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SCOOTERS INDIA LIMITED

BOARD OF DIRECTORS

Dr. A. Sahay Sri Pradeep Kumar Sri P.R. Chandran Sri K.S. Sawhney

Company Secretary Sri Ankur Kumar

Statutory Auditors

Girish Gupta & Associates Chartered Accountants 3/24, Vishal Khand Gomti Nagar Lucknow-226 010

Cost Auditors

Sri R.N. Tripathi, 71, Marutipuram Faizabad Road, Lucknow-226 016

Bankers

State Bank of India Indian Overseas Bank

Delhi Sales & Liaison Office

64-65, Najafgarh Road, Industrial Area, New Delhi-110 015

Registered Office & Works

Lucknow-Kanpur Road, (16th Mile Stone) Post Bag No. 23 (GPO) (PO) Sarojini Nagar Lucknow-226 008 Chairman-cum-Managing Director Director Director (Nominee BIFR) Director

Internal Auditors

M/s Krishna Sharma & Co. Chartered Accountants Avanbhai Mansion, 3, Vidhan Sabha Marg, Lucknow-226 001

M/s Sanjay Rajiv & Company Chartered Accountants 2nd Floor, YMCA Complex, 13, Rana Pratap Marg, Lucknow-226 001

M/s Kapoor Banga & Company Chartered Accountants 2169 Main Road, West Patel Nagar, New Delhi-110 002

M/s Rahul Vikash & Associates Chartered Accountants 197, N-Block, Kidwai Nagar, Kanpur-208 012

| So Li | ne Members | | | | |
|----------|--|---|---|--|--|
| т | cooters India Limited Joknow | | | | |
| ar | ne Board of Directors of your Com nd operations of the Company tog nd Auditors' Report thereon for | gether with th | e Audited Balance Si | heet and Profit a | t on the busine ind Loss Acco |
| 1. | Financial Review : The salient features of the con | npany's finai | ncial results for the y | ear under reviev | w, are as follo |
| | | | | | (Rs. in Lakh |
| | Profit before interest on loans | - from Gout | of | <u>1998-99</u> 772.42 | <u>1997-</u> 1307. |
| | India and Depreciation | S HOIN GOVE | 01 | 112.42 | 1007. |
| | a) Interest on loans from Go | ivt. of India | | 46.86 | 34. |
| | b) Depreciation | | | 94.02 | 84. |
| | Net Profit for the year | | | 631.54 28.82 | 1189. |
| | c) Prior period adjustments Net Profit | | | | 1. |
| 2. | PRODUCTION REVIEW : The production performance | for the year | is shown below in p | 660.36 | 1187. |
| 2. | | for the year | is shown below in p | | <u>1997-</u> |
| 2. | The production performance t | for the year | is shown below in p | hysical terms : <u>1998-99</u> | <u>1997-</u> 16,0 |
| _ | The production performance to three wheelers Fans | | Inction | hysical terms : <u>1998-99</u> | <u>1997-</u> 16,0 |
| _ | The production performance to the performance to t | ne year is st | Inction | ohysical terms : <u>1998-99</u> 15,305 | <u>1997-</u> 16,0 2 |
| _ | The production performance to three wheelers Fans | ne year is st | nowri below : | ohysical terms : <u>1998-99</u> 15,305 | |
| _ | The production performance to three wheelers Fans | ne year is st | 100020000 nown below : 198-99 | hysical terms : <u>1998-99</u> 15,305 | <u>1997-</u> 16,0 2 997-98 |
| _ | The production performance to three wheelers Fans | ne year is st <u>19</u> <u>Physical</u> (in Nos) | iown below : 198-99 <u>Financial</u> (Rs. in lakhs) | 2000 1998-99 15,305 15,305 15,305 15 15 15 15 15 15 15 15 15 15 15 15 15 | <u>1997-</u> 16,0 2 <u>997-98</u> <u>Financ</u> (Rs. in lakt |
| _ | The production performance to Three wheelers Fans SALES REVIEW : The Sales performance for th | ne year is sh 19 Physical | nown below : 198-99 Financial | hysical terms : <u>1998-99</u> 15,305 | <u>1997-</u> 16,0 2 997-98 Financ |
| _ | The production performance to Three wheelers Fans SALES REVIEW : The Sales performance for th Three-Wheelers Two-Wheelers Fans | ne year is sh <u>19</u> <u>Physical</u> <u>(in Nos)</u> 15,021 | nown below : 198-99 <u>Financial</u> (<u>Rs. in lakhs)</u> 11,818.51 12.93 2.38 | 2000 200 2000 2 | <u>1997-</u> 16,0 2 <u>997-98</u> <u>Financ</u> (<u>Rs. in lakt</u> 12,284. 15. 10. |
| _ | The production performance to Three wheelers Fans SALES REVIEW : The Sales performance for th Three-Wheelers Two-Wheelers Fans Spares & Power Pack | ne year is sh <u>19</u> <u>Physical</u> (in Nos) 15,021 35 | nown below : 198-99 <u>Financial</u> (<u>Rs. in lakhs</u>) 11,818.51 12.93 2.38 438.85 | 2000 bhysical terms : <u>1998-99</u> 15,305 <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>16,047</u> <u>67</u> | <u>1997-</u> 16,0 2 <u>997-98</u> <u>Financ</u> (<u>Rs. in lakt</u> 12,284. 15. 10. 373. |
| _ | The production performance to Three wheelers Fans SALES REVIEW : The Sales performance for th Three-Wheelers Two-Wheelers Fans | ne year is sh <u>19</u> <u>Physical</u> (<u>in Nos)</u> 15,021 35 | nown below : 198-99 <u>Financial</u> (<u>Rs. in lakhs)</u> 11,818.51 12.93 2.38 | 2000 bhysical terms : <u>1998-99</u> 15,305 <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>15,305</u> <u>16,047</u> <u>67</u> | <u>1997-</u> 16,0 2 <u>997-98</u> <u>Financ</u> (<u>Rs. in lakł</u> 12,284. 15. |

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| | SCOOTERS INDIA LIMITED |
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| 4. | EXPENDITURE ON ADVERTISEMENT AND PUBLICITY : An expenditure of Rs. 67.07 lakhs was incurred on account of advertisement and publicity during the year. |
| 5. | WAYS AND MEANS : The ways and means position of the Company has generally been satisfactory. |
| 6. | MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSI- TION OF THE COMPANY WHICH HAVE OCCURRED FROM 1ST APRIL, 1999 TO DATE : |
| | a) High court's order dated 21.01.99 and 18.05.99 in connection with registration and running of Vikram Tempo three-wheelers in Lucknow has affected the sales in Lucknow and it may have a cascading effect at other places in U.P. The Company has developed a scrubber to control smoke emission and is contesting in the court to reverse the situation. |
| 7 | CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EX- CHANGE EARNINGS AND OUTGO : |
| | Information in accordance with the provision of Section 217(1)(e) of Companies Act, 1956 regarding conservation of energy, Technology Absorption, Foreign Exchange earnings and outflow are given as Annexure -1 to this report. |
| 8. | PARTICULARS OF EMPLOYEES : |
| | The Company has no employee getting salary more than the Prescribed limits. Ac- cordingly, information required under Sec. 217(2-A) of the Companies Act., 1956 read with the Companies (Particulars of Employees) Rules, 1975 be treated as NIL. |
| 9. | ANCILLARIES AND SMALL SCALE UNITS : The Company has purchased material worth Rs. 2,56,46,211 from Ancillary Units during the financial year 1998-99. We support them technically and encourage to compete in the market. |
| 10. | INDUSTRIAL RELATIONS : During the period under review, the industrial relations in the company remained, by and large, Satisfactory. |
| 11. | VIGILANCE : Vigilance Group continues to function with particular emphasis on the aspects of preventive and corrective vigilance. In selected areas surprise checks and systems studies were carried out. |



SCOOTERS INDIA LIMITED !

12. WORKERS' PARTICIPATION IN MANAGEMENT :

Works Committee comprising all sections of employees continued to meet regularly. A total of 13 Shop Councils have been also constituted covering all areas of operations. The meetings of shop councils are held every month.

13. TRAINING AND DEVELOPMENT :

The Company continued to place emphasis on human resource development. The Company has organised in-house training programmes on a large-scale, besides sponsoring employees for training by reputed outside institutions/organisations.

14. HINDI IMPLEMENTATION :

The annual programme issued by the Department of Official Language, Ministry of Home Affairs, Government of India, has been implemented and the progress is watched and reviewed by the Official Language implementation Committee in its quarterly meetings. Every year Hindi Week is celebrated and essay and poetry competitions are held to commemorate Hindi Day.

15. RESERVATIONS FOR SC/ST :

As on 31.3.99, the total strength of the company was 1992. Out of these, 319 employees belong to Scheduled Castes and 02 employees to Scheduled Tribes.

16. FAMILY PLANNING :

Incentives were provided to employees of the company for 05 operations of tubectomy and vasectomy during 1998-99.

17. DIRECTORS :

Sri SDS Mongia, Director, resigned w.e.f. 11th September, 1998.

Sri SC Srivastava, Dy. Secretary, Ministry of Industry, Govt. of India appointed as President's nominee on the Board of company w.e.f. 8th May, 95, resigned w.e.f. 27th November, 1998.

Sri. SK Gupta, appointed as Director (Finance) on the Board of SIL w.e.f. 3rd August, 1998 had resigned on 4th January, 1999 and accordingly he was relieved w.e.f. 6th April, 1999.

Sri KS Sawhney, Dy. Secretary, Ministry of Industry, Govt. of India, was appointed as President's nominee on the Board of SIL w.e.f. 17th February, 1999.

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SCOOTERS INDIA LIMITED

18. AUDITORS :

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M/s Girish Gupta & Associates Chartered Accountants have been re-appointed by the Company Law Board on the recommendations of the Comptroller and Auditor General of India, as Statutory Auditors of the Company for the year 1998-99.

19. AUDITORS' REPORT :

In regard to paragraph 2(d) of Statutory Auditors' Report, attention is invited to the notes No. 1, 2, 6, 9, 14, 15 and 16 forming part of the Accounts appearing in Schedule 20, which are self explanatory. Comments of the Comptroller & Auditor General of India and Management's replies thereto are annexed (Annexure II). The review of accounts by the Comptroller and Auditor General of India is annexed at Annexure III.

20. COST AUDIT :

Sri RN Tripathi, Cost Accountant, Lucknow has been appointed as Cost Auditor of the Company vide letter No. 52/412/CAB-89(CLB) dated 7th July, 1998 from the Ministry of Finance, Deptt. of Company Alfairs, for auditing cost records relating to manufacture of Motor Vehicles (Head office) for the year ending 31st March, 1999.

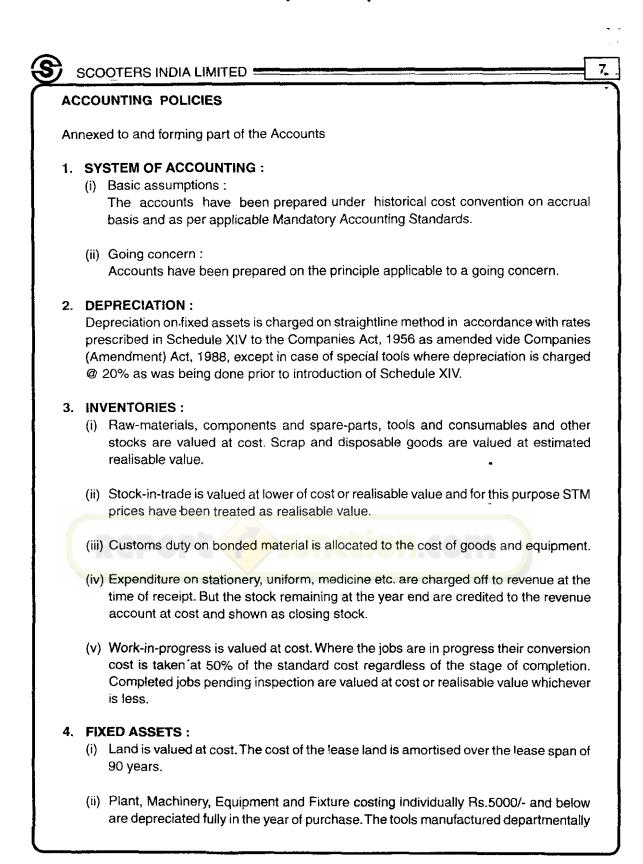
21. ACKNOWLEDGEMENT :

The Board of Directors would like to express their grateful appreciation for the sincere support and co-operation extended by its Bankers, Financial Institutions, Dealers and Suppliers. The Directors would like to express their sincere thanks for the co-operation and advice received from Government of India, particularly, Department of Heavy Industry, the State Government, and the local authorities for their continued support, co-operation and guidance.

Your Directors wish to place on record their deep sense of appreciation for the devoted services of employees. And to you, our Shareholders, the Directors are deeply grateful for the confidence and faith reposed in us.

Place : Lucknow Dated : 24th August, 1999 For and on behalf of the Board

A. Sahay Chairman-cum-Managing Director



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SCOOTERS INDIA LIMITED

and costing individually Rs.5000/- and below are charged off to revenue at the time of issue.

(iii) Depreciation is also provided on assets which have been declared surplus and are not in use.

5. INVESTMENTS :

Investments are valued at cost. However, in case of permanent diminition in the value of investments, suitable provision is made in the books of accounts.

6. PROVISION FOR REDUNDANCY/OBSOLESCENCE :

Provision for redundancy is made at 0.5% of the value of closing inventory of raw materials and components, stores and spare-parts excluding finished goods, gasoline in petrol pump, medicines, materials in bond and under inspection and scraps. Wherever necessary, additional provision for redundancy/obsolescence of materials is made in individual cases keeping in view their realisable value.

7. SALES :

Sales are set up as per the Sale of Goods Act. They represent value of goods sold at the ex-factory price plus incidentals like freight, insurance etc. embedded in the sale price. The value of sales is inclusive of Excise Duty.

8. ACCOUNTING FOR INCOME AND EXPENDITURE :

Income and expenditure are accounted for in the current year on accrual basis under natural heads of account. However, expenditure upto Rs.100/- each eventhough pertaining to the prior periods is accounted for in the current year.

9. RETIREMENT BENEFITS :

Contribution to Provident Fund, Gratuity Fund and Leave Encashment Fund are made to the recognised funds and charged to the Profit and Loss Account. Gratuity and Leave Encashment liability is ascertained by Life Insurance Corporation of India on actuariat valuation at the year end.

10. DEFERRED CREDIT :

In case of purchase of fixed assets on deferred credit, the purchase price of fixed assets and interest on outstanding amount accruing up to the date of erection and commissioning are capitalised.

11. RESEARCH AND DEVELOPMENT :

Research and development expenditure is charged off to the Profit and Loss Account in the year of occurrence. However, Research and Development expenditure which results in the development of a project, the benefits whereof are to be reaped in future years, is treated as deferred revenue expenditure and amortised over a period of 10 years.

| Jo | DBS DONE FOR INTERNAL USE : bs done for internal use are valued on the basis of technical estimates of material d conversion cost. | | | | | |
|---|--|--|--|--|--|--|
| 10 01 | AIMS RAISED BY GOVERNMENT AUTHORITIES : | | | | | |
| Cl by are | aims raised by Government Authorities regarding taxes and duties to the extent dispute the Company are accounted for based on merits of each claim. Adjustments, if any made in the year in which the disputes are settled or decided. Such disputed liabilitie | | | | | |
| | e, however, disclosed in notes annexed to and forming part of the accounts. | | | | | |
| 14. AQ | COUNTING OF GOVERNMENT GRANT : | | | | | |
| (i) | Government Grant of revenue nature are accounted for in the Profit and Loss Accounted for in the head "other income" in the year of receipt and the expenditure is charged to revenue as and when incurred. | | | | | |
| 76) | In case of any specific Government grant the treatment in the books of accounts in | | | | | |
| As per | made on the basis of specific stipulation for the same. | | | | | |
| As per For Gi | made on the basis of specific stipulation for the same. | | | | | |
| As per For Gi | made on the basis of specific stipulation for the same. | | | | | |
| As per For Gi Charte | made on the basis of specific stipulation for the same. | | | | | |
| As per For Gi Charte Girish | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ered Accountants C. Gupta S.C. Pande Ankur Kumar Pradeep Kumar A. Sahay | | | | | |
| As per For Gi Charte Girish | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ered Accountants C. Gupta S.C. Pande Ankur Kumar Pradeep Kumar A. Sahay | | | | | |
| As per For Gi Charte Girish | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ered Accountants C. Gupta S.C. Pande Ankur Kumar Pradeep Kumar A. Sahay | | | | | |
| As per For Gi Charte Girish | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ared Accountants C. Gupta S.C. Pande Ankur Kumar Pradeep Kumar A. Sahay artner OSD (F) Co-Secretary Director Chairman-cum-Managing Director | | | | | |
| As per For Gi Charte Girish Place | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ared Accountants Report Management Solution C. Gupta S.C. Pande Ankur Kumar Pradeep Kumar A. Sahay artner OSD (F) Co-Secretary Director Chairman-cum-Managing Director : Lucknow | | | | | |
| As per For Gi Charte Girish Place | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ared Accountants Report Management Solution C. Gupta S.C. Pande Ankur Kumar Pradeep Kumar A. Sahay artner OSD (F) Co-Secretary Director Chairman-cum-Managing Director : Lucknow | | | | | |
| As per For Gi Charte Girish Place | made on the basis of specific stipulation for the same. our separate report of even date rish Gupta & Associates ared Accountants Report United State S | | | | | |

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| . SOURCES OF FUNDS i) Shareholders' Funds | SCHEDULE | AS AT 31-3-1999 | AS AT |
|---|----------------|------------------------|----------------------------|
| i) Shareholders' Funds | | RS. | 31-3-1998 RS. |
| i) Shareholders' Funds | | | |
| | | | |
| a) Capital b) Reserves & Surplus | 1 | 383,788,188 926,083 | 383,788,188 926,083 |
| | - | 384,714,271 | 384,714,271 |
| ii) Loan Funds | | | |
| a) Secured Loans | 3 | 160078293 | 79,209,180 |
| b) Unsecured Loans | 4 | 63040000 | 95,870,000 |
| | | 223118293 607832564 | 175,079,180 559,793,451 |
| 2. APPLICATION OF FUNDS | | | - 555,730,451 |
| i) Fixed Assets | | | |
| a) Gross Block b) Less: Depreciation | 5 | 335051752 261028584 | 311,573,937 |
| c) Net Block | | 74023168 | 251,737,797 59,836,140 |
| d) Capital work-in-progress | 6 | 2765436 | 5,425,522 |
| | | 76788604 | 65,261,662 |
| ii) Investments | 7 | 336054 | 336,054 |
| ili) Current Assets, Loans & Advances | 8 | 500007 | 000,004 |
| a) Inventories | | 320028490 | 286,978,935 |
| b) Sundry Debtorsc) Cash and Bank balances | | 88903106 308155061 | 42,015,987 299,227,469 |
| d) Loans and Advances | | 56374383 | 37,914,781 |
| | | 773461040 | 666,137,172 |
| ess : " surrent Liabilities and Provisions | 9 | | |
| a) Liabilities | • | 310418297 | 305,632,911 |
| b) Provisions | | 189261 | 199,493 |
| | | 310607558 | 305,832,404 |
| et Current Assets / (-) Liabilities | | 462853482 | 360,304,768 |
| | | | |
| (iv) a) Miscellaneous expenditure to the exi not written off or adjusted | 10 | | |
| b) Profit & Loss Account | 11 | 67854424 | 133,890,967 |
| | | 607832564 | 559,793,451 |
| ccounting Notes and Contingent Liabilities | 20 | | |
| Schedule 1 to 11 and 20, alongwith accounting policy ar | | Balance-sheet. | |
| | | | |
| s per our separate report of even date | | | |
| or Girish Gupta & Associates | | | |
| hartered Accountants | | | |
| | | | |
| | | | |
| Girish C. Gupta S.C. Pande Ankur Kur | nar Pradeep Ku | umar A. Sa | hay |
| Partner O.S.D. (Finance) Co-Secreta | | | - |
| lace : Lucknow | | | |
| lace: Lucknow lated : 16th July, 1999 | | | |

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