

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 45th 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 45th Annual General Meeting of your Company held on Thursday, September 28, 2017 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 28, 2017

SCRUTINIZER'S REPORT

Name of the Company	SCOOTERS INDIA LIMITED
Meeting	45th Annual General Meeting
Date and Time	Thursday, September 28, 2017 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 45th Annual General Meeting of SCOOTERS INDIA LIMITED (hereinafter referred as "the Company") held on Thursday, September 28, 2017 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 25, 2017) 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 & 45th annual Report.

3. Cut Off Date

The Voting rights were reckoned as on the September 22, 2017, 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 25 2016 at 10:00 hrs. to Wednesday, September 27, 2017 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. Yashi Rastogi and Ms. Kirti Trivedi and downloaded the e voting details.

7. Result

7.1. I observed that

7.1.1. 22 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 45th AGM dated August 30, 2017 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 August 30, 2017, 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 August 30, 2017, 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 28, 2017



Annexure-1

**Results of remote E-Voting conducted at the 45th 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, 2017 (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
4	552	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





b) **Resolution 2 –To appoint a director in place of Shri Praveen Agarwal 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
4	552	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

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	552	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





Annexure-2

Results of Voting through physical ballot conducted at the 45th 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, 2017. (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
22	80035739	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 :

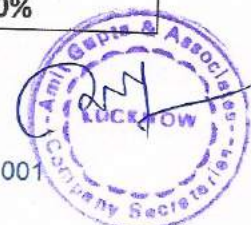
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes casted by members whose votes were declared invalid
Nil	Nil

b) Resolution 2 - To appoint a director in place of Shri Praveen Agarwal 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
22	80035739	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
22	80035739	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
45th 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	552	80035739	80036291	100.0000%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	552	80035739	80036291	100.0000%
Outcome	Passed as an Ordinary Resolution			
Item No. 2:				
To appoint a director in place of Shri Praveen Agarwal who retires by rotation and being eligible offers himself for re-appointment. (Ordinary Resolution)				
Assent	552	80035739	80036291	100.0000%
Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	552	80035739	80036291	100.0000%
Outcome	Passed as an Ordinary Resolution			
Item No. 3:				
Approval of remuneration of the Statutory Auditors. (Special Resolution)				
Assent	552	80035739	80036291	100.0000%





Dissent	Nil	Nil	Nil	Nil
Invalid	Nil	Nil	Nil	Nil
Total	552	80035739	80036291	100.0000%
Outcome	Passed as a Special Resolution			


Amit Gupta
Proprietor
Amit Gupta & Associates
Company Secretaries
FCS – 5478, C.P. - 4682
Date: September 28, 2017


Renati Sreenivasulu
Chairman of 45th Annual General Meeting
Scooters India Limited