the areas of Marketing, Oil and Gas Production, Project Management both upstream and downstream oil industry in India. Prior to joining ONGC he had worked with National Engineering Industry-NEI Ltd., largest bearing manufacturing company in India and had also worked on deputation with MRPL refinery-a joint sector company that was acquired by ONGC in 2003- and was actively associated during its turn around.

Shri Pravin Agrawal – has been appointed as Part time official director w.e.f. 23.04.2015. He is Director in Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises. He is an Indian Forest Service officer of Manipur & Tripura cadre (1994 batch)

Shri A. M. Manichan – aged, 56 years, has been appointed as Part time official director w.e.f. 23.09.2014. He is Deputy Secretary in Department of Heavy Industry, Ministry of Heavy Industries & Public Enterprises. He is also director in Instrumentation Limited & Cement Corporation of India Limited.



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 Auditor' 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.

Attendance Card
SCOOTERS INDIA LIMITED

(A Government of India Enterprise)
Registered Office : Lucknow - Kanpur Road,
(16th Mile Stone), Post Bag No. 23 (G.P.O.),
P.O. Sarojini Nagar, Lucknow - 226 008.

Attendance Card	Regd. Folio / Client ID No.	
	No. of Shares held	

I/We hereby record my/our presence at the **44th Annual General Meeting** of the Company held on Friday, 30th September, 2016 at 11.30 a.m. at Registered Office of the Company at Lucknow-Kanpur Road, 16th km. Miles Stone, Sarojini Nagar, Lucknow-226 008

Name of the Shareholder (In Block Letters)	:	_____
Signature of the Shareholder	:	_____
Name of the Proxy (In Block Letters)	:	_____
Signature of the Proxy	:	_____

Notes :

1. You are requested to sign and hand this over at the entrance.
2. If you are attending the meeting in person or by proxy, your copy of the Annual Report may please be brought by you/your proxy for reference at the meeting.

SCOOTERS INDIA LIMITED

(A Government of India Enterprise)

Corporate Identity No. L25111UP1972GOI003599

Registered Office : Lucknow-Kanpur Road, (16th Mile Stone), Post Bag No.23

(G.P.O.), **P.O. Sarojini Nagar, Lucknow-226008**

E-mail : company secretary@scootersindia.com

Website : www.scootersindia.com

Date : 02.09.2016

Sub. : Service of Documents through Electronic Mode

The Ministry of Corporate Affairs, Government of India, has notified Section 101 of the Companies Act, 2013 and the other rules governing the said Act. As per Rule 18(3)(1) of Chapter VII and Rule 11 of Chapter IX, the Company is requesting for a positive consent from its members to receive Notices of General Meeting/Postal Ballot, Annual Report and other shareholders communication. This will enable you to receive such notice(s)/Annual Report(s)/document(s)/Communication(s) etc., promptly and without loss in postal transit. Once we receive your positive consent, henceforth, Notices of Meetings, Annual Reports, Directors' Report, Auditors' Report and other shareholders communication will be sent to you electronically to your email address as provided by you AND/OR made available to the Company by the Depositories viz. National Securities Depository Limited (NSDL)/Central depository Services (India) Limited (CDSL). **As and when there are changes in your e-mail address, you are requested to update the same with your Depository Participant (DP). For share held in physical form, you can register your e-mail address with the Company's Registrar M/s Skyline Financial Services Private Limited, at "admin@skylinerta.com" OR the Company at "companysecretary@scootersindia.com"** mentioning your name(s) and folio Number. Please note that if you still wish to get a physical copy of the above documents, the Company will send the same, free of cost, upon receipt of a request from you. We look forward to your support.

Thanking you

Yours sincerely

For Scooters India Limited

Sd/-

Vinita Srivastava

Chairperson & Managing Director

Date :

M/s skyline Financial Services Private Limited

Unit : Scooters India Limited

D-153/A, IST FLOOR OKHLA INDUSTRIAL AREA PHASE-1, NEW DELHI-110020.

Dear Sir,

As per your letter dated 02.09.2016, I/We submit to you as under :

- 1) I/we hereby give my/our CONSENT to the Company to use my/our registered email id in my/our demat account with the Depository Participant for serving members related documents, under the Companies Act, 2013. (Please tick mark (s/) appropriately)

DP ID/CLIENT ID : _____

YES (?) NO (?)

- 2) Kindly use my/our Email Id : _____ for serving the documents for

Physical Folio No. _____

YES (?) NO (?)

Thanking you

Yours sincerely,

Name of First/sole holder _____ Signature _____

**Form No. MGT-11
PROXY FORM
(Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014)**

CIN	L25111UP1972GOI003599
Name of the Company	SCOOTERS INDIA LIMITED
Address	Lucknow-Kanpur Road, (16 th Mile Stone), Post Bag No.23 (G.P.O.), P.O. Sarojini Nagar, Lucknow-226008

44TH ANNUAL GENERAL MEETING

Name of Member(s)	
Registered Address	
E-mail Id	
Folio No./Client Id	
DP ID	

I/We being member(s) of.....shares of above named Company, hereby appoint.

Name	
Address	
Email Id	
Signatures of failing him	

Name	
Address	
Email Id	
Signatures of failing him	

Name	
Address	
Email Id	
Signatures of failing him	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 44th Annual General Meeting to be held on **at 11.30 a.m. on Friday, the 30th day of September, 2016, at the registered office of the Company at Lucknow-Kanpur Road, (16th Mile Stone), Sarojini Nagar, Lucknow-226 008, Uttar Pradesh, India** and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolution	Vote (See Note no.2)		
		For	Against	Abstain
Ordinary Business				
1.	Adoption of audited financial statements for financial year ended at 31 st March, 2016			
2.	Appointment of Mr. A.M. Nanichan as director, who retires by rotation and being eligible offers himself for reappointment.			
3.	Approval of remuneration of statutory Auditors of the Company for 2016-17.			

Signed this.....day of.....2016.

Affix a
revenue
Stamp

Signature of Shareholder

Signature of Proxy holder(s)

Notes :

- 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.**
- 2. It is optional to indicate your preference. If you leave the for, against, abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.**

Form No. SH-13
Nomination Form
[Pursuant to section 72 of the Companies Act, 2013 and rule
19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,

Name of the company	:	Scooters India Limited (CIN - L25111UP1972GOI003599)
Address of the company	:	Lucknow-Kanpur Road, (16 th Mile Stone), Post Bag No. 23 (G.P.O.), P.O. Sarojini Nagar, Lucknow-226008

I/We.....holder(s) of securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No. of Securities	Certificate No.	Distinctive No.

(2) PARTICULARS OF NOMINEE/S

a) Name	
b) Date of birth	
c) Occupation	
d) Nationality	
e) Address	
f) E-mail Id	
g) Relationship with the security holder	

(3) IN CASE NOMINEE IS A MINOR

a) Date of birth	
b) Date of attaining majority	
c) Name of guardian	
d) Address of guardian	

Witness : (Signature with name & address)	Signature : Name : Address :
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