



Scooters India Limited

(A Government of India Enterprise)

1st Floor Of 3/481, Vikalp Khand Gomti Nagar Lucknow UP 226010, India

CIN: L25111UP1972GOI003599

Telephone No. 0522-3178490, E-mail: csscootersindia@gmail.com

Website: www.scootersindialimited.com

NOTICE OF POSTAL BALLOT

NOTICE PURSUANT TO SECTIONS 108 AND 110 OF THE COMPANIES ACT, 2013 AND RULES 20 AND 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014, AS AMENDED, READ WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021 AND THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

Dear Shareholders,

Notice is hereby given pursuant to Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**Companies Act**”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”) read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 5, 2022 and Circular No. 11/2022 dated December 28, 2022 (“**MCA Circulars**”), any circular issued by the Securities and Exchange Board of India (“**SEBI Circulars**”), the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“**Delisting Regulations**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and other applicable laws, including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, to the members of Scooters India Limited (“**Company**”), to consider and if thought fit to pass the resolution set out herein below as a special resolution through postal ballot, through the remote e-voting process (“**e-voting**”) or through submission of postal ballot form in accordance with Regulation 11 of the Delisting Regulations and other applicable laws.

The proposed resolution along with the explanatory statement, pursuant to Section 102 of the Companies Act and other applicable laws, pertaining to the said resolution setting out the material facts and the reasons thereof, is also appended. Only members of the Company as on **Friday, May 26, 2023 (i.e., the cut-off date)** are entitled to vote, and any other person who is not a member of the Company shall treat this Notice for information purposes only.

As permitted under the MCA Circular and SEBI Circulars, the Company is sending this Notice in electronic form to all the shareholders whose email-ids are registered with the company or registrar or their respective depositories. Hard copies of the Postal Ballot Notice, Explanatory Statement and Postal Ballot Form will be dispatched to shareholders whose email ids are not available with the Company / Registrar / Depository System or upon receipt of specific request by a shareholder.

Shareholders who desire to exercise their vote by postal ballot are requested to carefully read the instructions appended to the Notice and return the duly completed postal ballot form in the enclosed postage prepaid business reply envelope. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act read with the Management

Rules framed there under and the MCA Circulars, the Company is pleased to provide its Shareholders with the facility to exercise their right to vote on the matters included in the Postal Ballot by electronic means. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) to enable the Members to cast their votes electronically. Assent or dissent of the members on the resolution mentioned in the Notice would be taken both, through the e-voting system and through submission of postal ballot form. This notice is also available on the website of the Company at www.scootersindialimited.com.

The Explanatory Statement pursuant to Section 102 of the Act setting out the material facts and related particulars pertaining to the aforesaid Special Business is annexed to this Postal Ballot Notice for your consideration.

Pursuant to the provisions of Section 110 of the Companies Act read with Rule 22 of the Management Rules (including any modification(s) and re-enactment(s) thereof for the time being in force), the Board of Directors of the Company ("**Board**") has appointed **CS Amit Gupta** (Membership No. 5478, C.P. No. 4682, PR No. 2600/2022) of Amit Gupta & Associates, Company Secretaries, as the **Scrutinizer**, for conducting the postal ballot / e-voting process in a fair and transparent manner. The voting will commence on **Tuesday, June 06, 2023 at 9:00 A.M. (IST)** and will end on **Wednesday, July 05, 2023 at 5:00 P.M. (IST)**.

In accordance with Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, the resolutions shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed Postal Ballot forms or e-voting i.e. **Wednesday, July 05, 2023**.

SPECIAL BUSINESS:

ITEM NO. 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BSE LIMITED ("BSE")

To consider and, if thought fit, to pass, the following resolution as a *Special Resolution*:

"RESOLVED THAT pursuant to (i) the Initial Public Announcement dated May 03, 2023 ("**Initial Public Announcement**") made by Corporate Professionals Capital Private Limited, Manager to the Offer for and on behalf of Mr. Amit Shrivastav, being the Chairman & Managing Director ("**CMD**") of Scooters India Limited ("**the Company**") duly authorized by President of India through Ministry of Heavy Industries, Government of India, New Delhi (hereinafter referred to as "**Acquirer/ Promoter**") holding 8,19,24,029 (Eight Crores Nineteen Lacs Twenty Four Thousand Twenty Nine Only) equity shares of Rs. 10 each representing 93.87% of the total paid-up equity share capital of the Company, have intended in accordance with Regulation 8 of the Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, as amended ("**Delisting Regulations**") to initiate the process of voluntary delisting of the equity shares having face value of ₹ 10 each ("**Equity shares**") the Company based on the Acquirer's intention to: (a) acquire all Equity Shares that are held by public shareholders (as defined under the Delisting Regulations) and (b) consequently voluntarily delist the Equity Shares from BSE Limited, the only stock exchange where the Equity Shares of the Company are presently listed, by making delisting offer in accordance with the Delisting Regulations and exemptions granted by the Securities & Exchange Board of India ("**SEBI**") vide letter no. SEBI/HO/CFD/DCR3/P/OW/2021/26908/1 dated October 04, 2021 ("**Exemption Letter 1**") read with letter no. SEBI/HO/CFD/DCR3/P/OW/2023/2508/1 dated January 18, 2023 ("**Exemption Letter 2**"), letter no. SEBI/HO/CFD/RAC/DCR2/P/OW/2023/1786/1 dated May 02, 2023 ("**Exemption Letter 3**") and any future exemptions that may be received from SEBI (collectively referred to as "**Exemption Letters**") ("**Delisting Proposal**"), and (ii) the approval of the Board of Directors of the Company ("**Board**") granted in its meeting held on May 24, 2023; and in accordance with the provisions of the Companies Act, 2013 ("**Companies Act**") and the rules framed there under, the Delisting Regulations,

the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Securities Contract (Regulation) Act, 1956 (including the rules issued there under), the listing agreement entered with the Stock Exchanges, including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted hereinafter, and all other applicable laws, rules, regulations and guidelines, if any, and subject to such approvals, permissions and consents, as may be required and necessary for the Company and the Acquirer, under applicable laws and subject to the terms of such approvals, permissions and consents, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, while granting such approvals, permissions and consent, the approval of the members of the Company be and is hereby accorded to voluntarily delist the Equity Shares from BSE, pursuant to the proposed acquisition by the Acquirer, as detailed in the Initial Public Announcement dated May 03, 2023, of Equity Shares that are held by the Public Shareholders in accordance with the terms of the Delisting Regulations and other applicable provisions of applicable laws, and the Company shall accordingly take all necessary actions and make all the necessary disclosures and filings to facilitate the proposed voluntary delisting of the Equity Shares.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors of the Company and/or Company Secretary, be and are hereby severally authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters, and things as they may at their discretion deem necessary or expedient for such purpose, and seek relevant third party consents, as may be required, and make all necessary filings/ applications including but not limited to filing/ applications to any statutory/ regulatory/government authority including to the Stock Exchanges/ SEBI for seeking their approval for the Delisting Proposal in accordance with the provisions of Delisting Regulations, if required, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit.

RESOLVED FURTHER THAT all actions taken or required to be taken by the Board thereof, in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified, and confirmed in all respects.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary.”

By Order of the Board
For **Scooters India Limited**

Sd/-
Amit Shrivastav
Chairman & Managing Director
DIN - 10141867

Date: May 31, 2023

Place: Lucknow, Uttar Pradesh

NOTES AND INSTRUCTIONS:

A. GENERAL

I. SPECIAL RESOLUTION

1. An explanatory statement pursuant to section 102 of the Companies Act, 2013, setting out the material facts and reasons for the proposed special resolution is annexed herewith.
2. In terms of the provisions of the Regulation 11(4) of the Delisting Regulations the proposed special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposal are at least two times the number of votes cast by the public shareholders against it.
3. Resolution assented to by the requisite majority of the Shareholders by means of Postal Ballot including voting by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Shareholders.
4. The Result will be displayed at the Company's website www.scootersindialimited.com, besides being communicated to the Stock Exchanges on which Company's equity shares are listed. The results shall be displayed on the Notice Board of the Company's Registered office.
5. All relevant documents referred to in the accompanying Explanatory Statement are open for inspection at the Registered Office of the Company during normal business hours on all working days (Monday to Saturday) up to the last day of voting ie. Wednesday, July 05, 2023.

II. CUT-OFF DATE & DISPATCH

6. The Postal Ballot Notice will be dispatched / sent to all the Members whose names appear in the Register of Members / Records of Depositories as on Friday, May 26, 2023 ie. the cut-off date and a person who is not a member as on that date should treat this Notice for information purposes only. Notice of Postal Ballot is also being sent to all the Directors and Auditors of the Company.
7. Members who have registered their E-mail IDs with their Depository Participants are being sent the Notice of Postal Ballot by E-mail and Members who have not registered their E-mail IDs will receive Notice of Postal Ballot along with the Postal Ballot Form in physical form.
8. Members who have received Postal Ballot Notice by E-mail and who wish to vote through Physical Postal Ballot Form can seek duplicate Postal Ballot Form from the Registrar by sending a request mail on viren@skylinerta.com.

III. VOTING FACILITY

9. In compliance with section 108 and 110 of the Companies Act and the Rules made thereunder, the company has provided the facility to Members to exercise their votes electronically and to vote on the resolutions specified above through e-voting service facility arranged by CDSL. The instruction for electronic voting are annexed to this notice.
10. Voting period will commence on and from **Tuesday, June 06, 2023 at 9:00 A.M. (IST)** and will end on **Wednesday, July 05, 2023 at 5:00 P.M. (IST) (both days inclusive)**.
11. Members are requested to read carefully the instructions printed on the Postal Ballot Form before exercising their physical vote and return the Postal Ballot Form duly completed with the assent (for) and dissent (against), in the attached self-addressed postage pre-paid Envelope, so as to reach the Scrutinizer at **Mr. Amit Gupta, The Scrutinizer, C/o Scooters India Limited, C/o Skyline Financial Services Private Limited, First Floor, D 153 A Okhla Industrial Area Phase-1, New Delhi -- 110 020**, on or before **Wednesday, July 05, 2023, 5.00 pm**. Please note that any Postal Ballot Form(s) received after the said date and time will be treated as reply from the Member has not been received. No other form or photocopy thereof is permitted. Members who do not receive the Postal Ballot Form may seek duplicate Postal Ballot Form from the Registrar by sending a request mail on viren@skylinerta.com.
12. If a Member has opted for e-voting, then he/she should not vote by physical ballot and vice-versa. However, in case Shareholders cast their vote, both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by ballot shall be treated as invalid.
13. In case, the Shareholders do not want to avail the e-voting facility organized through CDSL, such Shareholders may send a request to the Registrar at viren@skylinerta.com or write to the Registrar at Skyline Financial Services Private Limited, First Floor, D 153 A Okhla Industrial

Area Phase-1, New Delhi — 110 020 for obtaining the Notice and Postal ballot Form in physical form. On receipt of such request, the Company will dispatch the same to enable the Shareholders to send back the Postal Ballot duly filled form, so as to reach the Scrutinizer within the prescribed time.

14. The Scrutinizer will submit his report to the Chairman of the Company or any other Director duly authorized by the Chairman, after completion of the scrutiny of the Postal Ballots forms received in physical mode and the votes casted through electronic mode. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
15. Voting rights in the postal ballot/e-voting cannot be exercised by a proxy.
16. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to amitguptacs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
17. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on <https://www.evotingindia.com/> to reset the password.
18. In case of any queries regarding remote e-voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of <https://www.evotingindia.com/> or write email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

B. E-VOTING

I. GENERAL INSTRUCTIONS FOR E-VOTING

1. E-voting period shall commence on **Tuesday, June 06, 2023 at 9:00 A.M. (IST)** and will end on **Wednesday, July 05, 2023 at 5:00 P.M.(IST) (both days inclusive)**. During this period, Members of the Company holding shares either in physical or dematerialized form as on the Cut-off date, i.e. Friday, May 26, 2023 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants), may cast their vote electronically, in respect of the resolution as set out in this Notice only through the e-voting. The e-voting module shall be disabled by CDSL for voting thereafter.
2. During the e-voting period, Members can login at CDSL e-voting platform any number of times till they have voted on the resolution. Once the vote on resolution is cast by a Member, whether partially or otherwise, Member shall not be allowed to change it subsequently or cast the vote again.
3. In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.
4. Pursuant to abovesaid SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
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<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/home/login or visit https://www.cdslindia.com/ and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on https://www.cdslindia.com/ home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com/. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to</p>

Depository Participants	e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
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5. **Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.
6. **Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

II. LOGIN METHOD FOR E-VOTING FOR PHYSICAL SHAREHOLDERS AND SHAREHOLDERS OTHER THAN INDIVIDUAL HOLDING IN DEMAT FORM.

1. The shareholders should log on to the e-voting website <https://www.evotingindia.com/>.
2. Click on “Shareholders” module.
3. 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to <https://www.evotingindia.com/> and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details	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.
OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN of the Company for which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

III. ADDITIONAL FACILITY FOR NON – INDIVIDUAL SHAREHOLDERS AND CUSTODIANS –FOR E- VOTING ONLY.

1. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com/> and register themselves in the “Corporates” module.

2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
3. 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.
4. The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
5. 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.
6. Alternatively, Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csscootersindia@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

IV. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company at csscootersindia@gmail.com and/or RTA email at viren@skylinerta.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

V. REDRESSAL OF QUERIES

1. If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022- 23058542/43.
2. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1: APPROVAL FOR VOLUNTARY DELISTING OF THE EQUITY SHARES OF THE COMPANY FROM BSE LIMITED (“BSE”)

- 1) The equity shares of the Company, each having a face value of Rs.10/- (“**Equity Shares**”) are presently listed on BSE Limited (“**BSE**”/ “**Stock Exchange**”).
- 2) The Government of India (“**GOI**”), Ministry of Heavy Industries, New Delhi vide letter no. F. No. 3(1)/2020-PE-VI, dated January 28, 2021 communicated its decision for shutting down the operations of the plant/unit of the Company and closure of the Company. Further, the said letter by GOI also mentioned that before the closure of the Company under section 248(2) of the Companies Act, 2013, the Equity Shares of the Company are required to be delisted from the Stock Exchange and Equity Shares with the public are to be acquired and payout to be made to the public shareholders by Government of India, as per the procedure prescribed in Securities & Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (“**Delisting Regulations**”). In this regard, Mr. Amit Shrivastav, Chairman & Managing Director (“**CMD**”) of the Company has been authorized by the President of India through Ministry of Heavy Industries, Government of India, New Delhi (“**Acquirer**”), vide its letter dated February 28, 2023 to do the needful on the Acquirer’s behalf for the proposed voluntary delisting.

On May 03, 2023, the Board of Directors of the Company received Intent Letter dated May 03, 2023 from Mr. Amit Srivastava, CMD of the Company, on behalf of Acquirer and an Initial Public Announcement (**IPA**) dated May 03, 2023 from Corporate Professionals Capital Private Limited (“**Manager to the Offer**”) for and on behalf of Acquirer expressing their intention to (a) acquire all Equity Shares that are held by public shareholders of the Company (as defined under the Delisting Regulations and to be referred to as “**Public Shareholders**”) and (b) consequently voluntarily delist the Equity Shares from BSE Limited, the only stock exchange where the Equity Shares of the Company are presently listed, by making delisting offer in accordance with the Delisting Regulations and exemptions granted by Securities & Exchange Board of India vide letter no. SEBI/HO/CFD/DCR3/P/OW/2021/26908/1 dated October 04, 2021 (“**Exemption Letter 1**”) read with letter no. SEBI/HO/CFD/DCR3/P/OW/2023/2508/1 dated January 18, 2023 (“**Exemption Letter 2**”), letter no. SEBI/HO/CFD/RAC/DCR2/P/OW/2023/1786/1 dated May 02, 2023 (“**Exemption Letter 3**”) and any future exemptions that may be received from SEBI (collectively referred to as “**Exemption Letters**”) (“**Delisting Proposal**”).

- 3) As on date of this postal ballot notice, paid up capital of the Company is Rs. 87,27,38,188 (Rupees Eighty Seven Crore Twenty Seven Lakh Thirty Eight Thousand One Hundred and Eighty Eight), divided into 8,72,72,255 (Eight Crore Seventy Two Lakh Seventy Two Thousand Two Hundred and Fifty Five) Equity Shares of the face value of Rs. 10/- each and issued capital of the Company is Rs. 87,27,55,000 (Rupees Eighty Seven Crore Twenty-Seven Lakh and Fifty-Five Thousand), divided into 8,72,75,500 (Eight Crore Seventy-Two Lakhs Seventy-Five Thousand and Five Hundred) Equity Shares of the face value of Rs. 10/- each. Further, difference between the issued capital and paid- up capital is due to the 3,245 (Three Thousand Two Hundred and Forty-Five) Equity Shares which were forfeited by the Company. Further, the aggregate shareholding of the Acquirer, as on the date of this postal ballot notice is 8,19,24,029 (Eight Crore Nineteen Lakh Twenty-Four Thousand and Twenty-Nine) Equity

Shares aggregating to 93.87% of the paid-up equity share capital of the Company. The Public Shareholders hold 53,48,226 (Fifty-Three Lakh Forty-Eight Thousand Two Hundred and Twenty-Six) Equity Shares representing 6.13% of the Paid-up Share Capital of the Company. There is very minuscule trading in the shares of the Company and no benefit is being derived by the virtue of being listed on BSE Limited. The Equity Shares of the Company are presently infrequently traded, with merely 0.66% trading during last 12 months.

- 4) As per the IPA, the rationale for the Delisting Proposal is as follows:
- a. The Government of India, Ministry of Heavy Industries (“MHI”), New Delhi vide letter no. F. No.3(1)/2020-PE-VI dated January 28, 2021 decided for shutting down the operations of the plant/unit of the Company and closure of the Company.
 - b. Also, vide the same letter, the MHI approved the Delisting of Equity shares of the Company from BSE Limited, before closure of the Company under section 248(2) of the Companies Act, 2013.
 - c. In furtherance to the same, the Company has ceased to be a going concern and necessary steps as per the aforementioned letter have been initiated.
 - d. In terms of the decision taken by MHI, the Company has to be dissolved pursuant to the provisions of section 248(2) of the Companies Act, 2013.
 - e. Also, the Company has a Paid-up Capital of Rs. 87,27,38,188, divided into 8,72,72,255 Equity Shares of the Face Value of Rs 10/- each. The Promoters’ Shareholding in the Company is 93.87% and the public holding is merely 6.13%. There is very minuscule trading in the shares of the Company and no benefit is being derived by the virtue of being listed on BSE Limited. The Equity Shares of the Company are presently infrequently traded, with merely 0.66% trading during last 12 months.
 - f. Given the limited liquidity of the Equity Shares on the stock exchange, the proposed delisting will provide the public shareholders an opportunity to exit from the Company at a price determined in accordance with the Delisting Regulations.
- 5) Pursuant to the receipt of Delisting proposal, the Company appointed **CS Amit Gupta**, Practicing Company Secretary (Peer Review Certificate No. 2600/2022. FCS 5478, CP No. 4682) of Amit Gupta Associates, Company Secretaries (“**Peer Review Company Secretary**”) as the peer review company secretary in terms of the provisions of Regulation 10 of the Delisting Regulations and other applicable provisions of the Delisting Regulations and the same was duly intimated to BSE on May 08, 2023.
- 6) The Board of directors in their meeting held on May 24, 2023 took note that the Company has obtained exemptions from SEBI, granted vide their letters SEBI/HO/CFD/DCR3/P/OW/2021/26908/1 dated October 04, 2021 (“**Exemption Letter 1**”), read with letter no. SEBI/HO/CFD/DCR3/P/OW/2023/2508/1 dated January 18, 2023 (“**Exemption Letter 2**”), letter no. SEBI/HO/CFD/RAC/DCR2/P/OW/2023/1786/1 dated May 02, 2023 (“**Exemption Letter 3**”) and any future exemptions that may be received from SEBI (collectively referred to as the “**Exemption Letters**”) with regard to compliance with the various provisions of securities laws enumerated as follows:
- a) Regulation 17(1) of the Listing Regulations requiring that at least half of the board of directors of the Company shall comprise of independent directors;
 - b) Regulation 31 of the Listing Regulations requiring to ensure that 100% of the shareholding of promoter and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner as specified by SEBI;

- c) Regulation 38 of the Listing Regulations read with Rule 19(2) and Rule 19A of the Securities Contracts (Regulations) Rules, 1957 requiring the Company to comply with Minimum Public Shareholding norms in the manner as specified by SEBI from time to time;
 - d) Regulation 107 and Regulation 108 of the Listing Regulations on listing of securities on Stock Exchange; and
 - e) Regulation 6 of the Listing Regulations requiring the Company to appoint a qualified company secretary as the compliance officer.
 - f) Regulation 35 (1) of the Delisting Regulations regarding the fulfillment of the criteria laid in the aforementioned regulation to be eligible for delisting under the special provisions without following the procedure prescribed in Chapter IV of the Delisting Regulations; and
 - g) Regulation 35(2)(d) of the Delisting Regulations requiring the consent of public shareholders holding 90% or more of the public shareholding to the proposal for delisting.
- 7) Further, the Board, in the same meeting, took on record the due diligence report dated May 24, 2023 (“**Due Diligence Report**”) submitted by Peer Review Company Secretary, and as per the requirement of Regulation 10(3) and 10(4) of the Delisting Regulations, relying on information available with the Company, the due diligence report dated May 24, 2023 submitted by CS Amit Gupta, Practicing Company Secretary (Peer Review Certificate No. 2600/2022. FCS 5478, CP No. 4682) of Amit Gupta & Associates, Company Secretaries and share capital audit report dated May 24, 2023 submitted by CS Amit Gupta, Practicing Company Secretary (Peer Review Certificate No. 2600/2022. FCS 5478, CP No. 4682) of Amit Gupta & Associates, Company Secretaries, prepared in accordance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018 read with Regulation 12(2) of the Delisting Regulations, in respect to the Equity Shares proposed to be delisted, covering a period of 6 months prior to the date of the meeting of the Board was reviewed. Based on the information available with the Company and after taking on record the Report, the Board approved the said Delisting proposal and in accordance with Regulation 10(4) of the Delisting Regulations, certified that:
- a. The Company is in compliance with applicable provisions of securities laws except the ones mentioned at para 6 above, in respect of which exemptions have been obtained from SEBI;
 - b. The Acquirer and its related entities are in compliance with the applicable provisions of securities laws in terms of the Due Diligence report and are also in compliance with regulation 4(5) of the Delisting Regulations; and
 - c. The Delisting Proposal is in the interest of the shareholders of the Company.
- 8) Further the floor price of the delisting offer has to be determined in terms of Regulation 20(2) of the Delisting Regulations read with Regulation 35(2) along with Regulation 8 of the Securities & Exchange Board of India (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (“**Takeover Regulations**”) and the Exemption Letters. Accordingly, as per the Exemption Letters the floor price has been determined as follows:
- a. As per the conditions mentioned in the exemption letters, the Acquirer was mandated to obtain valuation of the equity shares of the Company from two independent peer reviewed chartered accountants and the floor price for the delisting shall not, in any case, be lower than the higher of the two valuations.
 - b. Accordingly, the Acquirer had appointed two peer reviewed Chartered Accountants namely M/s. Sachin & Associate (Peer Review Certificate No. 010929. and FRN 015090C) and M/s. Om Rastogi & Co. (Peer Review Certificate No. 011300. and FRN: 002604C) for computing the Fair Value of the Company in accordance with Regulation 20(2) and Regulation 35 of Delisting Regulations read with Regulations 8 of Takeover Regulations who vide their certificates dated September 19, 2022 and October 03, 2022 have computed the floor price of Rs. 31.78 and Rs. 28.35 respectively.

- c. Thereafter, the CMD on behalf of the Acquirer applied with Ministry of Heavy Industries, Government of India, New Delhi for approval of floor price for the proposed voluntary delisting and Ministry vide their letter dated February 09, 2023 have granted approval for the floor price to be Rs. 31.78/- per share.
- 9) Thus, the floor price as on the date of Board meeting i.e. May 24, 2023 determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 Takeover Regulations and the Exemption Letters is Rs. 31.78/- per share.
- 10) With reference to the above, the Board took on record the letter dated May 24, 2023 received for and on behalf of the Acquirer informing the Company that the floor price of the delisting offer is Rs. 31.78/- (Rupees Thirty One and Seventy Eight Paise Only) per Equity Share, which is determined in accordance with Regulation 20(2) of the Delisting Regulations read with Regulation 8 of the Takeover Regulations and the Exemption Letters. Further, as per the provisions of Regulation 35(2) of the Delisting Regulations and the Exemption Letters granted by SEBI, the Acquirers have to decide an exit price in consultation with the Manager to the Offer.
- 11) Pursuant to the above, the Acquirer in consultation with the Manager to the Offer in consideration of the best in interest of shareholders and in order to provide fair exit to the public shareholders have decided the exit price of Rs. 31.78/- per equity share which is not less than the floor price determined in terms of Regulation 8(2)(e) of the Takeover Regulations.
- 12) The “reference date” with respect to the computation of “floor price” for the proposed delisting is May 17, 2023 i.e., date on which the recognized stock exchange was required to be notified of the board meeting in which the delisting proposal was considered and approved.
- 13) Further, the Board of Directors of the Company (“**Board**”), at its meeting held on May 24, 2023, approved the delisting proposal after having discussed and considering various factors including the due diligence report submitted by the Peer Review Company Secretary.
- 14) The acquisition of Equity Shares by the Acquirer from the Public Shareholders will be conditional upon the following:
- a. Approval of the shareholders of the Company by way of a special resolution through postal ballot/ e-voting in accordance with the Delisting Regulations and other applicable laws wherein the number of votes cast by the Public Shareholders in favour of the Delisting Proposal is at least two times the number of votes cast by the Public Shareholders against the Delisting Proposal;
 - b. Receipt of the In Principle approval of BSE in accordance with the Delisting Regulations and/or any other statutory/ regulatory approvals and third-party consents, as may be required, in relation to the Delisting Proposal;
 - c. The Acquirer to write individually to all the public shareholders intimating them about the exit price together with justification for the same along with particular reference to the applicable parameters and specific mention of the fact that the consent for delisting proposal would include the consent for dispensing off with the exit price discovery through reverse book building method.
 - d. The number of Equity Shares being validly tendered or the consents being received from the Equity shareholders in the Delisting Offer would be sufficient enough to result in the Delisting Offer being successful, since the requirement of receiving consent from atleast 90% of the

public shareholding as required under Regulation 35(2)(d) of the Delisting Regulation has been exempted under Exemption Letters subject to the conditions mentioned therein..

- e. The conditions mentioned in the Exemption Letters or such other directions/exemptions as may be issued by SEBI in this regard.

15) Further, the present delisting of Equity Shares is as per the Exemption Letters approved by SEBI which mandate the following conditions to be complied with by the Acquirer:

- a) The Company shall be in compliance with provisions of all other applicable laws;
- b) The Acquirer shall initiate voluntary delisting of its equity shares within a period of one month from the date of receipt of this communication and shall complete the process of voluntary delisting latest by December 31, 2023;
- c) The Acquirer shall obtain valuation of its equity shares from two independent peer reviewed chartered accountants and the floor price for the delisting shall not, in any case, be lower than the higher of the two valuations;
- d) The Acquirer shall appoint a Manager to the offer and decide an exit price after consultation. The exit price offered to the public shareholders shall not be less than the floor price determined in terms of clause (e) of sub-regulation (2) of regulation 8 of the Takeover Regulations;
- e) The Acquirer writes individually to all the public shareholders of the company informing them of its intention to get the equity shares delisted, the exit price together with the justification therefor and seeking their consent for the proposal for delisting;
- f) The Acquirer shall write to all public shareholders intimating them of the proposed delisting and exit price together with justification for the same along with particular reference to the applicable parameters and specifically mention that consent for the proposal would include consent for dispensing with the exit price discovery through reverse book building method;
- g) The Acquirer shall comply with the requirement of Escrow Account as specified in regulation 14 of the Delisting Regulations;
- h) Ensure compliance with Regulation 35(2)(c) of the Delisting Regulations. Additionally, publish a newspaper advertisement in one national newspaper in English and in newspapers in local vernacular in each state where its public shareholders are residing as per the address available in records announcing delisting proposal at least 10 days before the letter is sent to the public shareholders seeking their consent for delisting proposal;
- i) The letter of offer sent to all public shareholders and the advertisement as well as explanatory statement shall indicate the valuation and rationale for the offer price, in the event of Company proceeding with the delisting;
- j) The offer price to be paid to tendering shareholders through electronic mode permitted by RBI to enable audit trail;
- k) The Acquirer will continue to accept tendered shares from remaining public shareholders for a period of up to 2 years from the date of delisting at the same price at which earlier acceptance of shares was made;
- l) The Manager to the offer, in due coordination with the Acquirer, shall ensure that the rights of the remaining public shareholders are protected and all the disclosures and compliances as mentioned in Exemption Letters in this regard are duly complied with and in furtherance of the same shall:
 - i. publish, on a quarterly basis, an advertisement in the same newspapers in which the advertisement of the offer for delisting of equity shares was published, inviting the remaining public shareholders to avail the exit opportunity during the two years exit window after delisting of shares;
 - ii. send follow up communications to the remaining public shareholders on a quarterly basis; and

- iii. file a quarterly progress report to the stock exchange(s), which shall be disseminated to the public thereafter by the stock exchange(s), disclosing the following:
 - a. number of remaining public shareholders at the beginning and end of the quarter; and
 - b. details of public shareholders who availed the exit opportunity during the quarter.
- iv. make disclosure of the relaxations granted through the exemption letters in the Letter of offer; and
- v. ensure that Exemption Letters forms part of documents for inspection to the public shareholders.

16) If the Equity Shares are delisted in accordance with the Delisting Regulations read with the Exemption Letters, the remaining Public Shareholders, whose Equity Shares are either not accepted or not tendered at all during the offer period, shall have a right to tender their Equity Shares for a period of 2 (two) years from the date of delisting of Equity Shares from the Stock Exchange and the Acquirers shall accept such Equity Shares at the same price at which the earlier acceptance of Equity Share was made.

17) In terms of Regulation 11(4) of the Delisting Regulations, the special resolution shall be acted upon only if the votes cast by Public Shareholders in favour of the Delisting Resolution are at least two times the number of votes cast by the Public Shareholders against it. Accordingly, approval for the Delisting Resolution is sought from the shareholders, and upon receipt of such approval, the Acquirer will proceed to make an offer to the Public Shareholders and purchase the Equity Shares at the exit price in accordance with the Delisting Regulations.

The Board recommends the special resolution and places it for consideration and approval of the Shareholders of the Company.

None of the directors or key managerial personnel of the Company or their relatives are directly or indirectly concerned or interested in this resolution.

By Order of the Board
For **Scooters India Limited**

SD/-
Amit Shrivastav
Chairman & Managing Director
DIN - 10141867

Date: May 31, 2023

Place: Lucknow, Uttar Pradesh