

R.G.N.PRICE & CO
CHARTERED ACCOUNTANTS

Phone : 2312960, 2316538
Email : priceco@rgnprice.com
Offices at : Chennai, Mumbai, Bengaluru, Quilon, Calicut
UDIN : 23023933BGVFZZ9172

G 234, Panampally Nagar,
Cochin - 682 036.

Date : 28.09.2023

**INDEPENDENT AUDITOR'S ASSURANCE REPORT ON THE COMPILATION OF
PROFORMA CONDENSED COMBINED FINANCIAL INFORMATION INCLUDED IN THE
DRAFT RED HERRING PROSPECTUS (THE "DRHP")**

The Board of Directors
Popular Vehicles and Services Limited
Kuttukaran Centre, Mamangalam,
Kochi – 682025

**Report on the compilation of proforma condensed combined financial information included in
the Draft Red Herring Prospectus (the "DRHP")**

1. We have completed our assurance engagement to report on the compilation of proforma condensed combined financial information of Popular Vehicles and Services Limited (hereinafter referred to as the "Company") and its subsidiaries (collectively, the "Kuttukaran Group") including Prabal Motors Private Limited (the "PMPL") and Keracon Equipments Private Limited (the "KEPL") (the Kuttukaran Group, the PMPL and the KEPL are collectively referred to as the "Kuttukaran Proforma Group") prepared by the Management of the Company. The proforma condensed combined financial information consists of the proforma condensed combined balance sheet as at March 31, 2023, the proforma condensed combined statement of profit and loss for the year ended March 31, 2023, and selected explanatory notes (collectively, Proforma Condensed Combined Financial Information) as set out in the Draft Red Herring Prospectus (the "DRHP") prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO"). The applicable criteria on the basis of which the Company has compiled the Proforma Condensed Combined Financial Information is described in Note 3 to the Proforma Condensed Combined Financial Information. Because of its nature, the Proforma Condensed Combined Financial Information does not represent the actual financial position and financial performance of the Kuttukaran Proforma Group.
2. The Proforma Condensed Combined Financial Information has been compiled by Management of the Company to illustrate the impact of the acquisition of PMPL and KEPL as set out in Note 2 to the Proforma Condensed Combined Financial Information as if the acquisitions had taken place at an earlier date (i.e. April 1, 2022) selected for purposes of the illustration. As part of this process, the financial position and financial performance as at and for the year ended March 31, 2023 of the Kuttukaran Proforma Group have been compiled by the Management of the Company from (a) Restated Consolidated Financial Information of Kuttukaran Group (including PMPL and KEPL from the date of acquisition) as at and for the year ended March 31, 2023 on which other auditor have issued examination report dated September xx, 2023; (b) financial information of PMPL for the period from April 1, 2022 till March 31, 2023 is compiled / extracted from audited books of accounts for the year ended March 31, 2023, these audited books of accounts were used for the preparation of Audited Ind AS Financial Statement of PMPL as at and for the year ended March 31, 2023 on which we have issued a report dated May 30, 2023; and (c) financial information of KEPL for the period from April 1, 2022 till March 31, 2023 is compiled / extracted from audited books of



accounts for the year ended March 31, 2023, these audited books of accounts were used for the preparation of Audited Ind AS Financial Statement of KEPL as at and for the year ended March 31, 2023 on which we have issued a report dated May 30, 2023

Management's Responsibility for the Proforma Condensed Combined Financial Information

3. The Board of Directors of the Company (the "Management") is responsible for compiling the Proforma Condensed Combined Financial Information on the basis set out in the Note 3 to the Proforma Condensed Combined Financial Information. This responsibility includes the responsibility for designing, implementing and maintaining internal control relevant for compiling the Proforma Condensed Combined Financial Information on the basis as set out in Note 3 to the Proforma Condensed Combined Financial Information that is free from material misstatement, whether due to fraud or error. The Board of Directors of the Company is also responsible for identifying and ensuring that the companies included in the Kuttukaran Proforma Group comply with the laws and regulations applicable to their activities, including compliance with the provisions of the laws and regulations for the compilation of Proforma Condensed Combined Financial Information.

Auditor's Responsibilities

4. Considering the requirements of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"), the Company is required to present the Proforma Condensed Combined Financial Information in the DRHP for the acquisition of KEPL (acquired on February 01, 2023) and PMPL (a subsidiary of KEPL and a step – subsidiary of the company post-acquisition of KEPL) as the acquisition is material and has happened during the last reporting period (i.e. as at and for the year ended March 31, 2023) included in the DRHP. Our responsibility is to express an opinion, about whether the Proforma Condensed Combined Financial Information has been compiled, in all material respects, by the Management on the basis set out in the Note 3 to the Proforma Condensed Combined Financial Information.
5. We conducted our engagement in accordance with Standard on Assurance Engagements (SAE) 3420, Assurance Engagements to Report on the Compilation of Proforma Financial Information included in a Prospectus, issued by the Institute of Chartered Accountants of India. This Standard requires that the auditors comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Management has compiled, in all material respects, the Proforma Condensed Combined Financial Information on the basis set out in the Note 3 to the Proforma Condensed Combined Financial Information.
6. For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Proforma Condensed Combined Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Proforma Condensed Combined Financial Information.
7. The purpose of Proforma Condensed Combined Financial Information included in the DRHP is solely to illustrate the impact of the above-mentioned acquisitions of PMPL and KEPL on unadjusted restated consolidated financial information of the Kuttukaran Group as if the acquisition of PMPL and KEPL had occurred at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the above-mentioned acquisitions at selected dates as described in Note 2 to the Proforma Condensed Combined Financial Information, would have been as presented.



8. A reasonable assurance engagement to report on whether the Proforma Condensed Combined Financial Information has been compiled, in all material respects, on the basis of the applicable criteria as specified in Note 3 to the Proforma Condensed Combined Financial Information, and to obtain sufficient appropriate evidence about whether:
 - a) the related proforma adjustments give appropriate effect to those criteria; and
 - b) the Proforma Condensed Combined Financial Information reflects the proper application of those adjustments to the unadjusted financial information.
9. The procedures selected depend on the auditor's judgment, having regard to the auditor's understanding of the nature of the Company, the event or transaction in respect of which the Proforma Condensed Combined Financial Information has been compiled, and other relevant engagement circumstances. The engagement also involves evaluating the overall presentation of the pro forma financial information
10. We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

11. In our opinion the Proforma Condensed Combined Financial Information has been compiled, in all material respects, on the basis set out in Note 3 to the Proforma Condensed Combined Financial Information.

Restriction of use

12. Our report is intended solely for use of the Board of Directors of the Company for inclusion in the DRHP to be filed with Securities and Exchange Board of India, BSE Limited and National Stock Exchange of India Limited in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. As a result, these Proforma Condensed Combined Financial Information may not be suitable for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For R.G.N Price & Co
ICAI Firm Registration No: 002785 S

P.M. Veeramani

P.M. Veeramani
Partner
Membership No. 023933
UDIN: 23023933BGVFZZ9172

