



MAHARASHTRA
SCOOTERS LTD.

48th ANNUAL REPORT

2022-2023



MAHARASHTRA SCOOTERS LIMITED

CONTENTS

Corporate Overview

02 Corporate Information

Statutory Reports

03 Directors' Report

20 Management Discussion and Analysis

22 Report on Corporate Governance

36 Business Responsibility and Sustainability Report

52 General Shareholder Information

Financial Statements

62 Independent Auditors' Report

72 Balance Sheet

74 Statement of Profit and Loss

76 Statement of Changes in Equity

77 Statement of Cash Flows

79 Notes

111 5 years' highlights of Maharashtra Scooters Ltd.

CORPORATE INFORMATION

Board of Directors

Sanjiv Bajaj

Chairman

Yogesh Shah

Naresh Patni

Lila Poonawalla

V Rajagopalan

Anish Amin

Audit Committee

Yogesh Shah

Chairman

Naresh Patni

Lila Poonawalla

Nomination and Remuneration Committee

Yogesh Shah

Chairman

Naresh Patni

Lila Poonawalla

Anish Amin

Risk Management Committee

Lila Poonawalla

Chairperson

Yogesh Shah

Anish Amin

Stakeholders' Relationship Committee

Yogesh Shah

Chairman

Sanjiv Bajaj

V Rajagopalan

Key Managerial Personnel

Sanjay Uttekar

Chief Executive Officer

Anant Marathe

Chief Financial Officer

Sriram Subbramaniam

Company Secretary

Statutory Auditors

KKC & Associates LLP

Secretarial Auditor

Shyamprasad D Limaye

Registered Office

C/o. Bajaj Auto Ltd.

Mumbai-Pune Road,

Akurdi, Pune - 411 035.

Factory

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

Satara - 415 004, Maharashtra

Corporate Identification No. (CIN)

L35912MH1975PLC018376

Registrar and Share Transfer Agent

KFin Technologies Ltd.

Unit: Maharashtra Scooters Ltd.

Selenium Building, Tower B, Plot

No. 31-32, Financial District

Nanakramguda, Serilingampally,

Hyderabad, Rangareddy, Telangana - 500 032

Toll free no.1800 309 4001

Email ID: inward.ris@kfintech.com

DIRECTORS' REPORT

Dear Shareholders,

Your directors present the forty-eighth Annual Report along with the audited financial statements for FY2023.

Company overview

Maharashtra Scooters Ltd. ('MSL' or 'the Company') is an unregistered Core Investment Company ('CIC'). As a CIC, a minimum of 90% of its assets stand invested in the Bajaj group and the balance representing accumulated surpluses is invested in debt and other instruments with the sole objective of earning a reasonable rate of return whilst protecting the principal.

The Company also sees an opportunity in manufacturing of pressure die casting dies, castings, jigs, and fixtures, primarily meant for the two and three - wheeler industry amongst other industries, which is the current manufacturing activity of the Company, though on a very limited scale basis.

Review of operations

During the year under review, the business operations of the Company continued to be (i) treasury operations involving management of surplus funds invested by the Company and (ii) manufacture of die casting dies, fixtures and die casting components, primarily meant for the automobiles industry.

Total income of the Company during FY2023 is ₹ 21,776 lakh, as against ₹ 19,446 lakh during the previous year. Income from investments aggregating to ₹ 19,891 lakh represented major portion of the turnover, which during the previous year was ₹ 17,691 lakh.

Financial Highlights

The highlights of the financial results are given below:

Particulars	(₹ in Lakh)	
	FY2023	FY2022
Total income	21,775.53	19,445.60
Gross profit before depreciation	19,510.27	17,420.41
Depreciation	202.07	196.67
Profit before tax	19,308.20	17,223.74
Tax expenses	(220.64)	2,952.39
Profit for the year	19,528.84	14,271.35
Earnings per share (₹)	170.88	124.87

Continued classification as a Core Investment Company

Under the Master Circular – Core Investment Companies (Reserve Bank) Directions, 2016, as amended, the Company is termed as an unregistered CIC as per Reserve Bank of India Guidelines dated 13 August 2020. As an unregistered CIC, the Company must invest at least 90% of its net assets in Group companies, of which at least 60% must be through equity investments.

The Company continued to meet the conditions for being classified as an unregistered CIC, exempted from registration with Reserve Bank of India ('RBI'). The Company did not transfer any amount to reserves during FY2023 nor does it propose to carry to any reserve during FY2024.

Dividend Distribution Policy

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company had formulated a Dividend Distribution Policy, which sets out the parameters and circumstances to be considered by the Board in determining the distribution of dividend to its shareholders and/ or retaining profit earned. The Dividend Distribution Policy enables the Company to maintain a minimum dividend pay-out of 50% of distributable profit on standalone basis each year. The policy is available on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Dividend%20Distribution%20Policy.pdf>

Dividend

Final dividend

The Board of Directors recommend for consideration of the members at the ensuing Annual General Meeting ('AGM'), payment of final dividend of ₹ 60 per equity share (600%) of face value of ₹ 10, for the financial year ended 31 March 2023.

Interim dividend

The Board, at its meeting held on 13 September 2022, declared an interim dividend of ₹ 100 per equity share (1000%) of face value of ₹ 10, for the year ended 31 March 2023. The record date fixed for the purpose of declaration of dividend was 23 September 2022. The total dividend pay-out on account of interim dividend was ₹ 11,428.57 lakh.

The total dividend pay-out (including interim dividend) for FY2023 would be ₹ 18,285.71 lakh.

The dividend declared/recommended is in accordance with the principles and criteria set out in the Dividend Distribution Policy.

The dividend, if declared, at the ensuing AGM will be taxable in the hands of the members of the Company pursuant to Income Tax Act, 1961. For further details on taxability, please refer to Notice of AGM.

Subsidiary, associates and joint ventures

The Company neither has any subsidiary or associate nor the Company has entered into a joint venture with any company.

Directors and Key Managerial Personnel (KMP)

(i) Director liable to retire by rotation

V Rajagopalan (DIN: 02997795) retires by rotation at the ensuing AGM and being eligible, offers himself for re-appointment. Brief details of V Rajagopalan, who is seeking re-appointment, are given in the Notice of AGM.

(ii) Changes in KMP:

a) Resignation

Shriniwas Pathak, Manager & Chief Executive Officer, tendered his resignation and was relieved from the services of the Company with effect from close of business hours on 15 December 2022.

b) Appointment

Consequent upon the resignation of Shriniwas Pathak, the Board at its meeting held on 19 October 2022, after taking into consideration the recommendation of Nomination & Remuneration Committee, appointed Sanjay Uttekar as the Chief Executive officer of the Company with effect from 16 December 2022.

Declaration by Independent Directors

The independent directors have submitted declaration of independence, as required under section 149(7) of the Companies Act, 2013 ('the Act'), stating that they meet the criteria of independence as provided in section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations, as amended.

The independent directors have also confirmed compliance with the provisions of rule 6 of Companies (Appointment and Qualifications of Directors) Rules, 2014, as amended, relating to inclusion of their name in the databank of independent directors.

The Board took on record the declaration and confirmation submitted by the independent directors regarding them meeting the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of regulation 25 of the SEBI Listing Regulations.

Policy on Directors' appointment and remuneration

The Board on the recommendation of the Nomination and Remuneration Committee has framed a Remuneration Policy. The policy, inter alia, provides for:

- a) the criteria for determining qualifications, positive attributes and independence of directors; and
- b) a policy on remuneration for directors, key managerial personnel and other employees.

The policy is directed towards a compensation philosophy and structure that will reward and retain talent and provides for a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The detailed Remuneration Policy is placed on the Company's website at <https://www.mahascooters.com/pdf/Remuneration%20Policy.pdf>

Compliance with Code of Conduct

All Board members and senior management personnel have affirmed their compliance with the Company's Code of Conduct for FY2023.

A declaration to this effect signed by the Chief Executive Officer is included in this Annual Report.

Annual return

A copy of the annual return as provided under section 92(3) of the Act, in the prescribed form, which will be filed with the Registrar of Companies/Ministry of Corporate Affairs within the Regulatory timelines will be hosted on the Company's website and can be accessed at <https://www.mahascooters.com/investors.html#annualReports>

Number of meetings of the Board

Six (6) meetings of the Board were held during FY2023. Details of the meetings and attendance thereat forms part of the [Corporate Governance Report](#).

Directors' responsibility statement

In accordance with the provisions of section 134(3)(c) of the Act and based on the information provided by the Management, the directors state that:

- a) in the preparation of the annual accounts, the applicable Accounting Standards have been followed along with proper explanation relating to material departure, if any;
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) they have prepared the annual accounts on a going concern basis;
- e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls were adequate and were operating effectively; and
- f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Audit Committee

The Audit Committee comprises of Yogesh Shah (DIN: 00137526) as Chairman, Naresh Patni (DIN: 00045532) and Lila Poonawalla (DIN: 00074392) as members.

During FY2023, all recommendations of the Audit Committee were accepted by the Board.

The brief terms of reference and attendance record of members are given in the '[Corporate Governance Report](#)'.

Particulars of loans, guarantees and investments

The Company has not given any loans or provided any security. Full particulars of the investments covered under the provisions of section 186 of the Act, made by the Company are detailed in the Financial Statements attached to this Report.

Share capital

As on 31 March 2023, the paid-up share capital of the Company stood ₹ 1,143 lakh consisting of 11,428,568 shares of ₹ 10 each. There was no public issue, rights issue, bonus issue or preferential issue, etc. during the year. The Company has not issued shares with differential voting rights or sweat equity shares, nor has any scheme for grant of stock option.

Related party transactions

All contracts/arrangements/transactions entered by the Company during FY2023, with related parties were in compliance with the applicable provisions of the Act and SEBI Listing Regulations. Prior omnibus approval of the Audit Committee is obtained for all related party transactions which are of foreseen and repetitive nature as well as for transactions which are not foreseen and details of which are not available, up to the limits as specified in the SEBI Listing Regulations. Pursuant to the said omnibus approval, details of transactions entered into are also reviewed by the Audit Committee on a quarterly basis.

All related party transactions entered during FY2023 were on arm's length basis and in the ordinary course of business of the Company under the Act and not material under the SEBI Listing Regulations. None of the transactions required members' prior approval under the Act or SEBI Listing Regulations.

Details of transactions with related parties during FY2023 are provided in the notes to the financial statements. There were no material related party transactions requiring disclosure as per the Act. Hence, the prescribed Form AOC-2 does not form a part of this report.

The Policy on Materiality of and Dealing with Related Party Transactions is placed on the Company's website and can be accessed at <https://www.mahascooters.com/pdf/Policy%20on%20Materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf>

Material changes and commitments

There have been no material changes and commitments, affecting the financial position of the Company, which have occurred between the end of the financial year of the Company and the date of this Report.

Conservation of energy, technology absorption, foreign exchange earnings and outgo

Details pursuant to Rule 8(3) of the Companies (Accounts) Rules, 2014

Conservation of energy	Replacement of LED Lamps in the factory has contributed in saving of electricity.
Technology absorption	No expenditure was incurred by the Company attributable to technology absorption during the year.
Foreign exchange earnings and Outgo	The foreign exchange earned by the Company during the year was ₹ 41.66 lakh, while outgo was ₹ 2.05 lakh.

Corporate Social Responsibility (CSR)

Considering the CSR spend of the Company not exceeding fifty lakh rupees, the Company is not required to constitute a CSR committee and the functions of the CSR Committee are being discharged by the Board.

Detailed information on CSR Policy and its salient features forms part of 'Annual Report on CSR activities' which is annexed to this Report.

The policy has been hosted on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/CSR%20Policy.pdf>

The Chief Financial Officer has certified that the funds disbursed have been utilised for the purpose and in the manner approved by the Board for FY2023.

Formal Annual Evaluation of the performance of the Board, its Committees and Directors

Pursuant to section 178 of the Act, the Nomination and Remuneration Committee (NRC) and the Board has decided that the evaluation shall be carried out by the Board only and the NRC will only review its implementation and compliance.

Further as per Schedule IV of the Act and provisions of SEBI Listing Regulations, the performance evaluation of Independent Directors shall be done by the entire Board of Directors excluding the Director being evaluated, on the basis of performance and fulfillment of criteria of independence and their independence from management.

Accordingly, the Board has carried out an annual performance evaluation of its own performance, that of its Committees, Chairperson and individual Directors.

The manner in which formal annual evaluation of performance was carried out by the Board for the period from 1 January 2022 to 31 December 2022, is given below:

- A questionnaire-cum-rating sheet was deployed using an IT platform for seeking feedback of the directors with regards to the performance of the Board, its Committees, the Chairperson and individual directors, which is on the basis of the Board approved criteria for evaluation of the Board, its Committees, Chairperson and individual directors.
- From the individual ratings received from the directors, a report on summary of ratings in respect of performance evaluation of the Board, its Committees, Chairperson and individual directors for the period from 1 January 2022 to 31 December 2022 and a consolidated report thereof was arrived at.
- The report of performance evaluation so arrived at was then noted and discussed by the Board at its meeting held on 21 January 2023.
- The NRC reviewed the implementation and compliance of the performance evaluation at its meeting held on 21 January 2023.
- Under the law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of an independent director. Based on the report and evaluation, the Board and NRC at their meeting held on 21 January 2023, determined that the appointment of all independent directors may continue.
- For FY2023, the criteria and process followed by the Company was reviewed by the NRC and the Board, which opined to be compliant with the applicable provisions and found satisfactory. The criteria for evaluation of the Board, its Committees, Chairperson and individual directors is placed on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Board%20Evaluation%20Criteria.pdf>

Other than the Chairman of the Board and the NRC, no director had access to the individual ratings given by the directors.

Significant and Material Orders passed by the Regulators or Courts

During FY2023, there were no significant or material orders passed by any regulator or court or tribunal impacting the going concern status and Company's operations in future.

Internal Audit

The internal audit function provides an independent view to its Board of Directors, the Audit Committee and Senior Management on the quality and effectiveness of the internal controls, risk management and governance related systems and processes.

At the beginning of each financial year, an audit plan is rolled out after approval of the Audit Committee.

The Audit Committee on a quarterly basis reviews the internal audit reports. The Committee also reviews adequacy and effectiveness of internal controls based on such reports. Significant audit observations, corrective and preventive actions thereon are presented to the Audit Committee on a quarterly basis.

Internal financial controls

The Company has in place adequate financial controls commensurate with its size, scale and complexity of operations with reference to its financial statements. Internal financial controls of the Company are also similarly commensurate. These have been designed to provide reasonable assurance about recording and providing reliable financial information, ensuring integrity in conducting business, accuracy and completeness in maintaining accounting records and prevention and detection of frauds and errors.

The Board is of the opinion that internal financial controls with reference to the financial statements were adequate and operating effectively.

Risk Management

Managing risk is fundamental to any business in general and in particular to financial services industry. Considering the nature of business of MSL, i.e., investments in securities of group companies for a long-term horizon, the risk perceived is low. However, risks arising out of businesses of the group companies are the key risks of the Company. MSL has a risk governance framework in place which provides an integrated approach for identifying, monitoring and mitigating risks associated with its business.

Key risks exposure of MSL includes market risk, credit risk, governance risk, reputation risk and compliance risk. The Risk Management Committee of the Board, assists the Board in monitoring various risks, review and analysis of risk exposures and mitigation plans related to the Company.

A Risk Management Policy has been adopted by the Board of Directors which, inter alia, sets out risk strategy, approach and mitigation plans, liquidity risk management and asset liability management.

The group companies have their own risk management frameworks in line with their strategic business operations as appropriate to the industry in which they operate. Business operations of each of the group companies, the risks faced by them and the risk mitigation tools followed by them are reviewed periodically by the Risk Management Committees and the Boards of the respective group companies.

The details of meetings of Risk Management Committee of the Company and the members who attended the same are mentioned in the [Corporate Governance Report](#).

Whistle Blower Policy/Vigil Mechanism

The Company has a Whistle Blower Policy encompassing Vigil Mechanism pursuant to the requirements of the section 177(9) of the Act and regulation 22 of the SEBI Listing Regulations. The whistle blower framework has been introduced with an aim to provide employees and directors with a safe and confidential channel to share their inputs about such aspects which are adversely impacting their work environment. The Policy/Vigil Mechanism enables directors, employees and other persons to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or ethics policy and leak or suspected leak of unpublished price sensitive information.

During FY2023, there were no complaints received under the above mechanism nor was any employee denied access to the Audit Committee. The Audit Committee reviews the functioning of the Vigil Mechanism/Whistle Blower Policy once a year.

The policy is uploaded on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Whistle%20Blower%20Policy.pdf>

Corporate Governance

Pursuant to SEBI Listing Regulations, a separate section titled 'Corporate Governance' has been included in this Annual Report, along with the reports on [Management Discussion and Analysis](#) and [General Shareholder Information](#).

The Chief Executive Officer and the Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as specified in the SEBI Listing Regulations.

A certificate from the statutory auditors of the Company regarding compliance of conditions of corporate governance is annexed to this Report.

Business Responsibility and Sustainability Report

Pursuant to amendment in SEBI Listing Regulations, top 1000 listed entities based on market capitalisation are required to submit a Business Responsibility and Sustainability Report ('BRSR') with effect from FY2023.

Accordingly, the Company, being one of the top 1000 listed entity, has adopted a policy on BRSR.

A detailed BRSR in the format prescribed by SEBI describing various initiatives, actions and process of the Company towards the ESG endeavor forms the part of Annual Report and has also been hosted on Company's website at <https://www.mahascooters.com/investors.html#annualReports>

Secretarial Standards of ICSI

The Company has complied with the requirements prescribed under the Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) read with the MCA circulars.

Auditors and Auditors' Report

Statutory Auditors

Pursuant to the provisions of section 139 of the Act and based on the recommendations of the Audit Committee and Board of Directors, the members at the 47th AGM of the Company held on 25 July 2022, had appointed KKC & Associates LLP, Chartered Accountants (Firm Registration No.105146W/ W100621) as the Statutory Auditors of the Company, from the conclusion of 47th AGM till the conclusion of 52nd AGM, covering a term of five consecutive years.

The statutory audit report given by KKC & Associates LLP, for FY2023 does not contain any qualification, reservation or adverse remark or disclaimer.

Secretarial Auditor

Pursuant to the provisions of section 204 of the Act and Rules made thereunder, the Company had re-appointed, Shyamprasad D Limaye, Practising Company Secretary (FCS No. 1587, CP No. 572) to undertake the secretarial audit of the Company for FY2023. The secretarial audit report for FY2023, as issued by him in the prescribed form MR-3 is annexed to this Report.

The said secretarial audit report does not contain any qualification, reservation or adverse remark or disclaimer made by the secretarial auditor.

Pursuant to Regulation 24A(2) of SEBI Listing Regulations, a report on secretarial compliance for FY2023 has been issued by Shyamprasad D Limaye and the same will be submitted with the stock exchanges within the given timeframe. There are no observations, reservations or qualifications in the said report. The report will be available on the website of the Company at <https://www.mahascooters.com/investors.html#stockExchange>.

The auditors i.e. statutory auditors and secretarial auditors have not reported any matter under section 143(12) of the Act, and therefore, no detail is required to be disclosed under section 134(3)(ca) of the Act.

Statutory Disclosures

- The financial results of the Company are placed on the Company's website at <https://www.mahascooters.com/investors.html#financialResults>
- Details as required under the provisions of section 197(12) of the Act, read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, containing, inter alia, ratio of remuneration of Directors and KMP to median remuneration of employees and percentage increase in the median remuneration, to the extent applicable, are annexed to this Report.
- Details as required under the provisions of section 197(12) of the Act, read with rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, will be made available to any member by way of email, as per provisions of section 136(1) of the said Act.
- The provisions of section 148 of the Act, are not applicable to the Company. Accordingly, there is no requirement of maintenance of cost records as specified under sub-section (1) of section 148 of the Act.
- The Company has a Policy on Prevention of Sexual Harassment at the workplace. There was no case reported during the year under review, under the said policy. Further, as there were no women employees employed in the Company during FY2023, the Internal Complaints Committee has not been constituted as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- There was no change in the nature of business of the Company during FY2023.
- Neither any application was made, nor any proceeding is pending under the Insolvency and Bankruptcy Code, 2016, against the Company.
- The Company has not accepted any fixed deposits under Chapter V of the Companies Act, 2013 and as such no amount of principal and interest were outstanding as on 31 March 2023.
- During FY2023, the Company had not borrowed any funds from any banks or Financial Institutions.

Industrial relations

During FY2023, the industrial relations remained cordial.

On behalf of the Board of Directors

Sanjiv Bajaj
Chairman
DIN: 00014615
Pune: 24 April 2023

Annual Report on CSR activities for the financial year ended 31 March 2023

1. Brief outline of the Company's CSR Policy

Introduction

The vision and philosophy of late Shri Jamnalal Bajaj, the founder of Bajaj Group, guide the Corporate Social Responsibility (CSR) activities of the group. He embodied the concept of trusteeship in business and common good, and laid the foundation for ethical, value-based and transparent functioning.

Bajaj Group believes that true and full measure of growth, success and progress lies beyond balance sheets or conventional economic indices. It is best reflected in the difference that business and industry make to the lives of people.

Through its social investments, Bajaj Group addresses the needs of India's next generation, mainly, in the areas of skilling, health and education. Additionally, the Group supports creation of healthcare and other infrastructure and relief efforts in response to natural calamities and pandemics. For society, however, Bajaj is more than a corporate identity. It is a catalyst for social empowerment and the reason behind the smiles that light up a million faces.

It is this goodwill that has made us work towards 'Activating Lives'.

Guiding principles:

The Bajaj Group believes that social investments should:

- **Benefit generations:** The Company believes in 'investment in resource creation' for use over generations. The Company tries to identify sustainable projects which will benefit the society over long periods.
- **Educate for self-reliance and growth:** To usher in a growth-oriented society and thereby a very strong and prosperous nation, by educating each and every Indian.
- **Promote health:** The Company believes good health is a pre-requisite for both education and productivity.
- **Encourage for self-help:** To guide and do hand holding for self-help, individually and collectively to create excellence for self and for the team.
- **Be focused:** The Company believes that activities should be focused around locations where it has a presence and hence can effectively guide, monitor and implement specific projects.
- **Target those who need it most:** Care for the sections of the society, which are socially at the lowest rung irrespective of their religion or caste or language or colour.

Brief contents of CSR Policy

Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 have been amended substantially with effect from 22 January 2021. Accordingly, the CSR Policy which was framed by the Company has got amended on 28 April 2021, with approval of the Board of Directors. The Policy, inter alia, covers the following:

- Philosophy, approach and direction;
- Guiding principles for selection, implementation and monitoring of activities; and
- Guiding principles for formulation of annual action plan.

2. Composition of CSR Committee: Not required to be constituted pursuant to section 135(9) of the Companies Act, 2013
3. Web-link where the following are disclosed on the website of the Company :
 CSR Policy : <https://www.mahascooters.com/pdf/CSR%20Policy.pdf>
 CSR projects approved by the Board : <https://www.mahascooters.com/investors.html#corporateSocial>
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable : Not Applicable
5. (a) Average net profit of the Company as per sub-section (5) of section 135 : ₹ 1,149.26 lakh
 (b) Two percent of average net profit of the company as per sub-section (5) of section 135 : ₹ 23 lakh
 (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
 (d) Amount required to be set-off for the financial year, if any : Nil
 (e) Total CSR obligation for the financial year [(b)+(c)-(d)] : ₹ 23 lakh
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : ₹ 23 lakh
 (b) Amount spent in Administrative Overheads : Nil
 (c) Amount spent on Impact Assessment, if applicable : NA
 (d) Total amount spent for the Financial Year [(a)+(b)+(c)] : ₹ 23 lakh
 (e) CSR amount spent or unspent for the financial year :

Total Amount Spent for the financial year	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
₹ 23 lakh			NIL		

(f) Excess amount for set-off, if any: NIL

Sl. No.	Particular	Amount (in ₹)
(1)	(2)	(3)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	-
(ii)	Total amount spent for the Financial Year	-
(iii)	Excess amount spent for the Financial Year [(ii) - (i)]	-
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	-
(v)	Amount available for set off in succeeding Financial Years [(iii) - (iv)]	-

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: NIL

1	2	3	4	5	6	7	8	
Sl. No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR	Balance Amount in Unspent CSR	Amount Spent in The Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
		Account under subsection (6) of section 135 (in ₹)	Account under subsection (6) of section 135 (in ₹)		Amount (in ₹)	Date of Transfer		
1	FY 2019-20	-	-	-	-	-	-	-
2	FY 2020-21	-	-	-	-	-	-	-
3	FY 2021-22	-	-	-	-	-	-	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection(5) of section 135: NA

Sanjiv Bajaj
Chairman
DIN: 00014615
Pune: 24 April 2023

Remuneration Details under rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (as amended), for the year ended 31 March 2023

Name of Director/KMP	Ratio of remuneration of director to median remuneration of employees ¹	% increase in remuneration for FY2023
(A) Non-executive Directors		
Sanjiv Bajaj	-	-
Yogesh Shah	-	-
Naresh Patni	-	-
Lila Poonawalla	-	-
V Rajagopalan	-	-
Anish Amin	-	-
(B) Key Managerial Personnel		
Shriniwas Pathak, Manager & CEO ²	-	Not applicable
Sanjay Uttekar, CEO ³	-	Not comparable
Anant Marathe, CFO	-	-
Sriram Subbramaniam, CS	-	-
(C) Percentage increase in the median remuneration of employees		1.91%
(D) Permanent employees of the Company as on 31 March 2023⁴		92
(E) Average percentile increase in the salaries of employees other than the managerial personnel and its comparison thereof		Not applicable ⁵

- 1) a) No remuneration by way of commission is payable to non-executive directors/independent directors for attending Board/Committee meetings.
b) Remuneration to directors does not include sitting fees paid to them for attending meetings of Board / Committee(s) of which they are a member.
- 2) Shriniwas Pathak, Manager & CEO of the Company, had tendered his resignation w.e.f. close of business hours on 15 December 2022.
- 3) Sanjay Uttekar was appointed as a Chief Executive Officer of the Company w.e.f. 16 December 2022.
- 4) The term 'Permanent employees' does not include trainees, probationers and contract employees.
- 5) Since there is no managerial personnel in the Company, as on 31 March 2023, the details of average percentile increase in the salaries of employees other than managerial personnel and its comparison with the percentile increase in the managerial remuneration, is not applicable.
- 6) The remuneration paid as above was as per the Remuneration Policy of the Company.

Secretarial Audit Report (Form No. MR-3)

[Pursuant to section 204(1) of the Companies Act, 2013 and rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

For the financial year ended 31 March 2023.

To,
The Members,
Maharashtra Scooters Ltd.
(CIN: L35912MH1975PLC018376)
Mumbai-Pune Road,
Akurdi, Pune - 411035.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and adherence to good corporate practices by Maharashtra Scooters Ltd. (hereinafter called as "the Company"). The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, registers, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, and subject to letter annexed herewith, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31 March 2023, complied with the applicable statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2023, according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- 3) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- 4) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable: -
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Share Based Employee Benefits And Sweat Equity) Regulations, 2021
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 and The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; and
 - (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- 6) Regulatory framework / Directions issued by the Reserve Bank of India, as are applicable to a 'Core Investment Company', not required to obtain Certificate of Registration (COR) from RBI under section 45IA of the RBI Act, 1934, which are specifically applicable to the Company.

I have also examined compliance with the applicable clauses of the following:-

- (i) Secretarial Standards pursuant to section 118(10) of the Act, issued by the Institute of Company Secretaries of India.
- (ii) Listing Agreements entered into by the Company with BSE Ltd. (BSE) and National Stock Exchange of India Ltd. (NSE) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, rules, regulations, guidelines, standards mentioned above, wherever applicable.

I further report that the Board of Directors of the Company is duly constituted with proper balance of executive directors, non-executive directors and independent directors including one woman independent director. There were no changes in the composition of the Board of Directors, during the period under review.

Adequate notices were given to all directors to schedule the Board Meetings, including committees thereof, along with agenda and detailed notes on agenda at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting by the directors. The decisions were carried unanimously.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there was no other event/action having major bearing on affairs of the Company.

Shyamprasad D Limaye
FCS 1587 CP 572
UDIN: F001587E000173605
Pune: 24 April 2023

Annexure to Secretarial Audit Report

To,
The Members,
Maharashtra Scooters Ltd.
Mumbai-Pune Road,
Akurdi,
Pune - 411035

My Secretarial Audit Report for Financial Year ended on 31 March 2023, of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the process and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of event etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of Management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the Management has conducted the affairs of the Company.

Shyamprasad D Limaye
FCS 1587 CP 572
Pune: 24 April 2023

Independent Auditors' Certificate on Corporate Governance

To the Members of
Maharashtra Scooters Ltd.

1. We KKC & Associates LLP, Chartered Accountants, the Statutory Auditors of Maharashtra Scooters Ltd. (the 'Company'), have been requested by the Management of the Company to examine the Report on Corporate Governance for the financial year ended 31 March 2023 (the 'Report'), prepared by the Company pursuant to the relevant provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'). This certificate is issued to Company in accordance with the terms of our engagement letter dated 06 September 2022.

Management's Responsibility

2. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation, and maintenance of internal control procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

3. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India ('ICAI'), the Standards on Auditing specified under section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have carried out our examination in accordance with the Guidance Note on Reports and Certificates for Special Purposes (Revised 2016) (the "Guidance Note"), issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audit and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Opinion

7. Based on our examination of the relevant records and according to the information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Regulations
8. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
Firm Registration Number: 105146W/W100621

Soorej Kombaht
Partner
ICAI Membership No: 164366
UDIN: 23164366BGYKTM6737
Pune: 24 April 2023

Certificate by Practising Company Secretary

[Pursuant to Schedule V read with Regulation 34(3) of the SEBI Listing Regulations (as amended)]

In the matter of Maharashtra Scooters Ltd. (CIN: L35912MH1975PLC018376) having its registered Office at Bajaj Auto Ltd. Complex, Mumbai-Pune Road, Akurdi, Pune - 411035.

On the basis of examination of the books, minute books, forms and returns filed and other records maintained by the Company and declarations made by the directors and explanations given by the Company,

I certify that the following persons are Director of the Company (during 1 April 2022 to 31 March 2023) and none of them have been debarred or disqualified from being appointed or continuing as directors of companies by the Board/Ministry of Corporate Affairs or any such statutory authority.

Sr. No.	Name of Director	DIN	Designation
1	Sanjivnayan Rahulkumar Bajaj	00014615	Chairman, Non-executive Director
2	Nareshkumar Bansilal Patni	00045532	Independent Director
3	Yogesh Jayant Shah	00137526	Independent Director
4	Lila Firoz Poonawalla	00074392	Independent Director
5	V Rajagopalan	02997795	Non-executive Director
6	Anish Praful Amin	00070679	Non-executive Director

Shyamprasad D Limaye
FCS 1587 CP 572
UDIN: F001587E000173651
Pune: 24 April 2023

MANAGEMENT DISCUSSION AND ANALYSIS

a) Industry structure and developments

Maharashtra Scooters Ltd. ('MSL' or 'the Company') continues to be an Unregistered Core Investment Company (CIC). As a CIC, a minimum of 90% of its assets stand invested in the Bajaj Group and the balance representing accumulated surpluses, is invested in debt and other instruments with the sole objective of earning a reasonable rate of return whilst protecting the principal.

The Company sees opportunity in manufacturing of pressure die casting dies, castings, jigs and fixtures, primarily meant for two and three - wheeler industry amongst other industries, which is the current manufacturing activity of the Company. The customer profile has since expanded from auto component to include Telecom segment, Generator segment, Electrical Vehicle segment and LED Light parts.

b) Opportunities, threats, risks and concerns

Being a CIC, MSL continues to remain strategically invested in the securities of its group companies and hence any fluctuations in stock market prices are not of concern. As far as investments in debt securities are concerned, MSL invests only in highly rated issuers and securities i.e. in AAA, AA+ and the like rated papers.

The Company continues to manufacture pressure die casting dies, fixtures and die casting components mainly for automobiles industry on a very limited scale basis. At MSL, we strive to conduct our business with only credible entities which operate in industry segments that generally have a large, active and buoyant market, have a credible management and carry reputational goodwill in the business community.

c) Outlook

The Company constantly endeavors to expand its customer profile rather than concentrating in one segment. The Company now caters to industries in telecom segment, generator Segment, Electrical Vehicle segment, etc.

d) Segment-wise or product-wise performance

There being two reportable segments, segment-wise information is given under Financial Statements.

e) Internal control systems and their adequacy

The Company has effective internal control systems, which have been found to be adequate by the Management of the Company. The Internal Auditors periodically bring to the attention of the Audit committee any deficiencies and weaknesses in the internal control systems, if any. The Audit Committee reviews and monitors the remedial actions to ensure its overall adequacy and effectiveness.

f) Discussion on financial performance with respect to operational performance

The details have been furnished in the [Directors' Report](#) to the Members as well as in the Financial Highlights included in the Annual Report.

g) Material developments in human resources/industrial relations front, including number of people employed

MSL had earlier entered into an agreement with the workers union on 24 December 2019, for the wages and service conditions in respect of daily rated workmen employed at Satara / Pune. The agreement was valid for a period of three and half years i.e. from 1 October 2019 up to 31 March 2023. The Company has now entered into a fresh wage agreement with the workers union on 10 January 2023, which will be effective from 1 April 2023.

As at the end of 31 March 2023, the Company had 37 permanent workers, 55 permanent employees and 19 other than permanent employees working on contract basis including a trainee.

h) There are no Material financial and commercial transactions, where the Management has personal interest, which may have a potential conflict with the interest of the Company at large.

i) Significant changes in financial ratios:

Particulars	Ratio in 2022-23	Ratio in 2021-22	% change Over 2021-22	Remarks
Inventory Turnover Ratio	1.87	1.49	25%	Inventory turnover has increased due to lower work in progress during FY2023.
Trade receivables Turnover Ratio	2.10	2.04	3%	Higher trade receivables turnover ratio is due to lower trade receivables during FY2023.
Current Ratio	20.69	17.23	20%	Higher current ratio is due to increase in current investments.
Net Profit Margin (%)	89.68%	73.39%	22%	Net profit margin is higher due to increase in profit.
Operating profit margin (%)	(40.44%)	(28.26%)	(43%)	Operating loss has increased due to increase in other overheads.
Return on equity (%)	0.93%	0.73%	28%	Return on equity is higher due to higher profit.

REPORT ON CORPORATE GOVERNANCE

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and considering all stakeholders' interests while conducting business.

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto, ('SEBI Listing Regulations'), given below are the corporate governance policies and practices of Maharashtra Scooters Ltd. ('the Company' or 'MSL') for FY2023.

This report states compliance with requirements of the Companies Act, 2013, as amended (the 'Act') and the SEBI Listing Regulations as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures are well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws.

Philosophy

For us, corporate governance is a reflection of principles rooted in our values and policies and also embedded in our day-to-day business practices. The commitment of Bajaj group to the highest standards of corporate governance predates the provisions of the SEBI Listing Regulations. Ethical dealings, transparency, fairness, disclosure and accountability are the main thrust of the working of the Bajaj group. The Company maintains the same tradition and commitment.

Key elements of MSL's Corporate Governance

- Compliance with applicable laws.
- Board comprises of directors from diverse backgrounds and substantial experience, who are able to provide appropriate guidance to the executive management, as required.
- Number of Board and Committee meetings more than the statutory requirement, including meetings dedicated for discussing operating plans.
- Panel of independent directors with outstanding track record and reputation.
- Separate meeting of independent directors without presence of non-independent directors or executive management.
- Confidential Board evaluation process where each Board member evaluates the performance of every other Director, Committees of the Board, the Chairman of the Board and the Board, as a whole.
- Complete and detailed information provided to Board members in advance to enable them to evaluate matters carefully for meaningful discussions.
- Adoption of key governance policies and codes by the Board in line with best practices, which are made available to stakeholders for viewing and downloading from the Company's website. These include:
 - Whistle Blower Policy/Vigil Mechanism;
 - Policy on materiality of and dealing with Related Party Transaction;
 - Code of Conduct for Directors and Senior Management;
 - Dividend Distribution Policy;
 - Code of Ethics and Personal Conduct;
 - Policy on Prevention of Sexual Harassment at Workplace;
 - Remuneration Policy for Directors, Key Managerial Personnel and Senior Management; and
 - Responsible and Sustainable Business Conduct Policy.
- The weblinks of key policies are given as an annexure to this Report.
- Presentations on Regulatory updates to the Board to keep them abreast of the evolving laws.

Board of Directors

The Board of Directors and its Committees play significant role in upholding and furthering the principles of good governance which translates into ethical business practices, transparency and accountability in creating long term stakeholder value.

Keeping with the commitment to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of independent and non-independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

The responsibilities of the Board, inter alia, include formulation of overall strategy for the Company, reviewing major plan of actions, setting performance objectives, laying down the code of conduct for all members of the Board and senior management, formulating policies, performance review, monitoring due compliance with applicable laws, reviewing and approving the financial results, enhancing corporate governance practices and ensuring the best interest of the shareholders, the community, environment and its various stakeholders.

Composition

In compliance with the SEBI Listing Regulations, the Company has an optimum combination of non-executive, non-independent and non-executive, independent directors with a woman independent director. The Company has a non-executive chairman. According to provisions of the SEBI Listing Regulations, if the non-executive chairman is related to promoter, at least one half of the Board of the company should consist of independent directors.

As on 31 March 2023, the Board of the Company consisted of six directors, three were non-executive, independent (including one woman independent director) and three were non-executive, non-independent. The Board does not have any institutional nominee director.

The Company is in compliance with the SEBI Listing Regulations.

Number of meetings of the Board

The calendar for the Board and Committee meetings, in which the financial results would be considered in the ensuing year, as well as major items of the agenda are fixed in advance for the entire year.

During FY2023, the Board met six (6) times, viz., 25 April 2022, 25 July 2022, 13 September 2022, 19 October 2022, 21 January 2023 and 15 March 2023. The gap between two consecutive meetings has been less than one hundred and twenty days.

Attendance Record of Directors

Table 1: Composition of the Board and attendance record of directors for FY2023

Name and Category	Relationship with other directors	No. of Shares held in the Company	No. of Board Meetings		Whether attended the AGM	% of Board meetings attended in last 3 years
			Entitled to attend	Attended		
CHAIRMAN						
Sanjiv Bajaj	--	Nil	6	6	√	100
INDEPENDENT DIRECTORS						
Yogesh Shah	--	2,070	6	6	√	100
Naresh Patni	--	Nil	6	6	√	100
Lila Poonawalla	--	Nil	6	6	√	100
NON- EXECUTIVE DIRECTORS						
V Rajagopalan	--	Nil	6	6	√	100
Anish Amin	--	Nil	6	6	√	100

Board diversity

In compliance with the provisions of the SEBI Listing Regulations, the Board through Nomination and Remuneration Committee (NRC) has devised a policy on Board Diversity. The Board comprises of adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company. The present composition broadly meets this objective. The directors are persons of eminence in areas such as profession, business, industry, finance, law, administration, research, etc. and bring with them experience / skills which add value to the performance of the Board. The directors are selected purely on the basis of merit with no discrimination on race, colour, religion, gender or nationality.

Core skills/expertise/competencies

A brief profile of directors is available on the website of the Company at <https://www.mahascooters.com/people.html>

As stipulated under schedule V to the SEBI Listing Regulations, core skills/expertise/competencies as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

The chart/matrix of such core skills/expertise/competencies, along with the names of directors who possess such skills, is given below.

Table 2: Core Skills/ Expertise/ Competencies of the Board of Directors

Sr. No.	Core skills/Expertise/Competencies
1.	Management and Governance
2.	Financial Services
3.	Consumer behaviour, sales, marketing and customer experience
4.	Technology and Innovation
5.	Understanding of accounting and financial statements
6.	Risk, Assurance and Internal Controls
7.	Regulatory, Public policy and economics
8.	Human Resource
9.	Business Transformation and Strategy

Name	Core Skills/ Expertise/ Competencies
Sanjiv Bajaj	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Technology and Innovation, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, Human Resources and Business Transformation and Strategy
Yogesh Shah	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, Human Resource and Business Transformation and Strategy
Naresh Patni	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics and Business Transformation and Strategy
Lila Poonawalla	Management and Governance, Financial Services, Consumer behaviour, sales, marketing and customer experience, Technology and Innovation, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, Human Resources and Business Transformation and Strategy
V Rajagopalan	Management and Governance, Financial Services, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, and Business Transformation and Strategy
Anish Amin	Management and Governance, Financial Services, Understanding of accounting and financial statements, Risk, Assurance and Internal Controls, Regulatory, Public policy and economics, Human Resources and Business Transformation and Strategy

The chart/matrix of such core skills/expertise/competencies is also available on the website of the Company at <https://www.mahascooters.com/pdf/Core%20Competencies%20Skills%20and%20expertise%20of%20Directors.pdf>

Non-executive Directors' ('NEDs') compensation

The Board at its meeting held on 25 April 2022, revised the sitting fee from ₹ 50,000 to ₹ 100,000 for every meeting of the Board and/or Committee of the Board, attended by NEDs as a director/ member, effective from 1 May 2022.

No commission is paid by the Company to NEDs for attending the Board/ Committee meeting(s). The Company currently does not have a stock option programme for any of its directors.

Information furnished to the Board

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Presentations are also made to the Board on important matters from time to time. Directors have separate and independent access to the officers of the Company. In addition to items required to be placed before the Board for its noting and/or approval, information is provided on various significant items.

In terms of quality and importance, the information supplied by the Management to the Board of the Company is far ahead of the list mandated under the SEBI Listing Regulations. The independent directors of the Company met on 21 January 2023 and expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company’s Management and the Board, that is necessary for the Board to effectively and reasonably perform their duties.

Pursuant to the various regulatory requirements, and in compliance with applicable laws, and keeping in view the business requirements, the Board is, inter alia, apprised on the following:

- Succession planning and organisation structure.
- Status of compliance with the Act, SEBI regulations and shareholder related matters.
- Investment risk management system, risk management policy and strategy followed.
- Review of various policies framed by Company from time to time covering, amongst others, Code of Conduct for Directors and Senior Management, Whistle Blower Policy, Risk Management Policy, etc.
- Compliance with corporate governance standards.
- Minutes of meetings of Risk Management Committee and other statutory committees.
- Presentations on the impact of Regulatory changes.
- Internal financial controls.

Directors & Officers liability insurance (D&O Policy)

The Company has in place a D&O policy which is renewed every year. It covers all the directors of the Company. The Board is of opinion that the quantum and risk presently covered is adequate.

Orderly succession to Board and Senior Management

One of the key functions of the Board of Directors is selecting, compensating, monitoring and when necessary, replacing key managerial personnel and overseeing succession planning.

Pursuant to SEBI Listing Regulations, the framework of succession planning for appointment of Board/senior management is reviewed by the Board.

Directorships and memberships of Board committees

Table 3: Number of directorships/committee positions of directors as on 31 March 2023 (including the Company)

Name of the director	Total no. of Directorships	Directorships			Committee positions in listed and unlisted public limited companies	
		In equity listed companies	In unlisted public limited companies	In private limited companies	As Member (including as Chairperson)	As Chairperson
Sanjiv Bajaj	18	5	5	8	8	-
Yogesh Shah	6	1	1	4	3	2
Naresh Patni	3	1	-	2	1	-
Lila Poonawalla	7	2	4	1	6	3
V Rajagopalan	7	1	6	-	1	-
Anish Amin	7	1	6	-	-	-

Note: For the purpose of considering the limit of committees in which a director can serve, all public limited companies, whether listed or not, have been included; whereas all other companies including private limited companies, foreign companies and companies under section 8 of the Act have been excluded. Only the audit committee and the stakeholders’ relationship committee are considered for the purpose of reckoning committee positions. Bajaj Housing Finance Ltd., being a public limited company as well as High Value debt listed entity is considered under the category of public limited company.

None of the directors hold office as a director, including as alternate director, in more than 20 companies at the same time. None of them has directorships in more than 10 public companies. For reckoning the limit of public companies, directorships of private companies that are either holding or subsidiary company of a public company are included. Further, for reckoning the limit of private and public companies, directorships in dormant companies and section 8 of the Act, are excluded. For the purpose of reckoning the directorships in listed companies, only equity listed companies have been considered.

As per declarations received, none of the directors serve as an independent director in more than 7 equity listed companies or in more than 3 equity listed companies if he/she is a whole-time director/managing director in any listed company.

None of the directors is a member in more than ten committees, nor a chairman in more than five committees across all companies in which he/she was a director.

Notwithstanding the number of directorships, as highlighted herein, the outstanding attendance record and participation of the directors in Board/Committee meetings indicates their commitment and ability to devote adequate time to their responsibilities as Board/Committee members.

Table 4: Name of equity listed entities (including debt listed companies) where directors of the Company held directorships as on 31 March 2023 (including the Company)

Name of the director	Name of listed entities	Category
Sanjiv Bajaj	a) Bajaj Finance Ltd.	Chairman, Non-executive
	b) Bajaj Housing Finance Ltd.	Chairman, Non-executive
	c) Maharashtra Scooters Ltd.	Chairman, Non-executive
	d) Bajaj Finserv Ltd.	Chairman & Managing Director, Executive
	e) Bajaj Holdings & Investment Ltd.	Managing Director & CEO, Executive
	f) Bajaj Auto Ltd.	Non-executive, Non-independent
Yogesh Shah	Maharashtra Scooters Ltd.	Non-executive, Independent
Naresh Patni	Maharashtra Scooters Ltd.	Non-executive, Independent
Lila Poonawalla	a) Maharashtra Scooters Ltd.	Non-executive, Independent
	b) Bajaj Auto Ltd.	Non-executive, Independent
V Rajagopalan	Maharashtra Scooters Ltd.	Non-executive, Non-independent
Anish Amin	Maharashtra Scooters Ltd.	Non-executive, Non-independent

Independent Directors

Opinion of the Board

The Board hereby confirms that, in its opinion, the Independent Directors on the Board fulfil the conditions specified in the SEBI Listing Regulations and the Act and are independent of the Management of the Company.

Maximum tenure of independent directors

In terms of the Act, independent directors shall hold office for a term of up to five consecutive years on the Board of a company but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report. The tenure of the independent directors is in accordance with the provisions of the Act.

Formal letter of appointment to independent directors

The Company issues a formal letter of appointment/ re-appointment to independent directors in the manner as provided in the Act. As per regulation 46(2) of the SEBI Listing Regulations, the terms and conditions of appointment of independent directors are placed on the Company's website and can be accessed at <https://www.mahascooters.com/investors.html#miscellaneous>

Familiarisation programme

On an ongoing basis, the Company endeavours to keep the Board including independent directors abreast with matters relating to the industry in which the Company operates, its business model, risk metrics, mitigation and management, governing regulations, information technology including cyber security, their roles, rights and responsibilities and major developments and updates on the Company, etc.

During FY2023, the directors were updated extensively on the following through presentations at Board meetings:

- Risk Management Framework including technological risk, operational risk, financial risk, market risk, compliance risk, etc.
- Regulatory changes having a bearing on industry and Company's business model; and
- Information Technology Management including cyber security.

The details of familiarisation programmes are placed on the website of the Company at <https://www.mahascooters.com/pdf/Familiarisation%20Programme.pdf>

Independent directors' meeting

Pursuant to the Act and the SEBI Listing Regulations, the independent directors must hold at least one meeting in a year without attendance of non-independent directors and members of the management. Accordingly, independent directors of the Company met on 21 January 2023, without the attendance of non-independent directors and members of the Management and:

- noted the report of Performance Evaluation from the Chairman of the Board for the period 1 January 2022 to 31 December 2022.
- reviewed the performance of non-independent directors and the Board as a whole;
- reviewed the performance of the Chairman of the Company, taking into account the views of executive directors and non-executive directors; and
- assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All independent directors, except Yogesh Shah, were present at the meeting. Lila Poonawalla was elected as Chairperson for the meeting.

Certificate on qualification of Directors

The Company has received a certificate from Shyamprasad D Limaye, practising company secretary, to the effect that none of the directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by SEBI/Ministry of Corporate Affairs ('MCA') or any other statutory authority. The said certificate forms a part of this Annual Report.

Review of legal compliance reports

The Board periodically reviews compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

Code of Conduct

The SEBI Listing Regulations requires listed companies to lay down a code of conduct for its directors and senior management, incorporating duties of directors as laid down in the Act.

The Company has a Board approved Code of Conduct for Board members and senior management of the Company. Based on the review, the Code of Conduct was revised in line with applicable regulations and approved by the Board at its meeting held on 15 March 2023. The revised Code has been placed on the Company's website and can be accessed at <https://www.mahascooters.com/pdf/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf>

All the Board members and Senior Management personnel have affirmed compliance with the Code for the year ended 31 March 2023. A declaration to this effect signed by the CEO is given in this Annual Report.

Subsidiary companies

The Company does not have any subsidiary.

Related Party Transactions

All related party transactions which were entered into during FY2023 were on an arm's length basis and in the ordinary course of business under the Act and not material under the SEBI Listing Regulations.

All Related Party Transactions during FY2023 were entered with the approval of the Audit Committee pursuant to provisions of Act and the SEBI Listing Regulations. The details of such transactions were placed before the Audit Committee for noting/review, on a quarterly basis.

A statement showing the disclosure of transactions with related parties as required under Indian Accounting Standard 24 (Ind AS 24) including transaction with promoter/promoter group holding 10% or more in the Company, if any, is set out separately in this Annual Report. Disclosures relating to related party transactions on a half-yearly basis are filed with the stock exchanges.

During FY2023, there were no materially significant related party transactions that had potential conflict with the interest of the Company at large.

The Policy on Materiality of and Dealing with Related Party Transactions is hosted on the Company's website and can be accessed at <https://www.mahascooters.com/pdf/Policy%20on%20Materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf>

Audit Committee

Pursuant to the Act and SEBI Listing Regulations, the Company has an Audit Committee, meeting the composition prescribed thereunder with a minimum of two-third of its members (including Chairman) being independent directors. All members are non-executive independent directors possessing financial literacy and expertise in accounting or financial management related matters.

The Board reviews the working of the Committee from time to time to bring about greater effectiveness and to ensure compliance with the various requirements under the Act and SEBI Listing Regulations.

The terms of reference of the Committee are in accordance with the Act and SEBI Listing Regulations. These broadly include oversight of the Company's financial reporting process and disclosure of its financial information, review of financial statements, review of compliances and review of systems and controls, approval or any subsequent modification of transactions with related parties, review compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended.

The terms of reference of the Committee can be accessed at <https://www.mahascooters.com/pdf/Terms%20of%20reference%20of%20AC.pdf>

Meetings and attendance

During FY2023, the Committee met five times viz., on 25 April 2022, 25 July 2022, 19 October 2022, 21 January 2023 and 15 March 2023. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two consecutive meetings.

In addition to the members of the Audit Committee, these meetings were attended by CFO, members of internal audit team and the statutory auditor of the Company and those executives who were considered necessary for providing inputs to the Committee.

The Company Secretary acted as the secretary to the Audit Committee.

Yogesh Shah, the Chairman of the Audit Committee, was present at the AGM, which was held through video conferencing on 25 July 2022, to answer shareholders' queries.

Table 5: Composition of the Audit Committee and attendance record of the members for FY2023

Name of director	Category	No. of Meetings attended during FY2023	
		Entitled to attend	Attended
Yogesh Shah	Chairman, Non-executive, Independent	5	5
Naresh Patni	Non-executive, Independent	5	5
Lila Poonawalla	Non-executive, Independent	5	5

During FY2023, the Board had accepted all recommendations of the Committee.

Nomination and Remuneration Committee

Pursuant to the Act and SEBI Listing Regulations, the Company has constituted a Nomination and Remuneration Committee ('NRC') as specified therein.

SEBI vide notification dated 17 January 2023, has amended the definition of Senior Management in SEBI Listing Regulations. Senior Management now also include functional heads, by whatever name called.

In view of the above amendment, the Board at its meeting held on 24 April 2023, amended the terms of reference of the Committee.

The terms of reference of NRC, inter alia, includes formulation of criteria for determining qualifications, positive attributes and independence of a director, recommendation of persons to be appointed to the Board and senior management and specifying the manner for effective evaluation of performance of Board, its Committees, Chairperson and individual directors, recommendation of remuneration policy for directors, key managerial personnel and other employees, formulation of criteria for evaluation of performance of independent directors and the Board, devising a policy on Board diversity and such other matters as may be prescribed by Companies Act and SEBI Listing Regulations.

The revised terms of reference of the Committee are hosted on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Terms%20of%20Reference%20of%20NRC.pdf>

Meetings and attendance

During FY2023, the Committee met three times, viz. 25 April 2022, 19 October 2022 and 21 January 2023.

Yogesh Shah, the Chairman of the Nomination and Remuneration Committee, was present at the AGM, which was held through video conferencing on 25 July 2022, to answer shareholders' queries.

Table 6: Composition of the Nomination and Remuneration Committee and attendance record of the members for FY2023

Name of director	Category	No. of Meetings attended during FY2023	
		Entitled to attend	Attended
Yogesh Shah	Chairman, Non-executive, Independent	3	2
Naresh Patni	Non-executive, Independent	3	3
Lila Poonawalla	Non-executive, Independent	3	3
Anish Amin	Non-executive, Non-independent	3	3

During FY2023, the Board had accepted all recommendations of the Committee.

The Company has in place performance evaluation criteria for Board, Committees, Chairperson and Directors. The criteria for evaluation of Independent Directors, inter alia, includes attendance and participation, acting in good faith, Openness to ideas, pro-active and positive approach with regard to Board and Senior Management particularly the arrangements for management of risk and the steps needed to meet challenges from the competition and Independence & Independent views and judgment.

The said criteria is hosted on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Board%20Evaluation%20Criteria.pdf>

Risk Management Committee

Pursuant to the SEBI Listing Regulations, the Company has constituted a Risk Management Committee (RMC) consisting of composition as specified therein.

The terms and reference of RMC, inter alia, includes formulation of a detailed risk management policy, reviewing and guiding the management on reputational and market (investment) risk, ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company, monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems.

The terms of reference of the committee can be accessed at <https://www.mahascooters.com/pdf/Terms%20of%20Reference%20of%20RMC.pdf>

In line with the amendment to SEBI Listing Regulations, the Company has formulated a Risk Management Policy. The policy, inter alia, covers framework for identification of risks pertaining to the business and the mitigation

aspects. The same is also hosted on the website of the Company at <https://www.mahascooters.com/pdf/Risk%20Management%20Policy.pdf>

The Company did not trade in or had any exposure in commodities market.

Meeting and attendance

During FY2023, the Committee met three times, viz., 25 April 2022, 19 October 2022 and 21 January 2023. The meetings were scheduled well in advance and not more than one hundred and eighty days elapsed between any two meetings.

Table 7: Composition of Risk Management Committee and attendance record of the members for FY2023

Name of director/member	Category	No. of Meetings attended during FY2023	
		Entitled to attend	Attended
Lila Poonawalla	Chairperson, Non-executive, Independent	3	3
Yogesh Shah	Non-executive, Independent	3	3
Anish Amin	Non-executive, Non-independent	3	3
Shriniwas Pathak*	Manager and CEO	2	2

*Consequent upon his resignation, Shriniwas Pathak ceased to be a member of Risk Management Committee w.e.f. close of business hours on 15 December 2022.

During FY2023, the Board had accepted all recommendations of the Committee.

Stakeholders' Relationship Committee

Pursuant to the Act and the SEBI Listing Regulations, the Company has constituted a Stakeholders' Relationship Committee, consisting of composition as specified therein.

The terms of reference of the Committee, inter alia, includes review of measures taken for effective exercise of voting rights by members and review of adherence to the service standards in respect of various services being rendered by the registrar and share transfer agent. More details on the terms of reference of the Committee are placed on the website of the Company at <https://www.mahascooters.com/pdf/Terms%20of%20Reference%20of%20SRC.pdf>

This Committee specifically looks into the grievances of shareholders of the Company.

More details on this subject and on members related matters have been furnished in 'General Shareholder Information.'

Meetings and attendance

During FY2023, the Committee met once on 21 January 2023, inter alia, to review the status of investors' services rendered. The secretarial auditor as well as the Company Secretary were present at the said meeting.

The Committee was apprised of the major developments on matters relating to investors. In addition, the Committee also considered matters that can facilitate better investor services and relations.

Yogesh Shah, Chairman of the Stakeholders' Relationship Committee, was present at the AGM, which was held through video conferencing on 25 July 2022, to answer shareholders' queries.

Table 8: Composition of Stakeholders' Relationship Committee and attendance record of the members for FY2023

Name of director	Category	No. of meetings attended during FY2023	
		Entitled to attend	Attended
Yogesh Shah	Chairman, Non-executive, Independent	1	1
Sanjiv Bajaj	Non-executive, Non-independent	1	1
V Rajagopalan	Non-executive, Non-independent	1	1

Sriram Subramaniam, Company Secretary of the Company acts as the Compliance Officer.

During FY2023, the Board accepted all recommendations of the Committee.

Table 9: Investors' complaints attended and resolved during FY2023

Investors' complaints	Attended/ resolved during FY2023
No. of complaints outstanding at the beginning of the year	Nil
No. of complaints received during the year:	
Stock Exchanges and SEBI including SCORES	7
MCA and others	Nil
Directly received from Investors	Nil
Total no. of complaints received	7
Total no. of complaints redressed	7
No. of complaints pending at the end of the year	Nil

Duplicate Share Certificate Issuance Committee

To meet the requirement of the Act and SEBI Listing Regulations, the Company has constituted a Duplicate Share Certificate Issuance Committee of the Board to approve the issuance of duplicate share certificate in lieu of original share certificate lost or misplaced.

As a measure to enhance ease of dealing in securities market by the investors, SEBI vide its circular dated 25 January 2022, has mandated listed entities to issue of securities in dematerialised form only while processing any service request including issue of duplicate share certificate.

In compliance with the above, with effect from 25 January 2022, the Company through its RTA has ensured that only a 'Letter of Confirmation' is issued to the members seeking physical duplicate share certificates in lieu of original share certificate lost or misplaced. The letter of confirmation issued, will enable the members to dematerialise their holdings within period of 120 days, from its issuance.

Meeting and attendance

During FY2023, the Committee met once on 21 January 2023.

Table 10: Composition of the Duplicate Share Certificate Issuance Committee and attendance record of the members for FY2023

Name of director	Category	No. of meetings attended during FY2023	
		Entitled to attend	Attended
Sanjiv Bajaj	Chairman, Non-executive, Non-independent	1	1
Yogesh Shah	Non-executive, Independent	1	1
V Rajagopalan	Non-executive, Non-independent	1	1

Remuneration of directors

Pecuniary relationship/transaction with non-executive directors

During the year under review, there were no pecuniary relationship/transactions with any non-executive directors of the Company.

Details of remuneration of directors

The details of sitting-fee paid to Non-executive directors of the Company are provided in Form MGT-7 (annual return) which will be hosted on the website of the Company at <https://www.mahascooters.com/investors.html#annualReports>

As mentioned elsewhere in the Report, no commission is payable to any director of the Company.

Management discussion and analysis

This is given as separate chapter in the Annual Report.

Disclosure of material transactions

Pursuant to the SEBI Listing Regulations, the senior management is required to make disclosures to the Board relating to all material financial and commercial transactions, where they had or were deemed to have had personal interest that might have been in potential conflict with the interest of the Company. As per the disclosures submitted by the senior management, there were no such transactions during FY2023.

Compliances regarding Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 ('SEBI PIT Regulations'), the Company has a Board approved code of conduct to regulate, monitor and report trading by insiders and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information.

During FY2023, there were no non-compliance reported from any designated person/employees with respect to SEBI PIT Regulations.

The Company also, by frequent communications, makes aware the designated employees of the obligations under the SEBI PIT Regulations.

The Audit Committee and the Board at its meeting held on 15 March 2023, had reviewed the compliance in terms Regulation 9A(4) of SEBI PIT Regulations and confirmed that the systems for internal control with respect to the said regulations are adequate and operating effectively.

Means of communication

Quarterly, half-yearly and annual financial results and other public notices issued for the members are published in Financial Express and Kesari.

The Company has its own website, www.mahascooters.com, which contains all important public domain information including financial results, various policies framed/approved by the Board, matters concerning the shareholders, details of the contact persons, etc.

All financial and other vital official news releases and documents under the SEBI Listing Regulations are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

Green initiatives

Section 20 and 136 of the Act, read with relevant rules permit companies to service delivery of documents electronically on the registered email addresses of members.

In compliance with the said provisions and as a continuing endeavour towards the 'Go Green' initiative, the Company proposes to send all correspondence/ communications through email to those shareholders who have registered their email address with their depository participant's/ Company's registrar and share transfer agent.

During FY2023, the Company sent documents, such as notice calling the general meeting, audited financial statements, directors' report, auditors' report, credit of dividend intimation letters, etc. in electronic form at the email addresses provided by the members and made available by them to the Company through the depositories. The same is also available on the website of the Company at www.mahascooters.com

Information on general meetings and details of special resolution(s) passed

A. Annual General Meeting

During the previous three years, the annual general meetings (AGM) of the Company were held/ deemed to be held at the registered office of the Company at Mumbai-Pune Road, Akurdi, Pune 411 035 on the following dates and time:-

Details of AGM	Date and time of AGM	Details of special resolution(s) passed at the Annual General Meetings, if any
45th AGM	20 July 2020 at 12:15 p.m.	None
46th AGM	21 July 2021 at 4:15 p.m.	None
47th AGM	25 July 2022 at 4:00 p.m.	None

All resolutions proposed by the Board have been passed with significant majority by the shareholders.

The recording of last AGM and written transcript of the Company can be accessed on the website of the Company at <https://www.mahascooters.com/investors.html#generalMeetings>

B. Postal ballot

During FY2023, no special resolution was passed by way of postal ballot.

Details of Capital market non-compliance, if any

The Company has complied with all applicable legal requirements. No penalty or stricture has been imposed on the Company by any of the stock exchanges, SEBI or any other statutory authority, in any matter related to capital markets, during the last three years.

Compliance certificate

The Chief Executive Officer and Chief Financial Officer have certified to the Board with regard to the financial statements and other matters as required under the SEBI Listing Regulations.

Loans and advances

During FY2023, no loans and advances in nature of loans have been given by the Company to any person including any firms/companies in which the directors of the Company are interested.

Report on Corporate Governance

This section, read together with the information given in the [Directors' Report](#) and the section on [Management Discussion and Analysis](#) and [General Shareholder Information](#), constitute the compliance report on Corporate Governance during FY2023. The Company has been regularly submitting the quarterly compliance report to the Stock exchanges as required under regulation 27(2) of the SEBI Listing Regulations.

Disclosure under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The disclosure as required under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, is given below:

a. number of complaints filed during the financial year	Nil
b. number of complaints disposed of during the financial year	Nil
c. number of complaints pending as on end of the financial year	Nil

Statutory Auditors

The total fee paid by the Company to KKC & Associates LLP, towards statutory audit and limited review fees (including certifications but excluding applicable taxes and reimbursements) for FY2023 is ₹ 10.20 lakh.

Auditors' certificate on corporate governance

The Company has obtained a certificate from its statutory auditors regarding compliance with the provisions relating to corporate governance laid down under the SEBI Listing Regulations.

This certificate is annexed to the [Directors' Report](#).

Compliance of mandatory and discretionary requirements

Mandatory

The Board of Directors periodically reviews the compliance of all applicable laws. The Company has complied with the mandatory requirements of the SEBI Listing Regulations.

Discretionary

The Company has also complied with the discretionary requirements as under:

1. Modified opinion(s) in audit report

The Company confirms that its financial statements are with unmodified audit opinion.

2. Separate posts of Chairperson and the Managing Director or the Chief Executive Officer

The Company has a non-executive Chairman, not related to CEO of the Company.

Declaration by Chief Executive Officer

[Regulation 34(3) read with schedule V (Part D) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Board of Directors
Maharashtra Scooters Ltd.

I, Sanjay Uttekar, Chief Executive Officer of the Company, hereby declare that all the Board members and senior managerial personnel have affirmed compliance with the code of conduct of the Company laid down for them for the year ended 31 March 2023.

Sanjay Uttekar
Chief Executive Officer
Pune: 24 April 2023

List of key policies of the Company

Sr. No.	Name of Policy	Website link
1.	Dividend Distribution Policy	https://www.mahascooters.com/pdf/Dividend%20Distribution%20Policy.pdf
2.	Archival Policy	https://www.mahascooters.com/pdf/Archival%20Policy.pdf
3.	Performance Evaluation Criteria for Board, Committees of Board, Chairperson and Directors	https://www.mahascooters.com/pdf/Board%20Evaluation%20Criteria.pdf
4.	Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (UPSI)	https://www.mahascooters.com/pdf/Code%20of%20Practise%20and%20Fair%20Disclosure%20of%20UPSI.pdf
5.	Code of Conduct for Directors and Senior Management	https://www.mahascooters.com/pdf/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management.pdf
6.	Corporate Social Responsibility (CSR) Policy	https://www.mahascooters.com/pdf/CSR%20Policy.pdf
7.	Policy on Determination of Materiality for Disclosure of Events	https://www.mahascooters.com/pdf/Policy%20for%20Disclosure%20of%20Materiality%20of%20Event%20or%20Information.pdf
8.	Prevention of sexual harassment at workplace	https://www.mahascooters.com/pdf/POSH%20Policy.pdf
9.	Whistle Blower Policy	https://www.mahascooters.com/pdf/Whistle%20Blower%20Policy.pdf
10.	Remuneration Policy	https://www.mahascooters.com/pdf/Remuneration%20Policy.pdf
11.	Criteria for payment of remuneration to Non-executive Directors	https://www.mahascooters.com/pdf/Criteria%20for%20payment%20of%20remuneration%20to%20Non-Executive%20Directors.pdf
12.	Policy on Materiality of and dealing with Related Party Transactions	https://www.mahascooters.com/pdf/Policy%20on%20Materiality%20of%20and%20dealing%20with%20Related%20Party%20Transactions.pdf
13.	Familiarisation Programme for Independent Directors	https://www.mahascooters.com/pdf/Familiarisation%20Programme.pdf
14.	Responsible and Sustainable Business Conduct Policy	https://www.mahascooters.com/pdf/Responsible%20and%20Sustainable%20Business%20Conduct%20Policy.pdf
15.	Code of Ethics and personal conduct	https://www.mahascooters.com/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Section A: General Disclosures

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity	L35912MH1975PLC018376
2. Name of the Listed Entity	Maharashtra Scooters Ltd. referred to as 'the Company / MSL'
3. Year of incorporation	1975
4. Registered office address	Mumbai-Pune Road, Akurdi, Pune - 411 035
5. Corporate address	3rd Floor, Panchshil Tech Park, Viman Nagar, Pune - 411 014
6. E-mail	ssubbramaniam@bhil.in
7. Telephone	020 7157 6066
8. Website	www.mahascooters.com
9. Financial year for which reporting is being done	2022-23
10. Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Ltd. BSE Ltd.
11. Paid-up Capital	₹ 114,285,680/-
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Sriram Subbramaniam Company Secretary ssubbramaniam@bhil.in 020 7157 6066
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).	Standalone Basis

II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1.	Financial and Insurance Service	Other financial activities	91%
2.	Manufacturing	Manufacturing of other motor-cycle parts (including accessories)	9%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	Non-operating financial holding companies (Investment Companies)	65993	91%
2.	Manufacturing of other motor-cycle parts (including accessories)	35919	9%

III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	1	2	3
International	-	-	-

17. **Markets served by the entity:**

a. **Number of locations**

Locations	Number
National (No. of States)*	1
International (No. of Countries)	-

*MSL is an Unregistered Core Investment Company (CIC) which generates more than 90% of its revenue as dividend income from its Investments and carries out manufacturing activities at its unit in the state of Maharashtra on a small scale basis.

b. **What is the contribution of exports as a percentage of the total turnover of the entity?**

Nil

c. **A brief on types of customers**

The customer profile of the Company for manufacturing business includes Auto component segment, Telecom segment, Generator segment, Electrical Vehicle segment and LED Light parts.

IV. **Employees**

18. **Details as at the end of Financial Year:**

a. **Employees and workers (including differently abled):**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent (D)	55	55	100%	Nil	Nil
2.	Other than Permanent (E)	19	19	100%	Nil	Nil
3.	Total employees (D+E)	74	74	100%	Nil	Nil
Workers						
4.	Permanent (F)	37	37	100%	Nil	Nil
5.	Other than Permanent (G)	0	0	NA	Nil	Nil
6.	Total workers (F+G)	37	37	100%	Nil	Nil

b. **Differently abled Employees and workers: Nil**

19. **Participation/Inclusion/Representation of women**

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors	6	1	16.66%
Key Management Personnel	3	0	0

*Key Managerial Personnel are as defined under section 2(51) of the Companies Act, 2013 (KMP)

20. **Turnover rate for permanent employees and workers**

(Disclose trends for the past 3 years)

	FY 2023 (Turnover rate in current FY)			FY 2022 (Turnover rate in previous FY)			FY 2021 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	13%	NA	13%	13%	NA	13%	9%	NA	9%
Permanent Workers	28%	NA	28%	2%	NA	2%	2%	NA	2%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/ No)
1.	Bajaj Holdings & Investment Ltd.	Holding	51%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover (in ₹): 2,177,553,216

(iii) Net worth (in ₹): 5,212,844,133

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)	NA	NA	NA	-	NA	NA	-
Shareholders	Yes	7	Nil	refer note*	7	Nil	refer note*
Employees and workers	Yes	Nil	Nil	-	Nil	Nil	-
Government & Regulators	Yes	Nil	Nil	-	Nil	Nil	-
Customers	Yes	Nil	Nil	-	Nil	Nil	-
Value Chain Partners	Yes	Nil	Nil	-	Nil	Nil	-

*All the complaints usually pertain to non-receipt of dividend, annual reports, etc. and the same have been resolved on timely basis.

As a principle, in line with the policies, practices and processes of the Company, it engages with its stakeholders and strives to resolve differences with them in a just, fair, equitable and consistent manner and if warranted takes corrective measures. There are certain policies which are internal documents and are not accessible to public, in addition to the policies available on Company's website, regarding conduct with stakeholders, including grievance mechanisms, etc.

24. **Overview of the entity's material responsible business conduct issues**

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications:

Considering the nature of business of the Company, there are no material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity for the Company.

Section B: Management and Process Disclosures

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Policy and management processes									
1. a. Whether your entity’s policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes (please refer note given in Point 1(b) below)								
b. Has the policy been approved by the Board? (Yes/No)	Yes. The Company has a policy covering all the principles (‘Responsible and Sustainable Business Conduct Policy’) approved by its Board in October 2022.								
c. Web Link of the Policies, if available	https://www.mahascooters.com/investors.html#codesPolicies								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes. The Company has translated the policies and imbibed the same into procedures and practices of the Company, as applicable.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4. Name of the national and international codes/ certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	All policies have been developed based on industry practices or as per the regulatory requirements, as may be applicable to the Company.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	None, considering the nature of business of MSL.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	Not Applicable								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements:	We are committed to fulfilling our responsibility to the society and the environment. Further, through our CSR Policy, we shall continue to drive initiatives for the benefit of different segments of the society, with focus on the marginalised, poor, needy, deprived, under-privileged and differently abled persons.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	Sanjiv Bajaj, Chairman DIN: 00014615								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	No								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board/Any other Committee									Frequency (Annually/ Half yearly/ Quarterly/ Any other - please specify)								
	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9	P 1	P 2	P 3	P 4	P 5	P 6	P 7	P 8	P 9
Performance against above policies and follow up action	As a practice, all the policies of the Company are reviewed periodically or on a need basis by CEO, senior management personnel/ respective committees and placed before the Board as and when required. During this assessment, the efficacy of these policies is also reviewed and necessary changes to policies and procedures are implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company is compliant with the extant regulations, as may be applicable to it.																	
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/ No).	No. Evaluation is a continuous process and is done internally.																	

PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics / principles covered under the training and its impact	% of persons in respective category covered by the awareness programmes
Board of Directors Key Managerial Personnel	On an ongoing basis, the Company carries out familiarisation programmes for its new directors, if appointed, as required under the SEBI Listing Regulations. On an ongoing basis, the Company keep the Directors and KMPs abreast on matters relating to the industry, business, risk metrics, mitigation and management, governing regulations, information technology including cyber security, their roles, rights and responsibilities and major developments and updates on the Company, etc. A declaration from the Directors and Senior Management's affirmation to the Code of Conduct for Directors and Senior Management is communicated to all stakeholders by the Chairman, through the Annual Report.		100%
Employees other than BoD and KMPs	Training is also given to employees on code of conduct, insider trading, ESG, prevention of sexual harassment, on an annual basis.		100%
Workers	Training is given to workers concerning health and hygiene, safety measures etc.		100%

2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies / judicial institutions, in the financial year:

Nil.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

Case Details	Name of the regulatory/ enforcement agencies/ judicial institutions
NA	NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, the Company has adopted a comprehensive code i.e., Code of Ethics and Personal Conduct (CoEPC), which provides for zero tolerance towards unethical business practices and prohibits bribery in any form in all of its dealing.

CoEPC is hosted on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf>

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY2023 (Current Financial Year)	FY2022 (Previous Financial Year)
Directors	Nil	Nil
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	FY2023		FY2022	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	Nil	-	Nil	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	Nil	-	Nil	-

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.

Not applicable.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year – FY2023	Previous Financial Year – FY2022	Details of Improvements in environmental and social impacts
R&D	Nil	Nil	NA
Capex			

2 a. Does the entity have procedures in place for sustainable sourcing?

No

b. If yes, what percentage of inputs were sourced sustainably?

Not Applicable

3 Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

Not applicable.

4 Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No).

No

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees:

Category	Total (A)	% of employees covered by									
		Health insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent employees											
Male	55	55	100%	55	100%	NA		NA		NA	
Female						Not applicable*					
Total	55	55	100%	55	100%	NA		NA		NA	
Other than Permanent employees											
Male	19	19	100%	19	100%	NA		NA		NA	
Female						Not applicable*					
Total	19	19	100%	19	100%	NA		NA		NA	

*there are no female employees in the Company.

b. Details of measures for the well-being of workers:

Category	Total (A)	% of workers covered by									
		Health insurance		Accident Insurance		Maternity benefits		Paternity benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent workers											
Male	37	37	100%	37	100%	NA		NA		NA	
Female						Not applicable*					
Total	37	37	100%	37	100%	NA		NA		NA	

Other than Permanent workers: Not applicable, considering no temporary workers being employed.

*there are no female workers in the Company.

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023 Current Financial Year			FY 2022 Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	100%	Y	100%	100%	Y
Gratuity	100%	100%	Y	100%	100%	Y
ESI	100%	Nil	Y	100%	Nil	Y
Superannuation	100%	Nil	Y	100%	Nil	Y

3. Accessibility of Workplace

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company has adopted a comprehensive code i.e., Code of Ethics and Personal Conduct (CoEPC) which includes clause related to equal opportunities.

CoEPC is hosted on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf>

5. Return to work and Retention rates of permanent employees and workers that took parental leave:

Not Applicable, considering no such instances occurring during FY2023.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	Yes
Other than Permanent Workers	MSL strives to create a culture which is fair, open and transparent and where employees can openly present their views. MSL transparently communicates its policies and practices such as plans, compensation, performance metrics, performance pay grids and calculation, career enhancements, compliance and other processes. MSL enables employees to work without fear of prejudice, gender discrimination and harassment. It has zero tolerance towards any non-compliance of these principles. MSL has 'Code of Ethics and Personal Conduct', 'Whistle Blower Policy' and 'Prevention of Sexual Harassment' framework serving as grievance mechanisms for its employees to report or raise their concerns confidentially and anonymously, and without fear of any retaliation.
Permanent Employees	
Other than Permanent Employees	

7. Membership of employees and workers in association(s) or Unions recognised by the listed entity:

Category	FY2023 Current Financial Year			FY2022 Previous Financial Year		
	Total employees/ worker in respective category (A)	No. of employees/ worker in respective category who are part of association (s) or union (B)	% (B/A)	Total employees/ worker in respective category (C)	No. of employees/ worker in respective category who are part of association (s) or union (D)	% (D/C)
Total Permanent employees	55	Nil	-	53	Nil	-
Male	55	Nil	-	53	Nil	-
Female			Not applicable*			
Total Permanent Workers	37	37	100%	49	49	100%
Male	37	37	100%	49	49	100%
Female			Not applicable*			

*there are no female employees and workers in the Company.

8. Details of training given to employees and workers:

Category	FY2023 Current Financial Year					FY2022 Previous Financial Year				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (D)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	74	74	100%	-	-	75	75	100%	-	-
Female						Not applicable*				
Total	74	74	100%	-	-	75	75	100%	-	-
Workers										
Male	37	37	100%	-	-	49	49	100%	-	-
Female						Not applicable*				
Total	37	37	100%	-	-	49	49	100%	-	-

*there are no female employees and workers in the Company.

Note: Considering, MSL being engaged in activities which are non-hazardous in nature, no training was required to be provided on Health and safety measures. However, workers and employees at Satara factory are being educated on routine health and safety measures on time-to-time basis. Further, periodical awareness programmes are carried out in the factory wherein workers are encouraged to adopt healthy and safety measures - eating healthy, staying hydrated, undertaking physical activities, maintaining right posture, etc.

9. Details of performance and career development reviews of employees and worker:

Performance appraisal was conducted during the year for all the eligible employees as per the policy.

MSL had entered into an agreement with the workers union on 10 January 2023, for the wages and service conditions in respect of daily rated workmen employed at Satara/Pune. The said agreement is effective w.e.f. 1 April 2023.

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? If yes, the coverage such system?

Yes. MSL trains its employees and workers on safety protocols by conducting periodical training on health and hygiene, avoidance of accidents in factory, wearing of safety equipment while on work and fire safety and evacuation drills.

MSL also encourages its employees and workers on health and safety related aspects such as wearing helmets while driving on two wheels, wearing seatbelts in four wheels, eating healthy, drinking enough water, stay on the move, using stairs in place of elevators etc.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Safety committee is formed with participation of workers and staff and safety meetings are called to discuss various safety aspects/issues in working and actions initiated for completion of safety related requirements. Lifting tackles and pressure vessels are tested through external competitive agency certified by Dy. Director (IS&H), Satara. Safety guards are provided for machines. First aid box, ambulance room and Ambulance provided for safety of employees.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks.

Provisions of safety guards and railing near machine and shop are made through suggestions/interactions with workers.

After any accident, intimation form is filed for workers by concerned supervisor and is submitted to Safety department. If employee does not report to duty within 24 hours, Form No. 24 is submitted to office of Dy. Director (IS&H) at Satara.

d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes, Medical health policy is provided for all employees by the Company.

11. Details of safety related incidents, in the following format:

Safety Incident / Number	Category	FY2023	FY2022
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	
	Workers		
Total recordable work-related injuries	Employees	No injuries were reported during FY2022 and FY2023	
	Workers		
No. of fatalities	Employees	Nil	
	Workers		
High consequence work-related injury or ill health	Employees	Nil	
	Workers		

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

Refer 10(a) above.

13. Number of Complaints on the following made by employees and workers

	FY2023			FY2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	-	Nil	Nil	-
Health & Safety	Nil	Nil	-	Nil	Nil	-

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & Safety practices	MSL strives to keep the workplace environment safe, hygiene and humane, upholding the dignity of the employees and its workers.
Working conditions	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions:

None.

PRINCIPLE 4 Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

The Company is engaged in the business of investment in securities and has a manufacturing operation consisting of pressure die casting dies, castings, jigs and fixtures on a small scale basis.

Considering the corporate structure of MSL, the key stakeholders are Investors, customers, vendors, government and regulators, employees and the society as well.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as vulnerable & Marginalised Group (Yes/No)	Channels of Communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website)	Frequency of engagement (Annually/ Half yearly/ Quarterly)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	Email, Physical, through Stock Exchanges and website dissemination (as the case maybe)	Annually, Half yearly and need based	Annual General Meeting, Postal Ballot, if any, and intimations about corporate actions
Customers	No	Multiple channels – physical and digital	Frequent and need based	Servicing the customer and address queries / grievances that the customer may have
Vendors	No	Multiple channels – physical and digital	Frequent and need based	To engage with vendors for quality check and pricing of inputs
Government and Regulators	No	Multiple channels – physical and digital	Need based	To provide timely recommendations/ feedback on draft policies, representations before regulators and associations for advancement
Employees	No	Email/digital	Frequent and need based	To create a thriving, safe and inclusive workplace for its employees and providing merit-based opportunities for professional development and growth
Society	Yes	Multiple channels – physical and digital	Frequent and need based	To promote social welfare activities for inclusive growth, fair and equitable development and well-being of society through our business functioning and CSR activities

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy (ies) of the entity:

Any employee who works full-time or part-time in MSL must adhere to the commitment of MSL to integrity and ensure the principles laid down in CoEPC which amongst other things includes principles of mutual respect, privacy, equal opportunities and non-discrimination, health, safety and environment and prevention of sexual harassment. It also lays down the principles of equal opportunity and non-discrimination, anti-corruption and bribery, prohibition of forced and child labour, safe and harassment-free workplace, amongst others.

The CoEPC is hosted on the website of the Company and can be accessed at <https://www.mahascooters.com/pdf/Code%20of%20Ethics%20and%20Personal%20Conduct.pdf>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY2023 Current Financial Year					FY2022 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent										
Male	55	NA	NA	55	100%	53	NA	NA	53	100%
Female	Not applicable*									
Other than Permanent										
Male	19	NA	NA	19	100%	22	NA	NA	22	100%
Female	Not applicable*									
Workers										
Permanent										
Male	37	NA	NA	37	100%	49	NA	NA	49	100%
Female	Not applicable*									

*there are no female employees and workers in the Company. No 'temporary workers' are employed in MSL.

3. Details of remuneration/salary/wages, in the following format:

	Male		Female	
	Number	Median remuneration (₹ in Lakh)	Number	Median remuneration (₹ in Lakh)
Board of Directors*	5	NA	1	NA
Key Managerial Personnel**	1	50.32	0	NA
Permanent employees other than Board and KMPs	54	5.18	0	NA
Workers	37	5.88	0	NA

*Directors of the Company are not paid any remuneration apart from the sitting fees for attending Board and Committee meetings.

**Considering only CEO, a Key Managerial Personnel, receiving remuneration from MSL, the total remuneration paid to CEO during FY2023(including outgoing Manager and CEO) is considered.

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

While MSL aims to not have a situation that leads to any grievance, however, if such situation arises, MSL has a well-defined grievance redressal mechanism for its employees. A formal grievance mechanism is available to all employees, to report or raise their concerns confidentially and anonymously, without fear of any retaliation. MSL regards respect for human rights as one of its fundamental and core values and strives to support, protect and promote human rights to ensure that fair and ethical business and employment practices are followed. MSL believes that every workplace shall be free from violence, harassment, intimidation and/or any other unsafe or disruptive conditions, either due to external or internal threats. Accordingly, MSL has aimed to provide reasonable safeguards for the benefit of employees at the workplace, while having due regard for their privacy and dignity. MSL also has zero tolerance towards and prohibits all forms of slavery, coerced labour, child labour, human trafficking, violence or physical, sexual, psychological or verbal abuse. As a matter of policy, MSL does not hire any employee or engage with any agent or vendor against their free will.

6. Number of Complaints on the following made by employees and workers:

	FY2023			FY2022		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	NA	Nil	Nil	NA
Discrimination at workplace	Nil	Nil	NA	Nil	Nil	NA
Child Labour	Nil	Nil	NA	Nil	Nil	NA
Forced Labour/ Involuntary Labour	Nil	Nil	NA	Nil	Nil	NA
Wages	Nil	Nil	NA	Nil	Nil	NA
Other human rights related issues	Nil	Nil	NA	Nil	Nil	NA

7. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

A formal grievance mechanism is available to all employees to report or raise their concerns confidentially and anonymously, without fear of retaliation, along with mechanism to consult on ethical issues through the explicit means provided by CoEPC, whistle blower and vigil mechanism policies. MSL prohibits retaliation against any employee who reports in good faith any suspected or potential violation of the CoEPC of the Company which includes aspects of discrimination and harassment. It is the duty of every Employee to report instances of possible CoEPC violations that they are aware of. At MSL, sharing a possible concern about the Code honestly and in good faith, even if it turns out to be unfounded – is never an excuse for any kind of retaliation. The Ethics Officers will ensure CoEPC investigations are conducted in a fair and confidential manner and that there will not be any adverse impact on Employees who highlight possible CoEPC violations in good faith.

8. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

No, considering the nature of business of MSL.

9. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	None. However, MSL is compliant with all the applicable laws.
Forced Labour/ Involuntary Labour	
Sexual harassment	
Discrimination at workplace	
Wages	

10. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

Not applicable.

PRINCIPLE 6 Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Gigajoules) and energy intensity, in the following format:

Parameters	FY2023	FY2022
Total electricity consumption (A)	4311.38	4250.76
Total fuel consumption (B)	15.13	25.18
Energy consumption through other sources (C)	0	0
Total energy consumption (A+B+C)	4326.51	4275.94
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.007008638 KWH/₹	0.0069785 KWH/₹

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N).

No.

3. Provide details of the following disclosures related to water, in the following format:

Parameters	FY2023	FY2022
Water withdrawal by source (in kilolitres)		
Surface water	Nil	Nil
Groundwater	Nil	Nil
Third party water (MIDC)	23.49 m ³ /day	22.83 m ³ /day
Seawater/desalinated water	Nil	Nil
Others	Nil	Nil
Total volume of water withdrawal/consumption (in kilolitres)	23.49 m ³ /day	22.83 m ³ /day
Water intensity per rupee of turnover (Water consumed / turnover)	1	1

4. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

The Company uses ETP system for treatment of waste water and the treated water is used for gardening purpose.

5. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameters	FY2023	FY2022
NOx		
SOx		
Particulate matter (PM)		
Persistent organic pollutants (POP)		
Volatile organic compounds (VOC)		
Hazardous air pollutants (HAP)		
	Not applicable	

6. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Considering the manufacturing operations of the Company, which are less than 10% of its total revenue and hence not energy intensive, the GHG emissions are not accounted for other than the electricity usage (Scope 2) which is covered in point 1 above.

7. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

Not applicable considering the nature of business of MSL.

8. Provide details related to waste management by the entity, in the following format:

Parameters	FY2023	FY2022
Total Waste generated (in metric tonnes)		
Plastic waste	Nil	Nil
E-waste	Nil	Nil
Bio-medical waste	Nil	Nil
Construction and demolition waste	Nil	Nil
Battery waste	Nil	Nil
Radioactive waste	Nil	Nil
Other Hazardous waste – Canteen waste – recycled through vermicompost project and used for gardening	2 metric tonnes	2 metric tonnes
Total	2 metric tonnes	2 metric tonnes

9. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Water waste: Wastewater is processed through ETP system and recycled for garden and no wastewater goes out of company. Water consumption per day is about 20 to 25 M3.

Hazardous waste: Scrap Batteries are sold to Battery supplier with buy back system while purchasing new batteries. Scrap Graphite dust sold to Graphite vendor and is used for recycling the same.

10. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required:

Not applicable.

11. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

No project was subjected to environmental impact assessment of projects undertaken by the entity based on the applicable laws.

12. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N).

Yes.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/ associations.

None.

b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

Not applicable.

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

No corrective action was necessitated during the year under review.

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Social Impact Assessment was not required for any projects of the Company under applicable laws.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity:

Not applicable.

3. Describe the mechanisms to receive and redress grievances of the community.

The Company has various mechanisms to receive and redress grievances of its stakeholders.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY2023	FY2022
Directly sourced from MSMEs/ small producers	19.13%	14.88%
Sourced directly from within the district and neighboring districts	77.25%	80.43%

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

Consumer requirements, feedback, and complaints, if any, are attended by Quality and Marketing department through email correspondence and the same are treated accordingly.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

Description of Business Activity	As a percentage to total turnover
Environmental and social parameters relevant to the product	Not applicable.
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	FY2023	FY2022
Data Privacy	Nil	Nil
Advertising		
Cyber-security		
Delivery of essential services		
Restrictive Trade Practices		
Unfair Trade Practices		
Other		

4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls	Nil	Not applicable
Forced recalls		

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No).

Not applicable.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

Nil.

GENERAL SHAREHOLDER INFORMATION

48th Annual General Meeting (AGM)

Day & Date	Monday, 24 July 2023
Time	3.30 p.m. IST
Venue	Registered office at Mumbai-Pune Road, Akurdi, Pune 411 035. (Deemed Venue)
Financial Year	1 April 2022 to 31 March 2023
Mode of AGM	Through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM')
Link to participate through VC	https://emeetings.kfintech.com/
Remote e-voting starts	Friday, 21 July 2023, 9:00 a.m. IST
Remote e-voting ends	Sunday, 23 July 2023, 5:00 p.m. IST
E-voting at AGM	Monday, 24 July 2023

Tentative meeting schedule for considering financial related matters for FY2024

Type of meeting	Particulars	Indicative month
Audit Committee and Board	To review and approve the unaudited financial results for the quarter ending 30 June 2023, subject to limited review	July 2023
	To review and approve the unaudited financial results for the quarter and half year ending 30 September 2023, subject to limited review	October 2023
	To review and approve the unaudited financial results for the quarter and nine months ending 31 December 2023, subject to limited review	January 2024
	To review and approve audited annual financial results for the year ending 31 March 2024.	April 2024

Additional Board and Committee meetings are also convened as and when deemed necessary.

Registrar and Share Transfer Agent (RTA)

In terms of Regulations 7 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), KFin Technologies Ltd. (referred to as 'KFin') continues to be the registrar and share transfer agent and handle all relevant share registry services.

Review of service standards adhered by KFin with respect to share related activities

Maharashtra Scooters Ltd. ('the Company' or 'MSL') has agreed service timelines and standards for various shareholder related service with KFin. On an on-going basis, the secretarial team engages with officials of KFin at various levels for review of these standards and other share related activities. Periodic meetings and discussions are held to understand the concerns of shareholders, deviations, if any in the timelines for processing service request, best practices and other measures to strengthen shareholders related services. In addition, the activities at KFin are also reviewed by the internal audit team.

Dividend and date of dividend payment

The Board of Directors have recommended a final dividend of ₹ 60 per equity share (600%) of the face value of ₹ 10 for FY2023, subject to approval of the members at the ensuing AGM.

Dividend on equity shares, if declared, at the AGM, will be credited/ dispatched on Friday, 28 July 2023 and/or Saturday, 29 July 2023, to all eligible shareholders holding shares as on end of the day on Friday, 30 June 2023 (record date).

Payment of dividend

The SEBI Listing Regulations read with SEBI circular dated 20 April 2018, require companies to use any electronic mode of payment approved by the Reserve Bank of India (RBI) for making payment to members. Accordingly, the dividend, if declared will be paid through electronic mode, where the bank account details of

the members are available. Where dividend payments are made through electronic mode, intimation regarding such remittance will be sent separately to the members.

In cases where the dividend cannot be paid through electronic mode, it will be paid by account payee/ non-negotiable instruments/warrants with bank account details printed thereon. In case of non-availability of bank account details, address of the members will be printed on such payment instruments.

As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI, vide its various circulars dated 3 November 2021, 14 December 2021 and 16 March 2023, had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination.

As per the circular, it shall be mandatory for all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers. Further, all holders of physical securities in listed companies shall register the bank account details for their corresponding folio numbers. Upon processing of request for registration/update of bank details through Form ISR – 1, the RTA shall, suo-moto, generate request to the Company's bankers to pay electronically, all the monies of / payments to the holder that were previously unclaimed / unsuccessful. Members, who have not yet furnished the mandatory ISR-1 form are requested to furnish the same with KFin at their Registered Address. All the relevant forms with respect to the above are available at the website of the Company at <https://www.mahascooters.com/investors.html#miscellaneous>

Tax Deducted at Source (TDS) on Dividend

Pursuant to the changes introduced by the Finance Act, 2020, w.e.f. 1 April 2020, there will be no Dividend Distribution Tax payable by the Company. The dividend, if declared will be taxable in the hands of the members. The TDS rate would vary depending on the residential status of the members and the documents submitted by them and accepted by the Company. For more details, members are requested to refer to the 'Notice of AGM'.

Unclaimed Dividends

As per section 124(5) of the Companies Act, 2013 (the 'Act') and section 205 of the erstwhile Companies Act, 1956, any money transferred by the Company to the unpaid dividend account and remaining unclaimed for a period of seven years from the date of such transfer shall be transferred to the Investor Education and Protection Fund ('IEPF' or 'Fund') set up by the Central Government. Accordingly, unpaid/unclaimed dividends for FY1996 to FY2016 have already been transferred by the Company to the said Fund from FY2003 onwards.

The following are the details of unclaimed dividends which are due to be transferred to the Fund in the coming years including current year.

Year	Dividend Type	Date of Declaration [AGM/ Board meeting Date]	Last date for claiming dividend	Due date for transfer
2015-2016	Interim (Confirmed as Final)	15 March 2016	14 April 2023	14 May 2023
2016-2017	Final	18 July 2017	17 August 2024	16 September 2024
2017-2018	Final	16 July 2018	15 August 2025	14 September 2025
2018-2019	Final	24 July 2019	23 August 2026	22 September 2026
2019-2020	Interim (Confirmed as Final)	21 February 2020	22 March 2027	21 April 2027
2020-2021	Final	21 July 2021	20 August 2028	19 September 2028
2021-2022	Final	25 July 2022	24 August 2029	23 September 2029
2022-2023	Interim	13 September 2022	13 October 2029	12 November 2029

The Company has uploaded the details of unclaimed dividend on the Company's website at <https://www.mahascooters.com/investors.html#shareholders> and also on website specified by the Ministry of Corporate Affairs <https://www.iepf.gov.in/IEPF/services.html>.

Initiatives for reduction of Unclaimed Dividend

The Company with a view to reduce the quantum of unclaimed dividend has undertaken several steps as was done in the last few years. This primarily included proactively reaching out to members, sending periodic communications and advising the members who approach the Company/KFin for other service request to claim their dividend, if any. The amount is remitted based on the verification of the documents and bonafides of the claim.

As a result, significant amount of unclaimed dividend was remitted to the members. The Company will endeavor to undertake additional initiatives in this regard.

Transfer of shares to IEPF

Pursuant to section 124(6) of the Act and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (the 'IEPF Rules'), all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to the IEPF, within 30 days of such shares becoming due for transfer.

Various steps are being taken on an ongoing basis to reach out to shareholder, through emails, and other means, requesting them to claim shares which are due for transfer to the Fund. In addition, the Company also publishes a notice in newspapers intimating the members regarding the said transfer.

During FY2023, the Company transferred 8,600 equity shares of the face value of ₹ 10 each in respect of 42 shareholders to the Demat Account of the IEPF Authority held with NSDL. Details of such shareholders, whose shares are transferred to IEPF and their unpaid dividends for the subsequent years are available to the concerned shareholders on the website of the Company at <https://www.mahascooters.com/investors.html#shareholders>.

As provided under these Rules, the shareholder would be allowed to claim such unpaid dividends and the shares transferred to the Fund by following the required procedure. The said IEPF Rules and amendment thereunder are available on the Company's website at <https://www.mahascooters.com/investors.html#shareholders>

Shareholders are requested to get in touch with the Company Secretary for further details on the subject at ssubbramaniam@bhil.in.

Share Transfer System

All transmission, transposition, deletion of name, issue of duplicate share certificate(s), etc., as well as requests for dematerialisation/rematerialisation are processed at KFin. The work related to dematerialisation/rematerialisation is handled by KFin through connectivity with NSDL and CDSL.

E-Voting Facility provided by Listed Entities

SEBI had issued a circular dated 9 December 2020 for increase in the participation by the public non-institutional shareholders/retail shareholders. It has been decided to enable e-voting to all the demat account holders, via a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders will be able to cast their vote without having to register again with the e-voting service providers (ESPs). This will not only facilitate seamless authentication but also enhance the ease and convenience of participating in the e-voting process.

Shareholders are advised to refer to the notice of AGM for the ways in which they may register to cast their votes.

Dematerialisation/rematerialisation of shares and liquidity

During FY2023 37,929 shares were dematerialised, compared to 20,739 shares during FY2022. There were no shares which were rematerialised during the said year. Shares held in physical and electronic mode as on 31 March 2023, are as given in Table 1.

Table 1: Shares held in physical and electronic mode

Particulars	Position as on 31 March 2023		
	No. of Holders	No. of shares	% of total shareholding
Physical	1,182	211,536	1.85
Demat:			
NSDL	9,769	9,546,437	83.53
CDSL	10,369	1,670,595	14.62
Total	21,320	11,428,568	100.00

Listing on stock exchanges and Stock code

Shares of the Company are currently listed on the following stock exchanges:

Name	Stock code for Equity shares	Address
BSE	500266	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 001
NSE	MAHSCOOTER	Exchange Plaza, C-1 Block G, Bandra-Kurla Complex, Bandra (E), Mumbai 400 051

The ISIN for Depositories (NSDL and CDSL) in respect of equity shares is INE288A01013.

Pursuant to the SEBI Listing Regulations, the Company has entered into Uniform Listing Agreement with BSE and NSE.

Annual listing fees, as prescribed, have been paid to the said stock exchanges up to 31 March 2024.

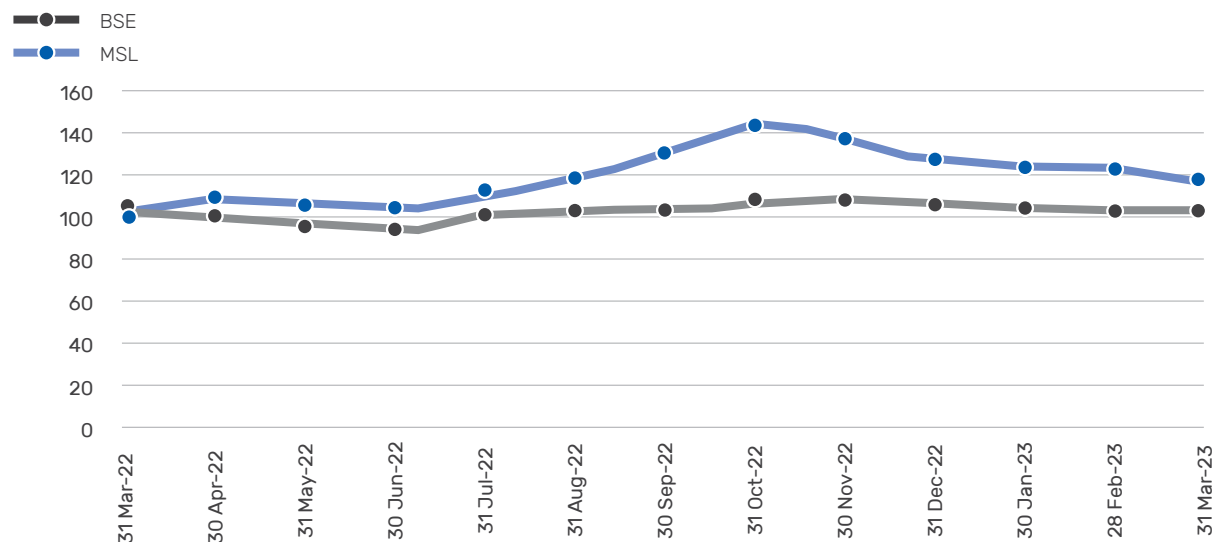
Market price data

Table 2: Monthly highs and lows of the Company’s share price on BSE and NSE during FY2023 (vis-à-vis BSE Sensex)

Month	BSE		NSE		Closing BSE Sensex
	High	Low	High	Low	
Apr-2022	4,024.00	3,675.10	4,025.00	3,669.15	57,060.87
May-2022	3,891.15	3,364.70	3,894.50	3,369.15	55,566.41
Jun-2022	3,914.90	3,515.00	3,916.70	3,500.00	53,018.94
Jul-2022	3,950.00	3,592.20	3,949.00	3,595.75	57,570.25
Aug-2022	4,384.00	3,857.05	4,389.80	3,853.75	59,537.07
Sep-2022	5,524.00	4,093.25	5,529.00	4,091.00	57,426.92
Oct-2022	5,599.95	4,875.05	5,344.00	4,900.05	60,746.59
Nov-2022	5,602.60	4,895.95	5,602.00	4,891.00	63,099.65
Dec-2022	5,006.85	4,335.70	5,002.80	4,355.00	60,840.74
Jan-2023	5,449.95	4,338.60	4,772.45	4,326.10	59,549.90
Feb-2023	4,650.00	4,369.20	4,654.20	4,351.00	58,962.12
Mar-2023	4,559.00	4,051.10	4,566.60	4,072.00	58,991.52

Chart: Performance in comparison to BSE Sensex

Maharashtra Scooters Ltd. (MSL) stock performance vs BSE Sensex during FY2023, indexed to 100 on 31 March 2022



Distribution of shareholding

Table 3 gives details about the pattern of shareholding across various categories as on 31 March 2023, while Table 4 gives the data according to size classes.

Table 3: Distribution of shareholding across categories

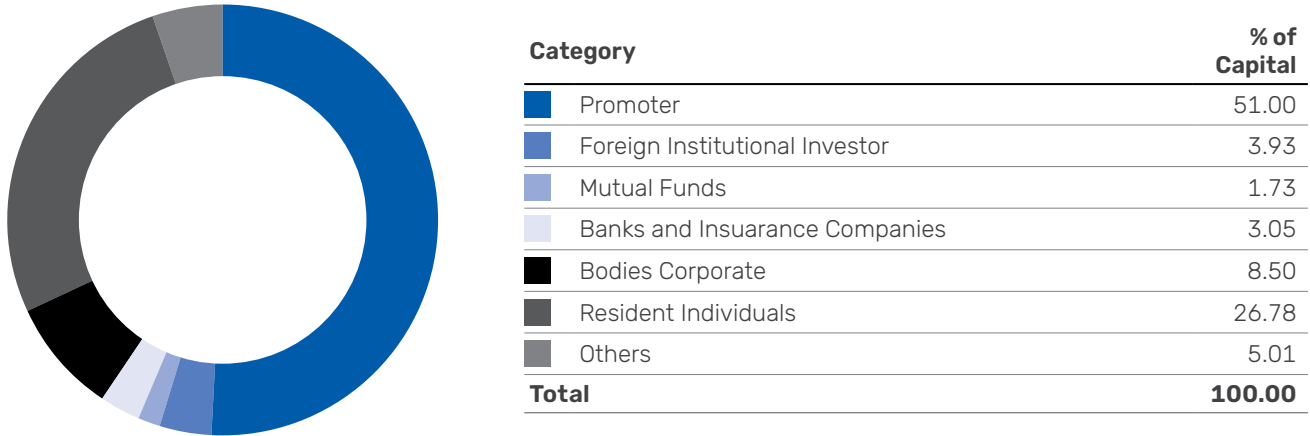


Table 4: Distribution of shareholding according to size class as on 31 March 2023

Category	No. of Shareholders	% to Shareholders	No. of Shares	% to Equity Capital
1 - 500	20,391	95.64	1,410,981	12.35
501 - 1000	523	2.45	370,792	3.24
1001 - 2000	190	0.89	275,488	2.41
2001 - 3000	69	0.32	168,276	1.47
3001 - 4000	36	0.17	126,498	1.11
4001 - 5000	24	0.11	109,241	0.96
5001 - 10000	36	0.17	252,214	2.21
10001 and above	51	0.24	8,715,078	76.26
TOTAL	21,320	100.00	11,428,568	100.00

Unclaimed Demat Suspense Account with HDFC Bank Ltd.

According to the provisions of the SEBI Listing Regulations, the Company has a demat account titled 'Maharashtra Scooters Ltd. – Unclaimed Suspense Account' with HDFC Bank Ltd., Pune, to which unclaimed shares were transferred.

The summary of this account for FY2023 is as follows:-

Sr. No.	Particulars	No. of shareholders	No. of shares
1.	At the beginning of the year	51	5,411
2.	Claim received during the year	-	-
3.	Claimed approved during the year	-	-
4.	Transferred to IEPF	-	-
5.	At the end of the year	51	5,411

KPRISM- Mobile service application by KFIN

Shareholders should note that our registrar and share transfer agent – KFin has launched a new mobile app KPRISM and a website <https://kprism.kfintech.com/> for the shareholders. Shareholders can download the mobile app and see their portfolios serviced by KFINTECH, check their dividend status, request for annual reports, register change of address, register change in the bank account or update the bank mandate, and download the standard forms. This android mobile application can be downloaded from Google Play Store.

Certifications obtained from Practising Company Secretary

The Company has obtained following certifications from the Practising Company Secretary for share related matters, as per details given below:

Regulation/Provision	Frequency	Certification requirement
Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annual	Compliance related to lodgment of transmission, transposition, deletion of name and other investor related service request by the Company.
Regulation 76 of SEBI (Depositories and Participants) Regulations 2018	Quarterly	Reconciliation of the total issued capital, listed capital and capital held by depositories in dematerialised form.

Voting through electronic means

Pursuant to section 108 of the Act, and the Rules framed thereunder and provisions under the SEBI Listing Regulations, every listed company is required to provide its members, the facility to exercise their right to vote at general meetings by electronic means.

The Company has entered into an arrangement with KFin, the authorised agency for this purpose, to facilitate such e-voting for its members.

The members would therefore be able to exercise their voting rights on the items put up in the Notice of AGM, through such e-voting method. Further, in accordance with the Companies (Management and Administration) Rules, 2014 and MCA circulars, the Company will also provide e-voting facility for members attending the AGM through VC or OAVM.

Members, who are attending the meeting through VC or OAVM and who have not already cast their votes by remote e-voting shall only be able to exercise their right of voting at the meeting.

Cut-off date, as per the said Rules, shall be 17 July 2023 (end of day) and the remote e-voting shall be open from 21 July 2023 (9.00 a.m.) till 23 July 2023 (5.00 p.m.). The Board has appointed Shyamprasad D Limaye, Practising Company Secretary as scrutiniser for the e-voting process.

The detailed procedure is given in the notice of the 48th AGM and also placed on the Company's website at <https://www.mahascooters.com/investors.html#generalMeetings>

Shareholders may get in touch with the Company Secretary for further assistance.

Shareholders' and Investors' grievances

The Board of Directors of the Company have constituted a Stakeholders Relationship Committee to specifically look into and resolve grievances of shareholders of the Company. The Composition of the Committee and details on investor complaints received during the year are given in [Corporate Governance Report](#).

Updation of PAN, KYC and Nomination: SEBI vide its various circulars during FY2023 has, inter alia, mandated that any service request shall be entertained only upon registration of the PAN, KYC details, and nomination. The forms prescribed for these purposes are given below:

Forms	Purpose
Form ISR-1	Request for registering PAN, KYC details or Changes/Updation thereof
Form SH-13	Nomination form
Form ISR-3	Declaration to Opt-out for Nomination
Form SH-14	Cancellation or Variation of Nomination

Members may access the above forms from website of the company at <https://www.mahascooters.com/investors.html#miscellaneous>.

The folios wherein any one of the cited document/details are not updated on or after 1 October 2023 shall be frozen by the RTA. Such members will not be permitted to lodge grievance or avail service request from the RTA, unless the KYC details are updated. Further, payment of dividend in respect of such frozen folios will be made only through electronic mode with effect from 1 April 2024.

The frozen folios will then be referred by RTA/Company to the administrating authority under the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002 after 31 December 2025.

In view of the above, the Company had sent communication to members holding shares in physical form requesting them to update the said details and also sent reminder letters to all those members who have not updated the KYC details.

Simplification of procedure of Transmission of securities: SEBI has released SEBI (Listing Obligation and Disclosure Requirements) (Fourth Amendment) Regulations, 2022, on 25 April 2022, specifying the documents required in case of transmission of securities.

Further, in order to make the transmission process more efficient and investor-friendly, SEBI vide its circular dated 18 May 2022, has enhanced the monetary limits for simplified documentation for transmission of securities, allowed 'Legal Heirship Certificate or equivalent certificate' as one of the acceptable documents for transmission and provided clarification regarding acceptability of Will as one of the valid documents for transmission of securities. The said circular also specified the formats of various documents which are required to be furnished for the processing of transmission of securities.

The circular also lays down operational guidelines for processing investor's service request for the purpose of transmission of securities. The procedure provided in this circular is duly followed by our registrar and share transfer agent while processing of transmission service request.

Simplification of procedure for issuance of duplicate share certificates: SEBI vide its circular dated 25 May 2022, has standardised the documents to be submitted for processing of service request for issue of duplicate share certificate and also laid down operational guidelines for the same.

Further, the said circular also mandates listed company to take special contingency policy from insurance company towards the risk arising out of the requirements relating to issuance of duplicate securities in order to safeguard and protect the interest of the listed company. The Company is in compliance with said circular.

Investor charter: In order to facilitate investor awareness about various activities where an investor has to deal with RTAs for availing Investor Service Requests, SEBI vide its circular dated 26 November 2021, has developed an Investor Charter for RTAs, inter alia, detailing the services provided to Investors, Rights of Investors, various activities of RTAs with timelines, Dos and Don'ts for Investors. In accordance with the said circular, KFin has hosted the Investor Charter on its website at https://ris.kfintech.com/clientservices/isc/#div_icharter and has also displayed the same at prominent places in offices, etc.

Further, the said circular also mandates registered RTAs to disclose on their respective websites, the data on complaints received against them or against issues dealt by them and redressal thereof, latest by 7th of succeeding month, as per the format prescribed thereunder with effect from 1 January 2022. KFin, being registered RTA has confirmed compliances with aforesaid circular, to the extent applicable.

Investor grievances redressal mechanism: SEBI vide its Master circular dated 7 November 2022, has mandated the investor to first take up the grievances with the company concerned for redressal and the same will be treated as "Direct Complaint". A timeline of 30 days has been provided to the Company for resolution. Failing which, the complaint shall be registered on SCORES. Thereafter, SEBI shall take it up with the concerned company for resolution.

The circular also provides for handling complaints by the stock exchanges as well as the standard operating procedure for actions to be taken against listed companies for failure to redress investor grievances. The Company takes adequate steps for expeditious redressal of investors' complaints.

Issue of shares only in dematerialised form: As an on-going measure to enhance ease of dealing in securities markets by investors, SEBI vide its circular dated 25 January 2022, has mandated that listed companies shall henceforth issue the securities in dematerialised form only, while processing the service requests such as issue of duplicate share certificates, Claim from Unclaimed suspense account, Endorsement, Renewal/Exchange of securities certificate, Sub-division, Splitting of shares certificate, Transmission, Transposition, Consolidation of securities certificate, etc.

For enabling the shareholders to demat their securities, the registrar and share transfer agent shall issue a 'Letter of Confirmation' in lieu of physical share certificates to physical shareholders for enabling them to dematerialise the securities.

Shareholders are requested to refer to the aforementioned circular(s) or write to the Company Secretary at ssubbramaniam@bhil.in for more clarity and understanding.

Credit Rating

Since the Company had no borrowings during the year under review, no credit ratings were required to be obtained from any credit rating agencies.

Outstanding convertible instruments/ADRs/GDRs/warrants

The Company does not have any outstanding convertible instruments/ADRs/GDRs/warrants as on date of this Report.

Address for correspondence

The shareholders can correspond with the office of the registrar and share transfer agent of the Company or the corporate office of the Company at the following addresses:

Registrar and Share Transfer Agent

KFin Technologies Ltd.

Unit: Maharashtra Scooters Ltd.
Tower B, Plot 31-32, Selenium Building,
Financial District, Nanakramguda,
Serilingampally Hyderabad, Rangareddy,
Telangana - 500 032.

Contact Persons:

Mohd. Mohsinuddin
WhatsApp No.: (91) 910 009 4099
Fax No: (040) 2300 1153
Toll Free No: 1800 309 4001
E-mail: mohsin.mohd@kfintech.com
inward.ris@kfintech.com
KFin Corporate Website: www.kfintech.com
KFin RTA Website: <https://ris.kfintech.com>

Company

Maharashtra Scooters Ltd.

Registered Office

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

Corporate Office

3rd Floor, Panchshil Tech Park,
Above ICICI Bank,
Viman Nagar, Pune - 411014

Plant Location

C-1, MIDC Area, Satara - 415004

Company Secretary and Compliance Officer:

Sriram Subbramaniam
Phone No. 020 71576066
Fax. 020 71576364
E-mail: ssubbramaniam@bhil.in
Website: www.mahascooters.com

Investor Support Centre

Members may utilise the facility extended by the KFin for raising queries pertaining to dividend, KYC updation, interest/redemption, etc. by visiting <https://ris.kfintech.com/clientservices/isc/>

FINANCIAL STATEMENTS

Independent Auditors' Report on the Financial Statements

To The Members of **Maharashtra Scooters Ltd.**

Opinion

1. We have audited the accompanying Ind AS financial statements of Maharashtra Scooters Ltd. ('the Company'), which comprise the Balance Sheet as at 31 March 2023, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information ('the financial statements').
2. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ('Act') in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2023, and its profit and other comprehensive income, changes in equity and its cash flows for the year then ended.

Basis for opinion

3. We conducted our audit in accordance with the Standards on Auditing ('SAs') specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act, and the rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

Key audit matters

4. Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In our professional judgment, we have determined that there is no key audit matter to be communicated in our report.

Other matters

5. Attention is drawn to the fact that the audited financial statements of the Company for the year ended 31 March 2022 were audited by predecessor auditors whose report dated 25 April 2022 expressed an unmodified opinion on those financial statements. Our opinion is not modified in respect of this matter.

Other information

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and our auditors' report thereon. The Other information is expected to be made available to us after the date of this auditors' report.
7. Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
8. In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

Independent Auditors' Report on the Financial Statements (Contd.)

Responsibilities of management and those charged with governance for the financial statements

9. The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act, with respect to the preparation of these financial statements that give a true and fair view of the state of affairs, profit and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian accounting standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.
10. In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
11. The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditors' responsibilities for the audit of the financial statements

12. Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.
13. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - 13.1 Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
 - 13.2 Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
 - 13.3 Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
 - 13.4 Conclude on the appropriateness of the management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.
 - 13.5 Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Independent Auditors' Report on the Financial Statements (Contd.)

14. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
15. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
16. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditors' report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other legal and regulatory requirements

17. As required by the Companies (Auditors' Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the 'Annexure A' a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
18. As required by section 143(3) of the Act, we report that:
 - 18.1 We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 18.2 In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - 18.3 The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - 18.4 In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act.
 - 18.5 On the basis of the written representations received from the directors as on 31 March 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023 from being appointed as a director in terms of section 164(2) of the Act.
 - 18.6 With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure B'.
 - 18.7 In our opinion and according to the information and explanations given to us, the Company has not paid/ provided any remuneration to its directors during the current year.
19. With respect to the other matters to be included in the Auditors' Report in accordance with rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - 19.1 The Company has disclosed the impact of pending litigations as at 31 March 2023 on its financial position in its financial statements – Refer Note 29 to the financial statements.
 - 19.2 The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - 19.3 There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

Independent Auditors' Report on the Financial Statements (Contd.)

- 19.4 The Management has represented, to best of their knowledge and belief, that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- 19.5 The Management has represented, to best of their knowledge and belief, that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the ultimate beneficiaries.
- 19.6 Based on such audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representation under para 19.4 and 19.5 contain any material misstatement.
- 19.7 In our opinion and according to the information and explanations given to us and as stated in Note No. 36(b) to the financial statements:
- (a) The final dividend proposed in the previous year, declared and paid by the Company during the year is in accordance with section 123 of the Act, as applicable.
 - (b) The interim dividend declared and paid by the Company during the year and until the date of this report is in compliance with section 123 of the Act.
 - (c) The Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The amount of dividend proposed is in accordance with section 123 of the Act, as applicable.
- 19.8 Proviso to rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1 April 2023, and accordingly, reporting under rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable for the financial year ended 31 March 2023.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Soorej Kombaht
Partner
ICAI Membership Number: 164366
UDIN: 23164366BGYKTL5874

Pune: 24 April 2023

Annexure A to the Independent Auditors' Report

Annexure A to the Independent Auditors' Report on the Financial Statements of Maharashtra Scooters Ltd. for the year ended 31 March 2023

(Referred to in paragraph 17 under 'Report on other legal and regulatory requirements' section of our report of even date)

- i. (a) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment ('PPE').
The Company does not own any intangible assets and hence, paragraph 3(i)(a)(B) is not applicable.
- (b) The Company has a regular programme of physical verification of its PPE by which all PPE are verified annually. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, PPE were physically verified by the Management during the year. In our opinion, and according to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including right of use assets) during the year. The Company does not have any intangible assets.
- (e) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company and as stated in Note No. 39(e) to the financial statements, no proceedings have been initiated or are pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- ii. (a) In our opinion and according to the information and explanations given to us, the physical verification of inventories has been conducted annually by the Management and, the coverage and procedure of such verification by the Management is appropriate. No material discrepancies were noticed on such verification.
- (b) According to the information and explanations given to us, the Company has not been sanctioned any working capital limits from banks or financial institutions at any point of time during the year.
- iii. (a) The Company has not provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, limited liability partnerships or any other parties during the year. Accordingly, paragraph 3(iii)(a), 3(iii)(c), 3(iii)(d), 3(iii)(e), and 3(iii)(f) of the Order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the investments made are, prima facie, not prejudicial to the Company's interest. The Company has not provided any guarantees security and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees. Accordingly, paragraph 3(iii)(b) is not applicable to that extent.
- (c) In our opinion and according to the information and explanations given to us, the Company has not granted any loans or advances in nature of loans to Promoters/Related Parties (as defined in section 2(76) of the Act) which are either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the applicable provisions of sections 185 and 186 of the Act with respect to the investments made. The Company has not granted any loans covered or provided any guarantees or securities under section 185 and section 186 of the Act.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public during the year in terms of directives issued by the Reserve Bank of India or the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under. Accordingly, paragraph 3(v) of the Order is not applicable to the Company.

Annexure A to the Independent Auditors' Report (Contd.)

- vi. In our opinion and according to the information and explanations given to us, maintenance of Cost Records, for the Company, has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013. Accordingly, paragraph 3(vi) of the Order is not applicable.
- vii. (a) In our opinion and according to the information and explanations given to us, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues have generally been regularly deposited by the Company to/with the appropriate authorities.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees' state insurance, income-tax, goods and services tax, duty of customs, cess, and other material statutory dues were in arrears as at 31 March 2023 for a period of more than six months from the date they became payable.

- (b) In our opinion and according to the information and explanations given to us, we confirm that there are no dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess, and any other statutory dues, which have not been deposited to/with the appropriate authority on account of any dispute except as mentioned below.

Name of the statute	Nature of the dues	Forum where dispute is pending	Period to which amount relates	Unpaid amount (₹ In Lakh)	
The Bombay Sales Tax Act, 1959 and The Central Sales Tax Act, 1956	Sales Tax	Maharashtra Sales Tax Tribunal, Mumbai	FY 2001-02 and FY 2002-03	388.08	
Central Sales Tax Act, 1956	Sales Tax	Maharashtra Sales Tax Tribunal, Mumbai	FY 2005-06	31.60	
Maharashtra Value added Tax Act, 2002	Value Added Tax	Joint Commissioner, of Sales tax, Kolhapur	FY 2014-15 to FY 2016-17	1.91	
Income Tax Act, 1961	Income Tax	CIT Appeals, Pune	FY 2007-08 to FY 2011-12, FY 2016-17 to FY 2017-18	112.63	
			Income Tax Appellate Tribunal, Pune	FY 2012-13 to FY 2014-15	45.71
			High Court at Mumbai	FY 1997-98 and FY 1998-99	39.84
Goods and Service Tax Act, 2017	GST	Assistant Commissioner-Audit, Satara	FY 2017-18 to FY 2018-19	5.95	
			FY 2017-18 to FY 2018-19	14.14	
Central Excise Act, 1944	Excise Duty	Customs, Excise and Service Tax Appellate Tribunal, Mumbai	FY 1985-86 to FY 1991-92	3.19	
			High Court at Mumbai	FY 1985-86 to FY 1995-96	12.14
		Assistant Commissioner, Satara	FY 1994-95 and FY 1995-96	4.66	
		Assistant Commissioner, Satara	FY 1987-88	0.28	

Annexure A to the Independent Auditors' Report (Contd.)

- viii. In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, we confirm that we have not come across any transactions not recorded in the books of account which have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion and according to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not taken any loans or other borrowings from any financial institutions, banks, government and dues to debenture holders or in payment of interest thereon to any lender during the year. Hence, reporting under clause (ix)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our audit procedures, we report that the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or any other lender.
- (c) The Company has not taken any term loan during the year and there are no unutilised term loans at the beginning of the year and hence, reporting under clause (ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiaries, associates or joint venture, Accordingly, paragraph 3(ix)(e) & 3(ix)(f) of the Order is not applicable to the Company.
- x. (a) In our opinion and according to the information and explanations given to us and procedures performed by us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, reporting under paragraph 3(x)(a) of the order is not applicable.
- (b) In our opinion and according to the information and explanations given to us, the Company has not made any preferential allotment/private placement of shares/fully/partly/optionally convertible debentures during the year and hence, para 3(x)(b) of the order is not applicable to the Company.
- xi. (a) In our opinion and according to the information and explanations given to us, there has been no fraud by the Company or any fraud on the Company that has been noticed or reported during the year nor have we been informed of any such case by the Management.
- (b) According to the information and explanations given to us, no report under sub-section (12) of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) As represented to us by the Management, there are no whistleblower complaints received by the Company during the year.
- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable to the Company.
- xiii. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiv. (a) In our opinion and based on our examination, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date, for the period under audit.
- xv. According to the information and explanations given to us, in our opinion during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

Annexure A to the Independent Auditors' Report (Contd.)

- xvi. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.
- (b) The Company has not conducted Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration ('CoR') from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is an Unregistered Core Investment Company ('CIC') as defined in the regulations made by Reserve Bank of India. The Company is not required to obtain registration with Reserve Bank of India and continues to fulfil the criteria of an unregistered CIC.
- (d) According to the information and explanation given to us, in the group (in accordance with Core Investment Companies (CICs) (Reserve Bank) Directions, 2016) there are 17 companies forming part of the promoter/promoter group of the Company which are CICs including the Company. Further, as informed these CICs are unregistered CICs as per Para 9.1 of notification No. RBI/2020-21/24 dated 13 August 2020 of the Reserve Bank of India.
- xvii. According to the information and explanations given to us, the Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year. As per information provided by the Management, there have been no issues, objections or concerns raised by the outgoing auditors.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. (a) According to the information and explanations given to us and based on our examination of the records of the Company, it is not required to transfer any unspent amount pertaining to the year under report to a Fund specified in Schedule VII to the Companies Act in compliance with second proviso to sub section 5 of section 135 of the said Act.
- (b) According to the information and explanations given to us and based on our examination of the records of the Company, there is no amount which is remaining unspent under sub section 5 of section 135 of the Act pursuant to any ongoing CSR project.
- xxi. The Company does not have any subsidiary, associate or joint venture company and is not required to prepare consolidated financial statements. Accordingly, paragraph 3(xxi) of the Order is not applicable to the Company.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Soorej Kombaht
Partner
ICAI Membership Number: 164366
UDIN: 23164366BGYKTL5874

Pune: 24 April 2023

Annexure B to the Independent Auditors' Report

Annexure B to the Independent Auditors' Report on Financial Statements of Maharashtra Scooters Ltd. for the year ended 31 March 2023

(Referred to in paragraph '18.6' under 'Report on other legal and regulatory requirements' section of our report of even date)

Report on the Internal Financial Controls with reference to the aforesaid Financial Statements under clause (i) of sub-section 3 of section 143 of the Companies Act, 2013 ('the Act')

Opinion

1. We have audited the internal financial controls with reference to the financial statements of Maharashtra Scooters Ltd. ('the Company') as at 31 March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.
2. In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to the financial statements and such internal financial controls were operating effectively as at 31 March 2023, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('the Guidance Note').

Management's responsibility for internal financial controls

3. The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' responsibility

4. Our responsibility is to express an opinion on the Company's internal financial controls with reference to the financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing ('SA'), prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to the financial statements. Those SAs and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the financial statements were established and maintained and whether such controls operated effectively in all material respects.
5. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to the financial statements and their operating effectiveness. Our audit of internal financial controls with reference to the financial statements included obtaining an understanding of internal financial controls with reference to the financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
6. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the financial statements.

Annexure B to the Independent Auditors' Report (Contd.)**Meaning of internal financial controls with reference to the financial statements**

7. A company's internal financial controls with reference to the financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to the financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent limitations of internal financial controls with reference to the financial statements

8. Because of the inherent limitations of internal financial controls with reference to the financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to the financial statements to future periods are subject to the risk that the internal financial controls with reference to the financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For KKC & Associates LLP
Chartered Accountants
(formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Soorej Kombaht
Partner
ICAI Membership Number: 164366
UDIN: 23164366BGYKTL5874

Pune: 24 April 2023

Balance Sheet

(₹ In Lakh)

Particulars	Note No.	As at 31 March	
		2023	2022
ASSETS			
Financial assets			
Cash and cash equivalents	3	36.40	22.47
Bank balances other than cash and cash equivalents	4	485.36	428.82
Trade receivables	5	654.27	1,002.38
Investments	6	2,036,386.30	2,465,379.17
Other financial assets	7	593.09	1,086.67
		2,038,155.42	2,467,919.51
Non-financial assets			
Inventories	8	380.17	646.23
Current tax assets (net)		49.79	42.14
Property, plant and equipment	9	1,197.62	1,251.17
Capital work in progress		-	-
Other non-financial assets	10	45.69	36.73
		1,673.27	1,976.27
Total		2,039,828.69	2,469,895.78

Balance Sheet (Contd.)

(₹ In Lakh)

Particulars	Note No.	As at 31 March	
		2023	2022
LIABILITIES AND EQUITY			
LIABILITIES			
Financial liabilities			
Trade payables	11		
Total outstanding dues of micro enterprises and small enterprises		-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises		19.27	50.78
Other financial liabilities	12	587.00	562.69
		606.27	613.47
Non-financial liabilities			
Current tax liabilities (net)		382.80	331.68
Provisions	14	74.09	92.85
Deferred tax liabilities (net)	13	134,415.30	183,440.34
Other non-financial liabilities	15	69.12	122.38
		134,941.31	183,987.25
EQUITY			
Equity share capital	16	1,142.86	1,142.86
Other equity	17	1,903,138.25	2,284,152.20
		1,904,281.11	2,285,295.06
Total		2,039,828.69	2,469,895.78

Summary of significant accounting policies followed by the Company 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

On behalf of the Board of Directors

For KKC & Associates LLP
Chartered Accountants
(Formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Sanjay Uttekar
Chief Executive Officer

Sanjiv Bajaj
Chairman
DIN : 00014615

Soorej Kombaht
Partner
ICAI Membership Number: 164366

Anant Marathe
Chief Financial Officer

Yogesh J Shah
Chairman-Audit Committee
DIN : 00137526

Sriram Subramaniam
Company Secretary

V Rajagopalan
Director
DIN : 02997795

Pune: 24 April 2023

Statement of Profit and Loss

(₹ In Lakh)

Particulars	Note No.	For the year ended 31 March	
		2023	2022
Revenue from operations			
Interest income	18	1,443.39	1,712.86
Dividend income		18,266.45	15,896.09
Net gain on fair value changes	19	181.56	81.44
Revenue from contracts with customers - Sale of goods	20	1,743.60	1,718.96
Total revenue from operations		21,635.00	19,409.35
Other income	21	140.53	36.25
Total income		21,775.53	19,445.60
Expenses			
Cost of raw materials consumed	22	705.49	947.65
Changes in inventories of work-in-progress	23	252.16	(195.86)
Employee benefits expenses	24	778.12	840.88
Depreciation, amortisation and impairment	25	202.07	196.67
Other expenses	26	529.49	432.52
Total expenses		2,467.33	2,221.86
Profit before tax		19,308.20	17,223.74
Tax expense			
Current tax		2,074.00	2,964.00
Short/(Excess) provision for tax pertaining to earlier years		(2,301.07)	-
Deferred tax		6.43	(11.61)
Total tax expense	27	(220.64)	2,952.39
Profit for the year		19,528.84	14,271.35

Statement of Profit and Loss (Contd.)

Particulars	Note No.	(₹ In Lakh)	
		For the year ended 31 March	
		2023	2022
Other comprehensive income			
Items that will not be reclassified to profit or loss			
Actuarial gain/(loss) of defined benefit plans		12.90	8.64
Tax impacts on above		(3.25)	(2.17)
Net gain/(loss) on equity instruments designated at FVTOCI		(429,015.74)	733,396.26
Tax impacts on above		49,034.72	(81,021.43)
Items that will be reclassified to profit or loss		-	-
Other comprehensive income for the year (net of tax)		(379,971.37)	652,381.30
Total comprehensive income for the year		(360,442.53)	666,652.65
Basic and diluted Earnings per share (in ₹)	28	170.88	124.87
(Nominal value per share ₹ 10)			

Summary of significant accounting policies followed by the Company 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

On behalf of the Board of Directors

For KKC & Associates LLP
Chartered Accountants
(Formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Sanjay Uttekar
Chief Executive Officer

Sanjiv Bajaj
Chairman
DIN : 00014615

Soorej Kombaht
Partner
ICAI Membership Number: 164366

Anant Marathe
Chief Financial Officer

Yogesh J Shah
Chairman-Audit Committee
DIN : 00137526

Sriram Subbramaniam
Company Secretary

V Rajagopalan
Director
DIN : 02997795

Pune: 24 April 2023

Statement of Changes in Equity

A Equity share capital

(₹ In Lakh)

Particulars	Note No.	For the year ended 31 March	
		2023	2022
At the beginning of the year		1,142.86	1,142.86
Changes in equity share capital during the current year		-	-
At the end of the year	15	1,142.86	1,142.86

B Other equity

(₹ In Lakh)

Particulars	Note No.	Reserves and surplus		Other reserves	Total other equity
		General reserve	Retained earnings	Equity instruments through other comprehensive income	
Balance as at 31 March 2021	16	26,556.10	16,898.87	1,579,758.86	1,623,213.83
Profit for the year		-	14,271.35	-	14,271.35
Other comprehensive income (net of tax)		-	6.47	652,374.83	652,381.30
Total comprehensive income for the year ended 31 March 2022		-	14,277.82	652,374.83	666,652.65
Final dividend, declared and paid during the year		-	(5,714.28)	-	(5,714.28)
Balance as at 31 March 2022	16	26,556.10	25,462.41	2,232,133.69	2,284,152.20
Profit for the year		-	19,528.84	-	19,528.84
Other comprehensive income (net of tax)		-	9.65	(379,981.02)	(379,971.37)
Total comprehensive income for the year ended 31 March 2023		-	19,538.49	(379,981.02)	(360,442.53)
Final dividend, declared and paid during the year		-	(9,142.85)	-	(9,142.85)
Interim dividend, declared and paid during the year		-	(11,428.57)	-	(11,428.57)
Balance as at 31 March 2023	16	26,556.10	24,429.48	1,852,152.67	1,903,138.25

Summary of significant accounting policies followed by the Company 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

On behalf of the Board of Directors

For KKC & Associates LLP
Chartered Accountants
(Formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Sanjay Uttekar
Chief Executive Officer

Sanjiv Bajaj
Chairman
DIN : 00014615

Soorej Kombaht
Partner
ICAI Membership Number: 164366

Anant Marathe
Chief Financial Officer

Yogesh J Shah
Chairman-Audit Committee
DIN : 00137526

Sriram Subramaniam
Company Secretary

V Rajagopalan
Director
DIN : 02997795

Pune: 24 April 2023

Statement of Cash Flows

(₹ In Lakh)

Particulars	For the year ended 31 March	
	2023	2022
I. Operating activities		
Profit before tax	19,308.20	17,223.74
Add		
i) Depreciation, amortisation and impairment	202.07	196.67
Less:		
i) Profit on sale of investments, net	435.97	172.80
ii) Gain/loss on valuation of Mutual funds	(14.23)	16.79
iii) Amortisation of premium/discount on acquisition of debt securities	(6.64)	(36.00)
iv) Surplus on sale of property, plant and equipment	0.06	1.06
	415.16	154.65
	19,095.11	17,265.76
Change in assets and liabilities		
i) (Increase)/decrease in Inventories	266.06	(285.81)
ii) (Increase)/decrease in trade receivables	348.11	(319.09)
iii) (Increase)/decrease in loans and other assets	441.10	(104.70)
iv) Increase/(decrease) in liabilities and provisions	(135.76)	(290.30)
	919.51	(999.90)
(Purchase)/sale of money market mutual funds, etc, net *	591.54	(1,662.49)
Net cash flow from/(used in) operating activities before income-tax	20,606.16	14,603.37
Income-tax refund/(paid) for earlier years	2,432.85	306.58
Income-tax paid	(2,162.31)	(3,027.58)
Net cash flow from operating activities	20,876.70	11,882.37
Carried forward	20,876.70	11,882.37

Statement of Cash Flows (Contd.)

(₹ In Lakh)

Particulars	For the year ended 31 March	
	2023	2022
Brought forward	20,876.70	11,882.37
II. Investing activities		
i) Sale /redemption of investments *	36,833.50	12,531.73
ii) Purchase of investments *	(28,093.34)	(12,343.45)
iii) Purchase of equity investments	(8,939.53)	(6,334.38)
iv) Purchase of property, plant and equipment	(157.53)	(19.69)
v) Sales proceeds of property, plant and equipment	9.01	1.18
Net cash used in investing activities	(347.89)	(6,164.61)
III. Financing activities		
Dividend paid	(20,514.88)	(5,755.26)
Net cash used in financing activities	(20,514.88)	(5,755.26)
Net change in cash and cash equivalents	13.93	(37.50)
Cash and cash equivalents as at the beginning of the year	22.47	59.97
Cash and cash equivalents as at the end of the year	36.40	22.47

* As the Company is an investment company, dividend received and interest earned are considered as part of cash flow from operating activities. Purchase and sale of investments has been classified into operating and investing activity based on the intention of the Management at the time of purchase of securities.

Summary of significant accounting policies followed by the Company 2

The accompanying notes are an integral part of the financial statements

As per our report of even date

On behalf of the Board of Directors

For KKC & Associates LLP
Chartered Accountants
(Formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

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Sriram Subbramaniam
Company Secretary

V Rajagopalan
Director
DIN : 02997795

Pune: 24 April 2023

Notes to financial statements for the year ended 31 March 2023

- 1** Maharashtra Scooters Ltd. (the Company) is a company limited by shares, incorporated and domiciled in India. The Company is engaged in the business of manufacturing dies, jigs, fixtures and die casting components primarily for automobiles industry etc. The Company sells its products in India. The registered office of the Company is located at Bajaj Auto Ltd., Mumbai-Pune Road, Akurdi, Pune 411035.

Under the Master Circular – Core Investment Companies (Reserve Bank) Directions, 2016, the Company is termed as an unregistered Core Investment Company (CIC) as per Reserve Bank of India Guidelines dated 25 August 2016 (last updated on 29 December 2022). As an unregistered CIC, the Company must invest at least 90% of its net assets in Group companies, of which at least 60% must be through equity investments.

Financial statements were subject to review and recommendation of Audit Committee and approval of Board of Directors. On 24 April 2023, Board of Directors of the Company approved and recommended the financial statements for consideration and adoption by the shareholders in its Annual General Meeting.

2 Summary of significant accounting policies followed by the Company

2A Basis of preparation

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read together with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act, on an accrual basis.

The financial statements have been prepared on a historical cost basis, except for certain financial assets and financial liabilities that are measured at fair value or amortised book value.

These financial statements are presented in INR, which is the Company's functional currency and all values are rounded to the nearest Lakh, except otherwise indicated.

2B Summary of significant accounting policies followed by the Company

This note provides a list of the significant accounting policies adopted in the preparation of these financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

1. Use of estimates, judgments and assumptions

Estimates and assumptions used in the preparation of these financial statements and disclosures made therein are based upon Management's evaluation of the relevant facts and circumstances as of the date of the financial statements, which may differ from the actual results at a subsequent date. The following are items, which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgments is included in relevant notes together with information about basis of calculation for each affected line item in the financial statements.

- a) Provision for employee benefits
- b) Provision for tax expenses
- c) Residual value and useful life of property, plant and equipment
- d) Impairment of financial assets

2. Revenue and other income

Revenue is recognised when control of goods and services have been transferred to the customer; at an amount that reflects the consideration which the Company expects to be entitled in exchange for those goods or services. The timing of when the Company transfers the goods or provide services may differ from the timing of the customer's payment. Amounts disclosed as revenue are net of goods and service tax (GST).

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)

The disclosures of significant accounting judgments, estimates and assumptions relating to revenue from contracts with customers are provided below.

a) Interest income

Interest income from debt instruments is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to the gross carrying amount of a financial assets. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument but does not consider expected losses.

b) Dividends

Dividends are recognised in the Statement of Profit and Loss only when right to receive payment is established, and it is probable that the economic benefits associated with the dividend will flow to the Company and that amount of the dividend can be measured reliably.

c) Sales of goods

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. Amounts disclosed as revenue are net of goods and services taxes (GST), returns, discounts, rebates and incentives and other variable consideration.

Sales are accounted for on dispatch from the point of sale corresponding to transfer of control to the buyer.

The nature of contracts of the Company are such that no material part performance obligations would remain unfulfilled at the end of any accounting period.

d) Other income

The Company recognises income (including rent etc.) on accrual basis. However, where the ultimate collection of the same lacks reasonable certainty, revenue recognition is postponed to the extent revenue is reasonably certain and can be reliably measured.

3. Property, plant and equipment and depreciation/amortisation

A. Property, plant and equipment

- i) Capital work in progress, property, plant and equipment except land are carried at historical cost of acquisition, construction or manufacturing cost, as the case may be, less accumulated depreciation and amortisation. Freehold land is carried at cost of acquisition.
- ii) Cost represents all expenses directly attributable to bringing the asset to its working condition capable of operating in the manner intended. Such costs incurred to manufacture property, plant and equipment and intangible are reduced from the total expense under the head 'Expenses, included in above items, capitalised' in the Statement of Profit and Loss.
- iii) Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.
- iv) An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain/loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of Profit and Loss when the asset is derecognised.
- v) The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at regular intervals and adjusted prospectively, if appropriate.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)**B. Depreciation and amortisation****a) Leasehold land**

Premium on leasehold land is amortised over the period of lease.

b) On other tangible assets

Depreciation is provided on a pro-rata basis on the straight-line method over the useful lives of the assets as prescribed by Schedule II of the Companies Act, 2013.

1. Where a significant component (in terms of cost) of an asset has an economic useful life shorter than that of its corresponding asset, the component is depreciated over its shorter life.
2. Depreciation on additions is being provided on pro-rata basis from the month of such additions.
3. Depreciation on assets sold, discarded or demolished during the year is being provided upto the previous month in which such assets are sold, discarded or demolished.

c) Impairment of assets

An assessment is done at each Balance Sheet date as to whether there are any indications that an asset may be impaired. If any such indication exists, an estimate of the recoverable amount of the asset/Cash Generating Unit (CGU) is made. If the carrying amount of the fixed assets exceeds the recoverable amount on the reporting date, the carrying amount is reduced to the recoverable amount. The recoverable amount is measured at the higher of the net selling price and value in use, determined by the present value of estimated future cash flows.

4. Investments and financial assets**(i) Classification**

The company classifies its financial assets in the following measurement categories:

- a) those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- b) those measured at amortised cost.

The classification is done depending upon the Company's business model for managing the financial assets and the contractual terms of the cash flows.

For assets classified as 'measured at fair value', gain/loss will either be recorded in profit or loss or other comprehensive income, as elected. For assets classified as 'measured at amortised cost', this will depend on the business model and contractual terms of the cash flows.

(ii) Measurement**Initial measurement**

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (FVTOCI), or fair value through profit or loss (FVTPL). The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

At initial recognition, the Company measures a financial asset at its fair value including, in the case of 'a financial asset not at fair value through profit or loss', transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at 'fair value through profit or loss' are expensed in the Statement of Profit and Loss,

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)

when incurred. However, trade receivables that do not contain a significant financing component are measured at transaction price.

For a financial asset to be classified and subsequently measured at amortised cost or FVTOCI (excluding equity instruments which are measured at FVTOCI), it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level.

The Company's business model for managing financial assets refers to how it manages its financial assets to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both.

Subsequent measurement

Subsequent measurement of financial assets depends on the Company's business model for managing the financial asset and the cash flow characteristics of the financial asset. There are three measurement categories into which the Company classifies its financial instruments:

Subsequent measurement at amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:

- a) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- b) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

Financial assets that are held for collection of contractual cash flows where those cash flows represent SPPI are measured at amortised cost e.g. Debentures, Bonds, trade receivables etc.

This category is the most relevant to the Company. After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. Interest income from trade receivables is included in Other operating income in the Statement of profit and loss; whilst interest income from the remaining financial assets is included in Other income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss. A gain /loss on a financial asset that is subsequently measured at amortised cost is recognised in the Statement of Profit and Loss when the asset is derecognised or impaired.

Subsequently measured at FVTOCI

All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading, if any, are classified as at FVTPL. For all other equity instruments, the Company may make an irrevocable election to present in other comprehensive income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable.

Equity instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognised in the other comprehensive income (OCI). If the Company decides to classify an equity instrument as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognised in the OCI. There is no recycling of the amounts from OCI to Statement of Profit and Loss, even on sale of investment. However, the Company may transfer the cumulative gain/loss within equity.

Subsequently measured at FVTPL

Financial assets that do not meet the criteria for amortised cost and FVTOCI are measured at fair value through profit or loss e.g. investments in mutual funds. A gain/loss on a financial asset that is subsequently measured at fair value through profit or loss is recognised in profit or loss

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)

and presented net in the Statement of Profit and Loss within other gain/loss in the period in which it arises.

In addition, the Company may elect to designate a debt instrument, which otherwise meets amortised cost or FVTOCI criteria, as at FVTPL. However, such election is allowed only if doing so reduces or eliminates a measurement or recognition inconsistency (referred to as 'accounting mismatch'). The Company has designated investments in mutual funds as at FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognised in the profit and loss.

(iii) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its financial assets carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk and if so, assess the need to provide for the same in the Statement of Profit and Loss.

(iv) Derecognition of financial assets

A financial asset is derecognised only when Company has transferred the rights to receive cash flows from the financial asset or the right to receive cash flow from financial asset have expired. Where the entity has transferred a financial asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised.

(v) Reclassification of financial assets

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent. The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gain/loss (including impairment gain / loss) or interest.

5. Inventories

Cost of inventories have been computed to include all costs of purchases (including materials), cost of conversion and other costs incurred, as the case may be, in bringing the inventories to their present location and condition.

- i) Finished stocks and stocks of work-in-progress are valued at cost of manufacturing or net realisable value whichever is lower. Cost is calculated on a weighted average basis.
- ii) Stores, packing material and tools are valued at cost arrived at on weighted average basis or net realisable value, whichever is lower.
- iii) Raw materials and components are valued at cost arrived at on weighted average basis or net realisable value, whichever is lower, as circumstances demand.
- iv) Inventory of machinery spares and maintenance materials not being material are expensed in the year of purchase.
- v) Goods in transit are stated at actual cost incurred up to the date of Balance Sheet.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

6. Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. Financial liabilities at FVTPL are measured at fair value and net gain and loss, including any interest expense, are recognised in Statement of Profit and Loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Interest expense and foreign exchange gain and loss are recognised in the Statement of Profit and Loss. Any gain or loss on derecognition is also recognised in the Statement of Profit and Loss.

a) Classification

A financial liability is a contractual obligation to deliver cash or another financial asset or to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the Company or a contract that will or may be settled in the Company's own equity instruments and is a non derivative contract for which the Company is or may be obliged to deliver a variable number of its own equity instruments, or a derivative contract over own equity that will or may be settled other than by the exchange of a fixed amount of cash (or another financial asset) for a fixed number of the Company's own equity instruments.

b) Initial recognition

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

c) Subsequent measurement

After initial recognition, all financial liabilities are subsequently measured at amortised cost using the effective interest rate method. Any gain or loss arising on derecognition of liabilities are recognised in the Statement of Profit and Loss.

d) Derecognition

The Company derecognises financial liability when the obligation under the liability is discharged, cancelled or expired.

7. Employee benefits

a) Privilege leave entitlements

Privilege leave entitlements are recognised as a liability, in the calendar year of rendering of service, as per the rules of the Company. As accumulated leave can be availed and/or encashed at any time during the tenure of employment, subject to terms and conditions of the scheme, the liability is recognised on the basis of an independent actuarial valuation.

They are therefore measured at the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in Statement of Profit and Loss.

b) Gratuity

Payment for present liability of future payment of gratuity is being made to approved gratuity fund, which fully covers the same under Cash Accumulation Policy of the Life Insurance Corporation of India (LIC). However, any deficit/surplus in plan assets managed by LIC as compared to the liability on the basis of an independent actuarial valuation is recognised as a liability/asset.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)

The liability or asset recognised in the Balance Sheet in respect of defined benefit gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method in conformity with the principles and manner of computation specified in Ind AS 19.

Remeasurements, comprising of actuarial gain/loss, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the Balance Sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

c) Superannuation

Defined contribution to superannuation fund is being made as per the scheme of the Company.

d) Provident fund contributions are made to Company's Provident Fund Trust. The contributions are recognised as employee benefit expense as and when they are due.**e) Defined contribution to Employees Pension Scheme 1995** is made to Government Provident Fund Authority and recognised as employee benefit expense as and when due.**8. Taxation**

- a) Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, in accordance with the Income Tax Act, 1961 and the Income Computation and Disclosure Standards prescribed therein. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.
- b) Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- c) Deferred tax is provided using the asset-liability method on temporary differences arising between the tax base of assets and liabilities and their carrying amounts in the financial statements. Deferred tax is determined using tax rates that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.
- d) Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences.
- e) The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

2B Summary of significant accounting policies followed by the Company (Contd.)

- f) Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in other comprehensive income or directly in equity.
- g) Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

9. Provisions and contingent liabilities

The Company creates a provision when there is present obligation as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When the likelihood of outflow of resources is remote, no provision or disclosure is made.

10. Dividends

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

11. Cash and cash equivalents

For presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

12. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Earnings considered in ascertaining the Company's earnings per share is the net profit for the period. The weighted average number of equity shares outstanding during the period and all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

For calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

13. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Management which includes the Chairman/Director. The Management examines performance of the identified two operative reportable segments from which significant risks and rewards are derived viz. Manufacturing business and Investments.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

3 Cash and cash equivalents

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Balances with banks	36.38	22.45
Cash on hand	0.02	0.02
	36.40	22.47

4 Bank balances other than cash and cash equivalents

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Unclaimed dividend accounts	480.36	423.82
Deposits with original maturity for more than 3 months but less than 12 months	5.00	5.00
	485.36	428.82

5 Trade receivables

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
(Unsecured, considered good unless stated otherwise)		
Considered good - unsecured	654.27	1,002.38
Significant increase in credit risk	-	-
Credit impaired	-	-
	654.27	1,002.38

Trade receivables ageing schedule

(₹ In Lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 6 months	6 months - 1 year	1 - 2 years	More than 2 years	
31 March 2023						
Undisputed Trade receivables - considered good	375.60	181.66	50.80	46.21	-	654.27
Unbilled dues	-	-	-	-	-	-
31 March 2022						
Undisputed Trade receivables - considered good	984.54	13.76	2.09	-	1.99	1,002.38
Unbilled dues	-	-	-	-	-	-

Notes to financial statements for the year ended 31 March 2023 (Contd.)

6 Investments

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Investments carried at fair value through other comprehensive income		
In Fully Paid Equity Shares		
6,964,277 Shares of ₹ 10 each of Bajaj Auto Ltd.	270,544.75	254,405.04
18,974,660 Shares of ₹ 2 each of Bajaj Finance Ltd.	1,065,759.22	1,377,550.83
37,932,400 (3,725,740 shares of ₹ 5 each) Shares of ₹ 1 each of Bajaj Finserv Ltd.	480,413.85	635,628.01
3,387,036 Shares of ₹ 10 each of Bajaj Holdings & Investment Ltd.	200,515.92	169,726.07
Fair value	2,017,233.74	2,437,309.95
Investments carried at amortised cost		
In debt securities		
- (350) 9.224% Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 05 May 2022	-	3,502.01
- (100) 8.538,3% Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 07 June 2022	-	1,001.55
- (100) 8.113% Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 08 July 2022	-	1,004.36
- (300) 7.35 % Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 10 Nov 2022	-	2,993.90
500 5.70 % Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 11 Aug 2023	4,998.42	4,999.22
250 6 % Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Housing Finance Ltd. - 12 Mar 2024	2,499.69	2,499.91
250 5.90% Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 12 Mar 2024	2,499.75	2,499.96
500 5.65 % Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Finance Ltd. - 10 May 2024	5,006.62	5,013.55
250 5.60 % Non-Convertible Debentures of ₹ 1,000,000 each of Bajaj Housing Finance Ltd. - 21 Jul 2024	2,494.62	2,491.33
Amortised cost	17,499.10	26,005.79
Investments carried at fair value through profit and loss		
In Mutual Fund Units		
- (36,609) Units of IDFC Cash Fund Direct Plan - (Growth) of ₹ 1,000 each	-	941.20
- (48,235) Units of IDFC Overnight Fund Direct Plan - (Growth) of ₹ 1,000 each	-	546.87
- (16,495) Units of UTI Liquid Fund Direct Plan - (Growth) of ₹ 1,000 each	-	575.36
1,373,707 (-) Units of Nippon Overnight Fund Direct Plan - (Growth) of ₹ 1,000 each	1,653.46	-
Fair value	1,653.46	2,063.43
Total	2,036,386.30	2,465,379.17

All investments in 6 above are within India.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

7 Other financial assets

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Prepaid gratuity (See note 31)	26.36	26.92
Interest accrued on investments	545.60	1,048.43
Interest accrued on loans, deposits etc.	0.80	0.46
Security deposits	20.33	10.86
	593.09	1,086.67

8 Inventories

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Raw materials and components	128.84	142.94
Work-in-progress	246.31	498.47
Stores	3.48	3.22
Loose tools	1.54	1.60
	380.17	646.23

Notes to financial statements for the year ended 31 March 2023 (Contd.)

9 Property, plant and equipment

Current year

(₹ In Lakh)

Particulars	Gross block			As at 31 March 2023	Accumulated depreciation			Net block	
	As at 1 April 2022	Additions	Deductions		As at 1 April 2022	For the year	Deductions	As at 31 March 2023	As at 31 March 2023
Land freehold	0.02	-	-	0.02	-	-	-	-	0.02
Land leasehold	3.06	-	0.06	3.00	-	-	-	-	3.00
Buildings	570.02	-	-	570.02	533.89	0.59	-	534.48	35.54
Plant and machinery	2,816.01	157.43	0.85	2,972.59	1,620.60	198.31	0.60	1,818.31	1,154.28
Furniture and fixtures	31.67	-	0.42	31.25	25.51	2.00	0.41	27.10	4.15
Office equipments	4.47	-	-	4.47	4.24	0.01	-	4.25	0.22
Vehicles	13.75	0.10	11.05	2.80	3.59	1.10	2.30	2.39	0.41
Total	3,439.00	157.53	12.38	3,584.15	2,187.83	202.01	3.31	2,386.53	1,197.62

Previous year

(₹ In Lakh)

Particulars	Gross block			As at 31 March 2022	Accumulated depreciation			Net block	
	As at 1 April 2021	Additions	Deductions		As at 1 April 2021	For the year	Deductions	As at 31 March 2022	As at 31 March 2022
Land freehold	0.02	-	-	0.02	-	-	-	-	0.02
Land leasehold	3.12	-	0.06	3.06	-	-	-	-	3.06
Buildings	570.02	-	-	570.02	533.30	0.59	-	533.89	36.13
Plant and machinery	2,798.18	17.83	-	2,816.01	1,428.08	192.52	-	1,620.60	1,195.41
Furniture and fixtures	29.81	1.86	-	31.67	23.57	1.94	-	25.51	6.16
Office equipments	4.47	-	-	4.47	4.23	0.01	-	4.24	0.23
Vehicles	16.21	-	2.46	13.75	4.38	1.55	2.34	3.59	10.16
Total	3,421.83	19.69	2.52	3,439.00	1,993.56	196.61	2.34	2,187.83	1,251.17

- Summary of significant accounting policies followed by the Company.
- At Cost, except leasehold land, which is at cost less amounts written off.
- All title deeds of immovable properties are held in the name of the Company.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

10 Other non-financial assets

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
(Unsecured, good, unless stated otherwise)		
Advances recoverable in cash or kind		
Unsecured considered good	15.38	6.42
Others		
VAT refund receivable	30.12	30.12
VAT paid under protest	0.19	0.19
	45.69	36.73

11 Trade payables

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Total outstanding dues of micro enterprises and small enterprises	-	-
Total outstanding dues of creditors other than micro enterprises and small enterprises	19.27	50.78
	19.27	50.78

On the basis of information requested from vendors with regards to their registration (filing of Memorandum) under 'The Micro, Small and Medium Enterprises Development Act, 2006 (27 of 2006)' and in view of the terms of payments not exceeding 45 days, which has been promptly paid, no liability exists as at 31 March 2023 and 31 March 2022 and hence no disclosures have been made in this regard.

According to the records available with the Company, dues payable to entities that are classified as the Micro and Small Enterprises under the Micro, Small and Medium Enterprises Development Act, 2006 during the year is ₹ Nil (Previous year: ₹ Nil). Further, no interest has been paid or was payable to such parties under the said Act during the year. Dues to micro, small and medium enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Company.

All above trade payables are undisputed.

Trade payables ageing schedule

(₹ In Lakh)

Particulars	Outstanding for following periods from due date of payment					Total
	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
31 March 2023						
MSME	-	-	-	-	-	-
Others	13.09	6.18	-	-	-	19.27
31 March 2022						
MSME	-	-	-	-	-	-
Others	43.92	6.86	-	-	-	50.78

Notes to financial statements for the year ended 31 March 2023 (Contd.)

12 Other financial liabilities

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Annuity payable to Ex-employees	18.74	31.04
Security deposits	0.25	0.25
Unclaimed dividend	480.36	423.82
Employees benefits payable	79.64	107.00
Payable for capital goods	-	0.58
Other payable	8.01	-
	587.00	562.69

13 Deferred tax liabilities (net)

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Deferred tax liabilities		
On account of timing difference in		
Property, plant and equipment	87.80	102.73
Other employee benefit plan provisions - OCI	7.34	4.09
Financial instruments		
Fair valuation of Mutual Funds	0.89	4.47
Fair valuation of Equity Instruments	134,341.55	183,376.27
Gross deferred tax liabilities	134,437.58	183,487.56
Deferred tax assets		
On account of timing difference in		
Retiral and other employee benefits		
Bonus provisions	2.40	2.40
Provision for privilege leave	18.65	23.37
Financial instruments		
Amortisation of premium/discount on acquisition of fixed income securities	1.23	21.45
Gross deferred tax assets	22.28	47.22
	134,415.30	183,440.34

Movement in deferred tax liabilities

Particulars	(₹ In Lakh)			
	Property, plant and equipment	Financial instruments	Retiral and other benefits	Total
At 31 March 2021	113.45	102,342.70	(27.80)	102,428.35
Charged/(credited)				
to profit and loss	(10.72)	(4.84)	3.95	(11.61)
to other comprehensive income	-	81,021.43	2.17	81,023.60
At 31 March 2022	102.73	183,359.29	(21.68)	183,440.34
Charged/(credited)				
to profit and loss	(14.93)	16.64	4.72	6.43
to other comprehensive income	-	(49,034.72)	3.25	(49,031.47)
At 31 March 2023	87.80	134,341.21	(13.71)	134,415.30

Notes to financial statements for the year ended 31 March 2023 (Contd.)

14 Provisions

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Provision for employee benefits		
Provision for compensated absences (See note 31)	74.09	92.85
	74.09	92.85

15 Other non-financial liabilities

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Advance received from customers	10.10	96.91
Taxes and duties payable	16.39	8.08
GST payable	25.38	1.91
Other payables	17.25	15.48
	69.12	122.38

16 Equity share capital

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Authorised		
11,500,000 Equity shares of ₹ 10 each	1,150.00	1,150.00
50,000 Redeemable cumulative preference shares of ₹ 100 each	50.00	50.00
	1,200.00	1,200.00
Issued, subscribed and Fully paid-up shares		
11,428,568 Equity shares of ₹ 10 each	1,142.86	1,142.86
	1,142.86	1,142.86

a Reconciliation of the shares outstanding at the beginning and at the end of the year

Particulars	As at 31 March 2023		As at 31 March 2022	
	Nos.	₹ In Lakh	Nos.	₹ In Lakh
Equity shares				
At the beginning of the year	11,428,568	1,142.86	11,428,568	1,142.86
Issued during the year	-	-	-	-
Outstanding at the end of the year	11,428,568	1,142.86	11,428,568	1,142.86

b Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of ₹ 10 per share. Each holder of equity shares is entitled to one vote per share. The interim dividend declared by the Board of Directors and the dividend proposed by the Board of Directors and approved by the shareholders in the annual general meeting is paid in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

16 Equity share capital (Contd.)

c Details of shareholders holding more than 5% shares in the Company

Particulars	As at 31 March 2023		As at 31 March 2022	
	Nos.	% Holding	Nos.	% Holding
Equity shares of ₹ 10 each fully paid				
Bajaj Holdings & Investment Ltd.	5,828,560	51.00%	5,828,560	51.00%
CD Equifinance Pvt. Ltd.	572,489	5.01%	573,089	5.01%

d Details of promoters shareholding

Shares held by promoters at the end of the year

Promoter name	As at 31 March 2023			As at 31 March 2022		
	Nos.	% Holding	% change during the year	Nos.	% Holding	% change during the year
Bajaj Holdings & Investment Ltd.	5,828,560	51.00%	Nil	5,828,560	51.00%	Nil

17 Other equity

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Reserves and surplus		
General reserve		
Balance as at the beginning and end of the year	26,556.10	26,556.10
Retained earnings		
Balance as at the beginning of the year	25,462.41	16,898.87
Profit for the year	19,528.84	14,271.35
Items of other comprehensive income recognised directly in retained earnings		
Actuarial gain/loss of defined benefit plans	9.65	6.47
Less: Appropriations		
Final dividend, declared and paid during the year	9,142.85	5,714.28
Interim dividend, declared and paid during the year	11,428.57	-
Total appropriations	20,571.42	5,714.28
Balance as at the end of the year	24,429.48	25,462.41
Other reserves		
Equity instruments through other comprehensive income		
Balance as at the beginning of the year	2,232,133.69	1,579,758.86
Add: Net gain/(loss) on equity instruments designated at FVTOCI for the year (net of tax impacts)	(379,981.02)	652,374.83
Balance as at the end of the year	1,852,152.67	2,232,133.69
	1,903,138.25	2,284,152.20

Nature and purpose of reserve

General reserve : General reserve comprises of transfer of profits from retained earnings for appropriation purposes. The reserve can be distributed/utilised by the Company in accordance with the Companies Act, 2013.

Equity instruments through other comprehensive income : The Company has elected to recognise changes in the fair value of certain investments in equity securities in other comprehensive income. These changes are accumulated in FVTOCI reserve within equity. The Company transfers amounts from this reserve to retained earnings when relevant equity securities are derecognised.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

18 Interest income

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Interest income from debt securities	1,449.78	1,710.98
Interest income from bank fixed deposits	0.25	37.88
Amortisation of (premium)/discount on acquisition of debt securities, net	(6.64)	(36.00)
	1,443.39	1,712.86

19 Net gain on fair value changes

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Net gain/(loss) on financial instruments at fair value through profit or loss		
Gain on valuation/Surplus on redemption of mutual funds, net	181.56	81.44
	181.56	81.44
Fair value changes		
Realised	195.79	64.65
Unrealised	(14.23)	16.79
	181.56	81.44

20 Revenue from contracts with customers - Sale of goods

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Revenue from operations		
Sale of product	1,714.75	1,692.03
Scrap sale	28.85	26.93
	1,743.60	1,718.96

21 Other income

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Interest - others	100.35	24.52
Surplus on sale of assets	0.06	1.06
Provision no longer required	5.82	4.22
Miscellaneous receipts	34.30	6.45
	140.53	36.25

22 Cost of raw materials consumed

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Raw materials and boughtout items	705.49	947.65
	705.49	947.65

Notes to financial statements for the year ended 31 March 2023 (Contd.)

23 (Increase)/decrease in inventories

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Inventories at the end of the year		
Work-in-progress	246.31	498.47
Inventories at the beginning of the year		
Work-in-progress	498.47	302.61
	252.16	(195.86)

24 Employee benefits expenses

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Salaries, wages and bonus to employees	695.00	751.10
Contribution to provident and other funds	74.17	78.68
Staff welfare expenses	8.95	11.10
	778.12	840.88

25 Depreciation, amortisation and impairment

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Depreciation on property, plant and equipment	202.01	196.61
Amount written off against leasehold land	0.06	0.06
	202.07	196.67

26 Other expenses

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Stores and tools consumed	94.53	78.76
Power, fuel and water	133.52	118.50
Repairs to buildings	0.58	1.92
Repairs to machinery	33.47	33.70
Others repairs	21.31	14.59
Insurance	8.34	7.63
Rates and taxes	6.19	6.01
Rent	0.45	-
Payment to auditor	10.74	9.56
Directors' fees and travelling expenses	66.53	32.60
Legal and professional charges	24.34	32.81
Expenditure towards Corporate Social Responsibility (CSR) activities	23.00	22.50
Miscellaneous expenses	106.42	73.94
Loss on assets sold, demolished, discarded and scrapped	0.07	-
	529.49	432.52

Notes to financial statements for the year ended 31 March 2023 (Contd.)

26 Other expenses (Contd.)

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
Payment to auditor		
As auditor		
Audit fee	8.00	7.50
Limited review	2.00	1.25
In other capacity		
GST audit	-	0.50
Other services - certification fees	0.20	0.20
Reimbursement of expenses	0.54	0.11
	10.74	9.56
Expenditure towards Corporate Social Responsibility (CSR) activities		
Gross amount required to be spent by the Company during the year	23.00	22.12
a) Amount spent is cash during the year		
i) On construction/acquisition of any asset	-	-
ii) On purposes other than (i) above	23.00	22.50
	23.00	22.50

There is no shortfall at the end of the year out of the amount required to be spent by the Company.

The Company has incurred expenditure under its CSR activities towards education of rural children (previous year company has incurred expenditure towards covid 19 vaccination project).

27 Tax expense

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
(a) Tax expense		
Current tax		
Current tax on profits for the year	2,074.00	2,964.00
Total current tax expense	2,074.00	2,964.00
Deferred tax		
Decrease/(increase) in deferred tax assets	4.72	3.95
(Decrease)/increase in deferred tax liabilities	1.71	(15.56)
Total deferred tax expenses/(benefit)	6.43	(11.61)
Tax credits pertaining to earlier years *	(2,301.07)	-
Tax expense	(220.64)	2,952.39
(b) Reconciliation of tax expense and the accounting profit multiplied by statutory tax rate		
Profit before tax	19,308.20	17,223.74
Tax at the statutory tax rate of 25.17%	4,859.49	4,334.87
Tax on expenditure not considered for tax provision	6.90	6.90
Deduction under section 80M	(2,876.34)	(1,438.17)
On account of timing difference and others	90.38	48.79
Tax credits pertaining to earlier years *	(2,301.07)	-
Tax expense	(220.64)	2,952.39

* Provision for tax is made considering the deduction available under section 80M of the Income Tax Act, 1961 in the relevant reporting period. Accordingly, the Company has re-assessed provision for tax for the year ended 31 March 2022 and has written back provision for tax amounting ₹ 2,301.07 lakh.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

28 Earnings per share (EPS)

Particulars	(₹ In Lakh)	
	For the year ended 31 March	
	2023	2022
a. Profit for the year (₹ In lakh)	19,528.84	14,271.35
Weighted average number of shares outstanding during the year (nos)	11,428,568	11,428,568
b. Earnings per share (Basic and Diluted) in ₹	170.88	124.87
Face value per share in ₹	10.00	10.00

29 Contingent liabilities

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
a. Claims against the Company not acknowledged as debts	4.55	4.55
b. Excise and Customs demand - matters under dispute and claims for refund of Excise Duty, if any, against Excise Duty refund received in the earlier year	20.29	20.29
c. Sales Tax & VAT matters under dispute *	421.41	421.41
d. Goods and Service Tax Act, 2017 matters under dispute *	20.09	5.95
e. Income-Tax matters under dispute *		
i) Appeal by Company	-	-
ii) Appeal by Department	39.84	39.84

* No provision has been made, since the Company expects favourable decision.

It is not practicable for the Company to estimate the timings of the cash flows, if any, in respect of the above pending resolution of the respective proceedings.

30 Capital and other commitments

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Capital commitments, net of capital advances	-	-

Notes to financial statements for the year ended 31 March 2023 (Contd.)

31 Employee benefits

Liability for employee benefits has been determined by an actuary, appointed for the purpose, in conformity with the principles set out in the Ind AS 19 the details of which are as hereunder.

Funded schemes
Gratuity

The Company provides for gratuity payments to employees. The gratuity benefit payable to the employees of the Company is greater of the provisions of the Payment of Gratuity Act, 1972 and the Company's gratuity scheme. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The gratuity plan is a funded plan and the Company makes contributions to approved gratuity fund.

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Amount recognised in Balance Sheet		
Present value of funded defined benefit obligation	307.12	371.21
Fair value of plan assets	(333.48)	(398.13)
Net funded obligation	(26.36)	(26.92)
Expense recognised in the Statement of Profit and Loss		
Current service cost	14.40	15.47
Interest on net defined benefit liability/(asset)	(1.86)	(1.88)
Total expense charged to Statement of Profit and Loss	12.54	13.59
Amount recorded as Other Comprehensive Income		
Opening amount recognised in OCI outside Statement of Profit and Loss	46.91	55.55
Remeasurements during the period due to		
Changes in financial assumptions	(6.60)	(3.90)
Experience adjustments	(4.42)	(4.37)
Actual return on plan assets less interest on plan assets	(1.88)	(0.37)
Closing amount recognised in OCI outside Statement of Profit and Loss	34.01	46.91
Reconciliation of net liability/(asset)		
Opening net defined benefit liability/(asset)	(26.92)	(25.14)
Expense charged to Statement of Profit and Loss	12.54	13.59
Mortality Charges and Taxes	0.92	0.05
Amount recognised outside Statement of Profit and Loss	(12.90)	(8.64)
Employer contributions	-	(6.78)
Closing net defined benefit liability/(asset)	(26.36)	(26.92)
Movement in benefit obligation		
Opening of defined benefit obligation	371.21	368.39
Current service cost	14.40	15.47
Interest on defined benefit obligation	22.51	23.40
Remeasurements due to		
Actuarial loss/(gain) arising from change in financial assumptions	(6.60)	(3.90)
Actuarial loss/(gain) arising on account of experience changes	(4.46)	(4.37)
Benefits paid	(89.94)	(27.78)
Closing of defined benefit obligation	307.12	371.21

Notes to financial statements for the year ended 31 March 2023 (Contd.)

31 Employee benefits (Contd.)

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Movement in plan assets		
Opening fair value of plan assets	398.13	393.53
Employer contributions	-	6.78
Interest on plan assets	24.37	25.28
Remeasurements due to		
Actual return on plan assets less interest on plan assets	0.92	0.32
Benefits paid	(89.94)	(27.78)
Closing fair value of plan assets	333.48	398.13
Disaggregation of assets		
Insurer managed funds	100%	100%
Others	-	-
Grand total	100%	100%

Sensitivity analysis

Gratuity is a lump sum plan and the cost of providing these benefits is typically less sensitive to small changes in demographic assumptions. The key actuarial assumptions to which the benefit obligation results are particularly sensitive to are discount rate and future salary escalation rate. The following table summarises defined benefit obligation at the end of the reporting period arising on account of an increase or decrease in the reported assumption by 100 basis points.

Particulars	As at 31 March 2023		As at 31 March 2022	
	Discount rate	Salary escalation rate	Discount rate	Salary escalation rate
Impact of increase in 100 bps on DBO	(297)	316	(359)	382
Impact of decrease in 100 bps on DBO	318	(299)	385	(362)

These sensitivities have been calculated to show the movement in defined benefit obligation in isolation and assuming there are no other changes in market conditions at the accounting date. There have been no changes from the previous periods in the methods and assumptions used in preparing the sensitivity analysis.

Funding arrangement and policy

The money contributed by the Company to the fund to finance the liabilities of the plan has to be invested. The trustees of the plan have outsourced the investment management of the fund to insurance companies. The insurance companies in turn manage these funds as per the mandate provided to them by the trustees and the asset allocation which is within the permissible limits prescribed in the insurance regulations. There is no compulsion on the part of the Company to fully pre fund the liability of the Plan. The Company's philosophy is to fund the benefits based on its own liquidity and tax position as well as level of under funding of the plan.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

31 Employee benefits (Contd.)

The expected contribution payable to the fund under the plan next year is ₹ 10.10 lakh.

Projected plan cash flow

The table below shows the expected cash flow profile of the benefits to be paid to the current membership of the plan:

Particulars	(₹ In Lakh)				
	Less than a year	Between 1 - 2 years	Between 2 -5 years	Over 5 years	Total
As at 31 March 2023	129.93	57.27	106.19	55.64	349.03
As at 31 March 2022	161.13	57.47	135.74	65.81	420.15

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Weighted average duration of defined benefit obligation (in years)	6.28	5.84

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Principal actuarial assumptions (expressed as weighted averages)		
Discount rate (p.a.)	7.50%	6.90%
Salary escalation rate (p.a.)	6.00%	6.00%

The estimates of future salary increases, considered in actuarial valuation, takes into account, inflation, seniority, promotions and other relevant factors, such as demand and supply in the employment market.

Unfunded schemes
Compensated absences

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Present value of unfunded obligations	74.09	92.85
Expense recognised in the Statement of Profit and Loss	19.25	25.14
Amount recorded as Other Comprehensive Income	-	-
Discount rate (p.a.)	7.50%	6.90%
Salary escalation rate (p.a.)	6.00%	6.00%

The compensated absences cover the Company's liability for earned leave.

Entire amount of the provision is presented as current, since the Company does not have an unconditional right to defer settlement for any of these obligations. However, based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The following amounts reflect leave that is not expected to be taken or paid within the next 12 months.

Particulars	(₹ In Lakh)	
	As at 31 March	
	2023	2022
Compensated absences expected to be settled after 12 months	54.83	67.71

Notes to financial statements for the year ended 31 March 2023 (Contd.)

32 Segment information

Segment wise revenue, results and capital employed for the year ended 31 March 2023

The Company's Management has identified two reportable operative business segments. The performance of which is reviewed by the Management on periodic basis and hence considered as individual operative segments as under;

- i. Investments
- ii. Manufacturing

Particulars	(₹ In Lakh)		
	Investments	Manufacturing	Total
Revenue			
Sales and other income	19,891.40	1,755.78	21,647.18
Unallocable	-	-	128.35
Total revenue	19,891.40	1,755.78	21,775.53
Segment result	19,889.85	(710.00)	19,179.85
Unallocable	-	-	128.35
Tax expense	-	-	(220.64)
Profit for the year	19,889.85	(710.00)	19,528.84
Segment assets	2,036,936.90	2,842.00	2,039,778.90
Unallocated corporate assets	-	-	49.79
Total assets	2,036,936.90	2,842.00	2,039,828.69
Segment liabilities	-	749.48	749.48
Unallocated corporate liabilities	-	-	134,798.10
Total liabilities	-	749.48	135,547.58
Segment capital employed	2,036,936.90	2,092.52	2,039,029.42
Unallocated corporate assets / (liabilities)	-	-	(134,748.31)
Capital employed	2,036,936.90	2,092.52	1,904,281.11
Capital expenditure	-	157.53	157.53
Depreciation and write downs	-	202.07	202.07
Non cash expenses other than depreciation	-	-	-

Notes to financial statements for the year ended 31 March 2023 (Contd.)

32 Segment information (Contd.)

Segment wise revenue, results and capital employed for the year ended 31 March 2022

The Company's Management has identified two reportable operative business segments. The performance of which is reviewed by the Management on periodic basis and hence considered as individual operative segments as under;

i. Investments
ii. Manufacturing

Particulars			(₹ In Lakh)
	Investments	Manufacturing	Total
Revenue			
Sales and other income	17,690.39	1,726.15	19,416.54
Unallocable	-	-	29.06
Total revenue	17,690.39	1,726.15	19,445.60
Segment result	17,688.96	(494.28)	17,194.68
Unallocable	-	-	29.06
Tax expense	-	-	2,952.39
Profit for the year	17,688.96	(494.28)	14,271.35
Segment assets	2,466,432.60	3,421.04	2,469,853.64
Unallocated corporate assets	-	-	42.14
Total assets	2,466,432.60	3,421.04	2,469,895.78
Segment liabilities	-	828.70	828.70
Unallocated corporate liabilities	-	-	183,772.02
Total liabilities	-	828.70	184,600.72
Segment capital employed	2,466,432.60	2,592.34	2,469,024.94
Unallocated corporate assets / (liabilities)	-	-	(183,729.88)
Capital employed	2,466,432.60	2,592.34	2,285,295.06
Capital expenditure	-	19.69	19.69
Depreciation and write downs	-	196.67	196.67
Non cash expenses other than depreciation	-	-	-

Notes to financial statements for the year ended 31 March 2023 (Contd.)

33 Disclosure of transactions with related parties as required by the Ind AS -24

(₹ In Lakh)

Name of related party and Nature of relationship	Nature of transaction	2022-23		2021-22	
		Transaction value	Outstanding amounts carried in the Balance Sheet	Transaction value	Outstanding amounts carried in the Balance Sheet
A Holding company, subsidiaries and fellow subsidiary:					
Bajaj Holdings and Investment Ltd. (Holds 51% shares of Maharashtra Scooters Ltd.)	Investment in equity (3,387,036 shares of ₹ 10 each)	-	4,665.36	-	4,665.36
	Contribution to equity (5,828,560 shares of ₹ 10 each)	-	(582.86)	-	(582.86)
	Dividend received	4,572.50	-	4,403.14	-
	Dividend paid	10,491.41	-	2,914.28	-
B Group companies :					
Bajaj Auto Ltd.	Investment in equity (6,964,277 shares of ₹ 10 each)	-	8,159.23	-	8,159.23
	Dividend received	9,749.99	-	9,483.70	-
	Purchases	0.05	-	0.78	0.95
	Sales	429.10	66.68	591.67	570.64
	Services received	7.39	0.25	10.26	(5.96)
Bajaj Finserv Ltd.	Investment in equity (37,932,400 shares of ₹ 1 each) (Previous year 3,725,740 shares of ₹ 5 each)	-	12,908.16	-	3,968.63
	Dividend received	149.03	-	111.77	-
	Business support service received	0.45	-	-	-
Bajaj Finance Ltd.	Investment in equity (18,974,660 shares of ₹ 2 each)	-	5,006.76	-	5,006.76
	Investment in non-convertible debentures	-	12,500.00	-	21,000.00
	Redemption received	8,500.00	-	-	-
	Dividend received	3,794.93	-	1,897.47	-
	Interest received	1,422.44	431.30	1,142.35	933.54
	Services received	15.24	-	13.98	-
Bajaj Housing Finance Ltd.	Investment in non-convertible debentures	-	5,000.00	-	5,000.00
	Interest received	290.00	114.30	150.00	114.30
C Key management personnel and their relatives:					
Sanjiv Bajaj - Chairman	Sitting fees	6.50	-	3.00	-
Shriniwas Pathak - CEO	Short-term employee benefits (Up to 15 December 2022)	42.67	-	41.00	-
	Post-employment benefits (Up to 15 December 2022)	1.90	-	2.44	-
Sanjay Uttekar - CEO	Short-term employee benefits (w.e.f. 16 December 2022)	5.28	-	-	-
	Post-employment benefits (w.e.f. 16 December 2022)	0.47	-	-	-
Yogesh J Shah	Sitting fees	15.00	-	7.50	-
Nareshkumar Patni	Sitting fees	12.50	-	6.00	-
Lila Poonawalla	Sitting fees	15.00	-	7.00	-
Anish P Amin	Sitting fees	10.50	-	4.50	-
V Rajagopalan	Sitting fees	6.50	-	3.00	-
D Other entities/persons:					
Chetak Technology Ltd.	Sales	19.50	5.46	-	-
Bajaj Allianz General Insurance Co. Ltd.	Insurance premiums paid	8.00	8.91	7.56	9.19
Hind Musafir Agency Ltd.	Business support service received	1.76	-	-	-

The above disclosures have been made for related parties identified as such only to be in conformity with the Indian Accounting Standard (Ind AS) 24.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

34 Fair value measurement
i) Financial instruments by category

(₹ In Lakh)

Particulars	As at 31 March 2023			As at 31 March 2022		
	FVTPL	FVTOCI	Amortised cost	FVTPL	FVTOCI	Amortised cost
Financial assets						
Investments						
- Equity Shares	-	2,017,233.74	-	-	2,437,309.95	-
- Bonds and debentures	-	-	17,499.10	-	-	26,005.79
- Liquid mutual funds	1,653.46	-	-	2,063.43	-	-
Trade receivables	-	-	654.27	-	-	1,002.38
Other financial assets	-	-	593.09	-	-	1,086.67
Cash and cash equivalents	-	-	36.40	-	-	22.47
Other bank balances	-	-	485.36	-	-	428.82
Total financial assets	1,653.46	2,017,233.74	19,268.22	2,063.43	2,437,309.95	28,546.13
Financial liabilities						
Trade payables	-	-	19.27	-	-	50.78
Other financial liabilities	-	-	587.00	-	-	562.69
Total financial liabilities	-	-	606.27	-	-	613.47

ii) Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Financial assets measured at fair value - recurring fair value measurements as at 31 March 2023

(₹ In Lakh)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial Investments at FVTOCI					
Equity Shares	6	2,017,233.74	-	-	2,017,233.74
Financial Investments at FVTPL					
Liquid mutual funds	6	1,653.46	-	-	1,653.46
Total financial assets		2,018,887.20	-	-	2,018,887.20

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31 March 2023

(₹ In Lakh)

Particulars	Notes	Level 1	Level 2	Level 3	Total
Bonds and debentures	6	17,188.35	-	-	17,188.35
Total financial assets		17,188.35	-	-	17,188.35

Notes to financial statements for the year ended 31 March 2023 (Contd.)

34 Fair value measurement (Contd.)

Financial assets measured at fair value - recurring fair value measurements as at 31 March 2022

(₹ In Lakh)					
Particulars	Notes	Level 1	Level 2	Level 3	Total
Financial Investments at FVTOCI					
Equity Shares	6	2,437,309.95	-	-	2,437,309.95
Financial Investments at FVTPL					
Liquid mutual funds	6	2,063.43	-	-	2,063.43
Total financial assets		2,439,373.38	-	-	2,439,373.38

Financial assets which are measured at amortised cost for which fair values are disclosed as at 31 March 2022

(₹ In Lakh)					
Particulars	Notes	Level 1	Level 2	Level 3	Total
Bonds and debentures	6	26,057.50	-	-	26,057.50
Total financial assets		26,057.50	-	-	26,057.50

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices in active markets. Quotes would include rates/values/valuation references published periodically by BSE, NSE etc. basis which trades take place in a linked or unlinked active market. This includes traded bonds and mutual funds, as the case may be, that have quoted price/rate/value.

Level 2: The fair value of financial instruments that are not traded in an active market are determined using valuation techniques which maximise the use of observable market data (either directly as prices or indirectly derived from prices) and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

Valuation techniques used to determine fair value

Valuation techniques used to determine fair value include

- Liquid mutual funds and certain bonds and debentures at NAV's/rates declared and/or quoted.
- For other bonds and debentures values with references to prevailing yields to maturity matching tenures, quoted on sites of credible organisation such as ICRA (Investment information and Credit Rating Agency).
- Commercial papers and certificate of deposits, being short term maturity papers, amortised cost is assumed to be the fair value.

iii) Fair value of financial assets and liabilities measured at amortised cost

Particulars	As at 31 March 2023		As at 31 March 2022	
	Carrying amount	Fair value	Carrying amount	Fair value
	(₹ In Lakh)			
Financial assets				
Investments				
Bonds and debentures	17,499.10	17,188.35	26,005.79	26,057.50
Total financial assets	17,499.10	17,188.35	26,005.79	26,057.50

The carrying amounts of commercial papers, certificate of deposits, trade receivables, trade payables, other financial assets/liabilities, loans and cash and cash equivalents are considered to be the same as their fair values, due to their short-term nature.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

35 Financial risk management

The Company operates, at present, only in India. Whilst risk is inherent in the Company's activities, it is managed through a risk management framework, including ongoing identification, measurement and monitoring subject to risk limits and other controls. The Company's activities expose it to credit risk, liquidity risk and market risk.

This note explains the sources of risk which the Company is exposed to and how the entity manages the risk.

The Board of Directors provide guiding principles for overall risk management, as well as policies covering specific areas, such as, credit risk, liquidity risk, and investment of available funds. The Company's risk management is carried out by its Risk Management Committee as per such policies approved by the Board of Directors. Accordingly, Company's Risk Management Committee identifies, evaluates and manages financial risks.

A. Credit risk

Credit risk refers to the risk that a counterparty may default on its contractual obligations leading to a financial loss to the Company. Credit risk primarily arises from cash equivalents, financial assets measured at amortised cost, financial assets measured at FVTPL and trade receivables.

Credit risk management

In regard to Trade receivables, which are typically unsecured, credit risk is managed through credit approvals, establishing credit limit and continuously monitoring the credit worthiness of customers to whom credit is extended (substantially through debt securities) in the normal course of business.

With regards to financial assets represented substantially by investments, the Company has an investment policy which allows the Company to invest only with counterparties having a credit rating equal to or above AA+ and P1+. The Company reviews the creditworthiness of these counterparties on an on-going basis. Counter party exposure limits maybe updated as and when required, subject to approval of Board of Directors.

B. Liquidity risk

The Company's principal sources of liquidity are 'cash and cash equivalents, investments in money market instruments' and cash flows that are generated from operations. The Company believes that its working capital is sufficient to meet the financial liabilities within maturity period.

C. Other risk (Market risk)

The Company has deployed its surplus funds in debt and money market instruments (including through funds). The Company is exposed to price risk on such investments; which arises on account of movement in interest rates, liquidity and credit quality of underlying securities.

As an unregistered CIC, the Company must invest at least 90% of its net assets in Group companies, of which at least 60% must be through equity investments. Therefore 10% of its net assets are currently invested in liquid fixed income securities such as certificate of deposits and liquid mutual funds to ensure adequate liquidity is available. Hence temporary market volatility, if any is not considered to have material impact on the carrying value of these Investments. Nevertheless, the Company has invested its surplus funds primarily in debt instruments of its subsidiary with CRISIL AAA and STABLE A1+ rating and thus the Company does not have significant risk exposure.

Notes to financial statements for the year ended 31 March 2023 (Contd.)

36 Capital management

a) Risk management

The Company is cash surplus and has no capital other than Equity. The Company is not exposed to any regulatory imposed capital requirements.

The cash surpluses are currently invested in income generating debt instruments (including through mutual funds) and money market instruments depending on economic conditions in line with the guidelines set out by the Management. Safety of capital is of prime importance to ensure availability of capital for operations. Investment objective is to provide safety and adequate return on the surplus funds.

The Company does not have any borrowings and does not borrow funds unless circumstances require.

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Equity	1,904,281.11	2,285,295.06
Deferred tax liabilities/(assets)	134,415.30	183,440.34
Less: Tangible and other assets	1,197.62	1,251.17
Working capital	1,112.49	2,105.06
Investments in debt and similar investments	2,036,386.30	2,465,379.17

b) Dividends

(₹ In Lakh)

Particulars	As at 31 March	
	2023	2022
Dividends recognised in the financial statements		
Final dividend for the year ended 31 March 2022 of ₹ 80 (31 March 2020 - ₹ 50) per equity share, declared and paid	9,142.85	5,714.28
Interim dividend for the year ended 31 March 2023 of ₹ 100 (31 March 2022 - ₹ Nil) per equity share, declared and paid	11,428.57	-
Dividends not recognised at the end of the reporting period		
In addition to the above dividends, since year end the directors have recommended the payment of a final dividend of ₹ 60 per equity share for the year ended 31 March 2023 (31 March 2022 - ₹ 80). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	6,857.14	9,142.85

Notes to financial statements for the year ended 31 March 2023 (Contd.)

37 Maturity analysis of assets and liabilities

(₹ In Lakh)

Particulars	As at 31 March 2023			As at 31 March 2022		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
Assets						
Financial assets						
Cash and cash equivalents	36.40	-	36.40	22.47	-	22.47
Bank balances other than cash and cash equivalents	485.36	-	485.36	428.82	-	428.82
Trade receivables	654.27	-	654.27	1,002.38	-	1,002.38
Investments	11,651.32	2,024,734.98	2,036,386.30	10,565.25	2,454,813.92	2,465,379.17
Other financial assets	572.76	20.33	593.09	1,075.81	10.86	1,086.67
Non-financial assets						
Inventories	380.17	-	380.17	646.23	-	646.23
Current tax assets (net)	-	49.79	49.79	-	42.14	42.14
Property, plant and equipment	-	1,197.62	1,197.62	-	1,251.17	1,251.17
Capital work in progress	-	-	-	-	-	-
Other non-financial assets	15.38	30.31	45.69	6.42	30.31	36.73
Total	13,795.66	2,026,033.03	2,039,828.69	13,747.38	2,456,148.40	2,469,895.78
Liabilities						
Financial liabilities						
Trade payables	19.27	-	19.27	50.78	-	50.78
Other financial liabilities	587.00	-	587.00	550.49	12.20	562.69
Non-financial liabilities						
Current tax liabilities (net)	-	382.80	382.80	-	331.68	331.68
Provisions	-	74.09	74.09	-	92.85	92.85
Deferred tax liabilities (net)	-	134,415.30	134,415.30	-	183,440.34	183,440.34
Other non-financial liabilities	60.50	8.62	69.12	103.70	18.68	122.38
Total	666.77	134,880.81	135,547.58	704.97	183,895.75	184,600.72
Net	13,128.89	1,891,152.22	1,904,281.11	13,042.41	2,272,252.65	2,285,295.06

38 Analytical ratios

The Company is termed as an Unregistered Core Investment Company (CIC) as per Reserve Bank of India Guidelines dated 25 August 2016 (last updated 26 December 2022) and is not exposed to any regulatory imposed capital requirements. Thus, the following analytical ratios are not applicable to the Company:

1. Capital to risk-weighted assets ratio (CRAR)
2. Tier I CRAR
3. Tier II CRAR
4. Liquidity Coverage Ratio

Notes to financial statements for the year ended 31 March 2023 (Contd.)

39 Other notes

- The Company has performed an assessment to identify transactions with struck off companies as at 31 March 2023 and no such company was identified.
- No funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ('Intermediaries'), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- No funds (which are material either individually or in the aggregate) have been received by the Company from any person(s) or entity(ies), including foreign entities ('Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ('Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- The Company has not traded or invested in crypto currency or virtual currency during the financial year.
- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

40 Miscellaneous

There have been no events after the reporting date that require disclosure in these financial statements.

Previous year figures have been regrouped wherever necessary.

The accompanying notes are an integral part of the financial statements

As per our report of even date

On behalf of the Board of Directors

For KKC & Associates LLP
Chartered Accountants
(Formerly Khimji Kunverji & Co LLP)
ICAI Firm Registration Number: 105146W/W100621

Sanjay Uttekar
Chief Executive Officer

Sanjiv Bajaj
Chairman
DIN : 00014615

Soorej Kombaht
Partner
ICAI Membership Number: 164366

Anant Marathe
Chief Financial Officer

Yogesh J Shah
Chairman-Audit Committee
DIN : 00137526

Sriram Subbramaniam
Company Secretary

V Rajagopalan
Director
DIN : 02997795

Pune: 24 April 2023

5 years' highlights of Maharashtra Scooters Ltd.

Particulars	(₹ In Lakh)				
	2022-23 Ind AS	2021-22 Ind AS	2020-21 Ind AS	2019-20 Ind AS	2018-19 Ind AS
Income and profit					
Total income	21,775	19,446	3,071	21,383	9,593
Profit after tax	19,529	14,271	881	17,994	7,280
Total comprehensive income *	(360,442)	666,653	803,279	(299,809)	314,341
Assets employed					
Net fixed assets	1,198	1,251	1,428	1,533	1,469
Investments at fair value	2,036,386	2,465,379	1,718,916	807,989	1,167,966
Other assets (net)	1,112	2,105	6,441	8,239	562
Capital employed	2,038,696	2,468,735	1,726,785	817,761	1,169,997
Financed by					
Shareholders' funds					
i) Shareholders' investment	100	100	100	100	100
ii) Bonus shares	1,043	1,043	1,043	1,043	1,043
iii) Reserves and surplus	50,985	52,018	43,455	42,562	36,025
iv) Other reserves-FVTOCI- Equity instruments	1,852,153	2,232,134	1,579,759	777,373	1,095,154
Shareholders' funds	1,904,281	2,285,295	1,624,357	821,078	1,132,322
Deferred tax (asset)/liability	134,415	183,440	102,428	(3,317)	37,675
	2,038,696	2,468,735	1,726,785	817,761	1,169,997
Equity share data					
Earning per equity share	₹ 170.88	124.87	7.71	157.45	63.70
Book value per equity share	₹ 16,662	19,996	14,213	7,184	9,908
Dividend including interim dividend	% 1,600	800	500	500	330
Dividend including tax	₹ 18,286	9,143	5,714	6,889	4,547
Others					
Employees	Nos. 92	102	102	106	108
Employees' cost	778	841	800	865	811

* Total Comprehensive Income includes Mark to Market (MTM) gain/loss on equity investments.



**MAHARASHTRA
SCOOTERS LTD.**

Maharashtra Scooters Limited

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