**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN**

**For the financial year ended March 31, 2021**

*[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**

1. **REGISTRATION AND OTHER DETAILS:**
2. CIN: U34100KL2008PTC022049
3. Registration Date: 14.03.2008
4. Name of the Company: Vision Motors Private Limited
5. Category / Sub-Category of the Company: Private Company Limited by shares
6. Address of the Registered office and contact details: Kuttukaran Centre, Mamangalam, Kochi, Kerala, 682025 0484 –2341134
7. Whether listed company: No
8. Name, Address and Contact details of Registrar and Transfer Agent, if any : Not Applicable
9. **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 New Vehicles | 45101 | 67% |
| 2 | Sale of Spares and Accessories | 45300 | 12% |
| 3 | Service of vehicles | 45200 | 11% |

1. **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 Vehicles and Services Limited,  Kuttukaran Centre, Mamangalam, Kochi -25 | U50102KL1983PLC003741 | Ultimate Holding | --- | 2(46) |
| 2 | Popular Mega Motors (India) Private Limited,  Kuttukaran Centre, Mamangalam, Kochi -25 | U31103KL1997PTC011748 | Holding | 100% | 2(46) |

1. **SHARE HOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)**
2. ***Category-wise Share Holding***

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Category of Shareholders | No. of Shares held at the beginning of the year [As on 31-March-2020] | | | | No. of Shares held at the end of the year [As on 31-March-2021] | | | | % Change during the year |
|  | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares |  |
| A. Promoter s |  |  |  |  |  |  |  |  |  |
| (1) Indian |  |  |  |  |  |  |  |  |  |
| a) Individual/ HUF | - | - | - | - | - | - | - | - | - |
| b) Central Govt | - | - | - | - | - | - | - | - | - |
| c) State Govt(s) | - | - | - | - | - | - | - | - | - |
| d) Bodies Corp. | 14676666 | - | 14676666 | 100% | 14676666 | - | 14676666 | 100% |  |

|  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| e) Banks / FI | - | - | - | - | - | - | - | - | - |
| f) Any other | - | - | - | - | - | - | - | - | - |
| Total shareholding of Promoter (A) | 14676666 | - | 14676666 | 100% | 14676666 | - | 14676666 | 100% |  |
| 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 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):- | - | - | - | - | - | - | - | - |  |
| Total Public Shareholding (B)=(B)(1)+ (B)(2) | - | - | - | - | - | - | - | - | - |
| C. Shares held by Custodian for GDRs & ADRs | - | - | - | - | - | - | - | - | - |
| Grand Total (A+B+C) | 14676666 | - | 14676666 | 100% | 14676666 | - | 14676666 | 100% |  |

1. ***Shareholding of Promoter***

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
| Sl No. | 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 shares | No. of Shares | % of total Shares of the company | %of Shares Pledged / encumbered to total shares |
| 1 | Popular Mega Motors (India) Private Limited | 14676665 | 99.99% | - | 14676665 | 99.99% | - | - |
| 2 | Naveen Philip (Nominee of Popular Mega Motors (India) Private Limited) | 1 | .00001% | - | 1 | .00001% | - | - |

1. ***Change in Promoters’ Shareholding***

*Change in the Promoters’ Shareholding during the year*

|  |  |  |  |  |
| --- | --- | --- | --- | --- |
| Description | 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 | 1,46,76,666 | 100% | 1,46,76,666 | 100% |
| Date wise Increase / Decrease in Shareholding during the year | - |  | - |  |
| At the end of the year | 1,46,76,666 | 100% | 1,46,76,666 | 100% |

*\*Including shareholding through nominee*

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

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| SN | 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 | At the beginning of the year | Not Applicable | | | |
| 2 | Date wise Increase / Decrease in Shareholding during the year |
| 3 | At the end of the year |

***Shareholding of Directors and Key Managerial Personnel:***

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sl No. | Shareholding of each Directors and each 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. | 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 Shareholding during the year | - | - |  |  |
|  | At the end of the year | - | - |  |  |
| 4 | Thyparambil Roy Thomas\* | | | | |
|  | At the beginning of the year | - | - |  |  |
|  | Date wise Increase / Decrease in Shareholding during the year | - | - |  |  |
|  | At the end of the year | - | - |  |  |

**\*** *Resigned from the Directorship of the Company w.e.f 25th February, 2021.*

1. **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 | 365.65 | 13.45 |  | 379.1 |
| ii) Interest due but not paid |  |  |  |  |
| iii) Interest accrued but not due |  |  |  |  |
| **Total (i+ii+iii)** | 365.65 | 13.45 | 0 | 379.1 |
| **Change in Indebtedness during the financial year** |  |  |  |  |
| \* Addition | 25.49 |  |  | 25.49 |
| \* Reduction | 219.11 | 13.45 | - | 232.56 |
| **Net Change** | -193.62 | -13.45 | 0 | -207.07 |
| **Indebtedness at the end of the financial year** |  |  |  |  |
| i) Principal Amount | 172.03 | 0 | 0 | 172.03 |
| ii) Interest due but not paid |  |  |  | 0 |
| iii) Interest accrued but not due |  |  |  | 0 |
| **Total (i+ii+iii)** | 172.03 | 0 | 0 | 172.03 |

1. **REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**
2. ***REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTORS AND/OR MANAGER:***

|  |  |  |  |
| --- | --- | --- | --- |
| SN. | Particulars of Remuneration | Naveen Philip-Managing Director | Total Amount in Millions |
|  |  | | |
| 1 | Gross salary |  |  |
| (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 (Performance Incentive) | 0.75 | 0.75 |
|  | Total (A) | 0.75 | 0.75 |
|  | Ceiling as per the Act |  |  |

1. ***REMUNERATION TO OTHER DIRECTOR***

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

*\*Resigned from the Directorship of the Company w.e.f 25th February, 2021*

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

*(Amount in Rs.)*

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SN | Particulars of Remuneration | Key Managerial Personnel | | | |  |
|  |  | CEO | CS  Ms. Surya Jacob | CFO\*  Ms. Siji Rose Sebastian | CFO\*\*  Mr. Deepu Joseph | Total |
| 1 | Gross salary |  |  | 7,07,777 | 5,46,187 | 1,253,964 |
| (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 (Incentive) |  |  | 1,54,400 | 1,00,500 | 254,900 |
|  | Total |  |  | 8,62,177 | 6,46,687 | **1,508,864** |

*\* Appointed as CFO w.e.f 06.10.2020*

*\*\*Resigned w.e.f 04.09.2020*

1. **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 | Not Applicable | | | | |
| Punishment |
| Compounding |
| **B. DIRECTORS** | | | | | |
| Penalty | Not Applicable | | | | |
| Punishment |
| Compounding |
| **C. OTHER OFFICERS IN DEFAULT** | | | | | |
| Penalty | Not Applicable | | | | |
| Punishment |
| Compounding |

**For and on Behalf of Board of Directors**

**of Vision Motors Private Limited**

Sd/-

Sd/-

**Naveen Philip M.A. Sajjan**

**(Managing Director) (Director)**

**DIN:00018827 DIN:01850974**

**Date29.06.2021**

**Place: Kochi-25**