# Form No. MGT-9 EXTRACT OF ANNUAL RETURN

### For the financial year ended 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]

#### **ANNEXURE B TO THE DIRECTORS' REPORT**

#### I. REGISTRATION AND OTHER DETAILS:

i. CIN: U34100KL2008PTC022049

ii. Registration Date: 14.03.2008

iii. Name of the Company: Vision Motors Private Limited

iv. Category / Sub-Category of the Company: Private Company Limited by shares

- v. Address of the Registered office and contact details: Kuttukaran Centre, Mamangalam, Kochi, Kerala, 682025 0484 –2341134
- vi. Whether listed company: No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any: Not Applicable

#### 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	67%
2	Sale of Spares and Accessories	99611811	11%

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl.	Name and Address of the Company		Holding/	% of	Applica
No.		CIN/GLN	Subsidiary /	shares	ble
INO.			Associate	held	Section
1	Popular Vehicles and Services	U50102KL1983PLC003741	Ultimate		2(46)
	Limited,		Holding		
	Kuttukaran Centre,				
	Mamangalam, Kochi -25				

2	Popular Mega Motors (India)	U31103KL1997PTC011748	Holding	100%	2(46)
	Private Limited,				
	Kuttukaran Centre,				
	Mamangalam, Kochi -25				

## IV. SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

## i. <u>Category-wise Share Holding</u>

Category of Shareholders	year [As on	es held at ti 31-March-	ne beginning of 2019]		31-March				% Chan ge durin g the year
	Demat	Physical	Total	% of Total Shar es	Demat	Physical	Total	% of Total Shares	
A. Promoter s									
(1) Indian									
a) Individual/ HUF	-	-	1	-	-	-	-	-	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
		89,50,0			146766				19.94
d) Bodies Corp.	28,00,000	00	1,17,50,000	100%	66	-	14676666	100%	%
e) Banks / FI	-	-		-	-	-	-	_	-
f) Any other	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A)	28,00,00	89,50,0 00	1,17,50,000	100	146766 66	-	14676666	100%	19.94 %
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	_
d) State Govt(s)	-	-	-	-	-	-	-	-	

e) Venture	-	-	-	_		-	-		
Capital Funds					-			-	-
f) Insurance	-	-	-	-		-	-		
Companies					-			-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign	-	-	-	-		-	-		
Venture Capital									
Funds					-			-	-
i) Others	-	-	-	-		-	-		
(specify)					-			-	-
	-	-	-	-		-	-		
Sub-total (B)(1):-					-			-	-
2. Non-									
Institutions									
a) Bodies Corp.	-	-	-	-	-	-	-	-	-
i) Indian	-	-	-	-	-	-	-	-	-
ii) Overseas	-	-	-	-	-	-	-	-	-
b) Individuals	-	-	-	-	-	-	-	-	-
i) Individual	-	-	-	-		-	-		
shareholders									
holding nominal									
share capital									
upto Rs. 1 lakh					_			_	_
ii) Individual	_	_		<u> </u>	_	_	_		-
shareholders									
holding nominal									
share capital in									
excess of Rs 1									
lakh					-			-	
c) Others	_	-	-	_		_	_		
(specify)					-			_	
Non Resident	_	_	_	_		_	_		
Indians					-			_	
Overseas	-	_	-	-		-	_		
Corporate									
Bodies					_			_	
Foreign	-	-	-	-		-	_		
Nationals					-			_	
Clearing	-	-	-	-		-	-		
Members					-			_	
	I	I	<u>I</u>	1	1	ı	<u>I</u>	l .	ı

Trusts	-	-	-	-	_	-	-	_	
Foreign Bodies –	-	-	-	-		-	-		
DR					ı			ı	
Sub-total	-	1	-	-		-	-		
(B)(2):-					-			-	
Total Public	-	-	-	-		-	-		
Shareholding									
(B)=(B)(1)+									
(B)(2)					-			-	-
	-	1	-	-		-	-		
C. Shares held									
by Custodian for									
GDRs & ADRs					-			-	-
Grand Total		89,50,0		100	146766				19.94
(A+B+C)	28,00,000	00	1,17,50,000	%	66	-	14676666	100%	%

## ii. Shareholding of Promoter

Sl	Shareholder's	Shareholding	g at the beginnir	ng of the	Shareholding at the end of the year			%
No.	Name	year						change
		No. of Shares	% of total Shares of the company	%of Shares Pledged / encumber ed to total shares	No. of Shares	% of total Shares of the company	%of Shares Pledged / encumber ed to total shares	in sharehol ding during the year
1	Popular Mega Motors (India) Private Limited	1,17,49,999	99.99996%	-	14676665	99.99%	-	-
2	Naveen Philip (Nominee of Popular Mega Motors (India) Private Limited)	1	.00004%	-	1	.00001%	-	-

## iii. <u>Change in Promoters' Shareholding</u>

Change in the Promoters' Shareholding during the year

Description	Shareholding at tl	ne beginning of the	Cumulative Shareholding during		
	year		the year		
	No. of shares % of total		No. of shares	% of total	
		shares of the		shares of the	
		company		company	
At the beginning of the year	1,17,50,000	100%	1,17,50,000	100%	

Add:	29,26,666	=		
Allotment of Equity shares on				
Rights issue basis on 21st October,				
2019				
At the end of the year	1,46,76,666	100%	1,46,76,666	100%

# iv. <u>Shareholding Pattern of top ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):</u>

SN	For Each of the Top 10	Shareholdir	ng at the	Cumulative	
	Shareholders	beginning		Shareholding during	
		of the year		the	
				year	
		No. of	% of total	No. of	% of total
		shares	shares of	shares	shares of
			the		the
			company		company
1	At the beginning of the year				
2	Date wise Increase / Decrease in	Not Applicable			
	Promoters Shareholding during the year				
3	At the end of the year				

Shareholding of Directors and Key Managerial Personnel:

Sl	Shareholding of each Directors and each	Shareholdir	ng at the	Cumulative	
No.	Key Managerial Personnel	beginning		Shareholding during	
		of the year		the year	
		No. of	% of total	No. of	% of total
		shares	shares of	shares	shares of
			the		the
			company		company
1.	Naveen Philip – Managing Director				
	At the beginning of the year	1	-	1	-
	Date wise Increase / Decrease in	-			
	Shareholding during the year				
	At the end of the year	1	-	1	-
2.	Malini Eapen- Director				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in	-	-		
	Shareholding during the year				
	At the end of the year	-	-		
3.	M.A. Sajjan- Director				
	At the beginning of the year	-	-		
	Date wise Increase / Decrease in s	-	-		
	Shareholding during the year				
	At the end of the year	-	_		

### V. INDEBTEDNESS -

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

Amount in Millions

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	118.27	748.99		867.26
ii) Interest due but not paid				
iii) Interest accrued but not due		3.33		3.33
Total (i+ii+iii)	118.27	752.32		870.59
Change in Indebtedness during the				
financial year				
* Addition				
* Reduction	(61.24)	(430.25)		(491.49)
Net Change	(61.24)	(430.25)		(491.49)
Indebtedness at the end of the financial year				
i) Principal Amount	57.03	322.07		379.10
ii) Interest due but not paid				
iii) Interest accrued but not due		1.15		1.15
Total (i+ii+iii)	57.03	323.22		380.25

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-

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

SN.	Particulars of Remuneration	Naveen Philip-	Total Amount in	
		Managing Director	Millions	
1	Gross salary			
	(a) Salary as per provisions contained in	1.30	1.30	
	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 (A)	1.30	1.30
	Ceiling as per the Act		_

## B. REMUNERATION TO OTHER DIRECTOR

SN.	Particulars of Remuneration			Total Amount
1	Independent Directors			
	Fee for attending board committee meetings	Not Applicable		
	Commission	]		
	Others, please specify			
	Total (1)	1		
2	Other Non-Executive Directors			
		Name of I	Directors	Total Amount
		Mrs. Malini Eapen	Mr.M.A. Sajjan	
	Fee for attending board committee meetings			
	Commission	Nil	Nil	
	Others, please specify			
	Total (2)			
	Total (B)=(1+2)			
	Total Managerial Remuneration			
	Overall Ceiling as per the Act			

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

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO*	Total
			Ms. Surya	Mr.	
			Jacob	Deepu	
				Joseph	
1	Gross salary			1.77	

(a) Salary as per provisions contained in				
section 17(1) of the Income-tax Act, 1961				
(1)				
Act, 1961				
( ) D ( )				
-				
Income-tax Act, 1961 				
Stock Option				
Sweat Equity				
Commission				
- as % of profit				
others, specify				
Others, please specify				
Total			1.77	
	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  Stock Option  Sweat Equity  Commission  - as % of profit others, specify  Others, please specify	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  Stock Option  Sweat Equity  Commission  - as % of profit others, specify  Others, please specify	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  Stock Option  Sweat Equity  Commission  - as % of profit others, specify  Others, please specify	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  Stock Option  Sweat Equity  Commission  - as % of profit others, specify  Others, please specify

<sup>\*</sup>Worked for the whole year, re-designated as CFO w.e.f 18.10.2019

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Туре	Section of the	Brief	Details of	Authority	Appeal made,
	Companies Act	Description	Penalty /	[RD / NCLT/	if any (give Details)
			Punishment/	COURT]	
			Compounding		
			fees imposed		
A. COMPANY					
Penalty					
Punishment	1		Not Applicable		
Compounding	1				

B. DIRECTORS			
Penalty			
Punishment	Not Applicable		
Compounding			
C. OTHER OFFICE	RS IN DEFAULT		
Penalty			
Punishment			
Compounding	Not Applicable		

# For and on Behalf of Board of Directors of Vision Motors Private Limited

Sd/- Sd/-

Place: Kochi-25 Date:28.08.2020

Naveen Philip (Managing Director) DIN:00018827

M.A. Sajjan (Director) DIN:01850974