

ANNEXURE D TO THE DIRECTORS' REPORT

**Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2020**

*[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the
Companies (Management and Administration) Rules, 2014]*

I. REGISTRATION AND OTHER DETAILS:

- i. CIN: U50102KL1983PLC003741
- ii. Registration Date: 05.07.1983
- iii. Name of the Company: Popular Vehicles and Services Limited
- iv. Category / Sub-Category of the Company: Public Company Limited by shares
- v. Address of the Registered office and contact details: Kuttukaran Centre,
Mamangalam, Kochi,
Kerala, 682025,
Ph: 0484 - 2345013
- vi. Whether listed company: No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:
- Link Intime India Private Limited,
C-101, 1st floor, 247 Park, Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai- 400 083,
Maharashtra, India. Tel: 022 4918 6200

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sl No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Sale of Vehicles	99611811	66.42%
2	Sales of Used Cars	99611811	10.93%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No	Name and Address of the \ Company	CIN/GLN	Holding/ Subsidiary /Associate	% of shares held	Applicable Section
1	Popular Mega Motors(India)Private limited, Kuttukaran Centre, Mamangalam, Kochi -25	U31103KL1997PTC011748	Subsidiary	100%	2(87)
2	Vision Motors Private Limited Kuttukaran Centre, Mamangalam, Kochi -25 (Step down subsidiary of Popular Mega Motors(India)Private Limited)	U34100KL2008PTC022049	Subsidiary	100%	2(87)
3	Popular Auto Dealers Private Limited, Kuttukaran Centre, Mamangalam, Kochi -25 (Popular Vehicles and Services Limited holds 75.51% in Popular Auto Dealers Private Limited and Popular Mega Motors(India)Private limited holds 24.49% in Popular Auto Dealers Private Limited)	U50101KL2005PTC018670	Subsidiary	100%	2(87)
4	Popular Auto Works Private Limited, Kuttukaran Centre, Mamangalam, Kochi -25	U34100KL2009PTC024318	Subsidiary	100%	2(87)
5	Kuttukaran Cars Private Limited Kuttukaran Centre, Mamangalam, Kochi -25	U34100KL2011PTC029542	Subsidiary	100%	2(87)
6	Kuttukaran Pre Owned Cars Private Limited Kuttukaran Centre, Mamangalam, Kochi -25 (Step down subsidiary of Popular Auto Dealers Private Limited)	U50400KL2017PTC049442	Subsidiary	100%	2(87)

*Details of only Subsidiary and Associate Companies are given

g) FII	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	4266666	-	4266666	34.01%	4266666	-	4266666	34.01%	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	4383	19865	24248	.20%	4572	19676	24248	.20%	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh.	-	-	-	-	-	-	-	-	-
c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	-	-	-	-	-	-	-	-	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
Sub-total (B)(2):-	4271049	19865	4290914	34.21%	4271238	19676	4290914	34.21%	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	4271049	19865	4290914	34.21%	4271238	19676	4290914	34.21%	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	12524424	19865	12544289	100.00%	12524613	19676	12544289	100.00%	-

(ii) Shareholding of Promoter

	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered to total	No. of Shares	% of total Shares of the company	% of Shares Pledged /encumbered total shares	
1	John K Paul	2751125	21.93%	-	2751125	21.93%	-	-
2	Francis K Paul	2751125	21.93%	-	2751125	21.93%	-	-
3	Naveen Philip	2751125	21.93%	-	2751125	21.93%	-	-

(iii) Change in Promoters' Shareholding

	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
At the beginning of the year	8253375	65.79%	8253375	65.79%
At the End of the year	8253375	65.79%	8253375	65.79%

(iv) Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. NO	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the Year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	BANYANTREE GROWTH CAPITAL II LLC				
	At the beginning of the year	4266666	34.01%	4266666	34.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	4266666	34.01%	4266666	34.01%
2.	M.A. SAJJAN				

	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
3.	T.K. JOSHI				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
4.	ALBERT FIGAREDO				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
5.	P.K. RADHAKRISHNAN				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
6.	K.P. RAVI				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
7.	P.K. UDAYAKUMAR				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-

	At the end of the year	829	0.01%	829	0.01%
8.	M.P. NAIR				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
9.	V.G. NARAYANAN				
	At the beginning of the year	829	0.01%	829	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	829	0.01%	829	0.01%
10.	A.O. VARGHESE				
	At the beginning of the year	640	0.01%	640	0.01%
	Increase / Decrease in Shareholding during the year	-	-	-	-
	At the end of the year	640	0.01%	640	0.01%

*Other than the above, 22 shareholders hold 640 shares.

(v) Shareholding of Directors and Key Managerial Personnel:

Sl No.	For each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	John K Paul– Managing Director				
	At the beginning of the year	2751125	21.93%	2751125	21.93%
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	-	-
	At the end of the year	2751125	21.93%	2751125	21.93%
2.	Francis K Paul– Whole Time Director				

	At the beginning of the year	2751125	21.93%	2751125	21.93%
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	-	-
	At the end of the year	2751125	21.93%	2751125	21.93%
3.	Naveen Philip- Director				
	At the beginning of the year	2751125	21.93%	2751125	21.93%
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	-	-
	At the end of the year	2751125	21.93%	2751125	21.93%
4	Rahul G Kurup- Nominee Director				
	At the beginning of the year	0	.0%	0	.0%
	Date wise Increase / Decrease in Promoters Shareholding during the year	-	-	-	-
	At the end of the year	0	.0%	0	.0%

V.INDEBTEDNESS –

Indebtedness of the Company including interest outstanding/accrued but not due for payment

(in millions)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	2520.64	235.03	-	2755.67
ii) Interest due but not paid	-	-	-	
iii) Interest accrued but not due	2.10	-	-	2.10

Total (i+ii+iii)	2522.74	235.03	-	2757.77
Change in Indebtedness during the financial year				
* Addition				
* Reduction	485.43	173.32		658.75
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	2037.31	61.71		2099.02
ii) Interest due but not paid				
iii) Interest accrued but not due	6.28			6.28
Total (i+ii+iii)	2043.59	61.71		2105.30

VI.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

A. REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:

(in millions)

Sl NO	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		John K Paul	Francis K Paul	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	7.26	7.26	14.52
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify...	-	-	-
5	Others, please specify : Special time incentive & Incentive			
	Total (A)			
	Ceiling as per the Act			

B. REMUNERATION TO OTHER DIRECTORS

Sl NO.	Particulars of Remuneration	Name of Directors				Total Amount
		Rahul G. Kurup	Naveen Philip	Jacob Kurian	Preeti Reddy	
1	Independent Directors					
	Fee for attending board committee meetings	-	-	0.45	0.22	0.67
	Commission	-	-			
	Others, please specify	-	-			
	Total (1)	-	-	0.45	0.22	0.67
2	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-			
	Commission	-	-			
	Others, please specify	-	-			
	Total (2)	-	-			
	Total (B)=(1+2)	-	-	0.45	0.22	0.67
	Total Managerial Remuneration	-	-			
	Overall Ceiling as per the Act					

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl NO.	Particulars of Remuneration	Key Managerial Personnel			
		CEO Mr. Philip Chacko M	CFO Mr. John Verghese	CS Mr. Varun T.V.	Total
1	Gross salary	14.33	6.13	2.21	22.67
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	14.33	6.13	2.21	22.67

VII.PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NIL				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NIL				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL				
Punishment					
Compounding					

For and on Behalf of Board of Directors of
Popular Vehicles and Services Limited

Sd/-

John K Paul
(Managing Director)
DIN:00016513

Sd/-

Francis K Paul
(Whole Time Director)
DIN:00018825

Place: Kochi-25
Date:22.09.2020