

**39th**  
**ANNUAL**  
**REPORT**  
**2013-2014**



**MAHARASHTRA SCOOTERS LTD.**



# MAHARASHTRA SCOOTERS LTD.

39th ANNUAL REPORT 2013-2014

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39th Annual General Meeting:

Tuesday, 15 July, 2014 at 12.00 noon at the Registered Office

The Company is arranging local transport for shareholders / proxies attending the meeting.  
For further details, please contact Share Department at Registered Office on  
Phone No.020 66106564

**Board of Directors****Madhur Bajaj***Chairman***Ashok S. Sawant** (from 20-01-2014)**S. B. Patil****Sanjiv Bajaj****Yogesh J. Shah****R. K. Nikharge****Naresh Patni****Sadashiv S. Survase****M. V. Bhagat** (upto 17-07-2013)**Ramesh D. Devkar** (from 17-07-2013)**Smt. Kanchan Vijayan** (upto 24-09-2013)**Kishor B. Kadam** (from 14-10-2013 to 27-12-2013)**Audit Committee****Yogesh J. Shah***Chairman***R. K. Nikharge****Naresh Patni****Stakeholders' Relationship Committee****Yogesh J. Shah***Chairman***Sanjiv Bajaj****R. K. Nikharge****Chief Executive Officer****Ranjit Gupta****Chief Financial Officer****R. B. Laddha****Dy.General Manager (Satara)****R. D. Haware****Company Secretary****N. S. Kulkarni****Auditors****P. C. Parmar & Co., Pune****Cost Auditor****A. P. Raman, Pune****Registered Office****C/o. Bajaj Auto Limited**

Mumbai-Pune Road

Akurdi, Pune-411 035.

**Works**

Plot No. C-1, M.I.D.C. Area

Satara-415 004, Maharashtra.

**Corporate Identification No. (CIN)****L35912MH1975PLC018386****Website****[www.mahascooters.com](http://www.mahascooters.com)****E-mail****[investors\\_msl@bajajauto.co.in](mailto:investors_msl@bajajauto.co.in)**



CIN: L35912MH1975PLC018376

**Registered office:**

C/o. Bajaj Auto Limited,  
Mumbai-Pune Road, Akurdi,  
Pune 411 035.

[www.mahascooters.com](http://www.mahascooters.com)

E-mail: [investors\\_msl@bajajauto.co.in](mailto:investors_msl@bajajauto.co.in)

## NOTICE

NOTICE is hereby given that the Thirty Ninth Annual General Meeting of the shareholders of **MAHARASHTRA SCOOTERS LIMITED** will be held on **Tuesday, 15 July, 2014 at 12.00 noon** at the Registered Office of the Company at C/o. Bajaj Auto Limited, Mumbai-Pune Road, Akurdi, Pune- 411 035 to transact the following business:-

### ORDINARY BUSINESS:

1. To consider and adopt the audited Balance Sheet as at 31 March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Directors' and Auditors' Reports thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Shri Sanjiv Bajaj (DIN No. 00014615) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Yogesh J. Shah (DIN No. 00137526) who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint Auditors of the company and to fix their remuneration and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"**RESOLVED** that pursuant to provisions of Section 139 and other applicable provisions of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, M/s. P.C. Parmar & Company, Chartered Accountants, Pune (ICIA Firm Registration No.107604W), the retiring Auditors of the company, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of 42nd Annual General Meeting of the company, subject to ratification of the appointment by the members at every Annual General Meeting held after this meeting, on a remuneration of Rs.6,00,000/- (Rupees Six lacs only) plus taxes as applicable and out-of-pocket, travelling and living expenses."

### SPECIAL BUSINESS:

6. **Appointment of Shri Ramesh D. Devkar as a Director:**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

"**RESOLVED** that Shri Ramesh D. Devkar (DIN No. 02717570) who was appointed by the Board of Directors of the Company as a Director with effect from 17 July, 2013, in the causal vacancy caused by the withdrawal of nomination of Shri M.V. Bhagat by Western Maharashtra Development Corporation Limited and who vacates office at this annual general meeting under section 161 of the Companies Act, 2013 and in respect of whom the company has, pursuant to section 160 of the Companies Act, 2013, received a notice in writing in the prescribed manner from a member signifying its intention to propose his candidature for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation."

7. **Appointment of Shri Ashok S. Sawant as a Director:**

To consider and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:-

"**RESOLVED** that Shri Ashok S. Sawant, (DIN No. 06790234) who was appointed by the Board of Directors of the Company as a Director with effect from 20 January, 2014, in the causal vacancy caused by the withdrawal of nomination of Shri Kishor B. Kadam by Western Maharashtra Development Corporation Limited and who vacates office at this annual general meeting under section 161 of the Companies Act, 2013 and in respect of whom the company has, pursuant to section 160 of the Companies Act, 2013, received a notice in writing in the prescribed manner from a member signifying its intention to propose his candidature for the office of Director, be and is hereby appointed as Director of the Company, not liable to retire by rotation."

By Order of the Board  
For MAHARASHTRA SCOOTERS LTD.

**N.S. Kulkarni**  
Company Secretary

Pune, 13 May, 2014

**NOTES:**

1. **EXPLANATORY STATEMENT:** Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 with respect to the Special Business set out in item Nos.6 & 7 is annexed.
2. **PROFILE OF RETIRING DIRECTORS:** As required by Clause 49 of the Listing Agreement, brief details of the Directors seeking appointment / re-appointment are annexed hereto.
3. **PROXY:** A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days written notice is given to the Company.

4. **APPOINTMENT OF AUDITORS:** Pursuant to the provisions of Section 139 of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, the retiring auditors of the company, M/s. P.C. Parmar & Co., Chartered Accountants, are eligible to hold office for a period of three years. The appointment of M/s. P.C. Parmar & Co., Chartered Accountants as auditors for a period of three years from the conclusion of this Annual General Meeting until the conclusion of 42nd Annual General Meeting, subject to ratification of the appointment by the members at every Annual General Meeting held after this meeting, and to fix their remuneration, has been put up for the approval of members.
5. **BOOK CLOSURE:** Pursuant to the provisions of Section 91 of the Companies Act, 2013, Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 5 July, 2014 to Tuesday 15 July, 2014, both days inclusive, for the purpose of Annual General Meeting and payment of dividend.
6. **DIVIDEND:** Subject to the provisions of Section 126 of the Companies Act, 2013, if Dividend on shares as recommended by the Directors is approved at the meeting, payment of such dividend will be made from 21 July, 2014 to 22 July, 2014 to those shareholders, whose names appear (a) As Beneficial Owners as at the end of the business of 4 July, 2014 as per the list to be furnished by National Securities Depository Ltd., and Central Depository Services (I) Ltd., in respect of the shares held in electronic form and (b) As Members in the Register of Members of the Company, after giving effect to all valid share transfers lodged with Karvy Computershare Pvt. Ltd., 17-24, Vittalrao Nagar, Madhapur, Hyderabad-500 081, Share Transfer Agents (STA) of the Company on or before 4 July, 2014.
7. **PRINTING OF BANK DETAILS ON DIVIDEND WARRANTS:** Securities and Exchange Board of India (SEBI) vide its Circular No.CIR/MRD/DP/10/2013 dated 21 March, 2013 has directed all the listed Companies to use any approved electronic mode for payment of dividend to the shareholders i.e., NECS, NEFT etc. Shareholders who have still not registered their full bank account details are requested to do so latest by 4 July, 2014. In the absence of such details, SEBI has mandated the company to print bank account details on the dividend payment instrument. The Performa for intimating the bank details is available for download on the website of the company viz. [www.mahascooters.com](http://www.mahascooters.com).
8. **NOTIFICATION BY SHAREHOLDERS:** Shareholders holding shares in physical form are requested to notify change of address, if any, to the Share Transfer Agents (STA) of the Company, Karvy Computershare Pvt. Ltd., 17-24, Vittalrao Nagar, Madhapur, Hyderabad - 500 081 immediately. Beneficial owners holding shares in electronic form are requested to notify any change in address, bank particulars, NECS particulars etc., to their respective depository participants. Bank details as furnished by the respective depository participants to the Company would be used for the purpose of distribution of dividend either through payment instrument or NECS. The company would not entertain any request from such members for change / deletion of such Bank details.  
Where dividend payments are made through NECS, intimations regarding such remittances would be sent separately to the concerned shareholders.
9. **UNPAID DIVIDEND:** In terms of the provisions of Section 125 of the Companies Act, 2013, the amount of dividend remaining unclaimed for a period of seven years is required to be transferred to the Investor Education and Protection Fund and in due compliance thereof, the Company had transferred the unclaimed dividend amounts for the financial years upto 2005-06 to the Investor Education & Protection Fund set up by the Central Govt. and now no claim in respect thereof lies either against the Fund or the Company.

As mandated by the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the particulars of the Shareholders whose dividend amounts have remained unpaid for the financial years 2006-07 onwards, are made available on the website of the Company i.e. [www.mahascooters.com](http://www.mahascooters.com). The said details are also available on the portal of Investor Education and



Protection Fund at [www.iepf.gov.in](http://www.iepf.gov.in). The Shareholders who have not encashed the dividend warrants for the period aforesaid are requested to immediately write to the Company / RTA to claim the unpaid amounts.

10. **INSPECTION OF RECORDS:** Register of Contracts or arrangement in which Directors are interested as stipulated under Section 184 of the Companies Act, 2013 and Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 are open for inspection by members and others at the registered office of the company on all working days during business hours. The said Registers shall also be produced at the commencement of annual general meeting and shall remain open and accessible during the continuance of the meeting to a person having the right to attend the meeting.
11. **GREEN INITIATIVE IN CORPORATE GOVERNANCE:** In terms of provisions of Section 101 and 136 of the Companies Act, 2013 and Rules made there-under, Shareholders who have opted to receive the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report etc. in electronic form, by registering their e-mail addresses with the Company or whose e-mail addresses are made available to the Company by the Depositories, are being sent with such documents in the electronic form. These documents are also made available on the website of the Company viz., [www.mahascooters.com](http://www.mahascooters.com). **As a Shareholder of the Company, you are entitled to be furnished, free of cost, with the copies of such documents upon receipt of requisition from you to that effect.**
12. **SHAREHOLDERS HOLDING SHARES IN PHYSICAL MODE:** Shareholders holding shares in physical mode are requested to -
  - a) Opt for Dematerialization of their shareholding through any of the SEBI registered Depository Participant.
  - b) Avail nomination facility in respect of their shareholding in the Company by submitting Nomination Form SH-13 prescribed pursuant to the provisions of Section 72 of the Companies Act, 2013, available for download on the website of the company.
  - c) Contribute to the cause of Green Initiative by registering their e-mail addresses, thereby facilitating the Company to send them by way of an e-mail, copies of Notice/s, Annual Report etc. **Performa of E-Communication Registration Form is available for download on the website of the Company.**
  - d) Submit a notarized copy of their PAN Card, with a view to comply with KYC norms.
13. **REGISTRATION OF E-MAIL ADDRESS:** Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communications including Annual Report, Notices, Circulars etc. from the company electronically. Members holding shares in demat mode are requested to register their e-mail address through their respective Depository Participant. Members holding shares in physical mode are requested to register their e-mail address with M/s. Karvy Computershare P.Ltd., Hyderabad, the Share Transfer Agents of the company.
14. **CORPORATE MEMBERS:** Corporate Members are requested to send in advance, duly certified copy of the Board Resolution / Power of Attorney authorizing their representative to attend the Annual General Meeting.
15. **E-VOTING :** In terms of the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of the listing agreement, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system to such investors who are the members as on **30 May 2014** being the "**cut-off date**" fixed for determining voting rights of members reckoned on the equity shares held by them as on that day, entitled to participate in the e-voting process. The company has entered into an arrangement with M/s. Karvy Computershare P.Ltd., the Share Transfer Agents of the company (Karvy) for facilitating e-voting, through their e-voting platform <https://evoting.karvy.com>

## INSTRUCTIONS FOR E-VOTING

### A. FOR MEMBERS WHO RECEIVE NOTICE OF ANNUAL GENERAL MEETING THROUGH E-MAIL:

- i. Use the following URL for e-voting : <https://evoting.karvy.com>
- ii. Enter the login credentials i.e. User-ID & Password mentioned in your e-mail. Your Folio No./ DP ID Client ID will be your user ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and Password for casting your votes.
- iii. After entering the details appropriately, click on LOGIN.
- iv. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password. **It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.**
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the EVENT i.e., **MAHARASHTRA SCOOTERS LIMITED**

- vii. On the voting page, the number of shares (which represents the number of votes) as held by the shareholder as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / "AGAINST", as the case may be or partially in "FOR" and partially in "AGAINST". However, the total number in "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN", in which case the shares held will not be counted under either head.
- viii. Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- ix. Cast your votes by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. During the voting period, you can login any number of times till you have confirmed you have voted on the resolution.
- x. Corporate / 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. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail [cssdlimaye@gmail.com](mailto:cssdlimaye@gmail.com). They may also upload the same in the e-voting module in their login. The scanned images of the above documents should be in the naming format "Corporate Name EVENT NO."
- xi. **Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.**
- xii. The Portal will remain open for voting from: **9 July 2014 (9.00 a.m.) till 11 July 2014 (6.00 p.m.)**.
- xiii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd on 1800 345 4001 (toll free).
- xiv. Members may alternatively cast their votes using the Ballot Form which is enclosed to this Notice, which is also available on the website of the Company [www.mahascooters.com](http://www.mahascooters.com). Please refer instructions under the heading "C" below for more details.

**B. MEMBERS WHO RECEIVE NOTICE OF ANNUAL GENERAL MEETING IN PHYSICAL FORM:**

Members holding shares either in Demat or physical mode who are in receipt of Notice of Annual General Meeting in physical form may cast their vote using the Ballot Form. Please refer instructions "C" below for more details.

Members may alternatively opt for e-voting for which the USER ID & PASSWORD is provided at the bottom of the Ballot Form. Please follow steps from Sl.No.(i) to (xiv) under heading "A" above to vote through e-voting platform.

**C. MEMBERS WHO WISH TO VOTE USING BALLOT FORM:**

In terms of Clause 35B of the Listing Agreement members may fill in the Ballot Form and submit the same in a sealed envelope to the Scrutinizer, Shri Shyamprasad D.Limaye, Practising Company Secretary, Unit: MAHARASHTRA SCOOTERS LIMITED C/o. Karvy Computershare P.Ltd., Plot No.17-24, Near Image Hospital, Vittal Rao Nagar, Madhapur, Hyderabad – 500081, so as to reach by 6.00 p.m. of 11 July, 2014. Unsigned, incomplete or incorrectly ticked forms are liable to be rejected and the decision of the Scrutinizer on the validity of the forms will be final.

**In the event member casts his votes through both the processes i.e. E-voting and Physical Ballot Form, the votes in the electronic system would be considered and the physical ballot form would be ignored.**

**D. GENERAL INSTRUCTIONS:**

- (I) The E-voting period commences from 9.00 a.m. of 9 July, 2014 and ends on 6.00 p.m. on 11 July, 2014. During this period, the shareholders of the company, holding shares either in physical form or in demat form, as on the cut-off date of 30 May 2014 may cast their vote electronically. The e-voting module shall be disabled for voting by Karvy thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (II) The company has appointed Mr. Shyamprasad D.Limaye, Practicing Company Secretary (FCS No.1587/ PCS No.572) having address as 32, Navketan Society, Kothrud, Pune – 411038 as the Scrutinizer to scrutinize the e-voting process, including through ballot form received from the members, in a fair and transparent manner.
- (III) The Scrutinizer shall, within a period of not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the company and make a Scrutinizers Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the company.
- (IV) In the event of a poll, please note that the members who have exercised their right to vote by electronic means or through ballot form as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and scrutinized and report thereon will be prepared in accordance with the provisions of Section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast under the poll, taken together with the votes cast through e-voting and using ballot form shall be counted for the purpose of passing resolution.
- (V) Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 39th Annual General Meeting of the company scheduled to be held on Tuesday 15 July, 2014. At the said Annual General Meeting the Chairman shall declare the results of e-voting. The results declared along with the Scrutinizers Report shall be placed on the Company's website [www.mahascooters.com](http://www.mahascooters.com) and on the website of Karvy - <https://evoting.karvy.com>, within two days of the passing of the resolutions at the 39th Annual General Meeting of the company and shall also be communicated to the Stock Exchange/s.





## Annexure to Notice

### BRIEF RESUME OF DIRECTORS SEEKING APPOINTMENT AT THE ANNUAL GENERAL MEETING PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT AND EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

#### Item No.3

##### Re-appointment of Shri Sanjiv Bajaj as Director

Brief resume of Shri Sanjiv Bajaj, who retires by rotation and is seeking re-appointment and his other details are given below for the information of Shareholders:-

Shri Sanjiv Bajaj has done B.E. Mechanical, first class with distinction from the University of Pune, M.Sc. (Manufacturing Systems Engineering), with distinction from the University of Warwick, U.K., and M.B.A. from Harvard Business School, U.S.A.

Since 2008, Shri Sanjiv Bajaj is the Managing Director of Bajaj Finserv Ltd., which operates in the insurance business through Bajaj Allianz Life Insurance Co. Ltd., and Bajaj Allianz General Insurance Co. Ltd., as well as in the consumer lending business through Bajaj Finance Ltd. His role includes guiding the current businesses and building new ones in the financial services space.

Shri Sanjiv Bajaj is also a Managing Director of Bajaj Holdings and Investment Ltd., wherein his role includes building the strategy and team and guiding this investment company, which has over Rs.25,000 crores in cash and investments.

Shri Bajaj was awarded Business Today Magazine's Best CFOs Awards 2005 as one of the top CFOs of India for 2005.

Shri Bajaj was selected as India Inc's one of the top hundred most powerful CEOs in India by Economic Times' Corporate Dossier magazine in its 2009 survey conducted by IMRB International.

Besides being on the Board of the Company for over 8 years and also a Member of its Shareholders'/Investors' Grievance Committee, he holds directorships, committee positions in the following companies:-

#### Directorships:

- |   |   |
|---|---|
| 1. Bajaj Allianz General Insurance Co.Ltd. – Chairman   | 9. Jeevan Ltd.                                |
| 2. Bajaj Allianz Life Insurance Co.Ltd. - Chairman      | 10. Hindustan Housing Co. Ltd.                |
| 3. Bachhraj Factories Pvt. Ltd.                         | 11. Bachhraj & Co. Pvt. Ltd.                  |
| 4. Bajaj Holdings & Investment Ltd. – Managing Director | 12. Bajaj Sevashram Pvt. Ltd.                 |
| 5. Bajaj Finance Ltd. – Non-executive Vice Chairman     | 13. Kamalnayan Investment & Trading Pvt. Ltd. |
| 6. Bajaj Auto Holdings Ltd.                             | 14. Sanraj Nayan Investment Pvt. Ltd.         |
| 7. Bajaj Finserv Ltd. – Managing Director               | 15. Rupa Equities Pvt. Ltd.                   |
| 8. Bajaj Auto Ltd.                                      |   |

#### Committee Positions:

##### Audit Committee

1. Bajaj Allianz General Insurance Co.Ltd.
2. Bajaj Allianz Life Insurance Co.Ltd.
3. Bajaj Finance Ltd.

##### Shareholders'/Investors' Grievance Committee

1. Bajaj Finserv Ltd.
2. Bajaj Finance Ltd.

Shri Sanjiv Bajaj does not hold any shares in the Company.

Apart from Shri Sanjiv Bajaj, none of the persons specified in Section 102 of the Companies Act, 2013, are concerned or interested in the above resolution.

Shri Sanjiv Bajaj is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The Board commends the resolution for the approval of Shareholders.

#### Item No. 4

##### Re-appointment of Shri Yogesh J. Shah as Director

Brief profile of Shri Yogesh J. Shah, who retires by rotation and is seeking re-appointment, is given below:-

Shri Yogesh J. Shah, aged about 62 years, is a Chartered Accountant and one of the pioneers Pune based professional Share Broker since 1977 and is acknowledged for the trust of his clients and his fair dealings. He actively participated in the formation of Pune Stock Exchange Ltd. and was its Vice-President for 1982-83 and acted as its Director for several years. He also acted as Manager / Associate Manager to the Fixed Deposit Schemes of various reputed Public Limited companies. Shri Yogesh J. Shah is one of the largest Pune based Distributor of Mutual Fund Products and one of the top Mutual Fund Distributor in India.



Besides on the Board of the Company as also the Chairman of its Audit Committee and Shareholder'/ Investors' Grievance Committee, Shri Yogesh J. Shah is a Director of following closely held companies:-

Directorships:

- |   |                                    |
|---|------------------------------------|
| 1. Yogesh Financial Consultants Pvt. Ltd. | 3. Ashwamegh Enterprises Pvt. Ltd. |
| 2. Yogesh Distribution Pvt. Ltd.          | 4. Adonis Laboratories Pvt. Ltd.   |

Shri Yogesh J. Shah together with his family members holds 2,914 shares in the Company.

Apart from Shri Yogesh J. Shah, none of the persons specified in Section 102 of the Companies Act, 2013, are concerned or interested in the above resolution.

Shri Yogesh J. Shah is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The Board commends the resolution for the approval of Shareholders.

#### Item No.6

##### Appointment of Shri Ramesh D. Devkar

Shri Ramesh D. Devkar, who was appointed as Director in the causal vacancy caused by the withdrawal of nomination of Shri M.V. Bhagat by Western Maharashtra Development Corporation Limited, holds office until the ensuing Annual General Meeting and is to be appointed by the Shareholders. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a member signifying its intention to propose the name of Shri Ramesh D. Devkar as a Director, along with a deposit of Rs.1 lakh.

Brief resume of Shri Ramesh D. Devkar and his other details are given below for the information of Shareholders:-

Shri Ramesh D. Devkar, aged about 57 years, is an IAS officer and is currently occupying the position of Chief Executive Officer of Maharashtra State Khadi & Village Industries Board.

Besides on the Board of the Company, he holds directorship in Western Maharashtra Development Corporation Limited and Maharashtra Small Scale Industries Development Corporation Ltd.

Shri Ramesh D. Devkar does not hold any shares in the Company.

Apart from Shri Ramesh D. Devkar, none of the persons specified in Section 102 of the Companies Act, 2013, are concerned or interested in the above resolution.

Shri Ramesh D. Devkar is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The Board commends the resolution for the approval of Shareholders.

#### Item No.7

##### Appointment of Ashok S. Sawant

Shri Ashok S. Sawant, who was appointed as Director in the causal vacancy caused by the withdrawal of nomination of Shri Kishor B. Kadam by Western Maharashtra Development Corporation Limited, holds office until the ensuing Annual General Meeting and is to be appointed by the Shareholders. In terms of the provisions of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a member signifying its intention to propose the name of Shri Ashok S. Sawant as a Director, along with a deposit of Rs.1 lakh.

Brief resume of Shri Ashok S. Sawant and his other details are given below for the information of Shareholders:-

Shri Ashok S. Sawant, aged about 48 years, is a social worker associated with various social and cultural organizations.

Besides on the Board of the Company, he is the Chairman of Western Maharashtra Development Corporation Limited.

Shri Ashok S. Sawant does not hold any shares in the Company.

Apart from Shri Ashok S. Sawant, none of the persons specified in Section 102 of the Companies Act, 2013, are concerned or interested in the above resolution.

Shri Ashok S. Sawant is not disqualified from being appointed as a Director in terms of section 164 of the Companies Act, 2013.

The Board commends the resolution for the approval of Shareholders.

By Order of the Board  
For MAHARASHTRA SCOOTERS LTD.



**N.S. Kulkarni**  
Company Secretary

Pune, 13 May, 2014



## DIRECTORS' REPORT

### INTRODUCTION:

The Directors present their Thirty Ninth Annual Report and Audited Statement of Accounts for the year ended 31 March, 2014. Since this report pertains to financial year that commenced prior to 1 April, 2014 the contents therein are governed by the relevant provisions / schedules / rules of the Companies Act, 1956, in compliant with General Circular No.08/2014 dated 4 April, 2014 issued by the Ministry of Corporate Affairs.

### OPERATIONS:

The Company ceased manufacture of geared scooters effective April, 2006 and since then, its manufacturing activities, including for the year under review, were limited to the manufacture of die casting dies, jigs and fixtures, primarily meant for the automobile industry.

There was no significant development during the year under review affecting the operational / financial performance of the Company. However, on account of reduced demand, the turnover of manufacture of die casting dies, jigs and fixtures stood at ₹ 409.74 lacs, as compared to ₹ 655.18 lacs achieved during the previous year.

The gross revenue of the Company during the year under review was ₹ 5753.12 lacs, against ₹ 5992.32 lacs during the previous financial year.

### FINANCIAL RESULTS:

	(₹ in lacs)	
	<b>2013-14</b>	2012-13
Net sales and other income	<b>5753.12</b>	5992.32
Gross profit before exceptional items, interest and depreciation	<b>4849.52</b>	4983.87
Interest	<b>0.05</b>	0.01
Depreciation	<b>89.71</b>	99.73
Gross profit before exceptional items	<b>4759.76</b>	4884.13
Exceptional item	—	—
Profit before tax	<b>4759.76</b>	4884.13
Tax expense	<b>105.00</b>	149.00
Less: MAT credit entitlement	<b>105.00</b>	149.00
Profit after tax	<b>4759.76</b>	4884.13
Proposed dividend (inclusive of dividend distribution tax)	<b>3342.72</b>	2674.18
Balance carried to General Reserve	<b>1417.04</b>	2209.95
Earnings per share (₹)	<b>41.65</b>	42.74

### DIVIDEND:

The Directors are pleased to recommend for consideration of the Shareholders at the ensuing Annual General Meeting, payment of dividend of ₹ 25 per share (250%) on 1,14,28,568 Equity Shares of ₹ 10 each for the financial year ended 31 March, 2014. The amount of dividend inclusive of tax thereon amounts to ₹ 3342.72 lacs. Dividend paid for the year ended 31 March, 2013 was ₹ 20 per share (200%) amounting to ₹ 2674.18 lacs inclusive of tax thereon.

### RESEARCH, DEVELOPMENT AND TECHNOLOGY ABSORPTION:

No expenditure is incurred by the Company attributable to Research, Development and Technology Absorption during the year under review.

### CONSERVATION OF ENERGY:

During the year under review, the Company maintained power factor to unity throughout the year resulting in getting maximum rebate in electricity bills. Also, biogas plant, wormy composting, solar water heaters and effluent treatment plant operated effectively.

### SAFETY, HEALTH AND ENVIRONMENT:

There were zero reportable accidents during the year. The Company has taken adequate measures to reduce noise pollution inside the factory by use of screw compressor, reduction in the volume / timing of siren etc.

Environment Audit was carried out as stipulated.

The Company has formulated Policy on AIDS, Safety and Health and has displayed the same at prominent locations at the factory premises.

All the employees underwent medical check up as stipulated by Maharashtra Factories Rules, 1963.

### FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, foreign exchange earnings were NIL and outgo was ₹ 84.52 lacs.

### CASH FLOW STATEMENT:

A Cash Flow Statement for the year 2013-14 is included in the annexed Statement of Accounts.

### INDUSTRIAL RELATIONS:

During the year under review, the industrial relations remained cordial. The current manpower strength of the Company stood at 117 Nos., represented by 69 permanent workmen and 48 permanent staff.