



Reset.
Realign.
Reignite.

Annual Report 2024-25

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Our FOUNDER



K P Paul

Founder, Kuttukaran

In 1939, Shri. K.P. Paul began his business career with a laundry service called Popular Washing Home. Breaking tradition, he achieved success within six months, showcasing the daring spirit that defined his life and business. A born leader, he believed in employee empowerment and satisfaction, motivating his team to deliver impeccable customer service.

The visionary entrepreneur, **Shri. Paul diversified into tyre and tube vulcanizing and battery restoration in 1941. Post-World War II, he capitalized on opportunities in the spare parts business, establishing Popular Automobiles in 1944.** This venture grew into one of India's largest chains dealing in spare parts, expanding into imported and new automobile parts with offices across India.

Our Founder's entrepreneurial spirit created self-sustaining opportunities for thousands, with many former employees becoming successful business people. He valued hard work over charity and exemplified dedication, humility, and hard work.

The journey continues under his guiding spirit...

About US

Established in 1984, we were among the **first batch of dealers appointed by Maruti Suzuki in India**, marking the beginning of a journey rooted in trust, excellence, and customer focus. Over the years, we have grown into a key player in the Indian automobile retail and services sector, **operating as part of the diversified Kuttukaran Group**, which boasts over **80 years of experience in the automobile industry**.

With a strong and growing network of **450+ touchpoints** and a dedicated workforce of **10,000+ employees**, we maintain a **robust presence across 4 Indian states**, catering to a diverse and expanding customer base.

Our portfolio reflects our wide-ranging capabilities, with a presence across the spectrum of auto segments, including passenger cars, two-wheelers, electric vehicles and commercial vehicles.



450+

Touch Points

4

States

10,000

Employees

RESET. REALIGN. REIGNITE

Responding to disruption begins with acknowledging it—and acting with intention. This year, we hit reset on parts of the portfolio, exited segments no longer aligned with our return philosophy, and recommitted capital toward higher-conviction themes. We realigned to where the market is moving—premiumisation in passenger vehicles, rising EV adoption, and region-wise diversification. And now, as macro indicators improve, we are set to reignite—fuelled by a leaner cost base, stronger partnerships, and an execution engine built for the next cycle of growth.

Strategic MILESTONES

The BEGINNING

The group entered the automobile industry in **1944** with the commencement of its automobile spare parts and accessories business.

OEM BRANDS Added

1984:

Commenced automobile dealership with Maruti Suzuki in Trivandrum, Kerala.

1997:

Commenced Tata Motors CV dealership in Kerala.

2002:

Started Maruti Suzuki PV dealership in Chennai, Tamil Nadu.

2009:

Began Honda PV dealership in Kerala under 'Vision Motors.'

2010:

Commenced JLR dealership in Karnataka.

2012:

Started Bharat Benz dealership in Tamil Nadu.

2021:

Began Piaggio dealership for 3W EV in Kerala.

2021:

Commenced 2W EV dealerships with Ather Energy in Trivandrum.



CAPITAL Raised

2015:

BanyanTree invested 650 million.

2024:

Became publicly listed on BSE and NSE on 19th March 2024.

INORGANIC Growth

2015:

Acquired Tata Motors (Commercial) dealership in North Kerala.

2019:

Acquired the operations of a sizable spare parts distributor in Karnataka.

2016:

Acquired an existing Honda car dealership in Kerala.

2021:

Took over 11 service centres and 2 showrooms from a dealer for Maruti Suzuki in Kerala.

2023:

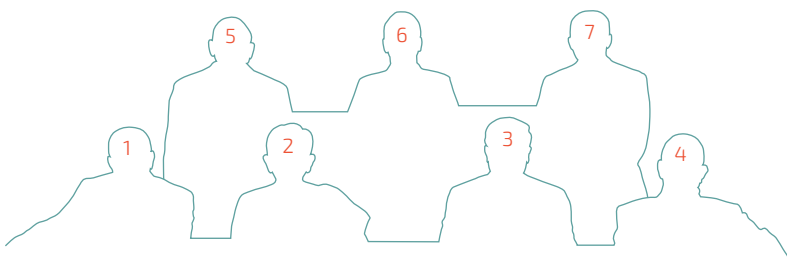
Acquired Prabal Motors Private Limited, establishing Bharat Benz dealership across Tamil Nadu and Maharashtra.

Commenced Bharat Benz dealership operations through the acquisition of Prabal Motors Private Limited, expanding presence in Tamil Nadu and Maharashtra.

Received in-principle approval for Maruti Suzuki Dealership (Arena Channel) in Karnataka.



Board of DIRECTORS



1

Mr. George Joseph

Non-Executive Independent Director

AC NRC RMC SRC

George Joseph is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Kerala and is a certificated associate of the Indian Institute of Bankers. He has also completed a banking diploma from the Institute of Bankers, London. He retired as Chairman and Managing Director of Syndicate Bank and was associated with Canara Bank for over 36 years, resigning as General Manager in 2006. He has also served as Chairman, Whole-Time Director, and Joint Managing Director of Wonderla Holidays Limited and as an Independent Director of Muthoot Finance Ltd and ESAF Small Finance Bank Limited. He is currently serving as Chairman and Lead Independent Director of Credit Access Grameen Bank Limited and Independent Director of Prabal Motors Private Limited.

2

Ms. Preeti Reddy

Non-Executive Independent Director

AC NRC RMC SRC

Preeti Reddy is a Non-Executive Independent Director of our Company. She holds a bachelor's degree in arts from the University of Delhi and an honours diploma in management from Xavier Labour Relations Institute, Jamshedpur. She was the Chairperson South Asia of the Kantar Consumer Insights Organisation. She has previously served as Senior Vice President at IMRB International Limited and has worked in consumer insights as a Vice President at KSA Technopak (I) Pvt Ltd. Additionally, she has served as Market Research Manager at VST Industries Limited. She is currently serving as Independent Director on the Boards of ICICI Prudential Asset Management Company Limited, JSW Cement Limited and ICICI Lombard General Insurance Company Limited.

3

Mr. Jacob Kurian*Chairman and Non-Executive Independent Director*

AC NRC RMC CSR

Jacob Kurian is the Chairman and Non-Executive Independent Director of our Company. He holds a bachelor's degree in electrical engineering from the University of Madras and a post-graduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur. Prior to joining our Company, he was the country manager at TATA Unisys Limited and also worked at TATA Services Limited and Titan Industries Limited.

5

Mr. John K. Paul*Whole-Time Director*

CSR FAC

John K. Paul is the Whole-Time Director of our Company. He holds a bachelor's degree in mechanical engineering from the University of Calicut. He is responsible for the Maruti Suzuki dealership operations of the group. With over 50 years of experience in the automobile industry, he is currently the President of the Kerala Automobiles Dealers Association and a member of the Federation of Automobile Dealers Association's Governing Council. Additionally, he is a trustee of the Lawrence School Lovedale Alumni Foundation.

7

Mr. Naveen Philip*Managing Director*

RMC SRC FAC

Naveen Philip is the Managing Director of our Company. He holds a bachelor's degree in Mechanical Engineering from the University of Calicut and a postgraduate diploma in Management from the Xavier Institute of Management, Bhubaneswar. He has more than 28 years of experience in the automobile industry. Previously, he served as a manager at Godrej Telecom Limited. He is the Regional Learning Officer – YPO South Asia, and currently the Learning Officer for the Automotive Network for YPO – a global association (Young Presidents Organisation); and also actively associated with the Young Indian (YI) fellowship, having been its past Chapter Chair and National Youth Affairs Chair.

4

Mr. Francis K. Paul*Whole-Time Director*

CSR RMC FAC

Francis K. Paul is a Whole-Time Director of our Company. He holds a bachelor's degree in mechanical engineering from the University of Calicut. He is responsible for corporate social responsibility activities and other policy matters of our Company. He has more than 55 years of experience in the automobile sector.

6

Mr. Rakesh Bhutoria*Non-Executive Nominee Director*

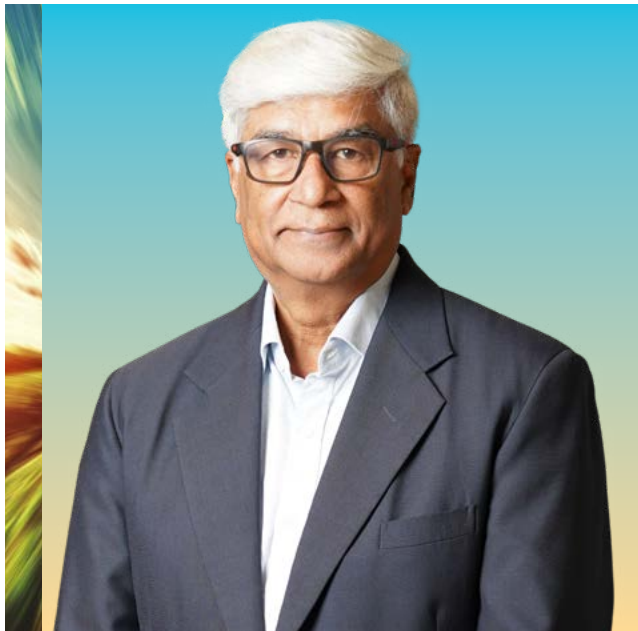
NRC CSR SRC

Rakesh Kumar Bhutoria is the Non-Executive Nominee Director of our Company. He holds a bachelor's degree in chemical engineering from Jadavpur University and a master's degree in management studies from the University of Bombay. He has previously worked as a Managing Director of Standard Chartered Bank UAE and as Group Executive Vice President in commercial banking at IDFC Bank Limited. He is presently the Managing Director of Banyantree Finance Private Limited.

Committee Indications

AC	Audit Committee
CSR	CSR Committee
FAC	Finance & Authorisation Committee
NRC	Nomination & Remuneration Committee
RMC	Risk Management Committee
SRC	Stakeholder's Relationship Committee

Message from the CHAIRMAN



Dear Shareholders,

It is a privilege to address you at a moment when our Company stands at the intersection of tradition and transformation. Popular Vehicles and Services Limited has journeyed through decades of change in India's mobility landscape, always guided by the values instilled by our founders—trust, reliability, and responsibility. What began as a venture rooted in customer service has grown into one of the most respected names in the automotive retail sector, known not just for scale but for the consistency with which we place stakeholders at the centre of our decisions. This enduring legacy is our true strength, ensuring the Company remains resilient even in challenging times.

Strong governance has been the foundation of this resilience. At the Board, we see our role not only as monitors of compliance but as stewards of the Company's long-term vision. Each decision is carefully weighed for its fairness, transparency, and alignment with shareholder interests, while also considering the impact on employees, customers, and the communities we serve. Oversight of risk, capital allocation, and ethical conduct remain key responsibilities of the Board, ensuring that Popular Vehicles is managed with integrity and foresight. Our approach is to view governance not as a set of obligations, but as the culture of accountability that sustains stakeholder trust across generations.

As the business world evolves, so too has our understanding of responsibility. Today, environmental, social, and governance principles are embedded in our

strategic thinking. We recognise that long-term growth must be linked to sustainability and inclusivity. Our role as a retailer rather than a manufacturer makes us unique in how we influence the mobility ecosystem. By partnering with forward-looking OEMs, we bring customers access to vehicles developed in environmentally responsible facilities, while preparing our own service network for the future of electric and alternative-fuel vehicles. These efforts position us to play a constructive role in India's transition to cleaner, greener mobility.

Our social commitments remain equally central. Through our Surakshit Marg initiative, we are fostering a culture of road safety among young people, shaping habits that ripple through families and communities. We also continue to uphold high standards of workplace inclusivity, employee well-being, and training, recognising that our people are the foundation of customer satisfaction and service excellence. Resource efficiency, responsible waste management, and ethical labour practices are integral to our operations, reaffirming that business growth and social responsibility must move forward in tandem.

Taken together, these commitments reflect an organisation that is deeply conscious of its responsibilities. Popular Vehicles and Services has always stood for reliability, but in today's context, reliability is not only about keeping promises to customers; it is also about being accountable to society and to the environment. By embracing ESG as a guiding philosophy, we are ensuring that the Popular legacy is preserved and strengthened for a future defined by fairness, sustainability, and shared prosperity.

On behalf of the Board, I extend my gratitude to our employees for their dedication, to our OEM partners for their trust, and to you, our shareholders, for your unwavering confidence. As we carry forward our journey, we do so with the assurance that this Company will continue to honour its legacy while adapting to the demands of tomorrow.

Yours sincerely,

Jacob Kurian

Chairman and Non-Executive Independent Director

REVIEW BY THE MANAGING DIRECTOR



Dear Shareholders,

I am pleased to present the Annual Report for FY 2024–25, a year that tested the resilience of our business model and reaffirmed the importance of strategic adaptability in a rapidly evolving environment.

The year under review was marked by headwinds across the automotive sector. Consolidated revenue from operations stood at ₹55,412 million compared with ₹56,155 million in the previous year, reflecting a modest decline of 1.3%. While this top-line moderation was relatively contained, profitability was significantly impacted. The Company reported a consolidated net loss of ₹105 million against a profit of ₹761 million in FY24. The contraction was driven primarily by higher discounting in the new vehicle segment, elevated inventory levels, and rising operating costs. EBITDA fell to ₹175 crore compared with ₹288 crore in the previous year, bringing margins down from 5.1% to 3.2%.

Our core new vehicle business faced pressures from macroeconomic challenges, including general elections, adverse weather conditions in key markets, inflationary trends, and a muted festive season. Unit sales fell by 5.5% to 44,087 vehicles, though average selling prices rose by nearly 3%, partially cushioning revenues. The pre-owned vehicle segment remained steady, with revenues inching up by 0.8% to ₹361 crore, even as volumes dipped marginally. Our services and repairs business demonstrated resilience, growing 3.3% to ₹894 crore, reinforcing its role as a stable, recurring revenue contributor. The commercial vehicle division recorded revenues of ₹1,883 crore compared to ₹1,954 crore last

year, while the electric vehicle vertical continued its expansion, with revenues increasing to ₹87 crore from ₹85 crore, supported by our partnerships with Ather and Piaggio.

Although FY25 was one of underperformance relative to industry benchmarks, the context is important. The geographies where we operate—Kerala, Tamil Nadu, and parts of Maharashtra—were disproportionately affected by floods, heatwaves, and election-related disruptions, which depressed retail sentiment. We responded by recalibrating our inventory strategy, reducing debt, and tightening cost structures. Notably, operating cash flow nearly doubled to ₹151 crore from ₹80 crore in FY24, underlining the effectiveness of our working capital management.

At the same time, FY25 was also a year of realignment. We sharpened our focus on core businesses while initiating divestments of non-core subsidiaries. We invested selectively in network expansion, including new Ather facilities in Maharashtra and a Maruti Suzuki facility in Bengaluru, while strengthening our presence in premium passenger vehicles and expanding NEXA showrooms. These steps ensure we are well-positioned for the next phase of growth.

Looking ahead, our strategy is anchored on three dimensions. First, reinforcing customer-centricity through digitalisation and omnichannel platforms to deliver superior experiences. Second, building scale in high-margin businesses, such as aftersales, insurance, and pre-owned vehicles, provides resilience against cyclicity. Third, we will prepare for the mobility transition by deepening our presence in electric vehicles and strengthening our service infrastructure to support the adoption of new technologies.

In closing, while FY25 was a year of financial strain, it was also a period of decisive action to build a leaner, more agile, and strategically focused organisation. The foundations we have laid during this year of transition will enable Popular Vehicles and Services Limited to regain momentum and align with the future growth trajectory of the Indian automobile industry.

On behalf of the Board and management, I would like to extend my sincere gratitude to our employees for their unwavering commitment, to our OEM partners for their trust, and to you, our shareholders, for your steadfast support. Together, we are confident of steering the Company toward a stronger and more sustainable future.

Warm regards,

Mr. Naveen Philip
Managing Director

Our BUSINESS MODEL

Value we Create

We enable customers to confidently, conveniently, and continuously navigate the complete vehicle ownership journey. By offering a full suite of products and services—from buying a vehicle to servicing, resale, and finance—we address individuals' and businesses' evolving mobility and ownership needs.

Our value lies not only in the sale of a vehicle but in our ability to deliver consistent service, quality parts, and transparent transactions throughout the lifecycle. For customers, this translates into trust, reliability, and an all-in-one solution, eliminating the need to co-ordinate across fragmented service providers.



Profit Formula

Our business model is designed to generate value through a mix of high-volume, moderate-margin activities and recurring, high-margin services.

- **Vehicle sales** drive large transaction volumes and allow us to anchor customer relationships.
- **Services and repairs** form the recurring and high-margin core, supporting retention and post-sale engagement.
- **Spare parts distribution** adds margin stability through B2B and institutional customers.
- **Pre-owned vehicles** generate margins through both resale and service.
- **Finance and insurance** offerings create cross-selling revenue with minimal overhead.

The integrated nature of these verticals boosts average revenue per customer and improves long-term profitability through lower customer acquisition costs and higher retention rates. Geographic diversification further spreads risk and enhances revenue resilience.

Key Resources

- **Brand Partnerships:** Strong, long-standing OEM relationships across PV, CV, and EV segments (e.g., Maruti Suzuki, Honda, Tata Motors, JLR, Piaggio, Ather).
- **Physical Infrastructure:** A vast and growing network of showrooms, service centres, warehouses, and pre-owned vehicle outlets across four states.
- **Human Capital:** A deeply experienced team across technical, operational, and leadership roles with domain expertise and customer service orientation.
- **Organisational Structure:** Subsidiaries aligned by region and function enable focused execution and compliance.
- **Technology & Systems:** Digitally enabled operations that connect finance, CRM, parts inventory, and service bookings, increasing operational efficiency and customer satisfaction.

These assets allow us to scale operations, maintain consistent quality, and respond quickly to both market shifts and customer needs.

Key Processes

- **Customer Lifecycle Integration:** Systematic engagement processes across sales, services, insurance, and resale that create a looped customer journey.
- **Sales-to-Service Conversion:** Cross-functional processes to convert new buyers into long-term service customers, including vehicle service contracts and post-sale outreach.
- **Parts and Inventory Management:** Streamlined B2B logistics and stocking processes for timely, reliable spare part delivery.
- **Outlet Expansion:** A structured approach to identifying underserved geographies and partnering with OEMs to establish new showrooms or service facilities.
- **Inorganic Growth Playbook:** Framework for evaluating, acquiring, and integrating underperforming or strategically located dealerships.
- **Quality Assurance and Customer Feedback:** Standardised protocols for service quality, customer experience tracking, and continuous improvement.

These processes ensure scalability, consistency, and profitability across a diverse and growing portfolio of business activities.

Corporate STRUCTURE

At Popular Vehicles and Services Limited (PVSL), our corporate structure is designed as a well-calibrated ecosystem of specialised entities, each aligned to specific vehicle brands and customer segments. This multi-entity approach enables us to meet the dynamic and diverse needs of India's growing automobile market with focus and agility.



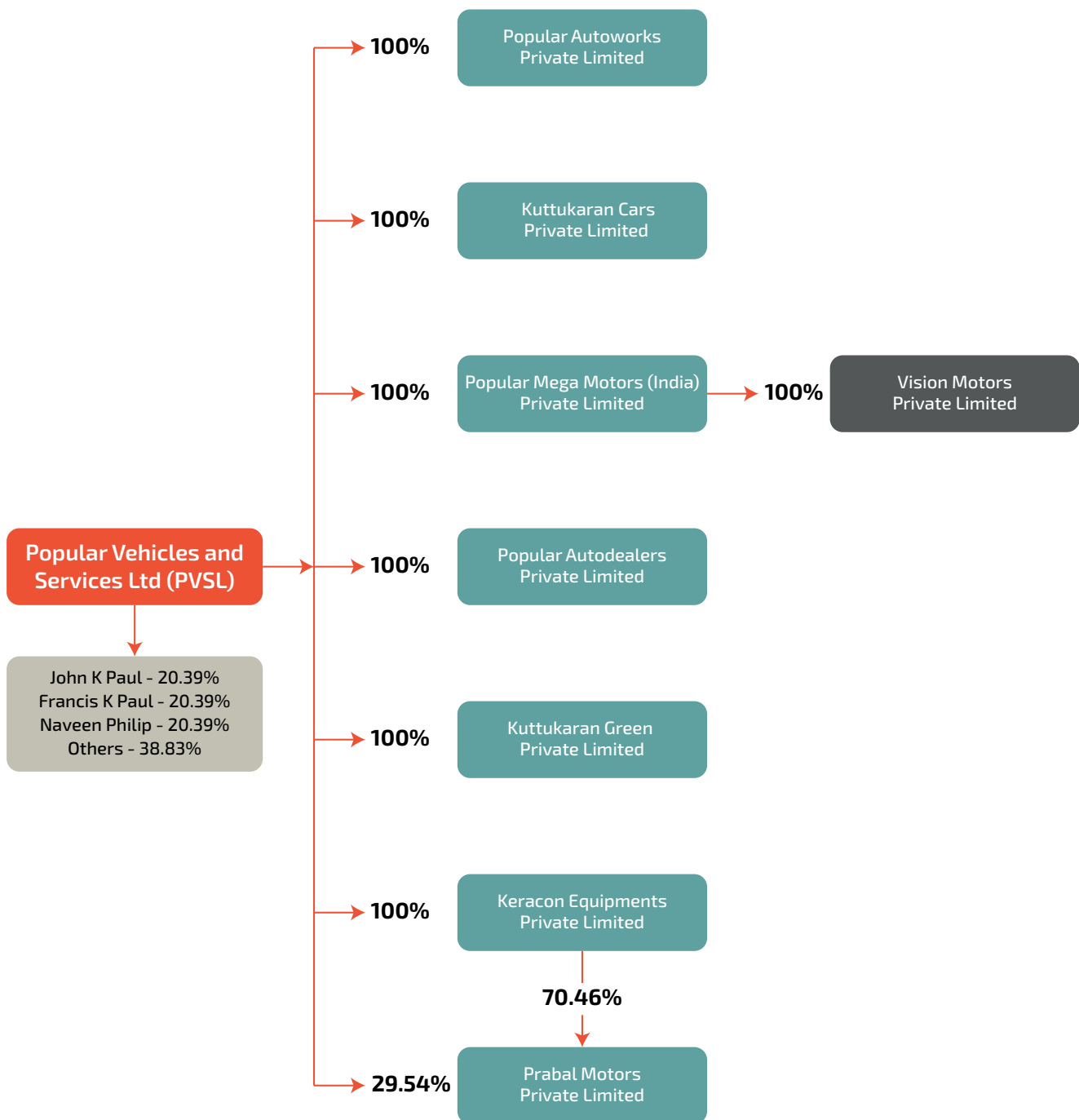
Each subsidiary under the PVSL umbrella is strategically structured to cater to distinct demographic profiles and vehicle categories—from commercial fleets and public transport operators to premium car buyers and eco-conscious consumers. These entities operate under a unified management vision, with **PVSL holding a 100% ownership stake**, ensuring streamlined decision-making, strategic coherence, and operational consistency across all businesses.

By maintaining such a closely integrated structure, PVSL can unlock synergies, promote knowledge-sharing, and rapidly respond to emerging market trends. The result is a scalable, adaptable framework that balances brand-level specialisation with enterprise-wide governance, supporting our long-standing partnerships and expansion into adjacent business areas like spare parts and allied services.



Core PHILOSOPHY

Passionately Enriching Mobility



Our VISION

Kuttukaran will be the World's most admired Corporate, by progressively delivering greater value, through entrepreneurship within.

To thrive, a business must expand – in the right direction, at the right time. We scaled up to car dealerships from the increasingly crowded spare parts space, bringing new brands to the liberalising Indian market.

K P Paul
Founder, Kuttukaran

DEALERSHIP and SERVICES

The dealership and services vertical encompasses various offerings catering to diverse mobility needs, from individual ownership to fleet solutions. With a strong presence across multiple vehicle categories and value-added services, the business aims to provide end-to-end solutions for customers, ensuring convenience, choice, and confidence throughout their vehicle ownership journey.

DEALERSHIP and SERVICES SEGMENTS

Passenger Vehicles



Electric Vehicles



Commercial Vehicles



Pre-Owned Vehicles





Services and Repairs



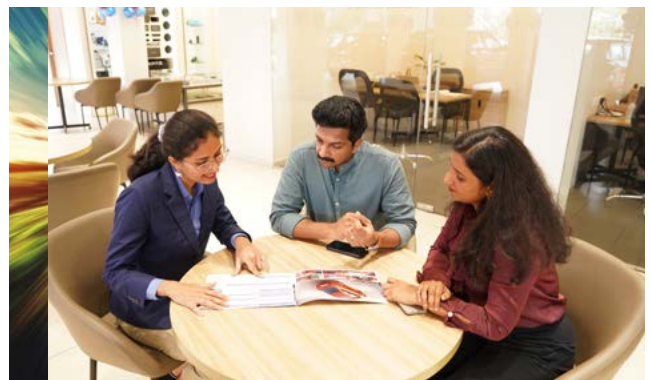
Driving Schools



Spare Parts Accessories and Distribution



Third-Party Financial & Insurance Products



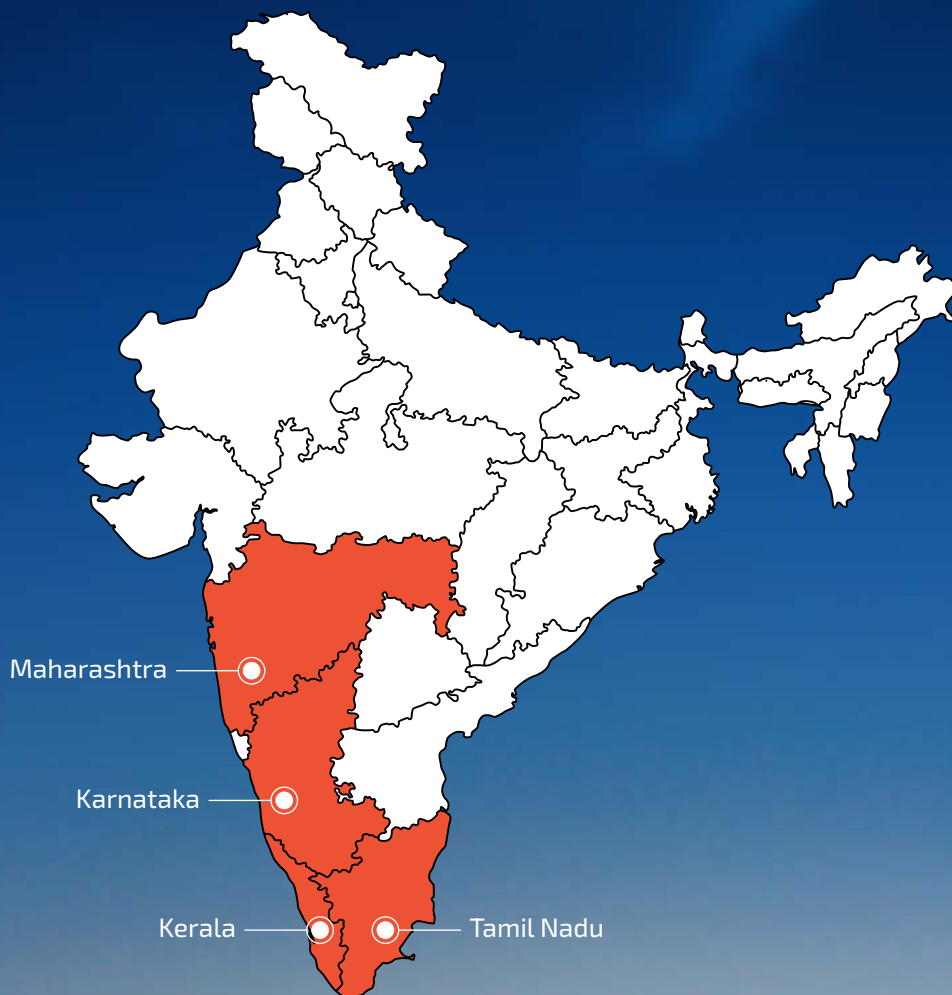
EXTENSIVE NETWORK and MARKET PENETRATION

The Company maintains a robust network of over 430 touchpoints across four key states—Kerala, Karnataka, Tamil Nadu, and Maharashtra. This extensive geographical footprint enhances customer reach and service accessibility, thereby improving service delivery and customer satisfaction.

430

**Touchpoints across four key states — Kerala,
Karnataka, Tamil Nadu, and Maharashtra**





	Kerala	Karnataka	Tamil Nadu	Maharashtra
Total Touchpoints	346	30	63	15
Showrooms	45	2	15	1
Sales Outlets / Booking Offices	109	0	20	5
Service Centers	109	3	26	9
Pre-owned Vehicle Outlets	29	1	2	0

Review of STRATEGIES

STRATEGIC DIRECTION:

Expanding Horizons, Deepening Value

At Popular Vehicles and Services Ltd., our strategy is shaped by our deep understanding of the automotive ecosystem and our commitment to creating long-term value for all stakeholders. We continue to evolve from a traditional dealership network into a comprehensive mobility partner, expanding our footprint, strengthening high-margin verticals, and aligning with emerging trends in premiumisation and electrification. Our choices are guided by a disciplined approach to growth, customer-centric operations, and a clear focus on markets and segments where we can lead with impact.



Winning Aspiration

At Popular Vehicles and Services Ltd., we exist to make mobility more accessible, convenient, and rewarding for every customer. Beyond pursuing profits, we aim to be a dependable mobility partner across the full ownership cycle—from first purchase to after-sales service and resale. We strive to shape the automotive experience by offering integrated solutions that evolve with market needs and customer expectations.

Where to Play

We operate across Kerala, Tamil Nadu, Karnataka, and Maharashtra, focusing on expanding our reach beyond our home market. Our business covers the sale of passenger and commercial vehicles, electric vehicles, services and repairs, spare parts distribution, and pre-owned cars. We address the need for affordable, premium, and Luxury mobility solutions through our broad OEM portfolio and presence across the automotive value chain.

How to Win

Our strength lies in our integrated model, deep OEM relationships, and strong execution in high-margin segments like servicing and spare parts. We differentiate ourselves through our multi-brand presence, strategic geographic expansion, and focus on customer retention. We have made conscious choices to exit non-core businesses and expand only where long-term value aligns with our capabilities and market direction.

Core Capabilities

Our operations are supported by a network of over 450 touchpoints, an experienced workforce of over 10,000 people, and efficient service and distribution infrastructure. We have consistently demonstrated our ability to scale through both organic growth and strategic acquisitions, enabling us to expand in high-growth segments and underserved regions.

Management Systems

We rely on a structured approach to expansion, led by clear approvals such as LOIs and grounded in operational performance metrics. Our leadership team and governance processes enable us to track inventory, manage cost structures, and respond proactively to shifts in market demand, ensuring that our strategy is executed with discipline and adaptability.

Strategic Progress

Over the last reporting period, we reduced inventory levels, divested two subsidiaries to unlock capital, and secured LOIs for expansion in the EV and luxury segments. We launched new service centers, including the country's first Gold Category Ather facility, and contained revenue decline despite lower volumes by focusing on premium product sales and service upgrades.

Future Outlook

Looking ahead, we focus on geographic diversification, increasing contribution from high-margin businesses, and deepening our presence in the EV and luxury segments. We are pursuing digital engagement, expanding into semi-urban and rural markets, and exploring organic and inorganic growth opportunities aligning with our long-term vision of being a pan-India mobility leader.

450
Touchpoints

10,000
Experienced Workforce

Strategic ENABLERS



DIVERSIFICATION

De-Risking Revenue Model

Popular Vehicles & Services continues to diversify its business model to mitigate concentration risks and support revenue stability. With a focus on reducing dependence on the mass PV segment, the company is reallocating capital from underperforming ventures such as the Piaggio EV 3-wheeler and Honda operations. These funds are being channelled into premium and luxury segments and emerging geographies.

New Dealerships

While dealership expansion was selective in FY25, the company laid the groundwork for future growth. It secured LOIs to launch four new Ather dealerships (three in Kerala, one in Tamil Nadu), a new 3S JLR facility in Nagpur, and added body shops and service centres across Kerala. Further, a 3S facility in Bangalore marks the company's operational entry into Karnataka in Q1 FY26, broadening its geographic presence.

Increased Product Offerings

PVSL's commitment to catering to evolving consumer preferences continues, particularly with growing emphasis on premium offerings. The shift in product mix towards high-end vehicles, supported by Nexa and JLR, has cushioned revenue amid a decline in overall volume. The company is also increasing its investment in the EV segment through Ather dealerships and new-age service formats.

Strategic ENABLERS



FOCUS ON HIGH-MARGIN BUSINESS

Increase Automotive Distribution Business

Despite a soft consumer environment in FY25, the company prioritized deeper penetration in high-margin segments. Strategic exits from low-performing ventures and a shift towards premium dealership formats (e.g., JLR, Nexa) are aimed at improving margins and capital productivity. The new JLR dealership in Nagpur with coverage of 11 districts is expected to be operational by FY26.

Increase Sale of Services & Repairs Business

The service business remained resilient with an increase in average selling prices (ASP) despite volume stagnation. The company added ~70 bays in FY25, introduced premium body shop services, and focused on converting routine vehicle visits into higher-value engagements. Enhanced contribution from premium car servicing also supported margin improvement.

Increase Sales of Premium Vehicles

Premiumisation remains a key priority. While overall vehicle volumes declined ~5% YoY, the luxury car segment grew ~30% in FY25, contributing to better ASPs and profitability. In Q4FY25, luxury sales surged ~25% YoY even as mass PV and CV segments declined. This strategic pivot aligns with evolving buyer preferences and will be scaled up further.

Strategic ENABLERS



DEEPER ENTRANCE

Inorganic Growth Opportunities

While no deals were concluded in FY25, the company remains in active discussions for inorganic expansion in both the mass PV and CV segments. With proceeds from divestments expected to be redeployed, inorganic growth remains a key avenue for FY26.

Organic Growth Opportunities

Network expansion in Karnataka, optimisation of underutilised inventory, and strong employee productivity initiatives improve operational resilience. The company won national-level awards for service excellence and employee recognition in FY25. These reflect internal efficiencies that will aid organic scaling when demand normalises.

Digital Growth

Digital initiatives continued to gain traction, with the launch of the first Gold Category Ather Service Centre in Trivandrum and Arena E-workshops. Digital tools also enhance service ASPs through better conversion and engagement, especially in premium segments. These initiatives will support volume recovery and efficiency gains in FY26.

Customer SERVICE



We prioritise delivering exceptional customer experiences and fostering long-term relationships through targeted engagement and retention strategies. These efforts have led to our highest-ever retention rates across multiple OEMs, with the number of vehicles serviced significantly exceeding industry averages.

Customer Feedback and Helplines

Each dealership has a dedicated customer care manager responsible for capturing feedback at every customer journey stage, including booking, delivery, and post-sales service. We also maintain dealership-level helplines to ensure the timely resolution of customer grievances. Centralised call centres for Maruti Suzuki, Honda, Ather, Tata Motors (Commercial), and JLR dealerships enable prompt and effective responses, contributing to a consistent and responsive customer service experience.

5

OEMs

1

Centralised Support Structure

100%

Grievance Redressal Tracking

Customer Call Centres

We operate six call centres for Maruti Suzuki with a dedicated team of 262 customer service professionals. In addition, we manage three call centres catering to Honda, Ather, Tata Motors (Commercial), and JLR customers. These centres handle a wide range of customer queries related to service bookings, sales follow-ups, insurance, referrals, and other service-related issues. The standardised processes across all our call centres ensure consistency, while the integration of customer databases enables the generation of new revenue streams by tapping into customer insights and preferences.

6

Maruti Call Centres

3

Call Centres for Other OEMs

262

Trained Personnel

Service and Repair Initiatives

Our maintenance and repair offerings include warranty services, customer-paid services, routine check-ups, and collision repairs. We provide extended warranty contracts and periodic maintenance packages tailored to customer needs. Several of our authorised service centres offer extended evening and weekend hours to enhance convenience. Additional services include vehicle pick-up and drop facilities, paint-less dent removal, plastic and headlight repairs, quick bodywork, and 24x7 breakdown and accident assistance.

24x7

Assistance

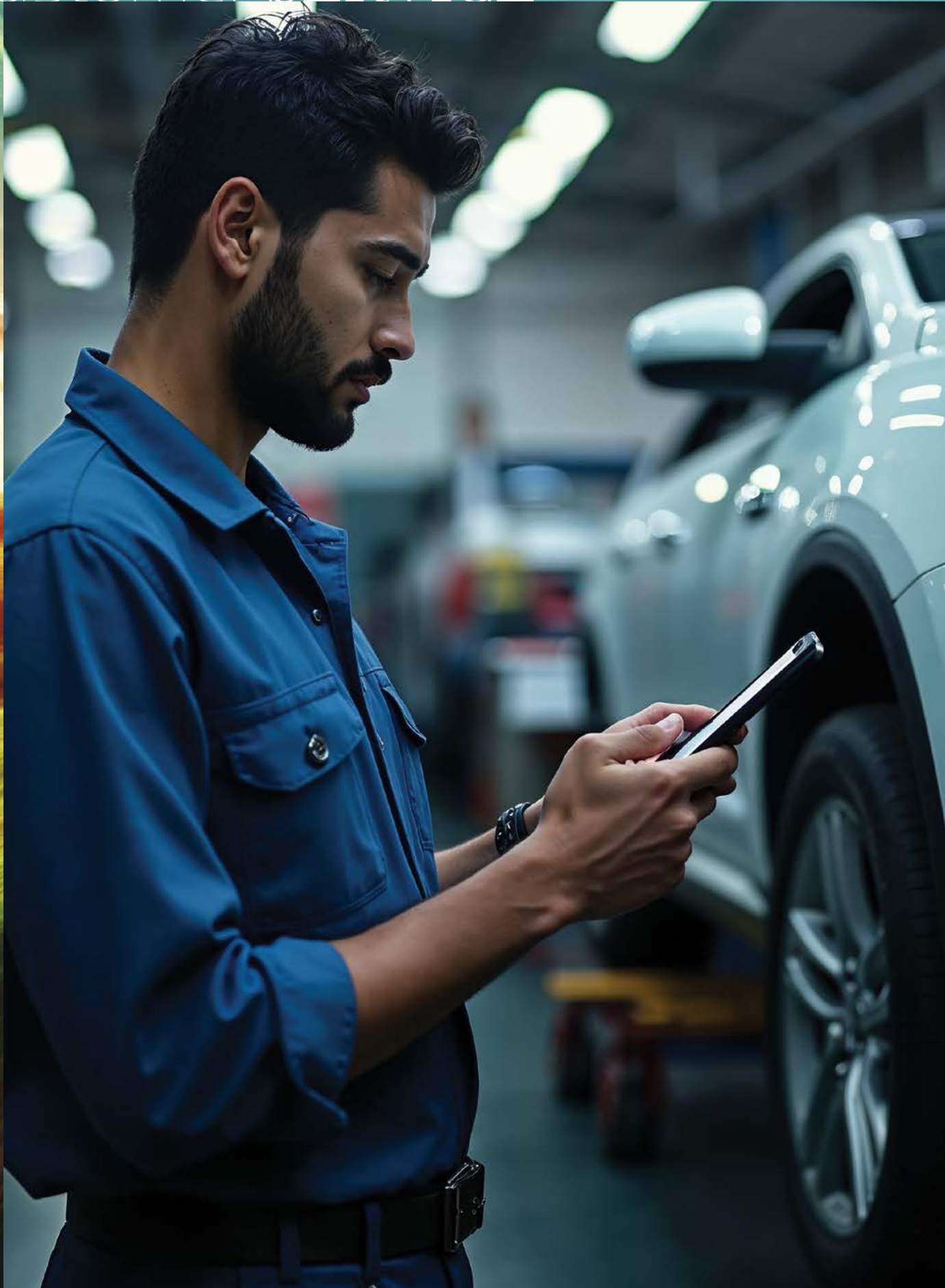
Extended Hours

at Multiple Centres

10+

Service Types Offered

Customer SERVICE



Service Centres and Body Shops

As of July 2023, we operate a network of 60 body shops across Kerala and Tamil Nadu. These facilities, comprising both dealer-owned and OEM-
authorised centres, are designed to handle a broad spectrum of repair
work. Together, they contribute to our comprehensive and integrated
service offering, ensuring that customers receive consistent support
across all locations.

60 Body Shops

2 States

100%
OEM-Compliant Repair
Infrastructure

Digital Engagement

We have developed robust digital platforms that allow customers to easily
explore our offerings, book services, and schedule test drives. Our digital
marketing efforts include maintaining up-to-date websites, managing
social media campaigns, GMB pages, social media pages for all OEMs. We
have strong presence across all Social Media Platforms. Created over 100
Video content to push the brand further. We also conduct targeted lead
generation campaigns, run OEM-specific initiatives, and advertise on third-
party aggregator platforms. Video conferencing tools enable us to stay in
touch with customers, organise awareness sessions, and host customer
meetings in a convenient virtual format.

1
Proprietary App

340+
Digital Campaigns

100%
Online Booking Enabled

Technological Tools

We leverage an integrated suite of digital tools to enhance productivity
and maintain a competitive edge. These include Google Workspaces, Wings
ERP software, business intelligence and reporting tools, customised CRM
and HRMS software, and procurement solutions. Our technology backbone
also comprises an e-commerce-enabled company website, used car
platform, FortiGate firewalls, SDWAN, and various cloud-based services.
These solutions enable us to streamline internal operations, improve the
efficiency of customer interactions, and drive measurable outcomes across
service touchpoints.

10+
Digital Platforms

ERP, CRM, HRMS
Integrated

100%
Cloud-Enabled Operation

Training and Development

Our focus on training and development ensures that service teams remain
agile and knowledgeable. We conduct regular training sessions, including
those to familiarise teams with new vehicle models and sales schemes.
Senior personnel are enrolled in recognised educational institutions'
leadership and management development programmes. In addition,
our partnerships with OEMs and supplier agreements help ensure our
workforce stays updated on the latest service protocols and technical
standards.

100+
Training Sessions Annually

10
OEM Tie-Ups

360°
Staff Development Model

Review of PERFORMANCE






Passenger Vehicle Business:

Our passenger vehicle dealership business is built on a foundation of brand diversity, long-standing OEM relationships, and expansive geographic presence. Representing iconic names such as Maruti Suzuki, Honda, Jaguar, and Land Rover, we cater to a wide spectrum of customer preferences — from economy to premium to luxury. This diverse brand portfolio enables us to serve varied mobility aspirations while maintaining a robust position across market segments. Our strategic ties with OEMs, nurtured over decades, reflect mutual trust and operational excellence, while our deep market penetration and widespread network of touchpoints ensure visibility, accessibility, and responsiveness across South India. This unique combination of breadth and depth positions us as a key player in the passenger vehicle retail ecosystem, equipped to drive consistent volume and value across customer categories.

Passenger Vehicles: Volume		(Units)	Passenger Vehicles: Revenue		(₹ Crore)
FY25	<div></div>	30,116	FY25	<div></div>	3,314
FY24	<div></div>	31,726	FY24	<div></div>	3,307
FY23	<div></div>	33,681	FY23	<div></div>	3,014
FY22	<div></div>	29,229	FY22	<div></div>	2,340
FY21	<div></div>	28,601	FY21	<div></div>	2,070

Passenger Vehicles: Relationship Capital

	Segment	Years of Relationship	Touchpoints
	Economy to Premium	41 years	212
	Economy to Premium	17 years	21
	Luxury	15 years	6

Review of **PERFORMANCE**





Commercial Vehicles

Our commercial vehicle business reflects a well-rounded strategy built on diversity, reliability, and strong OEM alliances. With long-standing partnerships with Tata Motors and BharatBenz, we have positioned ourselves to address the full spectrum of customer needs in the commercial transportation space. These brands collectively allow us to serve a wide base of operators, from fleet-driven logistics companies to specialised cargo and construction vehicle users, each with distinct performance and service expectations. Combining a deep-rooted 27-year relationship with Tata Motors and a 12-year association with BharatBenz ensures we remain aligned with evolving product innovations, market trends, and customer demands. Supported by an extensive and strategically located network of touchpoints across Kerala, Tamil Nadu, and Maharashtra, we can deliver reliable service, responsive support, and market-wide accessibility. This dual-brand portfolio enhances our market positioning, enabling us to meet the expectations of value-driven operators and premium-oriented buyers while maintaining a resilient and growing revenue stream in a high-demand sector.

Commercial Vehicles: Volume		(Units)	Commercial Vehicles: Revenue		(₹ Crore)
FY25	<div></div>	9,658	FY25	<div></div>	1,889
FY24	<div></div>	10,601	FY24	<div></div>	1,954
FY23	<div></div>	10,758	FY23	<div></div>	1,570
FY22	<div></div>	8,390	FY22	<div></div>	959
FY21	<div></div>	6,504	FY21	<div></div>	691

Commercial Vehicles: Relationship Capital

	Segment	Years of Relationship	Touchpoints
	Commercial Vehicles	28 years	71
	Commercial Vehicles	13 years	43

Review of **PERFORMANCE**





Electric Vehicles

Our electric vehicle business reflects a forward-looking strategy shaped by innovation, adaptability, and emerging OEM collaborations. With focused partnerships with Ather in the two-wheeler segment and Piaggio in the three-wheeler category, we have made strong initial inroads into the EV space, positioning ourselves to meet the evolving preferences of new-age mobility consumers. These alliances allow us to cater to diverse customer segments, ranging from individual electric commuters to small-scale urban transporters, each with a clear inclination toward sustainability, cost-efficiency, and next-generation vehicle technologies.

Although relatively recent, our three-year relationships with both OEMs have already translated into tangible growth and network expansion. With dedicated touchpoints and a service-oriented approach, we are building a strong foundation in this high-potential sector. As climate change and environmental concerns reshape transportation priorities, the demand for electric vehicles is accelerating — and our early positioning in this segment allows us to respond effectively. Backed by growing market acceptance, improved product ranges, and a supportive policy environment, our EV business is aligned with the shift toward greener, cleaner mobility, enabling us to build a scalable and impactful presence in a rapidly transforming landscape.

Electric Vehicles: Volume		(Units)	Electric Vehicles: Revenue		(₹ Crore)
FY25	<div></div>	4,313	FY25	<div></div>	87
FY24	<div></div>	4,338	FY24	<div></div>	85
FY23	<div></div>	3,381	FY23	<div></div>	56
FY22	<div></div>	252	FY22	<div></div>	5
FY21	<div></div>	0	FY21	<div></div>	0

Electric Vehicles: Relationship Capital

	Segment	Years of Relationship	Touchpoints
 ATHER	2W	3 years	14
 PIAGGIO	3W	3 years	14

Review of **PERFORMANCE**



Services and Repairs

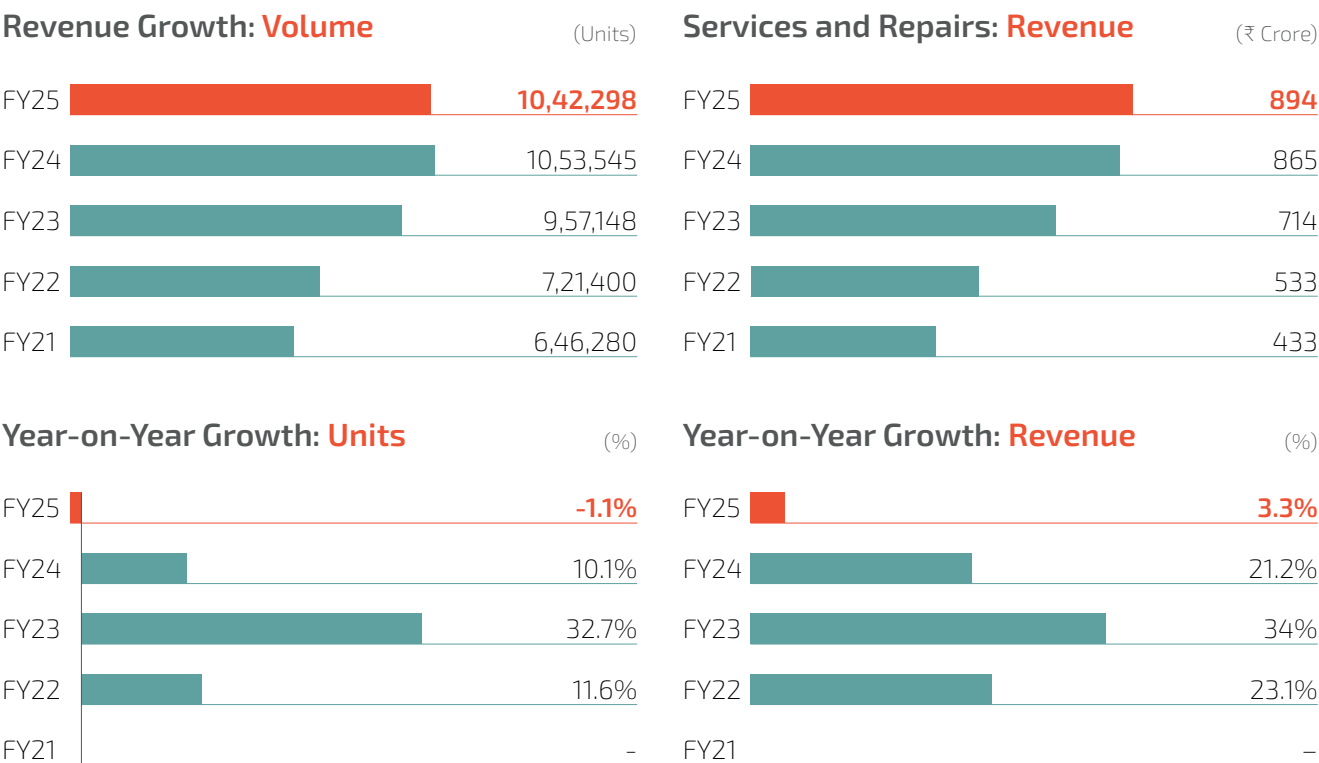
The services and repairs vertical is crucial for PVSL's business model as it generates recurring revenue. PVSL ensures customer loyalty and repeat business by servicing many vehicles, which is vital for long-term profitability. The diverse range of services, including warranty and collision repairs, attracts a broad customer base, enhancing customer satisfaction and retention.

Review of Performance

The Service and Repairs segment has continued its positive momentum in unit/volume and revenue trends in FY25. The number of units serviced decreased from **10,53,545 in FY24** to **10,42,298 units in FY25**, reflecting a -1% year-on-year degrowth.

Correspondingly, revenue saw an increase from **₹865 Crores in FY24** to **₹894 Crores in FY25**, translating into a **3.3% growth**. This performance reflects the continued success of the Company's service strategy, operational efficiency, and focus on delivering a superior customer experience.

Overall, the Service and Repairs segment sustained its growth trajectory, contributing significantly to PVSL's recurring income and demonstrating its strength as a pillar of long-term profitability.



Review of PERFORMANCE



Pre-Owned Vehicles

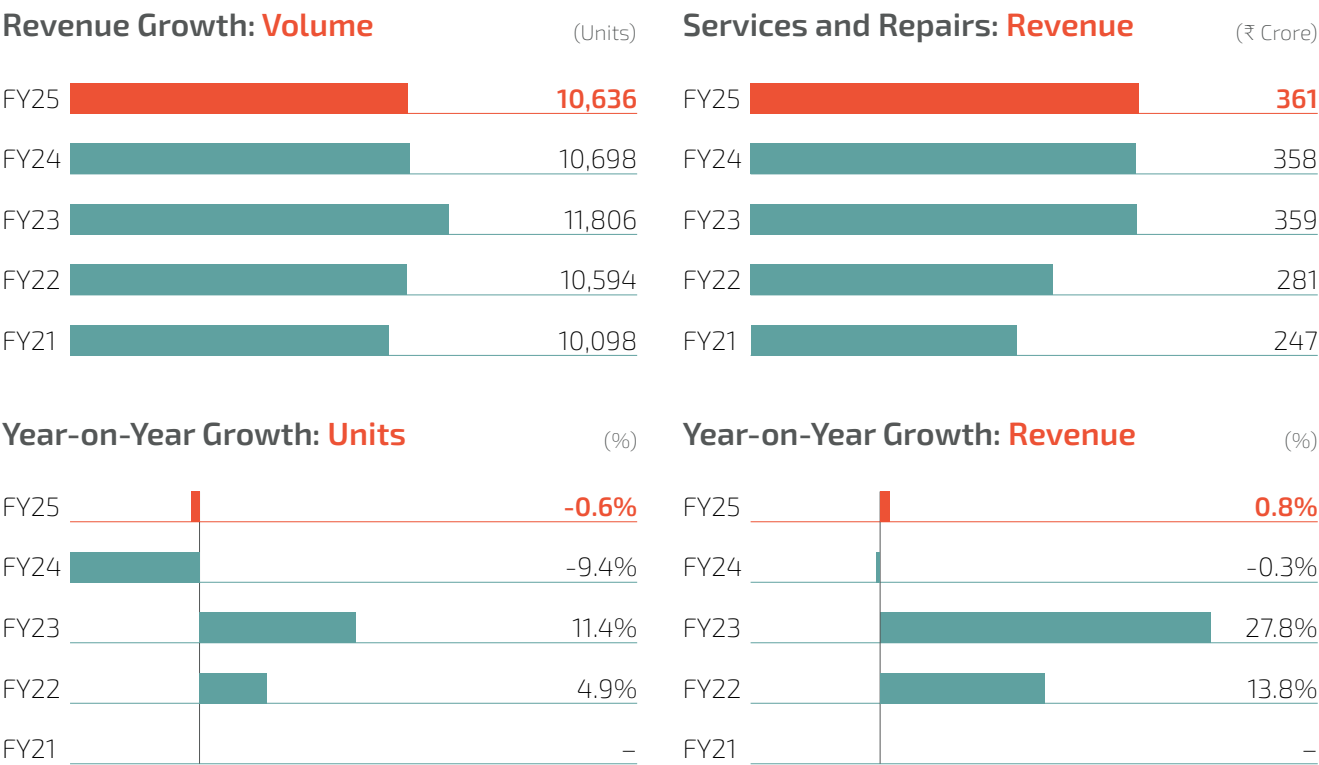
The pre-owned vehicle segment complements PVSL's new vehicle sales, providing customers with trade-in options and certified pre-owned vehicles. This boosts sales volumes and builds customer trust and loyalty, as buyers have confidence in the quality of certified pre-owned vehicles. This segment also ensures that PVSL can cater to price-sensitive customers, broadening its market reach.

Review of Performance

The Pre-owned Vehicles segment witnessed a mixed performance in FY25. After an increase in units sold in FY24, the trend reversed in FY25 with total units sold decreasing to 10,636, reflecting a -0.6% decrease over the previous year.






On the revenue front, the segment improved slightly from ₹358 Crores in FY24 to ₹361 Crores in FY25, representing a 0.8% growth. This turnaround suggests a recovery in demand and renewed customer confidence in the certified pre-owned offerings.

Overall, the Pre-owned Vehicles segment showed resilience by regaining momentum in FY25 after a marginal dip in the previous year. This reflects PVSL's adaptability to changing customer preferences and its strong value proposition in the pre-owned market.








Financial HIGHLIGHTS (₹ Crores)






Revenue from Operations

FY25		5,541
FY24		5,616
FY23		4,875
FY22		3,466
FY21		2,894






PBT

FY25		-8.95
FY24		97.70
FY23		84.90
FY22		68.50
FY21		47.20

EBITDA






FY25		175
FY24		286
FY23		235
FY22		179
FY21		175

PAT

FY25		-10
FY24		76
FY23		68
FY22		34
FY21		32






EBITDA Margin

(%)

FY25		3.15
FY24		5.07
FY23		4.80
FY22		5.13
FY21		5.99

PAT Margin

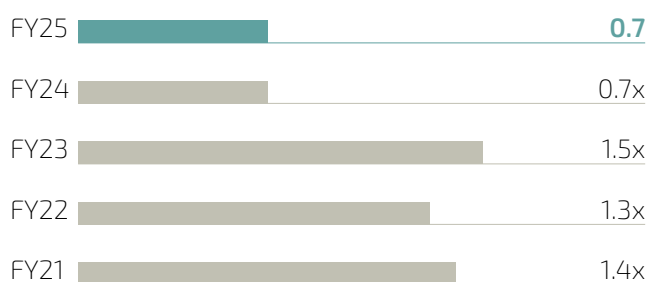
(%)

FY25		-0.19
FY24		1.35
FY23		1.31
FY22		0.97
FY21		1.11

Key RATIOS

(%)

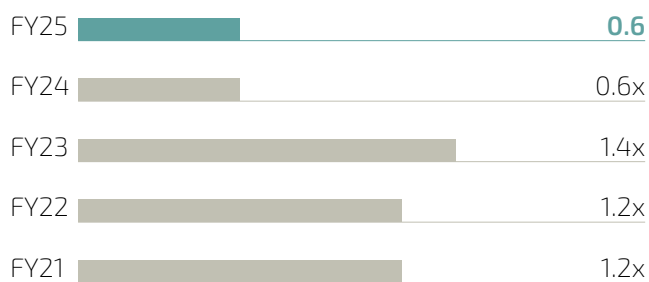
Debt to Equity



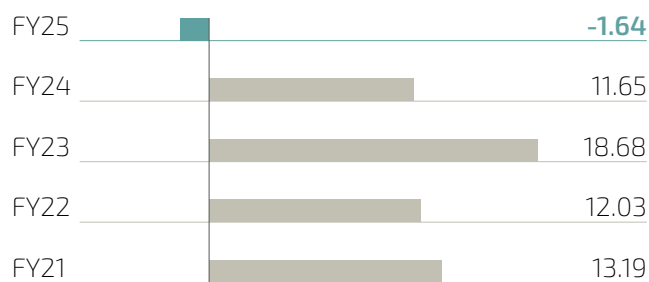
ROCE



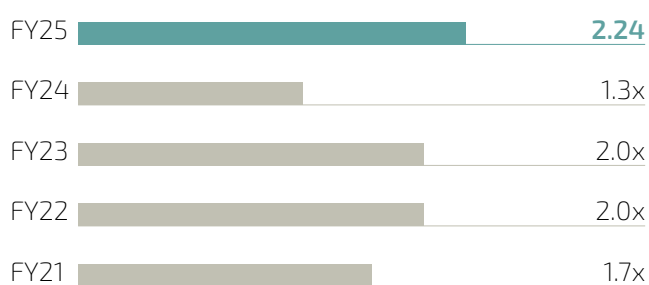
Net Debt / Equity



ROE



Net Debt / EBITDA



CSR – SURAKSHITMARG

Empowering Educators to Build a Safer Tomorrow

A change from the previous years, your Company and its Subsidiaries joined hands to create a comprehensive school-based road safety initiative SurakshitMarg. Through schools and Children studying there, who are the future drivers; a project was crafted to self-learn and profess the road culture initiatives across the Districts of Kerala, Tamil Nadu, Karnataka and Maharashtra in coming 4-5 years were your Company and Subsidiaries have business. The pilot districts, Ernakulam and Trissur were selected for this fiscal to first learn and improve a model to be taken at larger scales.

Implementing agency K. P. Paul Foundation associated with SCMS Institute for Road Safety and Transportation (SiRST) spearheaded the initiative across the length and breadth of the Districts of Ernakulam and Trissur. 50 schools were identified in each District and were given guidance on the project through training programmes and also distributed booklets and materials for schools to effectively implement their own self-crafted initiatives. Moderators from SiRST effectively monitored and guided schools during the project periods.

Each schools were provided a fund support of Rs. 25,000/- towards their projects on road safety and awareness campaigns. To instil a competitive spirit and awards of cash prizes were offered for their future road safety initiatives basis the positions achieved. Each participating school competed with one another in the District in spreading the awareness and culture changing initiatives among their students, teachers, non-teaching staffs, and associated intermediaries (like van drivers / school bus drivers) apart from the reaching out to the general public in their vicinity.

Road Safety audits were conducted across all participating schools with the support of software tool provided by International Road Federation (IRF), India Chapter in collaboration with trained faculty members and student volunteers from the NSS unit of SCMS School of Engineering and Technology (SSET) and the detailed report were submitted to District Road Safety authorities and respective schools for further action.

First responder groups were created at school and its neighbourhood with ample training and awareness

session on providing immediate assistance. 73 first responder groups were First Responder Groups formed and trained in trauma first aid and emergency response, including local drivers, shopkeepers, and parents.

A jury comprising representatives from the Motor Vehicles Department, Police department, Kuttukaran Group and Agency was constituted along with an evaluation rubrics to evaluate the performance based on their activities, engagement and social media presence.

IRECS Impact Assessment was conducted which indicated an overall impact score of 4.82/5 demonstrating high inclusivity, strong alignment with community needs, exceptional delivery effectiveness, robust multi-sector convergence, and strong sustainability prospects.



Hon'ble Chief Minister of Kerala, **Shri Pinarayi Vijayan**, inaugurating Surakshit Marg 2.0, launched across six districts – Kozhikode, Kannur, Kottayam, Kollam, Thiruvananthapuram, and Alappuzha."

Impact Highlights of SurakshitMarg 2024-25



Road Safety Awareness Outreach

2,10,000+ – Road users sensitised through student-led street plays, flash mobs, campaigns, and public engagements across Ernakulam and Thrissur districts.



Activities Conducted

1,165 – Road safety activities implemented across participating schools, including quizzes, street plays, vehicle checks, helmet campaigns, and awareness drives



Student Engagement

50,000+ – School children trained as Road Safety Ambassadors using interactive, age-appropriate learning methods and expert-led sessions.



Infrastructure Improvements

47 – Safety enhancements initiated near school zones—such as convex mirrors, zebra crossings, signage upgrades, and cleared pathways.

First Responder Training

73 – First Responder Groups formed and trained in trauma first aid and emergency response, including local drivers, shopkeepers, and parents.

94 – Schools actively implemented the program and sustained engagement throughout the year despite academic constraints.

Prize Awards Distributed

₹9,40,000 – Road Safety funds awarded to winning schools, teachers, and students across categories such as Best School, Best Teacher Team, Best Student Project, and Best Use of Technology & Social Media.



School Zone Safety Audits

94 – School zones audited using IRF India tools with the active involvement of trained student volunteers and faculty.

Total Budget Committed

₹54,80,000 – CSR fund allocation by Kuttukaran Group to design, implement, monitor, and evaluate the SurakshitMarg program across participating schools

Directors' Report

To,
The Members,
Popular Vehicles and Services Limited

Your Directors are pleased to present the Company's 41st Annual Report together with the report of the statutory auditors and the audited financial statements of the Company for the financial year ended 31st March, 2025.

Operational Review

1. FINANCIAL STATEMENTS & RESULTS

Financial Results

a) Standalone Performance

During the year under review, the revenue from operation were at ₹ 25,769.00 million as against ₹26,438.22 million in the previous year, recording a decrease of 2.53%. The loss was recorded at ₹ 336.17 million in the current year as against profit of ₹258.19 million in the previous year.

b) Consolidated Performance

During the year under review on a consolidated basis, the revenue from operation were at ₹ 55,412.29 million as against ₹56,155.28 million in the previous year, recording a decrease of 1.32%. The loss was recorded at ₹ 104.63 million in the current year as against profit of ₹760.77 million in the previous year.

(In INR millions, except earnings per share data)

Particulars	Standalone		Consolidated	
	For the financial year ended March 31, 2025	For the financial year ended March 31, 2024	For the financial year ended March 31, 2025	For the financial year ended March 31, 2024
Revenue from Operations	25,769.00	26,438.22	55,412.29	56,155.28
Other Income	236.50	177.74	203.63	311.52
Total Revenue	26,005.50	26,615.96	55,615.92	56,466.80
Employee Benefits expense	2,316.69	2,246.06	3,870.84	3,664.59
Finance costs	509.05	552.52	855.68	980.23
Depreciation and amortization expense	528.32	484.99	987.87	919.31
All other expenses	23,066.69	23,040.65	49,991.01	49,941.56
Total Expenses	26,420.75	26,324.22	55,705.40	55,505.69
Profit / (Loss) Before Tax and exceptional item	(415.25)	291.74	(89.48)	961.11
Exceptional item	0	16.05	0	16.05
Profit / (Loss) Before Tax	(415.25)	307.79	(89.48)	977.16
Tax Expense:				
Current Tax	21.25	57.73	135.40	248.58
Deferred Tax	(100.33)	(8.13)	(120.25)	(32.19)
Profit after tax for the year	(336.17)	258.19	(104.63)	760.77
Earnings per equity share(in ₹)				
Basic	(4.72)	4.09	(1.47)	12.05
Diluted	(4.72)	4.09	(1.47)	12.05

2. TRANSFER TO RESERVES

The Board of Directors of your company, considering the loss incurred during the year under review has decided not to transfer any amount to the Reserves.

3. DIVIDEND

The Board of Directors of your Company has not recommended any dividend for the financial year under review.

Pursuant to the provisions of Regulation 43A of the Listing Regulations, the Board of Directors of the Company has adopted a Dividend Distribution Policy which details the dividend philosophy of the Company, the factors which are considered by the Board while recommending / declaring dividend, suggested band for proposing dividend pay-out, periodicity of dividend, circumstances in which dividend is considered, etc. The said policy is placed on the website of the Company at <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Dividend-Distribution-Policy-.pdf>

4. STATE OF THE COMPANY'S AFFAIRS

Your company in its Board meeting held on 12th February, 2025 approved the 100% divestment of the Company's subsidiaries, namely, Vision Motors Private Limited (VMPL) and Kuttukaran Green Private Limited (KGPL). The divestment is expected to enhance operational efficiency and allow for the redeployment of capital into high-growth and value-accretive opportunities.

5. CHANGE IN NATURE OF BUSINESS

There has been no change in the nature of business of the Company during the year under review.

6. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY AFTER THE END OF THE FINANCIAL YEAR.

There have been no material changes and commitments which affect the financial position of the Company which have occurred between the end of the financial year to which the financial statements relate and the date of this report.

7. CAPITAL & DEBT STRUCTURE

(i) Share Capital:

During the year under review, the Company has not altered/modified its authorised share capital and has not issued any shares.

The authorized share capital of the Company as on 31st March, 2025 was ₹15,00,00,000, and the paid-up equity share capital of the Company was ₹14,23,96,396 consisting of 71198198 equity shares of face value ₹2/- each.

(ii) Utilization of issue proceeds

The objects of the offer for fresh issue portion excluding general corporate purposes was repayment/pre-payment of certain borrowings availed by the Company and the subsidiaries namely, Popular Auto works Private Limited, Popular Mega Motors (India) Private Limited, Kuttukaran Green Private Limited, Kuttukaran Cars Private Limited and Prabal Motors Private Limited.

The subsidiaries received funds from the Company as Inter Corporate Loan with an option to convert it to equity shares under section 62(3) of the Companies Act, 2013 on the terms as agreed by execution of a Loan Agreement. The net proceeds allocated towards the objects of the offer was fully utilised. Following the finalization of offer expenses, actual issue expense reduced from ₹210 million to ₹195 million. Surplus of ₹15.10 million was added back to the net proceeds and has been utilised under general corporate purposes.

Ranking as per Market Capitalization as on 31st December, 2024

As per the market capitalization of listed companies as at the end of 31st December 2024, your Company has been ranked 1209th in the top 2000 category.

Employee Stock Option Scheme:

The Board in their meeting held on 14th August, 2025 on the recommendation of the Nomination and Remuneration Committee provided in principle approval for seeking approval of the shareholders in the ensuing 41st Annual General Meeting for structuring and implementing an Employee Stock Option Plan (ESOP) for the benefit of the employees of the company and its subsidiaries either through fresh issue or through the Trust route via secondary acquisition. In this regard, Shareholders approval is sought for the following:

- Approval of one or more employee stock option schemes to be offered to the employees of the company directly or through an irrevocable trust;
- Approval of one or more employee stock option schemes to be offered to the employees of the present or future subsidiaries or associate companies of the company, directly or through an irrevocable trust;
- Approval for the grant of options to identified employees in any one year,

equal to or exceeding one percent of the issued capital, under the employee stock option scheme;

- d. Establishment of an irrevocable trust and authorization for secondary acquisition of shares for implementing an employee stock option scheme;
- e. Grant of financial assistance/provision of money by the company to the trust to fund the acquisition of its equity shares, in terms of the employee stock option scheme.

Payment of Listing Fee:

Your Company has paid the listing fee for the Financial Year 2024 - 25 to both the Stock Exchanges BSE Limited (BSE) and National Stock Exchange of India Limited (NSE).

8. UNPAID DIVIDEND & IEPF

Pursuant to the applicable provisions of the Companies Act, 2013, read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules,

2016 ("the IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF; established by the Government of India, after completion of seven years. Further, according to the IEPF Rules, the shares on which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority.

Your Company declared dividend in the 40th Annual General Meeting held on 24th September, 2025 for the financial year 2023-24 and the unpaid dividend has been transferred to the Unpaid Dividend Account within the prescribed time. However, your Company does not have any funds lying unpaid or unclaimed for a period of seven years in Unpaid Dividend Account. Therefore, there were no funds which were required to be transferred to Investor Education and Protection fund (IEPF) for the year under review.

Last date to claim unclaimed/unpaid dividends before transfer to IEPF, in respect of the dividend declared for the financial year 2023-24 is as under:

Financial Year	Declaration Date	Date to claim before transfer to IEPF	Amount lying in Unpaid Dividend Account	Corresponding shares liable to be transferred to IEPF
2023-24	24 th September, 2024	27 th October, 2031	₹41,467.50	82,935

Details of Nodal Officer

In accordance with the IEPF Rules, the Board of Directors in its meeting held on 13th November, 2024, appointed Mr. Varun T.V., Company Secretary and Compliance Officer, as Nodal Officer of the Company for the purposes of verification of claims of shareholders pertaining to shares transferred to IEPF and/or refund of dividend from IEPF Authority and for coordination with IEPF Authority. The details of the Nodal Officer is available on the website of the Company at <https://www.popularmaruti.com/investor-relations/investor-contact/>

9. CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

The Board has formulated the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (Fair Disclosure Code) for fair disclosure of events and occurrences that could impact price discovery in the market for the Company's securities and to maintain the uniformity, transparency and fairness in dealings with all stakeholders and ensure adherence to applicable laws and regulations. The same is available on the website of the Company at <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Code-of-practices-and-procedures-for-fair-disclosure-of-UPSI.pdf>

[content/uploads/2024/01/Code-of-practices-and-procedures-for-fair-disclosure-of-UPSI.pdf](https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Code-of-practices-and-procedures-for-fair-disclosure-of-UPSI.pdf)

10. PREVENTION OF INSIDER TRADING

The Board has formulated a code of conduct for regulating, monitoring and reporting of trading of shares by Insiders. This code lays down guidelines procedures to be followed and disclosures to be made by the insiders while dealing with shares of the Company and cautioning them on consequences of non-compliance. The same is available on the website of the Company at <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Insider-Trading-Policy.pdf>

11. MATTERS RELATED TO DIRECTORS AND KEY MANAGERIAL PERSONNEL

a) Board of Directors

As on 31st March, 2025, the Board of your Company comprised of Seven Directors with three Executive Directors, one Nominee Director and three Non- Executive Independent Directors. The composition of the Board of Directors meets the requirement of provisions of Regulation 17 of the Listing Regulations and Section 149 of the Companies Act, 2013.

The Board of Directors of the Company as on 31st March, 2025 are as follows:

Name of the Director	Designation	DIN
Mr. Naveen Philip	Managing Director	00018827
Mr. John K. Paul	Whole Time Director	00016513
Mr. Francis K. Paul	Whole Time Director	00018825
Mr. Jacob Kurian	Independent Director	00213259
Mr. George Joseph	Independent Director	00253754
Ms. Preeti Reddy	Independent Woman Director	07248280
Mr. Rakesh Kumar Bhutoria	Nominee Director	08449728

None of the Directors of the Company are disqualified under the provisions of the Act.

During the year under review, there was no changes on the Board of Directors ('Board') except as mentioned below;

i) Appointment:

a. Mr. George Joseph (DIN: 00253754) who retired due to the attainment of age of 75 years was appointed as the Non-Executive Independent Director of the company in the Postal Ballot held through remote e-voting concluded on 11th July, 2024 to hold office for a period of five years.

b. Mr. John K. Paul (DIN: 00016513), Whole Time Director, was also one of the Directors of Kerala Chamber of Commerce and Industries (KCCI) during the financial years 2012-13, 2013-14 and 2014-15 when KCCI was found in violation of Sections 209(1) and 217(3) of the Companies Act, 1956. He remitted a fine of ₹ 10,000/- in ST 43/19 and ₹5,000/- in ST 42/19 before the Chief Judicial Magistrate (Economic Offences) Court at Ernakulam for the said violations. In terms of Part I of Schedule V to the Companies Act, 2013, the Company had sought the approval of the Central Government for his re-appointment.

However, the applications for his previous appointments were not considered and disposed-off by the Ministry of Corporate Affairs (MCA) vide

Letter No E-File No.1/2/2022- DS(CL-VII) MCA dated 29th April 2024.

Consequent to the above, the Board in its meeting held on 28th May 2024, based on the recommendation of the Nomination and Remuneration Committee, proposed re-appointment of Mr. John K. Paul as Whole-time Director for a further term commencing from 29th April, 2024 to 31st March 2026. Accordingly, the shareholders' approval by passing special resolution via postal ballot was sought and the same was approved on 11th July, 2024.

Fresh application for approval in form MR-2 was filed via SRN: AA9448579 dated 25th July, 2024 which is under the consideration of the Ministry of Corporate Affairs.

ii) Retirement by rotation:

In accordance with the Articles of Association, Mr. Francis K. Paul, Whole Time Director (DIN: 00018825), retires by rotation at the ensuing Annual General Meeting. Mr. Francis K. Paul, being eligible, seeks re-appointment at the ensuing Annual General Meeting. A brief profile and the details as per Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation is provided below:

DETAILS OF DIRECTORS RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of the Director	Mr. Francis K. Paul
Brief Profile	Mr. Francis K. Paul, Whole Time Director of the Company has over 50 years of experience in the automobile industry. He is responsible for corporate social responsibility activities and other policy matters of your Company.
Age	77 years
Date of First Appointment on the Board	28-06-1983
Qualifications	Bachelor's degree in mechanical engineering from the University of Calicut
Nature of expertise, experience in specific functional areas.	Over 50 years of experience in Automobile Industry.
Past Remuneration	Details have been provided in the Corporate Governance Report which forms part of the Annual Report 2024-25.
Terms and conditions of appointment/ re-appointment including Remuneration to be paid.	Re-appointment as a Director, liable to retire by rotation.
Number of shares held in the Company including shares held as a Beneficial Owner as on March 31, 2025.	1,45,19,362
Relationship with other Directors / KMPs.	Relative of Mr. Naveen Philip, Managing Director (nephew) and Mr. John K. Paul, Whole Time Director (brother).
Directorships held in other Companies.	Popular Auto Dealers Private Limited, Popular Autoworks Private Limited, Kuttukaran Cars Private Limited, Kuttukaran Green Private Limited, Memorytrain Creatives Private Limited, Bluetimbre Music Private Limited, Keracon Equipments Private Limited, Regiis Insurance Brokers Private Limited, Prabal Motors Private Limited and Popular Auto Spares Private Limited.
Committee Chairmanship held in other Companies.	Corporate Social Responsibility Committee of Prabal Motors Private Limited, Popular Auto Dealers Private Limited and Popular Autoworks Private Limited.
Committee Membership held in other Companies.	Corporate Social Responsibility Committee of Prabal Motors Private Limited Popular Auto Dealers Private Limited and Popular Autoworks Private Limited.
Resignation from Listed entities in the past three years.	Nil
No. of Board Meetings of the Company attended during the Financial year 2024-25.	6

iii) Recommendation of appointment of Independent Director:

The Board of Directors in their meeting held on 14th August, 2025 recommended the appointment of Mr. Neeraj Jain as Independent Director for approval of shareholders for a period of 5 years commencing from the date of 41st Annual General Meeting.

Mr. Neeraj Jain is included in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs (IICA) and has qualified the online proficiency self-assessment test conducted by IICA.

Mr. Neeraj Jain has given all required declarations and has consented to act as Independent Director. As required under Section 149(7) of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, Mr. Neeraj Jain has given the necessary

declaration that he meets the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 (8) read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and do not suffer from any disqualifications specified under the Act and Regulations.

DETAILS OF DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of the Director	Mr. Neeraj Jain
Brief Profile	A rank-holder Chartered Accountant and Company Secretary with 30+ years of leadership experience in finance, supply chain, and business management across Johnson & Johnson (J&J) and Hindustan Unilever (HUL), in roles of increasing responsibility across India, ASEAN, and Asia Pacific. Mr. Neeraj was awarded as one of the 100 most influential CFOs in India in 2016 by CImA. Earlier he was recognized amongst the top 100 CFOs in 2015 by 9.9 Media.
Age	63 years
Date of First Appointment on the Board	First appointment shall be effective from the date of ensuing 41 st AGM, i.e., 29 th September, 2025.
Qualifications	Chartered Accountant and Company Secretary
Nature of expertise, experience in specific functional areas.	30+ years of leadership experience in finance, supply chain, and business management across Johnson & Johnson (J&J) and Hindustan Unilever (HUL), in roles of increasing responsibility across India, ASEAN, and Asia Pacific.
Past Remuneration	Not Applicable
Terms and conditions of appointment/ re-appointment including Remuneration to be paid.	Appointment as an Independent Director, not liable to retire by rotation.
Number of shares held in the Company including shares held as a Beneficial Owner as on March 31, 2025.	Nil
Relationship with other Directors / KMPs.	Not related to any Director or KMPs.
Directorships held in other Companies.	Director at Value Angels Network Private Limited, Tata Pension Fund Management Private Limited, Radiowalla Network Limited, Gromax Agri Equipment Limited and Tata Trustee Company Private Limited.
Committee Chairmanship held in other Companies.	As provided in Table below.
Committee Membership held in other Companies.	As provided in Table below.
Resignation from Listed entities in the past three years.	Nil
No. of Board Meetings of the Company attended during the Financial year 2024-25.	Nil

Table: Committee Details of Mr. Neeraj Jain

SI No.	Name of the Company	Type of Committee	Member/Chairman
1	Tata Trustee Co Private Limited	1.Audit Committee	Member
		2.Risk Committee	Chairman
2	Tata Pension Fund Management Private Limited	1. Audit Committee	Chairman
		2. Risk Committee	Chairman
		3. NRC	Member
3	Gromax Agri Equipment Limited	1. Audit Committee	Member
		2. NRC	Member
4	Radiowalla Network Limited	1. Audit Committee	Chairman
		2. NRC	Member
		3. Stakeholder Relations Committee	Member

b) Key Managerial Personnel

The Key Managerial Personnel of the Company in accordance with Regulation 2(1)(bb) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations and Section 2(51) of the Companies Act, 2013 during the period under review are as follows:

SI No	Name	Designation
1.	Mr. Naveen Philip	Managing Director
2.	Mr. John K. Paul	Whole Time Director
3.	Mr. Francis K. Paul	Whole Time Director
4.	Mr. Raj Narayan	Chief Executive Officer
5.	Mr. John Verghese	Group Chief Financial Officer
6.	Mr. Varun T.V.	Company Secretary and Compliance Officer

Mr. John Verghese, the Group Chief Financial Officer (CFO) of the Company attained the retirement age of 58 years and his services was extended in the light of the Initial Public Offer (IPO) for a period of two years till 31st March 2024 in the meeting of the Nomination and Remuneration Committee held on 30th March, 2022. Further, for the seamless transition of the Company into a listed entity, the services of Mr. John Verghese was further extended for another period of one year ending on 31st March, 2025 by the NRC Committee in its meeting on 28th May, 2024.

In order to ensure a smooth transition of the responsibilities and for successful completion and hand over of several ongoing finance and other initiatives, the services of Mr. John Verghese, was extended till 30th June, 2025 by the Board in its meeting held on 12th February, 2025.

Mr. Abraham Mammen was appointed as Group Chief Financial Officer Designate and Senior Management Personnel in the Board meeting held on 12th February, 2025, to take effect from 12th February, 2025 till 30th June, 2025. Upon the retirement of Mr. John Verghese, the former Group CFO, Mr. Abraham Mammen succeeded as the Group Chief Financial Officer and Key Managerial Personnel of the Company w.e.f. 01st July, 2025.

In addition, for the year under review, the following Key Managerial Personnel's (KMPs) of the Company also holds position of KMP in the Wholly Owned Subsidiary Companies as under:

SI.No	Name	Designation in Subsidiary	Name of Subsidiary
1.	Mr. Naveen Philip	Managing Director	Popular Mega Motors (India) Private Limited
2.	*Mr. John Verghese	Chief Financial Officer	Popular Autoworks Private Limited
3.	Mr. Varun T.V.	Company Secretary	Popular Autoworks Private Limited

*Mr. Abraham Mammen took over as the Chief Financial Officer of Popular Autoworks Private Limited w.e.f., 04th August, 2025 pursuant to the resignation of Mr. John Verghese from the position of Group Chief Financial Officer w.e.f., 03rd August, 2025.

c) Criteria for Determining Qualifications, Positive Attributes and Independence of a Director.

The Nomination and Remuneration Committee has formulated Nomination, Remuneration and Evaluation Policy, which details the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178(3) of the Act and the Listing Regulations. The Nomination, Remuneration and Evaluation Policy is available on the website of the Company at the link <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Nomination-and-Remuneration-Policy.pdf>

d) Independent Directors

Mr. George Joseph (DIN: 00253754) was initially appointed as Independent Director for a term of five consecutive years from 01st July 2021 till 30th June 2026 under the provisions of Sections 149(4), 150, 152 read with Schedule IV of the Companies Act, 2013 ("the Act") and Rule 4 of the Companies (Appointment and Qualification of Directors) Rules, 2014. The initial appointment happened when the Company was an Unlisted Public Company. Subsequent to listing, as the term of Mr. George Joseph was continuing, it was noticed that Mr. George Joseph attained the age of 75 years on 26th April 2024 and in order to comply with the provisions of Regulation 17(1A) of SEBI (LODR), 2015, Mr. George Joseph vacated the office of Independent Director w.e.f., 26th April 2024.

Considering the contributions of Mr. George Joseph during the tenure of the first term, the Nomination and Remuneration Committee and the Board of Directors in its meeting held on 28th May, 2024 recommended for appointment for a term of 5 consecutive years from the date of approval of the resolution by members of the Company. The approval of the shareholders was obtained via postal ballot on 11th July, 2024.

e) Declaration by Independent Directors.

In terms of Section 149 of the Act and other applicable regulations if any (i) Mr. Jacob Kurian (ii) Ms. Preeti Reddy (ii) Mr. George Joseph are the Independent Directors of the Company as on date of this report. As required under Section 149(7) of the Companies Act, 2013, read with SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018, the Independent Directors have given the necessary declaration that they meet the criteria of independence laid

down under Section 149(6) of the Companies Act, 2013 and Regulation 25 (8) read with Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and do not suffer from any disqualifications specified under the Act and Regulations. The Independent Directors have also confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. The Company has also received from them declaration of compliance of Rule 6(1)&(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, regarding the confirmation to the effect that the Independent Directors have included their names in the Database maintained by the Indian Institute of Corporate Affairs, the status of the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs and a confirmation regarding the payment of fees for the said registration and the timely renewal of registration.

Also, the Independent Directors have complied with the Code for Independent Directors prescribed in Schedule IV to the Companies Act, 2013 and the Code of Conduct for Directors and Senior Management Personnel formulated by the Company.

f) Women Director

In terms of the provisions of Section 149 of the Companies Act, 2013 and Regulation 17(1) (a) of Listing Regulations, the Company has appointed Ms. Preeti Reddy (DIN: 07248280) as Independent Woman Director of the Company.

g) Certificate from Practicing Company Secretary

Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the Listing Regulations, Mr. Myladoor Cherian Sajumon, Practicing Company Secretary, Cochin, has certified 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 the Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority and the certificate forms part of the Report of Corporate Governance forming part of this Annual Report.

h) Performance Evaluation

As per Part D of Schedule II SEBI (LODR) Regulations, 2015 read with Regulation 16 of SEBI (LODR) and as prescribed u/s 149(6) of

the Companies Act, 2013, annual evaluation of the performance of the Board, the Directors and its committees was carried out through in-house mechanism through questionnaires.

The Chairperson of Nomination and Remuneration Committee of the Company had internally carried out the performance evaluation of each individual Director, Committee, Board process and Board as a whole. Performance evaluation was carried out internally, based on a structured questionnaire, formulated taking into consideration the criteria approved by the Nomination and Remuneration Committee.

Evaluation criteria of the Board was made based on the role played by the Board in the governance, overall functioning, evaluating strategic proposals, financial reporting process, internal controls and its effectiveness and review of risk management process. The evaluation of individual Director was carried out based on various parameters such as participation in the Board and its Committee meetings, contribution towards strategic proposals, suggesting risk mitigation measures, putting in place internal controls, governance, leadership and talent development and managing external stakeholders. Performance evaluation of various committees of the Board was carried out based on the criteria such as constitution, effective functioning of the committees as per the terms of reference, periodical suggestions and recommendations given by the committees to the Board etc.

i) Familiarization Programme

In terms of Regulation 25(7) of the Listing Regulations, the Company familiarizes its Independent Directors about their roles and responsibilities at the time of their appointment through a formal letter of appointment. The draft letter of appointment / re-appointment is available on the website of the Company at www.popularmaruti.com.

Further the Company conducted familiarization programme with regard to SEBI LODR compliances, Insider Trading compliances, Board and Committee responsibilities, Enterprise Risk Management (ERM Workshop) and Environment Social and Governance (ESG Programme) on 11th February, 2025.

12. NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

a) Board meetings

During the financial year ended 31st March,

2025, the Board of Directors met 6 (six) times on 08th April, 2024, 28th May, 2024, 13th August, 2024, 13th November, 2024, 12th February, 2025 and 26th March, 2025. Requisite quorum was present in all the meetings and the intervening gap between the meetings is within the period as prescribed under Section 173 (1) of the Companies Act, 2013 and the Listing Regulations. The details of the Board meetings are given in the Report on Corporate Governance which forms part of this Report. The Company provides all the Board members the facility to participate in the meetings of Board and its committees through Video Conferencing/ Other Audio-Visual Means.

Pursuant to the requirements of Schedule IV to the Act and the Listing Regulations, a separate Meeting of the Independent Directors of the Company was held on 26th March, 2025, and the Directors reviewed the matters enumerated under Schedule IV(VII)(3) to the Act and Regulation 25(4) of the SEBI (LODR) Regulations, 2015. All the Independent Directors attended the said meeting.

b) Board Committees

Pursuant to the requirements under the Act and the Listing Regulations, the Board of Directors have constituted various Committees such as Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee, Corporate Social Responsibility Committee and Risk Management Committee. The composition and terms of reference of the Committees, number of meetings held during the year under review and attendance of Directors at the Committee meetings are given in the Report on Corporate Governance forming part of this Annual Report. All the recommendations made by the Committees of the Board including the Audit Committee were accepted by the Board.

13. PARTICULARS OF REMUNERATION DETAILS OF DIRECTORS, KEY MANAGERIAL PERSONNEL AND EMPLOYEES

The remuneration details of Directors and Key Managerial Personnel and ratio of remuneration of each Director to the median of employees' remuneration as per Section 197(12) of the Act, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as **Annexure A**.

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014, a statement showing names of the employees drawing remuneration and other particulars, as prescribed in the said Rules is provided in a separate annexure forming part of this report.

Further, the report and the accounts are being sent to the Members excluding the aforesaid **Annexure H**. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary at cs@popularv.com.

Remuneration received by Managing Director/ Whole Time Director from the holding or Subsidiary Company.

Mr. Naveen Philip, Managing Director (DIN: 00018827) of the company is receiving remuneration including performance incentive from Popular Mega Motors (India) Private Limited, the wholly owned subsidiary of the company.

Performance Incentives

The remuneration of the Executive Directors includes payment of performance incentive apart from Salary and Perquisites. The payment of performance incentive to Mr. Naveen Philip, Managing Director, is paid by the wholly owned subsidiary Popular Mega Motors (India) Private Limited. However, due to loss incurred by the Company, the performance incentive for the Financial Year 2024-25 was not recommended by the Nomination and Remuneration Committee and the Board, hence was not paid for the period ended 31st March, 2025.

14. DIRECTORS' RESPONSIBILITY STATEMENT

In terms of clause(c) of sub-section (3) of Section 134 read with sub-section (5) of Section 134 of the Companies Act, 2013, the Directors hereby state and confirm that—

- a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) Such accounting policies have been selected and applied consistently and the Directors 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 as at 31st March, 2025 and of the loss of the company for that year;

- c) Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) The Annual Accounts of the Company have been prepared on a going concern basis.
- e) Proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.
- f) Internal financial controls were followed by the company and such internal financial controls are adequate and operating effectively.

15. ADEQUACY OF INTERNAL FINANCIAL CONTROLS(IFC)

The Company's Internal Control Systems are commensurate with the nature of its business and the size and complexity of its operations. The Audit Committee reviews the adequacy and effectiveness of the internal control system and monitors the implementation of audit recommendations. These are routinely tested by Internal Auditors. No significant deficiencies were reported during the test of IFC.

Further, the Statutory Auditors of the Company also reviewed Internal Controls over Financial Reporting of the Company as on 31st March, 2025, and issued their report which forms part of the Independent Auditor's report.

16. REPORTING OF FRAUD BY AUDITORS

During the year under review, the Statutory Auditors has not reported to the Board under Section 143(12) of the Companies Act, 2013 any instances of fraud committed against the Company by its Officers or employees.

17. DETAILS OF SUBSIDIARY/JOINT VENTURES/ ASSOCIATE COMPANIES

During the financial year under report the Company has not entered into or invested in any new Subsidiaries, Joint Ventures and Associates. The details of the Holding and Subsidiary Companies are given below:-

Sl. No.	Name of the Company	Holding/ Subsidiary/ Associate	Applicable Section
1	Popular Mega Motors(India) Private Limited	Wholly owned Subsidiary	2 (87)
2	Popular Autoworks Private Limited	Wholly owned Subsidiary	2 (87)
3	*Vision Motors Private Limited	Wholly owned Subsidiary	2 (87)
4	Popular Auto Dealers Private limited	Wholly owned Subsidiary	2 (87)
5	Kuttukaran Cars Private Limited	Wholly owned Subsidiary	2 (87)
6	Kuttukaran Green Private Limited	Wholly owned Subsidiary	2 (87)
7	Keracon Equipments Private Limited	Wholly owned Subsidiary	2 (87)
8	*Prabal Motors Private Limited	Subsidiary	2 (87)

*Step down Wholly Owned Subsidiary of the Company

Material subsidiaries:

- (i) Popular Mega Motors (India) Private Limited
- (ii) Prabal Motors Private Limited

During the period under review, pursuant to the conversion of loan into equity in Prabal Motors Private Limited, your Company has directly acquired and holds 30% of the equity shareholding in Prabal Motors Private Limited.

Consequently, the status of Prabal Motors Private Limited changed from a wholly owned subsidiary to a subsidiary of Keracon Equipments Private Limited (one of the wholly owned subsidiaries of the Company).

Financial Position and Performance of Subsidiaries, Joint Ventures and Associates

The consolidated financial statements of the Companies are prepared in accordance with Indian Accounting Standards (IND AS) notified under Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Act, (Ind AS compliant Schedule III), as applicable to the consolidated financial statements and the same forms an integral part of this Report. Pursuant to Section 129(3) of the Act read with Rule 5 of the Companies (Accounts) Rules, 2014, a statement containing salient features of the financial statements of Subsidiaries, for the Financial Year 2024-25 is given in Form AOC-1 which forms an integral part of this Annual Report as **Annexure G**. In accordance with Section 136(1) of the Act, the Annual Report of your Company containing inter alia, financial statements including consolidated financial statements, has been placed on the Company's website at <https://www.popularmaruti.com/investor-relations/financials/annual-reports/annual-returns/annual-reports/>

Further, the financial statements of the Subsidiaries are also placed on the Company's website at <https://www.popularmaruti.com/investor-relations/>

[financials/annual-reports/annual-returns/annual-reports/](https://www.popularmaruti.com/investor-relations/financials/annual-reports/annual-returns/annual-reports/).

Any member desirous of inspecting or obtaining copies of the audited financial statements, including the consolidated financial statements of the Company, audited financial statements in respect of the Subsidiary companies may write to the Company Secretary at cs@popularv.com.

ANY REVISION MADE IN FINANCIAL STATEMENTS OR BOARD'S REPORT

The Company has not revised the Financial Statements or Board's Report in respect of any of the three preceding Financial Years.

18. MAINTENANCE OF COST RECORDS

Pursuant to the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Company is not required to maintain Cost Records under said Rules.

19. DEPOSITS

Your Company has not accepted any public deposits and as such no amount on account of principal or interest on public deposits was outstanding as on the date of the Balance Sheet. Thus, no particulars are reported as required under Rule 8(5)(v) of Companies (Accounts) Rules, 2014.

20. PARTICULARS OF INVESTMENTS, LOANS, GUARANTEES AND SECURITIES

During the reporting period, the Finance and Authorisation Committee of Board of Directors, at its meeting held on 08th April, 2024, approved granting inter-corporate loans to its wholly owned subsidiaries, Popular Auto Dealers Private Limited amounting to ₹60 million and Kuttukaran Cars Private Limited amounting to ₹10 million, with the respective subsidiary Boards approving the proposals on 09th May, 2024 and 15th April, 2024.

Pursuant to the Letter of Offer dated 18th May, 2024, received from the wholly owned subsidiary Kuttukaran Cars Private Limited and subsequent approval of the Finance and Authorization Committee at its meeting held on 30th May, 2024, the Company had made an investment of ₹5 million by subscribing on rights basis 4,99,999 Equity shares of ₹10/- each of Kuttukaran Cars Private Limited, in compliance of Section 186 of the Companies Act 2013.

During the reporting period, the Board of Directors of the Company, at its meeting held on 13th August, 2024 approved the conversion of the intercorporate loan granted to Kuttukaran Cars Private Limited, Prabal Motors Private Limited and Kuttukaran Green Private Limited into equity shares. Pursuant to notice of conversion from the Company, the wholly owned subsidiary, Kuttukaran Green Private Limited, in its Board meeting held on 16th August, 2024 allotted 4,30,293 equity shares of ₹10 each against intercorporate loan of ₹1,00,00,000. The wholly owned subsidiary, Kuttukaran Cars Private Limited, in its Board meeting held on 27th August, 2024 allotted 30,46,923 equity shares of ₹10 each against intercorporate loan of ₹5,00,00,000. The wholly owned subsidiary, Prabal Motors Private Limited, in its Board meeting held on 16th August, 2024 allotted 4193 equity shares of ₹10 each against intercorporate loan of ₹15,00,00,000.

During the reporting period, the company had given Corporate Guarantee to Banks/Financial Institutions against loans taken by its subsidiary companies viz. Popular Auto Dealers Private Limited, Popular Autoworks Private Limited, Prabal Motors Private Limited, Kuttukaran Green Private Limited, Popular Mega Motors (India) Private Limited, and Kuttukaran Cars Private Limited and complied with applicable provisions of Section 186 of the Act and has disclosed the details thereof in the financial statements as provided under Section 186(4) of the Act.

The details of Investments, Loans, Guarantees and Securities have been disclosed in the Financial Statements under Schedule 6 and Schedule 36 of Standalone Financials.

20. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

The transactions with related parties are in compliance with the provisions contained in Section 188(1) of the Act read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014. Information on transactions with related parties pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 are given in **Annexure B** in Form AOC-2 and the same forms part of this report.

In accordance with the requirements of the Listing Regulations, the Company has also adopted Policy on Materiality and dealing with Related Party Transactions and the same has been placed on the website of the Company at <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Policy-on-Related-Party-Transactions.pdf>

21. CORPORATE SOCIAL RESPONSIBILITY

As per the provisions of Section 135 of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has a Corporate Social Responsibility (CSR) Committee during the year under review.

The composition of CSR Committee is as follows:

1. Mr. Francis K. Paul, Chairperson
2. Mr. John K. Paul, Member
3. Mr. Jacob Kurian, Member
4. Mr. Rakesh Kumar Bhutoria, Member

The CSR Policy of the Company is available on the Company's web-site and can be accessed in the link <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Corporate-Social-Responsibility-Policy.pdf>

The CSR Committee met twice on 13th November, 2024 and 26th March, 2025 during the financial year under review.

As part of our unwavering commitment to road safety, and in line with our CSR Policy, our company has significantly amplified its efforts to positively impact society through our ongoing CSR initiative, 'SurakshitMarg'. The CSR initiative, 'SurakshitMarg', was launched with an aim to foster a culture of responsible road behavior in school students. 'SurakshitMarg' is an ongoing initiative that will continue until 2028. The CSR obligation is carried out in collaboration with our group companies through the implementing agency, the K. P. Paul Foundation. By conducting a variety of impactful programs in schools, the initiative aims to influence students, thereby indirectly fostering safer road habits within their families and the wider community. The CSR initiative, 'SurakshitMarg' is covered under Schedule VII to the Companies Act, 2013 as notified under General Circular No. 21/2014. For the Financial Year ended 31st March, 2025, CSR obligation of the Company aggregated to ₹5.45 Millions.

The details of the CSR initiative has been mentioned in **Annexure C** which forms part of this Report.

22. CONSERVATION OF ENERGY/ TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO (As required under section 134(3)(m) of Companies Act 2013, read with Rule 8(3) of Companies (Accounts) Rules, 2014)

The company uses power saving lighting equipment's for its office and workshop and saves power wherever there is scope for energy saving.

No technology absorption has taken place during the year under consideration.

There was no foreign exchange inflow or outflow during the year.

23. RISK MANAGEMENT

Your Company has formulated Risk Management Policy in accordance with the guidelines provided under the Charter of the Risk Management Committee of the Board of Directors, and pursuant to Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Risk Management Charter and Policy institutionalize a formal risk management function and framework consisting of risk management process, risk governance and communication structure. The Risk Management policy provides a structured, consistent, and continuous process across the whole organization for identifying and assessing risk, deciding on mitigations, and reporting on the opportunities and threats that may affect the achievement of its strategic objectives. The Company has in place a mechanism to identify, access, monitor and mitigate various risks to key business objectives. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuous basis. The policy formulated in line with the provisions of the Act and the Listing Regulations is available on the website of the Company <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Risk-Management-Policy.pdf>

The Board in its meeting held on 13th August 2024 appointed Ms. Jarly Manjesh (Chartered Accountant), Head-Finance as the Chief Risk Officer of the Company.

24. VIGIL MECHANISM

Your Company, as required under Section 177 (9) & (10) of the Companies Act 2013 and Regulation 22 of the Listing Regulations, has established a Whistle Blower Policy, which enables the Directors and Employees to report instances of unethical behaviour, fraud or violation of Company's Code of Conduct. The policy provides for direct access to the Chairperson of the Audit Committee and for safeguarding the employees and Directors who raises grievances against victimization. The policy

has been circulated amongst the employees of the Company working at various locations, divisions/ units. The policy formulated in line with the provisions of the Act and the Listing Regulations is available on the website of the Company <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Whistle-Blower-Policy-.pdf>

25. CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The Report on Corporate Governance as required under Regulation 34(3) read with Schedule V of the Listing Regulations forms part of this Annual Report. Further as required under Regulation 17(8) of the Listing Regulations, a certificate from the Chief Executive Officer and Chief Financial Officer is annexed with the Corporate Governance Report.

A certificate of Corporate Governance as per Schedule V of SEBI (LODR) Regulations 2015 as required under Regulation 15(2) of SEBI (LODR) Regulations 2015, from Mr. Myladoro Cherian Sajumon, Practicing Company Secretary, confirming the compliance of the Company with the conditions of Corporate Governance, as stipulated under the Listing Regulations, is attached to the Report of Corporate Governance.

26. MATERIAL ORDERS OF JUDICIAL BODIES/ REGULATORS

During the year under review, there were no significant or material orders passed by the regulators, courts or tribunals impacting the going concern status and the Companies operations in future.

27. STATUTORY AUDITORS

The members in the 37th Annual General Meeting of the Company had approved the appointment of M/s BSR & Associates LLP, Chartered Accountants (Firm Registration No. 116231W/W-100024) (Peer Review Number: 014196) as the Statutory Auditors of the Company, for a term of 5 (five) years to hold office from the conclusion of the 37th Annual General Meeting until the conclusion of the 42nd Annual General Meeting of the Company to be held in the calendar year 2026.

28. STATUTORY AUDITOR'S REPORT

The Statutory Auditors' in their Report (Standalone and Consolidated) for the financial year ending 31st March, 2025 does not contain any qualification, reservation or adverse remark.

29. SECRETARIAL AUDIT

Pursuant to the provisions of Section 204(1) of the Act read with Rule 9 of Companies (Appointment

and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 24A of the Listing Regulations, the Board had appointed Mr. Myladoor Cherian Sajumon(ACS No. 9868; CP No: 2385), Practising Company Secretary, Kochi as Secretarial Auditor to conduct Secretarial Audit of the Company for the financial year ending 31st March, 2025. The Secretarial Auditor's report does not contain any qualifications, reservations or adverse remarks or disclaimer.

The Secretarial Audit Report in form MR-3 is annexed to the Director's Report as **Annexure D**. The secretarial audit report of material subsidiaries, Popular Mega Motors (India) Private Limited and Prabal Motors Private Limited is also annexed to the Director's Report as **Annexure E**.

Appointment of Secretarial Auditor

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 in the ensuing 41st Annual General Meeting of the Company, the appointment of Mr. Myladoor Cherian Sajumon (ACS No. 9868; CP No: 2385), Practising Company Secretary, Kochi as Secretarial Auditor to conduct Secretarial Audit of the Company for a term of 5 consecutive years from FY: 2025-26 to FY: 2029-30 is recommended for approval of shareholders.

30. INTERNAL AUDIT

Company has established a full-fledged internal audit team headed by Mr. Sojan Chacko, a qualified Chartered Accountant appointed for a period of three years w.e.f., 01st April, 2023 to 31st March, 2026 pursuant to section 138 of the Companies Act, 2013. Audit team conducts regular reviews of the business process, operations and financial transactions to ensure adequacy and existence of effective control systems; investigate probable risks, deviations, fraud or misappropriations.

31. COMPLIANCE WITH THE PROVISIONS OF SECRETARIAL STANDARD 1 AND SECRETARIAL STANDARD 2

In terms of Section 118(10) of the Act, the Company is complying with the Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) with respect to Meetings of Board of Directors and General Meetings and such systems were adequate and operating effectively.

32. ANNUAL RETURN

Pursuant to Section 134 and Section 92(3) of the Act read with Rule 12 (1) of the Companies (Management and Administration) Rules, 2014, the details forming part of the Annual Return of the Company containing the particulars prescribed,

in Form MGT-7, as on 31st March, 2024, is made available on the Company's website at https://cdn.teztri.com/PopularMaruti/MGT%207%20Merged%202023-24_compressed.pdf

The draft of Form MGT-7, as on 31st March, 2025, is made available on the Company's website at www.popularmaruti.com.

33. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Pursuant to Regulation 34(2)(e) of the Listing Regulations, a detailed Management Discussion and Analysis Report for the Financial Year under review is presented in a separate section, forming part of the Annual Report. The state of the affairs of the business along with the financial and operational developments has been discussed in detail in the Management Discussion and Analysis Report.

34. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

Pursuant to Regulation 34(2)(f) of the Listing Regulations, the initiatives taken by the Company from an environmental, social and governance perspective for the Financial Year 2024-25 has been given in the Business Responsibility and Sustainability Report (BRSR) as per the format specified by SEBI Circular no. SEBI/HO/CFD/CMD2/P/CIR/2021/562 dated 10th May, 2021 which forms part of this report as **Annexure F**.

35. CREDIT RATING

The Company has obtained Credit Ratings for outstanding Debt Instruments / facilities amounting to ₹ 4,680 Millions. The CRISIL Rating on the Bank Facilities of the Company for the financial year ended 31st March, 2025 was reaffirmed as provided below via letter date 04th April 2025:

Long Term Rating	CRISIL A/Stable
Short Term Rating	CRISIL A1

36. HUMAN RESOURCES MANAGEMENT

Human Resource Department plays a pivotal role in achieving organizational excellence. Your Company constantly strives to develop quality human resources, to meet the challenges of competitive business environment and to build critical capabilities in achieving the Company's objectives and goals. The Company is continuously renewing and updating the knowledge and skill of its employees at all levels through training and development.

As on 31st March, 2025, the Company had a head count of 6164 employees, a decrease of 23 people over previous year.

37. DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 (POSH Act).

The Company has constituted an Internal Committee as required under the said Act to take necessary preventive actions as may be possible and also to carry out redressal of complaints, if any, on sexual harassment and for matters connected therewith or incidental thereto. Summary of sexual harassment complaints received and disposed of during the financial year 2024-25 are as follows:

Number of complaints received : 1

Number of complaints disposed off : 1

Number of complaints pending : 0

The Committee has submitted the Annual Report under the POSH Act to the Company and the Board of Directors took note of the same at their meeting dated 26th March, 2025. The report has also been submitted to the District Officer, pursuant to Section 21 of the POSH Act, 2013.

38. MATERNITY BENEFIT ACT COMPLIANCE:

Your Company confirms adherence to the Maternity Benefit Act, 1961 regarding the maternity leave benefits, work place facilities and the related provision during the period under review.

39. INDUSTRIAL RELATIONS

During the year under review, the company enjoyed cordial relationship with workers and employees at all levels and the Directors thank all the employees for their continued support, co-operation and valuable contributions.

40. DISCLOSURE ABOUT THE APPLICATION AS MADE OR ANY PROCEEDING IS PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE (IBC), 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR.

Not applicable

41. DISCLOSURE ABOUT THE DIFFERENCE BETWEEN THE AMOUNTS OF THE VALUATION EXECUTED AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THERE OF.

Not applicable

42. ACKNOWLEDGEMENTS

Your Directors wish to express their appreciation to the shareholders and other stakeholders for their continued faith in the company and also for their valuable support.

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

Place: Kochi-25
Date: 14th August, 2025

Naveen Philip
Managing Director
(DIN: 00018827)

Francis K. Paul
Whole Time Director
(DIN: 00018825)

ANNEXURE A

INFORMATION REQUIRED UNDER SECTION 197 OF THE ACT READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- Ratio of the remuneration of each director to the median remuneration of the employees of the Company for the FY24-25 and the percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer and Company Secretary during the FY 2024-2025:

Name of the Director and Key Managerial Personnel	Designation	Ratio to median remuneration of the employees	% increase in remuneration
*Mr. Naveen Philip	Managing Director	NA	NA
Mr. John K Paul	Whole Time Director	57	...
Mr. Francis K Paul	Whole Time Director	57	...
Mr. Rakesh Kumar Bhutoria	Nominee Director	NIL	NIL
Mr. Jacob Kurian	Independent Director	9	...
Ms. Preeti Reddy	Independent Director	8	...
Mr. George Joseph	Independent Director	8	...
Mr. Raj Narayan	Chief Executive Officer	67	5%
Mr. John Verghese	Group Chief Financial Officer	36	7%
Mr. Varun T.V	Company Secretary and Compliance Officer	16	8%

- The percentage increase in the median remuneration of employees in the financial year 2024-25: 8.9%
- The number of permanent employees on the rolls of the Company as on 31st March, 2025: 5,533
- Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: The percentage increase in the salaries in Financial Year 2024-2025 of Managerial Personnel was 6.32% and employees other than Managerial Personnel was 5.91%. The increments given to employees are based on their potential, performance, and contribution, which are benchmarked against applicable Industry norms.
- Affirmation that the remuneration is as per the remuneration policy of the company: It is affirmed that the remuneration paid is as per the Remuneration Policy, applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

Note:

* Mr. Naveen Philip, Managing Director is drawing remuneration from the wholly owned subsidiary Popular Mega Motors (India) Private Limited hence, increase in remuneration and the ratio of his remuneration to median remuneration of the employees is not comparable and hence not stated.

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

Place: Kochi-25
Date: 14th August, 2025

Naveen Philip
Managing Director
(DIN: 00018827)

Francis K. Paul
Whole Time Director
(DIN: 00018825)

ANNEXURE B TO THE DIRECTORS' REPORT

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act
and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for disclosure of particulars of material contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

1. Details of material contracts or arrangements or transactions not at Arm's length basis –

SL. No.	Particulars	Details
A	Name (s) of the related party & nature of relationship	NOT
B	Nature of contracts/arrangements/transaction	APPLICABLE
C	Duration of the contracts/arrangements/transaction	
D	Salient terms of the contracts or arrangements or transaction including the value, if any	
E	Justification for entering into such contracts or arrangements or transactions'	
F	Date (s) of approval by the Board	
G	Amount paid as advances, if any	
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
A	Name (s) of the related party & nature of relationship	NOT
B	Nature of contracts/ arrangements/ transaction	APPLICABLE
C	Duration of the contracts /arrangements/ transaction	
D	Salient terms of the contracts or arrangements or transaction including the value, if any	
E	Dates of approval by the Board, if any	
F	Amount paid as advance, if any	

3. Details of material contracts or arrangements or transactions not in the ordinary course of business.

SL. No.	Particulars	Details
A	Name (s) of the related party & nature of relationship	NOT
B	Nature of contracts/arrangements/transaction	APPLICABLE
C	Duration of the contracts/arrangements/transaction	
D	Salient terms of the contracts or arrangements or transaction including the value, if any	
E	Justification for entering into such contracts or arrangements or transactions'	
F	Date (s) of approval by the Board	
G	Amount paid as advances, if any	
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

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

Place: Kochi-25
Date: 14th August, 2025

Naveen Philip
Managing Director
(DIN: 00018827)

Francis K. Paul
Whole Time Director
(DIN: 00018825)

ANNEXURE C

Annual Report on Corporate Social Responsibility (CSR)

(Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014)

1. Brief outline on CSR Policy of the Company:

CSR has been a long-standing commitment at Popular Vehicles and Services Limited ("Company") and forms an integral part of our activities. Being a responsible corporate citizen, the Company is committed to performing its role towards the society at large. In alignment with its vision, the Company always works towards adding value to its stakeholders by going beyond business goals and contributing to the well-being of the community. Its contribution to social sector development includes several pioneering interventions and is implemented through the involvement of stakeholders within the Company and with the broader community.

2. Composition of CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Francis K. Paul	Chairman	2	2
2	Mr. John K. Paul	Member	2	1
3	Mr. Rakesh Kumar Bhutoria	Member	2	1
4	Mr. Jacob Kurian	Member	2	1

During the Financial Year ended 31st March, 2025, the CSR Committee has met twice, on 13th November, 2024 and 26th March, 2025.

3. Provide the web-link(s) where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board are disclosed on the website of the company.

The Corporate Social Responsibility (CSR) Policy of the Company, as approved by the Board of the Directors, is available on the Company's website at <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Corporate-Social-Responsibility-Policy.pdf>

4. Provide the 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.

N/A

5. (a) Average net profit of the company as per sub-section (5) of section 135.
Rs. 272.99 million
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135.
Rs. 5.45 million
- (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.
Rs. 0.000 million
- (e) Total CSR obligation for the financial year [(b)+(c)-(d)].
Rs. 5.45 million
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project).
Rs. 0.62 million
- (b) Amount spent in Administrative overheads.
Nil
- (c) Amount spent on Impact Assessment, if applicable.
N/A
- (d) Total amount spent for the Financial Year [(a)+(b)+(c)].
Rs.0.62 million

- (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135.		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
Rs. 0.62 million	Rs. 4.83 million	21 st April, 2025	NA	NIL	NA

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

Sl.No	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	Rs. 5.45 million
(ii)	Total amount required to be set off for the financial year, if any	Rs.0.000 million
(iii)	Total CSR obligation for the financial year (i)- (ii)	Rs. 5.45 million
(iv)	Total amount spent for the Financial Year	Rs. 0.62 million
(v)	Excess amount spent for the Financial Year [(iv)-(iii)]	Nil
(vi)	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	NIL
(vii)	Amount available for set off in succeeding Financial Years [(iv)-(iii)]	Nil

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

Sl. No	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount Spent in the Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding Financial Years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of Transfer		
1	FY-1	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2	FY-2	NIL	NIL	NIL	NIL	NIL	NIL	NIL
3	FY-3	NIL	NIL	NIL	NIL	NIL	NIL	NIL

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 sub-section (5) of section 135.

CSR Committee has approved 'SurakshitMarg', the CSR initiative as an ongoing project due to which the amount allocated will be spent within three financial years as per section 135 of the Companies Act, 2013.

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

Francis K Paul
(Chairman of CSR committee)
(DIN: 00018825)

Place: Kochi-25
Date: 14th August, 2025

Annexure C.1

Details of Amount spent/unspent for the Financial Year

1. (a) Details of CSR amount spent against ongoing projects for the financial year:

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act.	Local area (Yes/No)	Location of the project State District	Project duration	Amount allocated for the project (in ₹)	Amount spent in the current financial Year (in ₹)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency Name CSR Registration number
1.	Surakshit Marg	Promoting education	Yes	Ernakulam & Thrissur, Kerala	4	18,80,000	6,25,684	48,34,116	No	K.P.Paul Foundation CSR 00015233
Total						18,80,000	6,25,684	48,34,116		

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Sl. No.	Name of the Project	Item from the list of activities in schedule VII to the Act	Local area (Yes/No)	Location of the project. State District	Amount spent for the project (in ₹)	Mode of implementation - Direct (Yes/No)	Mode of implementation - Through implementing agency. Name CSR registration number
1	NIL	NIL	NIL	NIL	NIL	NIL	NIL

(b) Details of CSR amount spent against **other than ongoing projects** for the financial year: Nil

(c) Amount spent in Administrative Overheads: Nil

(d) Amount spent on Impact Assessment, if applicable: Nil

(e) Total amount spent for the Financial Year (1b+1c+1d) : 6,25,684.

ANNEXURE D

SECRETARIAL AUDIT REPORT For the financial year ended on 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Popular Vehicles and Services Limited
(CIN: L50102KL1983PLC003741)
Kuttukaran Centre
Mamangalam Cochin
Ernakulam Kerala 682025

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Popular Vehicles and Services Limited (CIN: L50102KL1983PLC003741) (hereinafter called the Company). The company has six subsidiaries and two step-down subsidiaries. Secretarial Audit of M/s Popular Vehicles and Services Limited for the financial year ending on 31.03.2025 was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliancemechanism in place to the extent, in the manner and 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 31.03.2025, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. 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;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent they were applicable during the Audit Period:-

- a) The Securities and Exchange Board of India (LODR) Regulations, 2015;
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

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

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India with respect to Board and General Meetings.
- (ii) Memorandum of Association of the company and
- (iii) The Listing Agreements entered into by the Company with Stock Exchanges (NSE and BSE).

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above, to the extent applicable to the company.

- VI. The Company has identified and informed me that the industry/sector-specific laws, applicable to the company under Central and/or State legislations, are:

- a) Motor Vehicles Act, 1988, and rules made thereunder.

VII. The Company has also identified and informed me that the following Environmental Laws, Labour laws and General laws are specifically applicable to the company under Central and/or State legislations: **Environmental laws** viz; Environment Protection Act, 1986 and rules made there under; Water (Prevention and Control of Pollution) Act, 1974 and rules made there under; Air (Prevention and Control of Pollution) Act, 1981 and rules made there under; Noise Pollution (Regulation and Control) Rules, 2000, The Hazardous Wastes (Management Handling and Trans boundary Movement) Rules, 2008 and **Labour laws** viz; The Employees' State Insurance Act, 1965 and rules made there under, The Contract Labour (Regulation and Abolition) Act, 1970 and rules made there under, The Employees' Provident Fund & Misc. Provisions Act, 1952 and rules made there under; Apprentices Act, 1961 and rules made thereunder; and Kerala Shops and Commercial Establishments Act, 1960 and **other General laws** viz; The Factories Act 1948 and rules made there under; The Industrial Disputes Act, 1947 and rules made thereunder; vis-a-vis The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

For the purpose of examining the adequacy of compliances with industry/sector specific laws and Environmental laws, reliance has been placed on information/records produced by the Company during the course of audit and the Compliance Certificate issued by the Compliance Officer of the Company and the reporting is limited to that extent and based on that I am of the opinion that the company has generally complied with the specific laws and Environmental laws etc.

I further report that the compliance by the company of the financial laws like direct and indirect tax laws and various labour laws, and other laws has not been reviewed in this audit, since they do not come under the scope of this audit. However, based on the information received and records maintained by the company and on their examination, I 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 tax laws, general laws like labour laws, Competition law, environmental laws, rules, regulations and guidelines.

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. The Company has appointed whole-time Key Managerial Personnel viz, Managing Director, Company Secretary, Chief Financial Officer, and Chief Executive Officer. The following changes in the composition of the Board

of directors took place during the audit period and were carried out in compliance with the provisions of the Act:

- a) Mr. George Joseph (DIN: 00253754) vacated the office of Independent Director on 26.04.2024, upon attaining the age of 75 years, which, in terms of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, required the approval of shareholders through a Special Resolution.
- b) The Shareholders of the Company have appointed Mr. George Joseph (DIN: 00253754), as Independent Director (Non-Executive) of the Company by passing a Special Resolution through Postal Ballot held through remote e-voting. He shall hold office for a term of 5 (five) consecutive years with effect from July 11, 2024, pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV of the Companies Act, 2013, The Companies (Appointment and Qualifications of Directors) Rules, 2014, Regulations 16(1)(b), 17(1A) and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Article 98 of the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors at their meeting held on May 28, 2024.
- c) The Shareholders of the Company have reappointed Mr. John K Paul (DIN: 00016513), as Wholetime Director of the Company, by passing a Special Resolution through Postal Ballot held via remote e-voting, for a period from April 29, 2024 to March 31, 2026.. This is in continuation of the approval granted by the shareholders at the Annual General Meeting of the Company held on August 18, 2023 and is pursuant to the provisions of Section 196(3)(a) read with proviso thereto, Sections 196(4), 197, 203, Part I of Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17(1C) and 17(6)(e) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and the Articles of Association of the Company and is subject to the approval of the Central Government.
- d) Mr. Naveen Philip (DIN: 00018827), Director, who retired by rotation in terms of Section 152 of the Companies Act, 2013, was re-appointed as Director of the Company at the 40th Annual General Meeting held on September 24, 2024.

- e) The Board of Directors, at the meeting held on February 12, 2025, appointed Mr. Abraham Mammen (Permanent Account Number AMGPM1943E), as - Group Chief Financial Officer Designate and designated him as the Senior Managerial Personnel with effect from February 12, 2025, until June 30, 2025 to ensure a smooth transition prior to his appointment as Group Chief Financial Officer and Key Managerial Personnel.
- f) Pursuant to Sections 2(19), 2(51) & 203 of the Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and pursuant to SEBI Regulations and recommendations of the Audit Committee and Nomination and Remuneration Committee, the Board of Directors at the meeting held on February 12, 2025 appointed Mr. Abraham Mammen (Permanent Account Number AMGPM1943E), as the Group Chief Financial Officer and designated him as the Key Managerial Personnel of the Company, with effect from July 1, 2025.

I further report that the company held six (6) Board meetings during the period under report, respectively on 08.04.2024, 28.05.2024, 13.08.2024, 13.11.2024, 12.02.2025, and 26.03.2025. During the reporting period, five (5) Circular Resolutions were passed on 31.07.2024 for the reconstitution of various Committees of the Board, which were ratified in the subsequent board meeting held on 13.08.2024. Adequate notice was given to all directors to schedule the Board Meetings. The agenda and detailed notes on the agenda items were sent in advance, in compliance with the prescribed timelines. A system exists for seeking and obtaining further information and clarification on the agenda items before the meetings to ensure meaningful participation. The proceedings of the meetings, including the Circular Resolutions, were recorded and signed by the Chairman. As per the minutes of the meetings, duly recorded and signed by the Chairman, the decisions of the Board were unanimous, and no dissenting views were recorded.

During the reporting period, the shareholders of the Company passed two (2) Special Resolutions, as mentioned earlier, through a Postal Ballot conducted via remote e-voting, which concluded on 11.07.2024. The proceedings were conducted in compliance with Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as well as Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, during the reporting period, the Board of Directors, at their meeting held on 13.11.2024, appointed Mr. Varun T.V., Company Secretary and Compliance Officer of the Company, as the Nodal Officer for the purposes of verification of claims and coordination with

the Investor Education and Protection Fund Authority.

During the period under report, the Company entered into related party transactions with its wholly owned Subsidiary and stepdown Subsidiary Companies including transactions in the nature of purchase and sale of goods, acquisition of fixed assets, availing or rendering of services, receipt of corporate guarantee commission etc. and in respect of which the Company has complied with provisions of Sections 188 and 186 of the Companies Act, 2013, as applicable. The Audit Committee at the meeting held on 08.04.2024 granted omnibus approval to the Company for related party transactions to be undertaken during the financial year 2024-25. Additionally, at its meeting held on 26.03.2025, the Audit Committee, gave omnibus approval to the Company for the related party transactions with its directors, subsidiaries, group companies etc., within the prescribed limits, under arm's length conditions, and on a continuing basis, for the upcoming financial year 2025-26.

The Committees of the Board include Audit Committee, Nomination and Remuneration Committee, Finance and Authorisation Committee (a subcommittee), Corporate Social Responsibility (CSR) Committee, Stakeholders Relationship Committee and Risk Management Committee. The proceedings of the above committee meetings were duly recorded and signed by the Chairman.

During the reporting period, the IPO Committee and the Committee of Independent Directors, constituted for the purpose of the Initial Public Offer, were dissolved by the Board of Directors at their meeting held on 13.08.2024, as the Company got listed on March 19, 2024.

The CSR Committee met twice during the reporting period, on 13.11.2024 and 26.03.2025. For the financial year 2024-25, the Company was required to spend ₹ 5.46 million towards its Corporate Social Responsibility (CSR) obligations in accordance with Section 135(2) of the Companies Act 2013. Out of the total obligation, ₹ 1.88 Million was transferred to the implementing agency, K P Paul Foundation (CSR Registration Number: CSR00015233). From this amount, the implementing agency spent ₹ 0.63 Million on the ongoing CSR project titled 'Surakshit Marg', which focuses on the promotion of road safety awareness and falls under Schedule VII (ii) of the Act, promoting education. The Company transferred the remaining amount of ₹ 3.58 Million to the Unspent CSR Account on 16th April 2025. In addition, the unutilized balance of ₹ 1.25 Million from the funds provided to K P Paul Foundation was subsequently transferred by the agency to the Company's Unspent CSR Account on 21st April 2025. Accordingly, the total amount transferred to the Unspent CSR Account during the reporting period was ₹ 4.83 Million. The proceedings of the CSR Committee meeting were duly recorded and signed by the Chairman.

The proceedings of the CSR Committee meeting were

duly recorded and signed by the Chairman. The CSR Policy of the Company is disclosed on the website of the Company (www.popularmaruti.com).

The 40th Annual General Meeting of the company, for the financial year ended 31.03.2024, was held on 24.09.2024 through Video Conference, in compliance with relevant Circulars issued by MCA and SEBI. The proceedings of the above General Meeting were recorded and signed by the Chairman.

During the reporting period, at the 40th Annual General Meeting held on 24.09.2024, the Company declared a dividend of ₹ 0.50 per equity share (@ 25%) on each equity share of ₹ 2/-, as recommended by the Board of Directors at their meeting held on 28.05.2024. The dividend was declared on the outstanding 7,11,98,198 equity shares of ₹ 2/- each for the financial year ended 31.03.2024 and was paid within the prescribed timeline. The Company complied with the provisions of Section 123 of the Companies Act, 2013 regarding the declaration and payment of dividends.

I further report that based on the information received and records maintained by the company there are adequate systems and processes in place, 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, the Company undertook the following specific events/actions having a major bearing on the company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

(1) Investment or Subscription to the Equity Shares of the subsidiary companies

During the financial year 2024-25, the Company subscribed to equity shares of the following subsidiary companies as under:

- a) M/s Kuttukaran Cars Private Limited: The Company invested ₹49,99,990/- by subscribing to 4,99,999 Equity shares of ₹10/- each in the wholly owned Subsidiary M/s Kuttukaran Cars Private Limited, in compliance with Section 186 of the Companies Act 2013.

- b) Upon the approval of the Board of Directors at the meeting held on 13.08.2024, the Company subscribed to the equity shares of the subsidiary Companies by converting the Intercompany Loans into equity, pursuant to Section 62(3) and in compliance with Section 186 of the Companies Act, 2013, as detailed hereunder:

- M/s Prabal Motors Private Limited
The Company subscribed to 4,193 equity shares of face value ₹10 each, aggregating to ₹ 15,00,00,000. The acquisition was completed on 16th August 2024.
- M/s Kuttukaran Cars Private Limited
The Company subscribed to 30,46,923 equity shares of face value ₹10 each, aggregating to ₹ 5,00,00,000. The acquisition was completed on 27th August 2024.
- M/s Kuttukaran Green Private Limited
The Company subscribed to 4,30,293 equity shares of face value ₹10 each, aggregating to ₹ 1,00,00,000. The acquisition was completed on 16th August 2024.

(2) Inter corporate loan to the wholly owned subsidiaries -

In accordance with Section 186 of the Companies Act, 2013, the Company granted inter-corporate loans to its wholly owned subsidiary companies as under:

- M/s Kuttukaran Cars Private Limited – ₹ 1,00,00,000 (Rupees One Crore)
- M/s Popular Auto Dealers Private Limited – ₹ 6,00,00,000 (Rupees Six Crore)

The proposals were reviewed and approved by the Audit Committee and the Finance and Authorisation Committee of the Board at their respective meetings held on 8th April 2024.

This report is to be read with our letter of even date which is annexed hereto as Annexure A and forms an integral part of this report.

UDIN: **A009868G000419431**
Place: Kochi-18
Date: 29.05.2025

M.C SAJUMON

Practising Company Secretary
ACS No: 9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer Review Cert. No. 6496/2025

'Annexure A'

Annexure to Secretarial Audit Report

(For the financial year ended on 31.03.2025)

To
The Members
Popular Vehicles And Services Limited
(CIN: U50102KL1983PLC003741)
Kuttukaran Centre
Mamangalam Cochin
Ernakulam Kerala 682025

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial or other statutory records is the responsibility of the management of the company. My responsibility is to express an opinion on these records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
7. 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.

UDIN: **A009868G000419431**
Place: Kochi-18
Date: 29.05.2025

M.C SAJUMON

Practising Company Secretary
ACS No: 9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer Review Cert. No. 6496/2025

ANNEXURE E

SECRETARIAL AUDIT REPORT For the financial year ended on 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Prabal Motors Private Limited
32/2571 H, IIInd Floor, Kuttukaran Towers,
Mamangalam, Palarivattom P.O.,
Ernakulam, Pin- 682025, Kerala.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s Prabal Motors Private Limited (CIN: U50101KL2006PTC019140) (hereinafter called the Company) having registered office at 32/2571 H, IIInd Floor, Kuttukaran Towers, Mamangalam, Palarivattom P.O., Ernakulam, Kerala, Pin- 682025 and incorporated on 01.02.2006. The company is a deemed public Company, as its ultimate holding company, M/s Popular Vehicles and Services Limited is a public Limited Company and a listed entity. The Company is also a step-down subsidiary of M/s Popular Vehicles and Services Limited and subsidiary of M/s Keracon Equipments Private Limited; the latter is a wholly owned subsidiary of the first mentioned ultimate holding company M/s Popular Vehicles and Services Limited. - It has been informed to me that for the purpose of compliances under the Companies Act, 2013 and Rules made thereunder by M/s Prabal Motors Private Limited, it has been treated as a subsidiary of a public company.

The Secretarial Audit of **M/s Prabal Motors Private Limited** for the financial year ended on 31.03.2025 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 Books, 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 authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and 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 31.03.2025 according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956

('SCRA') and the Rules made there under- Not applicable as the company is an unlisted/ deemed public company;

- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; The Company has dematerialized its share certificates and appointed M/s Link Intime India Private Limited as the Registrar and Agent (RTA) to comply with the provisions of the Act.
- IV. Foreign Exchange Management Act, 1999 and the rules and regulations made there under; There was no Foreign Direct Investment in the company and the company has not made any Overseas Direct Investment and also had not availed External Commercial Borrowings.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (LODR) Regulations, 2015-Not applicable as the company is an unlisted/deemed public company;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-Not applicable as the company is an unlisted/deemed public company;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992- Not applicable as the company is an unlisted/deemed public company;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the company is an unlisted/deemed public company;
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999- Not applicable as the company is an unlisted/ deemed public company and has not offered any Employee Stock Option Scheme and Employee Stock Purchase Scheme during the period under review;
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - Not applicable as the company is an unlisted/deemed public

company and has not offered any shares or granted any options pursuant to any Employee Benefit Scheme during the period under review;

- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 -- Not applicable as the company is an unlisted/deemed public company and has not issued and listed any debt securities during the period under review;
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 - Not applicable as the company is an unlisted/deemed public company and not registered as Registrars to an Issue and Share Transfer Agent;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the company is an unlisted/deemed public company; and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable as the company is an unlisted/deemed public company and has not bought back any securities during the period under review.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India and Memorandum of Association of the company.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above, to the extent applicable to the company.

- VI. The company has identified and informed me that the industry/sector specific laws, applicable to the company under Central and/or State legislations, are:
 - a) Motor Vehicles Act, 1988 and rules made there under;
- VII. The company has also identified and informed me that the following Environmental Laws, Labour laws and General laws are specifically applicable to the company under Central and/or State legislations:

Environmental laws viz; Environment Protection Act, 1986 and rules made there under; Water (Prevention and Control of Pollution) Act, 1974 and rules made there under; Air (Prevention and Control of Pollution) Act, 1981 and rules made there under; Noise Pollution (Regulation and Control) Rules, 2000, The Hazardous Wastes (Management Handling and Trans boundary Movement) Rules, 2008 and **Labour laws** viz; The Employees' State Insurance Act, 1965 and rules made there under,

The Contract Labour (Regulation and Abolition) Act, 1970 and rules made there under, Apprentices Act, 1961 and rules made there under, The Employees' Provident Fund & Misc. Provisions Act, 1952 and rules made there under; and Kerala Shops and Commercial Establishments Act, 1960 and **other General laws** viz; The Factories Act 1948 and rules made there under; The Industrial Disputes Act, 1947 and rules made thereunder; vis-a-vis The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

For the purpose of examining the adequacy of compliances with industry/sector specific laws and Environmental laws, reliance has been placed on information/records produced by the Company during the course of audit and the Compliance Certificate issued by the Managing Director of the Company, based on that I am of the opinion that the company has generally complied with the specific laws and Environmental laws etc.

I further report that the compliance by the company of the financial laws, like direct and indirect tax laws and various labour laws, and other laws, has not been reviewed in this audit, since they do not come under the scope of this audit. However, based on the information received and records maintained by the company and on their examination I 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 general laws like Labour laws, Competition law, Environmental laws, Rules, Regulations and Guidelines.

I further report that the Board of Directors of the Company is duly constituted. -

The following changes in the composition of the Board of Directors and other KMPs took place during the audit period and were carried out in compliance with the provisions of the Act.

- (1) Mr. Francis K. Paul (DIN: 00018825), Director, who retired by rotation in terms of Section 152 of the Companies Act, 2013, was re-appointed as Director of the Company at the 18th Annual General Meeting held on 26.07.2024 as recommended by the Board at their meeting held on 27.05.2024.
- (2) Mrs. Malini Eapen (DIN: 02051164), who was appointed as an Additional Director on the Board of Directors of the Company, w.e.f., 15.11.2023, in accordance with Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company was appointed as a Director of the Company upon approval by the members at the AGM held on 26.07.2024, pursuant to the provisions of Sections 149 and 152 of Companies Act, 2013 and rules made thereunder.

- (3) Mr. Benny Jose Kuruthukulangara (DIN: 09704607), who was appointed as an Additional Director on the Board of Directors of the Company, w.e.f., 15.11.2023, in accordance with Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company was appointed as a Director of the Company upon approval by the members at the AGM held on 26.07.2024, pursuant to the provisions of Sections 149 and 152 of Companies Act, 2013 and rules made thereunder.
- (4) Mr. Prashant Mohan (DIN: 00016393), was appointed as an Additional Director on the Board of Directors of the Company under the Independent Category with effect from 17.01.2025, pursuant to Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company.
- (5) Mr. George Joseph (DIN: 00253754), was appointed as an Additional Director on the Board of Directors of the Company under the Independent Category with effect from 17.01.2025, pursuant to Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company.
- (6) Mr. Prashant Mohan (DIN: 00016393), who was appointed as an Additional Director (Independent Category) on the Board of Directors of the Company, w.e.f. 17.01.2025, in accordance with Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company, was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 17.01.2025, upon approval by the Directors at their meeting held on 17.01.2025 and by the members at the EGM held on 12.02.2025, pursuant to the provisions of Section 149, 150, 152, 197(5) read with Schedule IV to the Companies Act, 2013, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of Article 64 of the Articles of Association of the Company and the rules made thereunder.
- (7) Mr. George Joseph (DIN: 00253754), who was appointed as an Additional Director (Independent Category) on the Board of Directors of the Company, w.e.f. 17.01.2025, in accordance with Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company, was appointed as an Independent Director of the Company to hold office for a term of five (5) consecutive years commencing from 17.01.2025, upon approval by the Directors at their meeting held on 17.01.2025 and by

the members at the EGM held on 12.02.2025, pursuant to the provisions of Section 149, 150, 152, 197(5) read with Schedule IV to the Companies Act, 2013, Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in terms of Article 64 of the Articles of Association of the Company and the rules made thereunder.

- (8) Mr. Raj Narayan (DIN: 10933543) was appointed as an Additional Director on the Board of Directors of the Company with effect from 14.03.2025, pursuant to Section 161 of the Companies Act, 2013 and Article 64 of the Articles of Association of the Company.
- (9) Mr. Maniyara Sajjan (DIN: 01850974) has resigned from the Board of Directors of the Company w.e.f. 14.03.2025.

I further report that the Company held nine (9) Board Meetings during the period under report, respectively on 08.04.2024, 27.05.2024, 04.06.2024, 13.08.2024, 16.08.2024, 13.11.2024, 17.01.2025, 12.02.2025, and 14.03.2025, and adequate notice was given to all the directors to schedule the Board Meetings. The agenda and detailed notes thereon were circulated in advance, in accordance with the statutory timelines. A proper system exists within the Company for seeking and obtaining further information and clarifications on the agenda items before the meeting, for meaningful participation at the meeting. The proceedings of the above meetings were duly recorded and signed by the Chairman.

During the period under report, the Company entered into related party transactions with its holding Company and other group Companies/Associates, in the nature of purchase and sale of goods, fixed assets, availing or rendering of services, payment and receipt of Corporate Guarantee Commission etc. and in respect of which the Company has complied with provisions of Sections 188 and 186 of the Companies Act, 2013, as applicable. Approval for entering into related party transactions during the financial year 2024-25 was accorded at the Board Meeting held on 08.04.2024.

The Board at the meetings held respectively on 08.04.2024, 13.08.2024, 17.01.2025, and 14.03.2025 noted the declaration given by the directors pursuant to Section 164(2) of the Act and ensured that none of the directors is disqualified under the provisions of Section 164(2) of the Act. The Board also noted the Disclosure of interest and shareholding of Directors received, pursuant to section 184(1) of the Act.

As per the minutes of the meetings duly recorded and signed by the Chairman, the decisions of the Board were unanimous and no dissenting views were recorded.

The Board of Directors, at its meeting held on 17.01.2025, constituted the Audit Committee in accordance with Section 177 of the Companies Act, 2013, and Article 69 of the Articles of Association of the Company. The

committee comprises Mr. George Joseph (Independent Director), Mr. Prashant Mohan (Independent Director), and Mr. John K. Paul (Director). At the same meeting, the Board also constituted the Nomination and Remuneration Committee in accordance with Section 178 of the Companies Act, 2013, and Article 69 of the Articles of Association. The members of this committee are Mr. Prashant Mohan (Independent Director), Mr. George Joseph (Independent Director), Mr. John K. Paul (Director), and Mr. Benny Jose Kuruthukulangara (Director).

The Finance and Authorisation Committee was re-constituted by the Board at its meeting held on 08.04.2024 and 14.03.2025 respectively. During the reporting period, the Finance and Authorization Committee met ten (10) times respectively on 16.04.2024, 06.05.2024, 20.08.2024, 26.09.2024, 05.11.2024, 11.11.2024, 30.12.2024, 21.01.2025, 05.02.2025, and 19.03.2025. The proceedings of the above committee meetings were duly recorded and signed by the Chairman and noted in the subsequent meetings of the Board.

During the reporting period, the Company came under the purview of Section 135 of the Companies Act, 2013, based on the Net profit criteria. However, in accordance with the Companies (Amendment) Act, 2020 and Companies (CSR Policy) Amendment Rules, 2022 the constitution of a CSR Committee was not mandatory for the Company as the CSR obligation was less than ₹50 lakh, and there was no unspent CSR amount from prior years. Accordingly, the Board of Directors discharged the functions of the CSR Committee. The total prescribed CSR amount for the year was ₹17,47,198, out of which an amount of ₹5,50,000 was transferred to the K.P. Paul Foundation (CSR Reg. No. CSR00015233), of which, ₹1,81,084 was spent on the ongoing CSR project titled 'Surakshit Marg'. The remaining unspent CSR amount of ₹11,97,198 was transferred by the Company to the Unspent CSR Account, in compliance with Section 135(6). Additionally, the implementing agency, K.P. Paul Foundation, transferred ₹3,68,916.50 to the same Unspent CSR Account.

As per the explanation received and the records of the company, the Company has constituted an Internal Complaints Committee (ICC) under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. During the reporting period, the said Committee has not received any sexual harassment complaints. As per the explanation received from the Company, the Company has submitted the Annual Report under Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal)

Act, 2013 for the Calendar Year 2024, pursuant to Section 21(1) of the POSH Act, 2013.

The 18th Annual General Meeting of the Company for the financial year ending 31.03.2024 was held on 26.07.2024 at the Registered Office of the Company. Apart from this an Extra Ordinary General Meeting of the Members of the Company was held at the Registered Office of the Company on 12.02.2025 to obtain consent from the members for the appointment of Mr. George Joseph (DIN: 00253754) and Mr. Prashant Mohan (DIN: 00016393) as the Independent Directors of the company. The proceedings of the above meetings were recorded and signed by the Chairman.

I further report that based on the information received and records maintained by the company 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, the company has the following specific events/actions having a major bearing on the company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc.

- (1) **Conversion of Inter-Corporate Loan into Equity and Change in Shareholding Structure:** The Board of Directors, at its meeting held on August 16, 2024, considered and approved the conversion of the inter-corporate loan availed by the Company from its ultimate holding company, M/s Popular Vehicles and Services Limited, into equity shares. Pursuant to the provisions of Section 62(3) of the Companies Act, 2013, the Company issued and allotted 4,193 equity shares of ₹10 each at a total issue price of ₹35,770 per share (comprising ₹10 as face value and ₹35,760 as securities premium) to M/s Popular Vehicles and Services Limited. This allotment has resulted in a change in the shareholding structure of the Company. Post-conversion, Keracon Equipments Private Limited, the immediate holding company, holds 70% of the equity share capital, while M/s Popular Vehicles and Services Limited, the ultimate holding company, holds the remaining 30%. Consequently, the Company has ceased to be a wholly owned subsidiary, and therefore, the exemptions previously available to a wholly owned subsidiary under the Companies Act, 2013, are no longer applicable.
- (2) This report is to be read with our letter of even date, which is annexed hereto as Annexure A and forms an integral part of this report.

UDIN: **A009868G000419431**
Place: Kochi-18
Date: 29.05.2025

M.C SAJUMON

Practising Company Secretary
MN: A9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer Review Cert. No. 6496/2025

Annexure A'

Annexure to Secretarial Audit Report

To
The Members
Prabal Motors Private Limited
32/2571 H, IInd Floor, Kuttukaran Towers,
Mamangalam, Palarivattom P.O.,
Ernakulam, Pin- 682025, Kerala

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial or other statutory records is the responsibility of the management of the company. My responsibility is to express an opinion on these records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
5. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
7. 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.

UDIN: **A009868G000419431**
Place: Kochi-18
Date: 29.05.2025

M.C SAJUMON

Practising Company Secretary
MN: A9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer Review Cert. No. 6496/2025

SECRETARIAL AUDIT REPORT For the financial year ended 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Popular Mega Motors (India) Private Limited
Door No. 32/2571 Kuttukaran Centre,
Mamangalam, Kanayannur Taluk
Kerala- 682025.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s Popular Mega Motors (India) Private Limited** (CIN: U31103KL1997PTC011748) (hereinafter called the Company). The Company is a deemed public company, being the wholly owned subsidiary of M/s Popular Vehicles and Services Limited, a listed entity. Additionally, the Company is classified as a material subsidiary of M/s Popular Vehicles and Services Limited. The Company has one wholly owned subsidiary company, viz. M/s Vision Motors Private Limited, which is engaged in the business of the sale of vehicles. Secretarial Audit of M/s Popular Mega Motors (India) Private Limited for the financial year ending on 31.03.2025 was conducted in a manner that provided me a reasonable basis for evaluating the corporate conduct/statutory compliances and expressing my opinion thereon.

Based on my verification of the books, 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 authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31.03.2025 (period under report/ review), complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and 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 31.03.2025, according to the provisions of:

- I. The Companies Act, 2013 (the Act) and the rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under- Not applicable as the Company is an unlisted deemed public company;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under; The Company has dematerialized its share certificates and appointed M/s Integrated Registry Management

Services Private Limited as Registrar and Transfer Agent (RTA) to comply with the provisions of the Act.

- IV. 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. There was no Foreign Direct Investment in the company and the company has not made any Overseas Direct Investment and also had not availed External Commercial Borrowings.
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (LODR) Regulations, 2015-Not applicable to the Company during the reporting financial year;
 - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011-Not applicable to the Company during the reporting financial year;
 - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992-Not applicable to the Company during the reporting financial year;
 - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - The Company has complied with Regulations of SEBI (ICDR) Regulations, 2015 to the extent applicable to it, in connection with the Initial Public Offering of the holding Company M/s Popular Vehicles and Services Limited.
 - e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999-Not applicable to the Company during the reporting financial year;
 - f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014-Not applicable to the Company during the reporting financial year;
 - g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable to the Company during the reporting financial year;
 - h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer

Agents) Regulations, 1993 - Not applicable to the Company during the reporting financial year;

- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable to the Company during the reporting financial year; and
- j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable to the Company during the reporting financial year.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India and Memorandum of Association of the company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., mentioned above, to the extent applicable to the company.

- VI. The Company has identified and informed me that the industry/sector-specific laws, applicable to the company under Central and/or State legislations, are:

- a) Motor Vehicles Act, 1988 and rules made thereunder;

- VII. The Company has also identified and informed me that the following Environmental Laws, Labour laws and General laws are specifically applicable to the company under Central and/or State legislations **Environmental Laws** viz; Environment Protection Act, 1986 and rules made there under; Water (Prevention and Control of Pollution) Act, 1974 and rules made there under; Air (Prevention and Control of Pollution) Act, 1981 and rules made there under; Noise Pollution (Regulation and Control) Rules, 2000, The Hazardous Wastes (Management Handling and Trans boundary Movement) Rules, 2008 and **Labour Laws** viz; The Employees' State Insurance Act, 1965 and rules made there under, The Contract Labour (Regulation and Abolition) Act, 1970 and rules made there under, Apprentices Act, 1961 and rules made there under, The Employees' Provident Fund & Misc. Provisions Act, 1952 and rules made there under; and Kerala Shops and Commercial Establishments Act, 1960 and **other General Laws** viz; The Factories Act 1948 and rules made there under; The Industrial Disputes Act, 1947 and rules made thereunder; vis-a-vis The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

For the purpose of examining the adequacy of compliances with industry/sector specific laws and Environmental laws, reliance has been placed on information/records produced by the Company during

the course of audit and the Management Representation Letter issued by the Managing Director of the company and the reporting is limited to that extent and based on that I am of the opinion that the company has generally complied with the specific laws and Environmental laws etc.

I further report that the compliance by the company of the financial laws, like direct and indirect tax laws and various labour laws and other laws, has not been reviewed in this audit, since they do not come under the scope of this audit. However, based on the information received and records maintained by the company and on their examination, I 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 general laws like labour laws, Competition law, environmental laws, rules, regulations and guidelines.

I further report that the Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors & Independent Directors. The Company has appointed whole-time Key Managerial Personnel as required under the Companies Act, 2013 viz, Managing Director and Company Secretary. Further, in compliance with the requirements applicable to the Holding Company, M/s Popular Vehicles and Services Limited under SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, as amended, Mr. Jacob Kurian (DIN: 00213259), who is an Independent Director of the Holding Company, was appointed as an Independent Director on the Board of the Company with effect from 16th July, 2021.

The Company is not required to appoint Chief Financial Officer (CFO) and Chief Executive Officer (CEO), as its paid up share capital is below the threshold limit of ₹10 Crores, as prescribed under Section 203(1) of the Companies Act 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The following changes in the composition of the Board of directors and other KMPs took place during the audit period and were carried out in compliance with the provisions of the Act.

1. Mr. Biju Jose Thomas (PAN: ABOPT8234E) resigned from the post of Chief Executive Officer (CEO) of the Company w.e.f. 01st May 2024.
2. Mrs. Shalet John (DIN: 00018829), Director, who retired by rotation in terms of Section 152 of the Companies Act, 2013, was re-appointed as Director of the Company at the 27th Annual General Meeting held on 29.07.2024 as recommended by the Board at their meeting held on 15.05.2024.

I further report that the Company held eight (8) Board meetings during the period reporting period respectively on 09.04.2024, 30.04.2024, 15.05.2024, 10.08.2024,

14.08.2024, 04.11.2024, 06.02.2025, and 19.03.2025. Adequate notice was given to all directors to schedule the Board Meetings. The agenda and detailed notes thereon were circulated in advance in accordance with the statutory timelines. A proper system exists within the Company for seeking and obtaining further information and clarification on the agenda items before the meeting for meaningful participation at the meeting. The proceedings of the above meetings were duly recorded and signed by the Chairman.

The Board at the meeting held on 09.04.2024 took note of the declaration u/s 149(7) of the Act regarding whether the Independent Director meets the criteria of Independence u/s 149(6) and ensured it, and also noted that the independent director is not disqualified to act as such. The Board also noted the Declarations given by the Directors pursuant to Section 164(2) of the Act and ensured that none of the directors are disqualified under the provisions of Section 164(2) of the Act. The Board also noted the Disclosure of interest and shareholding of Directors received pursuant to Section 184(1) of the Act.

During the period under report, the Company entered into related party transactions with its holding Company, Wholly Owned Subsidiary Company and other group Companies/Associates including transactions in the nature of purchase and sale of goods, Vehicles, fixed assets, availing or rendering of services, payment and receipt of Corporate Guarantee Commission etc. and in respect of which the Company has complied with provisions of Sections 188 and 186 of the Companies Act, 2013, as applicable. Approval for entering into related party transactions during the financial year 2024-25 was accorded at the Board Meeting held on 09.04.2024.

During the reporting period, the Finance & Authorisation Committee was reconstituted by the Board of Directors at their meeting held on 09.04.2024. During the financial year 2024-25, the Finance & Authorisation Committee had met fourteen (14) times respectively on 09.04.2024, 10.05.2024, 21.05.2024, 29.07.2024, 02.09.2024, 15.10.2024, 22.11.2024, 04.12.2024, 02.01.2025, 23.01.2025, 06.02.2025, 17.02.2025, 18.02.2025 and 17.03.2025. The proceedings of the above committee meetings were duly recorded and signed by the Chairman and were also duly considered by the Directors in their respective Board meetings.

The Company has not constituted the Audit Committee and the Nomination and Remuneration Committee u/s 177 and 178 of the Companies Act, 2013, as it is a wholly owned subsidiary of a Public Company and is therefore exempted from constituting these Committees in terms of the MCA Notification dated 13th July 2017.

The CSR Committee met twice during the reporting period, on 04.11.2024 and 03.03.2025. For the financial year 2024-25, the Company was required to spend ₹27,61,654/- towards its Corporate Social Responsibility (CSR) obligations in accordance with Section 135(2)

of the Companies Act 2013. Out of this total CSR obligation, an amount of ₹10,00,000/- was transferred to the implementing agency, K P Paul Foundation (CSR Registration Number: CSR00015233). From this amount, the implementing agency spent ₹3,35,950/- towards an ongoing CSR project titled 'Surakshit Marg', which focuses on the promotion of road safety awareness. This project falls under Schedule VII (ii) of the Act-promotion of education. The remaining unspent obligation of ₹17,61,654/- was transferred to the Company's Unspent CSR Account within the due date (₹17,61,644/- was transferred on 15th April 2025 and ₹10/- on 28th April 2025). In addition, the unutilized balance of ₹6,64,049.68/- from the funds disbursed to K P Paul Foundation was subsequently transferred by the agency to the Company's Unspent CSR Account on 21st April 2025. Accordingly, the total amount transferred to the Unspent CSR Account during the reporting period was ₹24,25,703.68/-. The proceedings of the CSR Committee meetings were duly recorded and signed by the Chairman.

The 27th Annual General Meeting of the company for the financial year ending 31.03.2024 was held on 29.07.2024 at the Registered Office of the Company. The proceedings of the above meeting were recorded and signed by the Chairman.

During the reporting period, the Company declared a dividend of ₹0.95 per equity share of face value ₹10/- each at its 27th Annual General Meeting held on 29th July 2024 as recommended by the Board of Directors in their meeting held on 15.05.2024. The dividend was declared for the financial year ended 31.03.2024 on 69,43,963 equity shares of ₹10/- each outstanding as on the record date, and was paid within the prescribed timeline. The Company has complied with the provisions of Section 123 of the Companies Act, 2013, with respect to the declaration and payment of dividends.

As per the records of the Company and the explanation received, the Company has constituted an Internal Complaints Committee (ICC) in compliance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act"). The Board of Directors at their meeting held on 19th March 2025, took note of the Annual Report submitted by the ICC for the Calendar Year 2024 under the POSH Act. As confirmed, the Committee has also submitted the Annual Report to the District Officer, in accordance with Section 21 of the POSH Act, 2013.

The Company has also established a Vigil Mechanism policy in Compliance with Section 177(9) and Section 177(10) of the Companies Act, 2013. Since the Company is exempt from constituting an Audit Committee (being a wholly owned subsidiary of a public company), Mr. Naveen Philip, Managing Director, was appointed during the financial year 2016-17 to fulfil the role of the Audit Committee for the purpose of the Vigil Mechanism. Employees have been provided with direct access to him to report concerns under this mechanism. The

existence of the vigil mechanism has been appropriately communicated within the organization and is disclosed on the Company's website (<https://www.populartata.com/vigil-mechanism/>).

I further report that, based on the information provided and records maintained by the company, there are adequate systems and processes 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, the Company has undertaken the following specific events/actions having a major bearing on the Company's affairs in pursuance of the above-referred laws, rules,

regulations, guidelines, standards, etc, in addition to creation, modification, and satisfaction of charges:

1. The Company has decided to furnish a Corporate Guarantee in pursuance of Section 186 of the Companies Act, 2013, in favour of Kotak Mahindra Prime Limited on behalf of its wholly owned subsidiary, M/s Vision Motors Private Limited, to secure an Inventory Funding Facility of ₹ 20,70,00,000/- availed by the said subsidiary from Kotak Mahindra Prime Limited, as approved by the Finance and Authorisation Committee at their meeting held on 06.02.2025.

This report is to be read with our letter of even date, which is annexed hereto as Annexure A and forms an integral part of this report.

UDIN: A009868G000328274

Place: Kochi-18

Date: 15.05.2025

M.C. SAJUMON

Practising Company Secretary

MN: A9868, C P. No.: 2385

ICSI Unique Code: I1995KE067800

Peer review Cert. No. 6496/2025

'Annexure A'

Annexure to Secretarial Audit Report

To
The Members
Popular Mega Motors (India) Private Limited
Door No. 32/2571, Kuttukaran Centre,
Mamangalam, Kanayannur Taluk
Kerala- 682025.

My report of even date is to be read along with this letter.

1. Maintenance of Secretarial or other statutory records is the responsibility of the management of the company. My responsibility is to express an opinion on these records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurances about the correctness of the contents of the Secretarial records.
3. The verification was done on test basis to ensure that correct facts are reflected in records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and books of Accounts of the company.
5. Where ever required, I have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
7. 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.

UDIN: A009868G000328274

Place: Kochi-18
Date: 15.05.2025

M.C. SAJUMON

Practising Company Secretary
MN: A9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer review Cert. No. 6496/2025

ANNEXURE F

Business Responsibility & Sustainability Report

Section A) General Disclosures

I. Details of the listed entity

1.	Corporate Identity Number (CIN) of the Listed Entity	L50102KL1983PLC003741
2.	Name of the Listed Entity	Popular Vehicles and Services Limited
3.	Year of incorporation	05-07-1983
4.	Registered office address	KUTTUKARAN CENTRE, MAMANGALAM, COCHIN, ERNAKULAM, KERALA, IN 682025
5.	Corporate address	KUTTUKARAN CENTRE, MAMANGALAM COCHIN, ERNAKULAM, KERALA, INDIA, 682025
6.	E-mail	cs@popularv.com
7.	Telephone	0484-2341134, 2340143
8.	Website	www.popularmaruti.com
9.	Financial year for which reporting is being done	2024-2025
10.	Name of the Stock Exchange(s) where shares are listed	NSE and BSE
11.	Paid-up Capital	14,23,96,396
12.	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Benny K.J., Vice President-Human Resource Contact Details: Phone: 0484 2341134 Email: benny.kj@popularv.com
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)	The disclosures under this report are made on a standalone basis.
14.	Name of the assurance provider	Not Applicable
15.	Type of assurance obtained	Not Applicable

II. Product & Services

16. 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	Trade	Retail Trading	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's turnover)

S No	Product /Service	NIC Code	% of the total turnover contributed
1	Wholesale and retail sale of new vehicles (passenger motor vehicles, ambulances, minibuses, jeeps, trucks, trailers and semi-trailers)	45101	66%
2	Wholesale and retail sale of used motor vehicles	45102	11%
3	Maintenance and repair of motor vehicles	45200	10%
4	Sale of motor vehicle parts and accessories	45300	11%

III. Operations

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

Location	Number of Plants	Number of Offices	Total
National	0	222	222
- Sales incl. SPCs		96	96
- True Value		28	28
- Service		84	84
- Call Centre		6	6
- Driving School		7	7
- Head Office		1	1
International	0	0	0

19. Markets served by the entity:

a. Number of Locations

Locations	Number
National (No. of States)	2
International (No. of Countries)	0

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

0

c. A brief on types of customers:

	FY 23-24	FY 24-25
a. New Vehicle Buyers	28838	27563
b. Periodic Maintenance	219745	250506
c. Vehicle Repair Services	323837	288758
d. Pre-owned Vehicles Customers	5644	5552
e. Driving Learners	4639	4627
f. Insurance Renewals	221588	213292

IV. Employees

20. Details at the end of Financial Year

a. Employees and workers (including differently abled):

SL No.	Particulars	Total	Male		Female	
		(A)	No.(B)	%(B/A)	No.(C)	%(C/A)
Employees						
1	Permanent(D)	1693	1494	88.25%	199	11.75%
2	Other than permanent(E)	52	50	96.15%	2	3.85%
3	Total Employees (D+E)	1745	1544	88.48%	201	11.52%
Workers						
4	Permanent(F)	3840	2774	72.24%	1066	27.76%
5	Other than permanent(G)	579	415	71.68%	164	28.32%
6	Total Employees(F+G)	4419	3189	72.17%	1230	27.83%

20. b Differently Abled Employees & Workers

S L No.	Particulars	Total	Male		Female	
		(A)	No.(B)	%(B/A)	No.(C)	%(C/A)
Differently Abled Employees						
1	Permanent(D)	0	0	0.00%	0	0.00%
2	Other than permanent(E)	0	0	0.00%	0	0.00%
3	Total Employees(D+E)	0	0	0.00%	0	0.00%
Differently Abled Workers						
4	Permanent(F)	3	1	33.33%	2	66.67%
5	Other than permanent(G)	0	0	0.00%	0	0.00%
6	Total Employees(F+G)	3	1	33.33%	2	66.67%

21. Participation/Inclusion/Representation of Women

Particulars	Total (A)	No. and percentage of Females	
		No.(B)	% (B/A)
Board of directors	7	1	14%
Key Management Personnel	3	0	0%

22. Turnover rate for permanent employees and workers.

(Disclose trends for the past 3 years)

	FY 2024-25 (Turnover Rate in current FY)			FY 2023-24 (Turnover Rate in current FY)			FY 2022-23 (Turnover Rate in current FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	30.61%	21.59%	29.63%	24.78%	19.40%	24.23%	25.31%	19.53%	24.71%
Permanent Workers	41.14%	34.47%	39.39%	38.22%	34.06%	37.20%	34.01%	28.32%	32.70%

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

0%

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

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

S I . No.	Name of the holding / subsidiary / associate companies / joint ventures (A)	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	Popular Mega Motors (India) Private Limited	Wholly Owned Subsidiary	100%	No
2	Popular Autoworks Private Limited	Wholly Owned Subsidiary	100%	No
3	Popular Auto Dealers Private Limited	Wholly Owned Subsidiary	100%	No
4	Kuttukaran Cars Private Limited	Wholly Owned Subsidiary	100%	No
5	Kuttukaran Green Private Limited	Wholly Owned Subsidiary	100%	No
6	Keracon Equipments Private Limited	Wholly Owned Subsidiary	100%	No
7	Vision Motors Private Limited	Wholly Owned Subsidiary	100%	No
8	Prabal Motors Private Limited	Subsidiary	29.54%*	No

* Keracon Equipments Private Limited, wholly owned subsidiary of the Company holds the remaining 70.46% of the shareholding in Prabal Motors Private Limited.

VI CSR Details

24.

- (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No)
- (ii) Turnover (in ₹) : ₹ 26,615.96 Million
- (iii) Net worth (in ₹) : ₹ 4,924.28 Million

VII. Transparency and Disclosures Compliances

25. 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 (If Yes, then provide web-link for grievance redress policy)	FY 2024-25 Current Financial year			FY 2023-24 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		No complaints or grievances were received from communities & investors.					
Investors (Other than Shareholders)							
Shareholders	https://www.popularmaruti.com/investor-relations/wp-content/uploads/2025/03/Investor_Grievance_Redressal_Policy.pdf	15	0	The complaints received were resolved.	No complaints or grievance were received from the shareholders.		
Employees & Workers	YES https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Whistle-Blower-Policy-.pdf	7	0	The complaints received were resolved.	No complaints or grievance were received from employees & workers.		
Customers	YES https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Whistle-Blower-Policy-.pdf	74238		89% resolved within TAT of 48 HRS	85099	7% - Reported unjustified complaints which is reported to OEM Level and force closed	
Value Chain Partners		No complaints or grievances were received from value chain partners or any other stakeholders					
Other (Please specify)							

26. 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, the rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

SL No	Material Issue Identified	Indicate whether Risk / Opportunity (R/O)	The rationale for Identifying Risk or Opportunity	Approach to Adapt or Mitigate (In case of risk)	Financial Implication of Risk or Opportunity (Indicate positive or negative implications)
1	Emission Regulations	Risk	Increasing regulatory pressure on vehicle emissions	Develop and promote the sale of electric vehicles (EVs) and invest in emission control technologies	Negative: Increased costs for compliance and technology upgrades. Positive: Potential market for EVs
2	Renewable Energy Adoption	Opportunity	Shift towards sustainable energy sources	Invest in renewable energy sources for dealership operations and promote EVs	Positive: Reduced operational costs and enhanced brand reputation
3	Waste Management	Risk	Regulatory requirements for proper disposal of automotive waste	Implement comprehensive waste management systems and recycling programs	Negative: Initial investment in waste management systems. Positive: Long-term cost savings and regulatory compliance
4	Customer Demand for EVs	Opportunity	Increasing consumer preference for environmentally friendly vehicles	Expand the EV product range and provide incentives for EV purchases	Positive: Increased sales and market share in the EV segment
5	Labour Practices	Risk	Ensuring fair labour practices and inclusivity	Develop policies and training programs to ensure compliance with labour laws and promote inclusivity.	Negative: Initial costs for policy development and training programs. Positive: Improved employee morale and retention
6	Energy Efficiency in Operations	Opportunity	Need to reduce operational costs and carbon footprint	Implement energy-efficient practices and technologies in dealership operations	Positive: Reduced energy costs and lower carbon footprint
7	Community Engagement and Development	Opportunity	Building strong relationships with the local community	Engage in corporate social responsibility (CSR) activities and community development projects	Positive: Enhanced brand reputation and customer loyalty
8	Water Use and Conservation	Risk	Regulatory and community pressure to manage water resources sustainably	Implement water-saving technologies and practices in dealership operations	Negative: Costs associated with implementing water conservation measures. Positive: Long-term savings and improved community relations

SL No	Material Issue Identified	Indicate whether Risk / Opportunity (R/O)	The rationale for Identifying Risk or Opportunity	Approach to Adapt or Mitigate (In case of risk)	Financial Implication of Risk or Opportunity (Indicate positive or negative implications)
9	Climate Change Impact	Risk	Potential disruption to supply chain and operations due to climate events	Develop and implement a climate resilience plan for operations and supply chain	Negative: Costs for developing and implementing resilience measures. Positive: Increased resilience and reduced operational disruptions
10	Business/ Growth	Opportunity	Focusing on growth through strategic expansion into new geographical markets. Both urban and rural regions offer untapped potential, enabling the company to serve a wider customer base and capitalize on regional demand trends.	Actively expanding the company's physical presence across various regions and initiating operations in new markets. This includes setting up dealerships in high-potential areas, tailoring offerings to local preferences, and strengthening distribution and service networks.	Positive: The geographic expansion is expected to contribute to increased vehicle sales, greater brand visibility, and a larger market share. Over time, these efforts are likely to enhance revenue streams and improve overall profitability.
11	Digital integration	Risk	Underutilization of digital tools and platforms and lack of awareness and understanding of digital tools among teams may hinder operational efficiency, reduce productivity, and limit the overall effectiveness of internal processes and customer engagement efforts.	Launch of a digital enablement program, including awareness sessions and workshops to improve digital literacy and embed digital thinking and practices.	Negative: Lack of usage of emerging digital tools and technologies may lead to inefficiencies, higher operational costs, missed revenue opportunities, and a slower pace of innovation. These will negatively impact the company's financial performance and competitive positioning.

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		P1	P2	P3	P4	P5	P6	P7	P8	P9
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	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available	https://www.popularmaruti.com/investor-relations/governance/policies/								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes	No	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4.	Name of the national and international codes/certifications/labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	The company is a trusted distribution partner for leading automobile OEMs, and all products are manufactured at the OEMs' own plants and facilities. These manufacturing operations adhere to stringent global quality standards such as ISO 9001 (Quality Management), IATF 16949 (Automotive Quality Management), and others. The OEMs also comply with additional certifications across operational areas including HR (e.g., SA 8000 for Social Accountability), occupational health and safety (e.g., ISO 45001), and environment management (e.g., ISO 14001), in alignment with the 9 principles of the National Guidelines on Responsible Business Conduct (NGRBC). As of now, the company itself does not hold independent product or process certifications, since all quality controls are managed by OEMs at their own certified plants. However, going forward, the company may consider adopting globally recognized certifications and standards, depending on regulatory requirements and strategic alignment.								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	No	No	No	No	No	No	No	No	No
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Governance, leadership and oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements (listed entity has flexibility regarding the placement of this disclosure): Please refer to the Chariperson's and Managing Director's message in the Annual Report.									
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Naveen Philip Managing Director								
9.	Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No).	Yes, Corporate Social Responsibility Committee and Stakeholders' Relationship Committee addresses key aspects of the sustainability related issues.								
	If yes, details.									

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)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9	
Performance against above policies and follow up action	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	The process is reviewed from time to time, without adhering to a regular frequency								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes, our adherence to statutory principles and requirements substantially covers the principles, ensuring comprehensive compliance.										Our adherence to statutory principles, requirements, and other applicable laws ensures that the company's management conducts meetings based on the requirements. These meetings are scheduled as necessary, rather than on a fixed yearly, half-yearly, or other periodic basis.								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, Name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9	No	No	No	No	No	No	No	No	No	

12. If answer to question (1) above is “No” i.e. not all Principles are covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the Principles material to its business (Yes/No)	N	N	N	N	N	N	N	N	N
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)	N	N	N	N	N	N	N	N	N
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	N	N	N	N	N	N	N	N	N
It is planned to be done in the next financial year (Yes/No)	No specific targets have been set								
Any other reason (please specify)	Nil								

Section C) PRINCIPLE WISE PERFORMANCE DISCLOSURE

Principle 1. Businesses should Conduct and Govern themselves with integrity and in a manner that is ethical, transparent and accountable.

Essential Indicators:

- 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	3	1. LODR compliances, Insider Trading compliances, Board and Committee responsibilities, 2. Enterprise Risk Management (ERM Workshop) 3. Environment Social and Governance (ESG Programme)	100%
Key Managerial Personnel	3	1. LODR compliances, Insider Trading compliances, Board and Committee responsibilities, 2. Enterprise Risk Management (ERM Workshop) 3. Environment Social and Governance (ESG Programme)	100%
Employees other than BoD and KMPs	20	Management Development Program for Driving Success: Building Customer - Centric Excellence and Resilience for leadership Team from IIM Kozhikode, Team Management, Time Management, Outbound Training Program on Synergy and Collaboration, Customer Excellence, Finance for Non-Finance, AI/ ChatGPT for Managers, Sales Excellence training by Mercuri International for Branch Head, Transactional Analysis and Empathy Trainings for Works Managers and Assistant Works Managers, Design Thinking, Train The Trainer, Specialized EV training for trainers, Customer Excellence and Centric Trainings, Management Trainee Induction and Orientation Trainings, New Joiners Induction Trainings	75%
Workers	100	Transactional analysis and Empathy, Communication Skills, Listening Skills, Customer-Centric Approach, Customer Excellence Training, Time Management, Excel Training, Sales/Service Process Training, Refresher Training on Product, Process, SOP, Technology, Applications, New Joiner Induction Training, Company Policy and HR Induction, Incentive/Offer Trainings, Sales Pitch and Mastery, Objection Handling, Upselling and Cross Selling Session for sales and service, Telecaller/ Telemarketing Trainings	70%

- 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, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website):

A. Monetary

Particulars	NGRBC Principle	Name of the regulatory / Enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred ? (Yes/ No)
Penalty/Fine	P1	Chief Judicial Magistrate Court, Thiruvallur, Tamilnadu.	₹ 50,000	<p>The Chief Judicial Magistrate, Thiruvallur, has issued summons in CC 764/2023 against Mr. John K. Paul (Manager and Occupier) to answer charges related to the offences punishable under Section 6(1) Rule 12-B (3) and (4), Section 31 Rule 56-B (1) (2) (3) and (4) of the Factories Act, 1948.</p> <p>The charges are based on a complaint submitted by the Assistant Director of the Industrial Safety and Health Department, Thiruvallur- which arises from an inspection and a show cause notice dated 22-08-2023, issued by the complainant, calling upon Mr. John K. Paul (being the Occupier and Manager of the premises) to explain why he should not be prosecuted for various irregularities observed during the inspection of the Noombal Sales PDI Yard premises of the Company, Popular Vehicles and Services Limited, of which Mr. John K. Paul was the Director.</p> <p>Mr. John K. Paul appeared before the Chief Judicial Magistrate, Thiruvallur and upon reading the charges, he pleaded guilty. Recording the plea, the case was disposed of on 09/10/2024 imposing to pay a fine amount of ₹50,000 as punishment.</p> <p>Mr. John K. Paul deposited ₹50,000 fine amount as imposed by the Chief Judicial Magistrate, Thiruvallur and the case stands closed on 09/10/2024.</p>	No
Penalty/Fine	P1	Chief Judicial Magistrate Court, Thiruvallur, Tamilnadu.	₹ 50,000	<p>The Chief Judicial Magistrate, Thiruvallur, has issued summons in CC 765/2023 against Mr. John K. Paul (Manager and Occupier) to answer charges related to the offences punishable under Section 41 Rule 61-O and Section 61 (1) (9) Rule 79 of the Factories Act, 1948.</p> <p>The charges are based on a complaint submitted by the Assistant Director of the Industrial Safety and Health Department, Thiruvallur- which arises from an inspection and a show cause notice dated 22-08-2023, issued by the complainant, calling upon Mr. John K. Paul (being the Occupier and Manager of the premises) to explain why he should not be prosecuted for various irregularities observed during the inspection of the Noombal Sales PDI Yard premises of the Company, Popular Vehicles and Services Limited, of which Mr. John K. Paul was the Director.</p> <p>Mr. John K. Paul appeared before the Chief Judicial Magistrate, Thiruvallur and upon reading the charges, he pleaded guilty. Recording the plea, the case was disposed of on 09/10/2024 imposing to pay a fine amount of ₹50,000 as punishment.</p> <p>Mr. John K. Paul deposited ₹50,000 fine amount as imposed by the Chief Judicial Magistrate, Thiruvallur and the case stands closed on 09/10/2024.</p>	No

Particulars	NGRBC Principle	Name of the regulatory / Enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred ? (Yes/ No)
Penalty/Fine	P1	Chief Judicial Magistrate Court, Thiruvallur, Tamilnadu.	₹ 2,000	<p>The Chief Judicial Magistrate, Thiruvallur, has issued summons STC 6037/2023 against Mr. John K. Paul (Manager and Occupier) to answer charges related to the offences punishable under Section 4(1) (b) (i) of Labour Laws (Simplification of Procedure for Furnishing Returns and Maintaining Registers by Certain Establishments) Act, 1988.</p> <p>The charges are based on a complaint submitted by the Assistant Director of the Industrial Safety and Health Department, Thiruvallur- which arises from an inspection of the Noombal Sales PDI Yard premises of the Company, Popular Vehicles and Services Limited, of which Mr. John K. Paul was the Director; whereby various Labour Law non-compliances were found like the failure to maintain the register of persons employed cum employment card in Form I and the Muster Roll cum wage register in Form III of the Labour Laws Act.</p> <p>Mr. John K. Paul appeared before the Chief Judicial Magistrate, Thiruvallur and upon reading the charges, he pleaded guilty. Recording the plea, the case was disposed of on 09/10/2024 imposing to pay a fine amount of ₹2,000 as punishment.</p> <p>Mr. John K. Paul deposited ₹2,000 fine amount as imposed by the Chief Judicial Magistrate, Thiruvallur and the case stands closed on 09/10/2024.</p>	No
Settlement	P1	Deputy Labour Commissioner, Kozhikode.	₹ 2,33,690	<p>During a routine inspection on 18th January 2014 at the Company's Vadakara Service Centre, Kozhikode, the Assistant Labour Officer (ALO) Vadakara found that the Company has paid lesser wages than the wages fixed under the Minimum Wages Act 1948, in the respective categories to 14 employees of the Service Centre. The ALO has further entered into a finding that a total amount of ₹2,33,690/- payable to aforesaid employees are due and hence filed the petition, MCP No. 12/2014, against the then MD - Mr. Francis K. Paul, before the Court of Authority for Minimum Wages, Kozhikode.</p> <p>The above MCP No. 12/2014 was finally disposed of vide order dated 17th August 2023 by the Deputy Labour Commissioner, Kozhikode, directing PVSL to pay a total amount of ₹2,33,690/- being the minimum wages arrears under Section 20(3) of the Minimum Wages Act, 1948, for the period from July 2013 to December 2013. The order was complied with and settled by depositing an amount of ₹ 2,33,690 via cheque/DD No. 469654 before the Deputy Labour Commissioner, Kozhikode on October 12, 2023.</p>	NO

Particulars	NGRBC Principle	Name of the regulatory / Enforcement agencies/judicial institutions	Amount (In ₹)	Brief of the Case	Has an appeal been preferred ? (Yes/ No)
Settlement	P1	Deputy Labour Commissioner, Kozhikode.	₹ 1,12,875	<p>During a routine inspection on 15th September 2018 at the Company's Kozhikode Service Centre, the Assistant Labour Officer of Kozhikode 2nd Circle, found that the Company has paid lesser wages than the wages fixed under the Minimum Wages Act 1948, in the respective categories to 12 employees of the Service Centre. The ALO has further entered into a finding that a total amount of ₹1,12,875 /-payable to aforesaid employees are due and hence filed a petition, MCP No.36/2019 against the then MD- Mr. John K. Paul before the Court of Authority for Minimum Wages, Kozhikode.</p> <p>The above MCP No. 36/2019 was finally disposed of vide order dated 26th August 2023 by the Deputy Labour Commissioner, directing PVSL to pay a total sum of ₹1,02,614/- to the opposite parties being the minimum wages arrears under Section 20(3) of the Minimum Wages Act, 1948, for the period from March 2018 to August 2018, along with a compensation of ₹10,261. The order was complied with and settled by depositing an amount of ₹1,12,875/- via cheque/DD No. 469653 before the Deputy Labour Commissioner, Kozhikode on October 12, 2023.</p>	NO
Compounding Fee	0	0	0	0	0

B. Non Monetary

Particulars	NGRBC Principle	Name of the regulatory / Enforcement agencies/ judicial institutions	Brief of the Case	Has an appeal been preferred ? Yes/No
Imprisonment	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL

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

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

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide the details in brief and if available, provide a web-link to the policy.
5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY 2024 -25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directors	NIL	NIL
KMPs	NIL	NIL
Employees	1	NIL
Workers	NIL	NIL

6. Details of complaints with regard to conflict of interest

Particulars	FY 2024-25 (Current financial year)		FY 2023-24 (Previous financial Year)	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors				
Number of complaints received in relation to issues of Conflict of Interest of the KMPs				

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.

NIL

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2024-25 (Current Financial year)	FY 2023-24 (Previous Financial Year)
Number of days of accounts payables	9	19

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format

Parameter	Metrics	FY 2024-25 (Current Financial year)	FY 2023-24 (Previous Financial year)
Concentration of Purchases	a. Purchases from tradinghouses as % of total purchases	0	0
	b. Number of trading houses where purchases are made from	0	0
	c. Purchases from top 10 trading houses as % of total purchases from trading houses.	0	0
Concentration of Sales	a. Sales to dealers /distributors as % of total sales	0%	0%
	b. Number of dealers/ distributors to whom sales are made	44	51
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	0%	0%
Share of RPTS in	a. Purchases (purchases with related parties/ Total purchases)	0.05%	0.53%
	b. Sales (Sales to related parties/Total Sales)	0.03%	0.05%
	c. Loans and advances(Loans and advances given to related parties/Total loans and advances)	100%	100%
	d. Investments (Investments in related parties/ Total investments made)	98.4%	83.79%

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.

Category	Current Financial Year FY 2024-25	Previous Financial Year FY 2023-24	Details of improvements in environmental and social impacts
R&D Capex	Popular Vehicles & Services Limited does not directly invest in Research & Development (R&D) or capital expenditure (CAPEX) aimed at developing technologies that improve environmental and social impacts. As an authorized distribution partner for various automobile Original Equipment Manufacturers (OEMs), the responsibility for R&D and technology development, including those with environmental and social considerations, lies with the OEMs. Accordingly, the percentage of R&D and CAPEX investments by the entity in such technologies is nil.		
	-		

In case the entity desires to disclose any benefits other than those specified in this field, additional columns may be added for such disclosures.

The company is a dealer for a leading automobile brand, and the vehicles we sell are manufactured in green manufacturing facilities. These products undergo continuous technological improvements through our OEM's R&D efforts, enhancing both safety and fuel efficiency.

2. Sustainable Sourcing
- a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)
- b. If yes, what percentage of inputs were sourced sustainably?
- We source vehicles from OEMs and auto parts manufacturers, all of which have well-laid-out sustainable practices. Hence, our main source partners are committed to sustainability.
3. Describe the processes in place to reclaim products for reusing, recycling, and disposing at the end of life for:
- a. Plastics (Including Packaging)
- b. E-Waste
- c. Hazardous waste
- d. Other waste
- Popular Vehicles & Services Limited does not have any processes in place to reclaim products for reusing, recycling, or disposal at end-of-life for plastics, e-waste, hazardous waste, or other waste, as the generation of such waste is either nil or negligible due to the nature of its operations. The Company does not engage in manufacturing or packaging activities, and hence there is no plastic waste generated. E-waste, if any, is minimal and pertains to end-of-life electronic equipment used internally, all of which is responsibly disposed of through authorised e-waste collectors. No hazardous waste is generated, as the Company does not manufacture or trade in products that produce such waste. Other routine waste is managed in accordance with applicable municipal guidelines.
4. Extended Producer Responsibility (EPR)
- Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, steps taken to address the same.
- Extended Producer Responsibility (EPR) is not applicable to the operations of Popular Vehicles and Services Limited. As the company primarily engages in the sales and servicing of vehicles and does not manufacture or produce any products that fall under the purview of EPR regulations—such as plastic packaging, electronics, or batteries—it is not classified as a 'Producer' under the applicable environmental laws. Consequently, there is no requirement to submit a waste collection plan or register under EPR with the Pollution Control Boards.

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

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

Category	% of employees covered by										
	Total A	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number B	% (B/A)	Number C	% (C/A)	Number D	% (D/A)	Number E	% (E/A)	Number F	% (F/A)
Permanent Employees											
Male	1494	1494	100%	1494	100%	0	0	1154	77.24%	0	0
Female	199	199	100%	199	100%	199	100%	0	0	0	0
Total	1693	1693	100%	1693	100%	199	11.75%	1154	68.16%	0	0
Other than permanent employees											
Male	50	0	0%	50	100%	0	0	0	0	0	0
Female	2	0	0%	2	100%	2	100%	0	0	0	0
Total	52	0	0%	52	100%	2	3.85%	0	0	0	0

In case the entity desires to disclose any benefits other than those specified in this field, additional columns may be added for such disclosures.

b. Details of measures for the well-being of Workers

Category	% of workers covered by										
	Total A	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number B	% (B/A)	Number C	% (C/A)	Number D	% (D/A)	Number E	% (E/A)	Number F	% (F/A)
Permanent workers											
Male	2774	2774	100%	2774	100%	0	0	1456	52%	0	0
Female	1066	1066	100%	1066	100%	1066	100%	0	0	0	0
Total	3840	3840	100%	3840	100%	1066	27.76%	1456	37.92%	0	0
Other than permanent workers											
Male	415	0	0%	415	100%	0	0	0	0	0	0
Female	164	0	0%	164	100%	164	100%	0	0	0	0
Total	579	0	0%	579	100%	164	28.32%	0	0	0	0

In case the entity desires to disclose any benefits other than those specified in this field, additional columns may be added for such disclosures.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2024-25	FY 2023-24
	Current Financial Year	Previous Financial Year
Cost incurred on well-being measures as a % of total revenue of the company	0.061%	0.06%

2. Details of retirement benefits, for current FY and previous financial year

	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Number of employees covered as % of total employees	Number of Workers covered as % of total employees	Deducted and deposited with the authority (Y/N/N.A)	Number of employees covered as % of total employees	Number of Workers covered as % of total employees	Deducted and deposited with the authority (Y/N/N.A)
PF	97.02%	86.90%	Y	91.70%	82.31%	Y
Gratuity	96.96%	86.90%	Y	91.65%	82.31%	Y
ESI	44.87%	83.64%	Y	49.14%	80.10%	Y
Others – Medclaim	52.15%	3.26%	Y	42.56%	2.22%	Y
LWF	79.37%	86.90%	Y	-	-	-

3. Accessibility of workplaces

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.

Not all our premises are accessible for differently abled.

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, we have an Equal Opportunity, Diversity, and Inclusion Policy. All employees are encouraged to report any concerns or incidents of discrimination and harassment to their respective HR SPOC.

<https://www.popularmaruti.com/investor-relations/wp-content/uploads/2025/03/Equal-Opportunity-Diversity-and-inclusion-Policy-PVSL.pdf>

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

Gender	Permanent Employees		Permanent Workers	
	Return to work Rate	Retention Rate	Return to work Rate	Retention rate
Male	100.00%	79.63%	100.00%	85.29%
Female	100.00%	66.67%	80.00%	50.00%
Total	100.00%	78.95%	100.00%	77.27%

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.

Particulars	Yes/No (if yes then give details of the mechanism in brief)
Permanent Workers	Yes, in the event of a work-related grievance, all our employees/workers can first raise it with their respective reporting managers, who will initiate the redressal process. If the concern or complaint is against the reporting manager, the employee can escalate it to the next level manager. The employee's HR SPOC will also partner in the redressal process.
Other than Permanent Workers	
Permanent Employees	
Other than permanent Employees	

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

	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Total employees	Total employees/ workers in respective category, who are part of association (s) or Union (s)	% B/A	Total employees	Total employees/ workers in respective category, who are part of association (s) or Union (s)	% B/A
	/workers in respective category (A)			/workers in respective category (A)		
Total Permanent Employees						
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL
Total Permanent Workers						
Male	NIL	NIL	NIL	NIL	NIL	NIL
Female	NIL	NIL	NIL	NIL	NIL	NIL

8. Details of Training imparted to the employees and workers on health & safety measures and on skill upgradation.

	FY 2024-25 Current Financial Year					FY 2023-24 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	1544	52	3.37%	1245	80.63%	The company has not implemented a formal training regimen on health & safety measures or skill upgradation. However, a few training programs have been conducted at the local level at our outlets to address these areas on an as-needed basis.				
Female	201	0	0	65	32.34%					
Total	1745	52	3.37%	1310	75.07%					
Workers										
Male	3189	436	13.67%	2245	70.40%	The company has not implemented a formal training regimen on health & safety measures or skill upgradation. However, a few training programs have been conducted at the local level at our outlets to address these areas on an as-needed basis.				
Female	1230	0	0	862	70.08%					
Total	4419	436	13.67%	3107	70.31%					

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

FY 2024-25 Current Financial Year				FY 2023-24 Previous Financial Year		
	Total (A)	No.(B)	% (B/A)	Total C	No.(D)	% (D/C)
Employees						
Male	1544	1203	77.91%	The number of reviews conducted is not recorded. However, we have a process for the annual performance review of all our employees, where reporting managers discuss career and progression plans with their respective employees.		
Female	201	144	71.64%			
Total	1745	1347	77.19%			
Workers						
Male	3189	1325	41.55%	The number of reviews conducted is not recorded. However, we have a process for the annual performance review of all our employees, where reporting managers discuss career and progression plans with their respective employees.		
Female	1230	503	40.89%			
Total	4419	1828	41.37%			

10. Health and safety management system

- a. Whether the entity has implemented an occupational health and safety management system? (Yes/ No). If yes, the coverage such system?

We have implemented a new Occupational Health and Safety Policy. This policy applies to all employees, contractors, and visitors within our premises, including sales areas, service workshops, and parking lots.

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

1. Conduct regular safety inspections and address identified hazards.
2. Regularly inspect the premises for potential hazards, vehicles and equipments for safety compliance and rectify any identified risks.

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

Yes, all accidents, injuries, or near-miss incidents must be reported immediately to the HR SPOC or the designated person.

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

Yes, we have a tie-up with Aster DM Health Care and Kinder Hospitals in a few of our locations to provide health care at a subsidised rate.

11. Details of safety related incidents

Safety Incident / Number	Category	FY 2024-25	FY 2023-24
		Current Financial Year	Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) Per One million -person hours worked	Employees Workers		We are in the process of implementing a comprehensive system to monitor safety-related incidents. This new system will enable us to systematically track, record, and analyze all safety incidents across our operations. By doing so, we aim to identify potential hazards, address recurring issues, and implement preventive measures to ensure a safer work environment for all our employees. Additionally, this system will provide real-time reporting capabilities, facilitate better communication of safety protocols, and enhance our overall safety management practices.
Total recordable work-related injuries	Employees Workers	2 13	
No of fatalities	Employees Workers	Nil NIL	
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	
	Workers	Nil	

12. Describe the measures taken by the entity to ensure a safe and healthy work-place.

To ensure a safe and healthy workplace, we conduct regular inspections and maintenance by certified authorities, implement robust safety protocols, provide comprehensive training, and conduct emergency response drills and first aid training.

13. Number of complaints made by employees and workers

	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Filed during the year	Pending resolutions at the end of the year	Remarks	Filed during the year	Pending resolutions at the end of the year	Remarks
Working Conditions	0	0		Currently, we have no mechanism to record the number of safety and health complaints made by employees and workers. However, we are in the process of implementing a system to address this. Any such complaints received have been addressed and resolved at the local branch level.		
Health & Safety	0	0				

14. Assessments for the year

Particulars	% of plants and offices that were assessed (By entity or statutory authorities or third parties)
Health and safety practices	Nil
Working Conditions	

15. 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.

Nil

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

Essential Indicators:

1. Describe the process for identification of key stakeholder groups of the entity.

Popular Vehicles and Services Limited (PVSL) recognizes stakeholders as valued partners in its mission for long term value creation. Effective stakeholder involvement is crucial for achieving the company's strategic goals. PVSL has recognized both internal and external stakeholders. At present, the stakeholders who significantly influence the Company's operations and functioning comprises employees, shareholders, customers, vendors, insurance companies, OEM, local communities, government and regulators and lenders.

Instruction /Guidance

Under this field, the entity shall disclose the basis for determining stakeholders and determining the groups with whom to engage or not to engage.

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 & Marginalized Group (Yes/ No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholders	No	<ul style="list-style-type: none"> • Stock exchange disclosures • Website • AGMs, public and media announcements • Annual Report • Quarterly investor calls • Dedicated external Investor Relations team. 	Quarterly & Annually.	Shareholders are fundamental to business growth and development.
Local Communities	No	<ul style="list-style-type: none"> • CSR partnerships 	Ongoing	Being into automobile sector, the road culture and safe road habits helps in saving lives and livelihood of the communities around. Partnering with schools, we have strived to inculcate culture of awareness among the present and future drivers.

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Government & Regulators	No	<ul style="list-style-type: none"> Compliance with all applicable laws. Representation through Industry bodies. Participation in Government consultation programmes 	Ongoing	Compliance with applicable laws and regulations help maintain a positive relation with Government and is essential to drive important policies in the sector.
Employees	No	<ul style="list-style-type: none"> Real time engagement Email HR application (Voyonfolks) Notice board Daily meeting and briefings. Townhall meetings Timely internal communications Whatsapp Group 	Ongoing	At PVSL employees form the core of the business and service. Engagements with them help to analyze working environment, career enhancement, health, safety and engagement activities.
Customers	No	<ul style="list-style-type: none"> Direct feedback Social media handles Website, E-mail Periodic market research. 	Ongoing	PVSL has been the choice for customers. Customer feedback helps the company improve its services.
Vendors	No	<ul style="list-style-type: none"> E-mail Telephone 	Ongoing	Vendors are integral part and their services influence the business operations and quality of customers experience.
Insurance companies	No	<ul style="list-style-type: none"> E-mail Telephone Meetings 	Ongoing	PVSL offers insurance renewal services and positive relationship with insurance companies ensure the quality, efficiency, reliability of the services.
OEM	No	<ul style="list-style-type: none"> E-mail Telephone Meetings Dealer Management System. 	Ongoing	Being franchise model, the OEM interactions/ relations/ communications is integral to the success of the business.
Lenders (Banks/ NBFCs)	No	<ul style="list-style-type: none"> Meetings Sharing regular updates on financial performance. Ongoing communication and relationship 	Ongoing	Caters to the financial assistance for the growth and diversification of the company.

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, in the following format:

In FY 2024-25, we successfully conducted three training sessions on POSH (Prevention of Sexual Harassment), 85% of our employees/workers attended these sessions.

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

Category	FY 2024-25 Current Financial Year					FY 2023-24 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal 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	1494	4	0.27%	1489	99.67%	1522	6	0.39%	1510	99.21%
Female	199	1	0.50%	198	99.50%	180	1	0.56%	179	99.44%
Other than Permanent										
Male	50	0	0%	35	70%	121	5	4.13%	59	48.76%
Female	2	0	0%	2	100%	3	1	33.33%	1	33.33%
Workers										
Permanent										
Male	2774	91	3.28%	2668	96%	2679	429	16.01%	2171	81.04%
Female	1066	29	2.72%	1036	97%	886	79	8.92%	782	88.26%
Other than Permanent										
Male	415	16	3.86%	94	23%	576	36	6.25%	118	20.49%
Female	164	3	1.83%	43	26%	220	18	8.18%	59	26.82%

3. Details of remuneration/ salary/ wages (including differently abled)

Category	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors	6	10,560,000	1	1,600,000
Key Managerial Personal	3	6,654,252	0	
Employees other than BoD and KMP	1541	269,304	201	282,204
Workers	3189	168,384	1230	177,936
Category	Wages	Median		
Employees & Workers	1,300,271,527	185,130		
KMP	21,929,565	6,654,252		

Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
Gross wages paid to females as % of total wages	19.42%	18.30%

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)

No

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

Implemented Human Right Policy. We encourage all employees to report any concerns, complaints, or grievances related to workplace issues, including but not limited to discrimination, harassment, unethical behavior, or violation of policies. All reports will be taken seriously and handled promptly, confidentially, and impartially.

6. Disclosure of complaints made by employees and workers on sexual harassment, discrimination at workplace, Child Labour, Forced Labour/Involuntary Labour, Wages or other human rights related issues.

Category	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Filed during the year	Pending Resolution at the end of the year	Remarks	Filed During the Year	Pending Resolution at the end of the year	Remarks
Sexual Harassment	1	0	Settled	2	Nil	Settled
Discrimination at workplace	0	0	0	0	0	0
Forced Labour/ Involuntary Labour	0	0	0	0	0	0
Wages	0	0	0	0	0	0
Other human right related issues	0	0	0	0	0	0

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	Current Financial Year	Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	2
Complaints on POSH as a % of female employees / workers	0.070%	0.17%
Complaints on POSH upheld	Nil	Nil

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

The organisation is equipped to handle discrimination and harassment cases by ensuring confidentiality, enforcing strict anti-retaliation measures, providing support systems like counselling, and conducting regular follow-ups. These mechanisms are in place to protect the complainant and maintain a fair and safe working environment if such cases arise.

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

No

10. Assessments of the year

Category	% of plants and offices that were assessed (by the entity or by the statutory authorities or third parties)
Child Labour	Nil: Though not conducting specific assessments, the company regularly monitors workplace practices to prevent issues related to child labor, forced labor, sexual harassment, discrimination, and wage discrepancies. The company ensures that wages are paid according to agreements and legal requirements and has established rules and policies in these areas where mandatorily applicable.
Forced/Involuntary Labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

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

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

Essential Indicators:

1. Details of total energy consumption (in Joules or multiples) and energy intensity

Parameter	FY 2024-25 (Current financial Year)	FY 2023-24 (Previous financial Year)
From renewable sources		
Total electricity consumption (A)	438.6384 GJ	9608372.98 Watts
Total fuel consumption (B)	Nil	The company acknowledges that it has not captured specific data on energy consumption, fuel usage, and energy intensity metrics during the year. However, recognizing the importance of this information, the company is actively working on establishing a mechanism to accurately capture and report these data points, commencing from FY25. This initiative is part of the company's ongoing commitment to enhancing its sustainability practices and improving transparency in reporting energy consumption and efficiency metrics in the future.
Energy consumption through other sources (C)	Nil	
Total energy consumed from renewable resources (A+B+C)	438.6384 GJ	
From non-renewable sources		
Total electricity consumption (D)	121,980 GJ.	
Total fuel consumption (E)	4,055 GJ	The company acknowledges that it has not captured specific data on energy consumption, fuel usage, and energy intensity metrics during the year. However, recognizing the importance of this information, the company is actively working on establishing a mechanism to accurately capture and report these data points, commencing from FY25. This initiative is part of the company's ongoing commitment to enhancing its sustainability practices and improving transparency in reporting energy consumption and efficiency metrics in the future.
Energy consumption through other sources (F)	Nil	
Total energy consumed from non-renewable resources (D+E+F)	126,035 GJ	
Total energy consumed. (A+B+C+D+E+F)	126,474.GJ	
Energy intensity per rupee of turnover	0.000	
(Total energy consumption/ turnover in rupees)	0.000004908 GJ/₹	The company acknowledges that it has not captured specific data on energy consumption, fuel usage, and energy intensity metrics during the year. However, recognizing the importance of this information, the company is actively working on establishing a mechanism to accurately capture and report these data points, commencing from FY25. This initiative is part of the company's ongoing commitment to enhancing its sustainability practices and improving transparency in reporting energy consumption and efficiency metrics in the future.
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)	0.0000197751	
(Total energy consumed / Revenue from operations adjusted for PPP)		
Energy intensity in terms of physical output		
Energy intensity (optional) – the relevant metric may be selected by the entity		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

- 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). If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, the remedial action taken, if any.
- Nil
3. Provide details of the following disclosures related to water, in the following format

Parameter	FY 2024-25 Current Financial Year	FY 2023-24 (Previous financial Year)
Water Withdrawal by Source (In Kiloliters)		
(i) Surface water	The company acknowledges that it has not captured specific data on water withdrawal, consumption, and water intensity metrics during the year. However, recognizing the significance of this data for sustainability reporting, the company is in the process of establishing a robust mechanism to track and report these metrics starting from FY26.	
(ii) Groundwater		
(iii) Third party water		
(iv) Seawater / desalinated water		
(v) Others		
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)		
Total volume of water consumption (in kilolitres)		
Water intensity per rupee of turnover (Water consumed / Revenue from operations)		
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)		
(Total water consumption / Revenue from operations adjusted for PPP)		
Water intensity in terms of physical output		
Water intensity (optional) – the relevant metric may be selected by the entity		

Note - Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) . If yes, name of the external agency:

Nil

4. Provide the following details related to water discharge

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
-	No treatment	
-	With treatment – please specify level of treatment	
(ii) To Groundwater		
-	No treatment	
-	With treatment – please specify level of treatment	
(iii) To Seawater		
-	No treatment	The company acknowledges that it has not captured specific data on water withdrawal, consumption, and water intensity metrics during the year. However, recognizing the significance of this data for sustainability reporting, the company is in the process of establishing a robust mechanism to track and report these metrics starting from FY26.
-	With treatment – please specify level of treatment	
(iv) Sent to third-parties		
-	No treatment	
-	With treatment – please specify level of treatment	
(v) Others		
-	No treatment	
-	With treatment – please specify level of treatment	
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

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

Nil

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

Parameter	Please specify unit	FY 2023-24 (Current Financial Year)	FY 2022-23 (Previous Financial Year)
NOx		Since our company is not involved in manufacturing, air emissions such as NOx, SOx, particulate matter, and other pollutants are negligible. However, we acknowledge the importance of monitoring all potential emissions, no matter how small. As part of our commitment to environmental responsibility, we are exploring ways to quantify and report any minor air emissions from our operations, ensuring transparency and compliance with relevant environmental standards.	
Sox			
Particulate Mater			
Persistent organic pollutants (POP)			
Volatile organic compounds (VOC)			
Hazardous air pollutants (HAP)			
Others – please specify			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

Nil

7. Please provide the details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & their intensity

Parameter	Unit	FY 2024-25 (Current financial Year)	FY 2023-24 (Previous financial Year)
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	Not Captured – However, Scope 1 emissions are not significant for the company	Not Captured – However, Scope 1 emissions are not significant for the company.
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	14,564.23 tonnes of CO ₂ per year	
Total Scope 1 and Scope 2 emissions intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)		Not available as scope one is not accounted for	
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		Not available as scope one is not accounted for	
Total Scope 1 and Scope 2 emission intensity in terms of physical output		Not available as scope one is not accounted for	
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity		Not available as scope one is not accounted for	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency:

Nil

8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide the details.
No
9. Provide details related to waste management by entity, in the following format

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Total Waste generated (in metric tonnes)		
Plastic waste (A)	76.092 tonne	14237 kg
E-waste (B)	NIL	NIL
Bio-medical waste (C)	Not Applicable	Not Applicable
Construction and demolition waste (D)	Not Applicable	Not Applicable
Battery waste (E)	34.25 tonne (approx.)	4598 nos.
Radioactive waste (F)	NIL	NIL
Other Hazardous waste (G). Please specify if any	NIL	610217 kg
Other Non-hazardous waste generated (H)(Break-up by composition i.e by materials relevant to the sector)	538.53 tonne	608422 kg
Total (A+B+C+D+E+F+G+H)	648.87 tonnes	1237474
Waste intensity per rupee of Turnover (Total waste generated / Revenue from operations)	NA	NA

Parameter	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)(Total waste generated / Revenue from operations adjusted for PPP)	NA	NA
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
i.Re-cycled	NIL	NIL
ii.Re-used	NIL	NIL
iii.Other recovery operations	NIL	NIL
Total		
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
i.Incineration	NIL	NIL
ii.Landfilling	NIL	NIL
iii.Other disposal operations	NIL	NIL
Total		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) . If yes, name of the external agency:

NO

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

The company is committed to responsible waste management practices, ensuring that all hazardous and non-hazardous wastes are properly disposed of in accordance with environmental regulations. We prioritize reducing the use of hazardous and toxic chemicals in our processes and have implemented effective practices to manage such wastes. Our strategy includes minimizing waste generation, promoting recycling, and adopting safe disposal methods to protect the environment and support sustainability in our operations.

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

S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any.
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A few of the company's showrooms are located 3–10 km **outside** ecologically sensitive areas. These outlets operate from leased premises that have been constructed in compliance with local building and environmental regulations. Their operations do not cause any adverse impact on the surrounding ecology.

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

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web Link
NIL					

13. 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). If not, provide details of all such non-compliances, in the following format:

Specify the Law / regulation / guidelines which was not complied with	Specify the Law / regulation / guidelines which was not complied with	Provide details of the non-compliance	Any fines / penalties / action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
	Nil	Nil	Nil	Nil

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 - 4
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

SL No	Name of the trade industry chambers/associations	The reach of trade and industry chambers/associations (State/National)
1	Federation of Automobile Dealers Associations	National
2	Confederation of Indian Industry	National
3	Cochin Chamber of Commerce & Industry	State
4	Kerala Automobile Dealers Association	State
5	Not Applicable	Not Applicable
6	Not Applicable	Not Applicable
7	Not Applicable	Not Applicable
8	Not Applicable	Not Applicable
9	Not Applicable	Not Applicable
10	Not Applicable	Not Applicable

2. Provide Details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regular authorities.

Name of authority	Brief of the case	Corrective actions taken
NIL		

Principle 8. Businesses should promote inclusive growth and equitable development

Essential Indicators

- Details of social impact assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

Name and brief details of the project	SIA notification No.	Date of notification	Whether conducted by an Independent external agency (Yes/No)	Results communicated in public domain (Yes/ No)	Relevant weblink
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Not applicable

- Information on project (s) for which ongoing rehabilitation and resettlement (R&R) is being undertaken by the entity, in the following format -

SL No	Name of project for which R&R is ongoing	State	District	No. of project-affected families	% of PAFs covered by R&R	Amount paid to PAFs in FY(In INR)
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Not Applicable

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

Community members can approach our staff or senior managers at any of our locations to raise and resolve grievances. Additionally, they can contact us through email or phone for any concerns or issues. These mechanisms ensure that we remain accessible and responsive to the needs of the community, fostering open communication and effective grievance redressal.

- Percentage of input material (inputs to total inputs by value) sourced from suppliers

Particulars	FY 2024-25 (Current Financial Year)	FY 2023-24 (Previous Financial Year)
Directly sourced from MSMEs/small producers	8.4%	6.91%
Directly from within India	100%	100%

- Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 24-25 (Current Financial Year)	FY 23-24 (Previous Financial Year)
Rural	21.19%	While exact data numbers are not available, we can confirm that a significant portion of our workforce comprises individuals from small towns, villages, and remote areas. These employees, whether permanent or on contract, contribute meaningfully to our operations, and their wages reflect our commitment to supporting job creation in these regions. We recognize the importance of rural and semi-urban employment and are dedicated to providing fair wages that contribute to the economic development of these communities.
Semi-Urban	36.70%	
Urban	42.11%	

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

Essential Indicators

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

	FY 24-25	FY 23-24	Response
Website - www.popularmaruti.com	-	-	89% resolved within TAT of 48 HRS
Inbound Toll Free - 1800 123 8090	1860	3476	
OutBound - Post Booking Follow-up , Post Sales Follow-up, Post Service Follow-up	72331	86527	
Social Media - Facebook, Instagram	42	64	
Nodal - 9846298607 , Nodal@popularv.com	5	0	
Branch Walkins	-	-	

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

Particulars	As a % of total turnover
Environmental and social parameters relevant to the product	0
Safe and responsible usage	0
Recycling and/or safe disposal	0

3. Number of consumer complaints in respect of the following

Particulars	FY 2024-25 (Current Financial Year)			FY 2023-24 (Previous Financial Year)		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data Privacy	Nil	Nil	Nil	Nil	Nil	Nil
Advertising	Nil	Nil	Nil	Nil	Nil	Nil
Cyber-security	Nil	Nil	Nil	Nil	Nil	Nil
Delivery of essential services	74238			85099		
Restrictive Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Unfair Trade Practices	Nil	Nil	Nil	Nil	Nil	Nil
Other	Nil	Nil	Nil	Nil	Nil	Nil

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

Particulars	Number	Reasons for recall
Voluntary recalls	NIL	NIL
Forced recalls	NIL	NIL

5. Does the entity have Framework/ policy on cyber security and risks related to data privacy? **(Yes/No)** If available, web-link of the policy.

Policy is available but not hosted on the website.

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

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches –

NIL

- b. Percentage of data breaches involving personally identifiable information of customers

NIL

- c. Impact, if any, of the data breaches

NIL

ANNEXURE G

Form AOC-1

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES OR ASSOCIATE COMPANIES OR JOINT VENTURES

(PURSUANT TO FIRST PROVISIO TO SUB-SECTION (3) OF SECTION 129 READ WITH RULE 5 OF COMPANIES (ACCOUNTS) RULES, 2014)

(In millions)

Sl. No	Name of Subsidiary	Financial period ended	Date since when subsidiary was acquired	Report- ing Cur- rency	Capital	Other Equity	Total Assets	Total Lia- bilities	Invest- ments	Turnover	PBT	Pro- vision for Tax	Profit After tax	Pro- posed Divi- dend	% of share- holding
1	Popular Mega Motors (India) Private Limited	March 31, 2025	21.06.2004	INR	69.44	1,137.11	3,191.45	3,191.45	98.45	11,815.50	68.57		55.08	NIL	100%
2	Popular Autoworks Private Limited	March 31, 2025	09.01.2014	INR	251.12	210.82	1,417.16	1,417.16	NIL	4,706.22	198.65		141.81	NIL	100%
3	Vision Motors Private Limited	March 31, 2025	20.06.2012	INR	146.77	401.45	1,014.64	1,014.64	60.60	2,554.08	71.27		50.80	NIL	100%
4	Popular Auto Dealers Private limited	March 31, 2025	01.10.2015	INR	5.10	448.30	1,129.26	1,129.26	23.46	2,718.91	38.33		79.51	NIL	100%
5	Kuttukaran Cars Private Limited	March 31, 2025	06.01.2014	INR	55.47	(26.33)	287.28	287.28	NIL	728.27	(9.62)		(7.07)	NIL	100%
6	*Kuttukaran Green Private Limited	March 31, 2025	13.06.2017	INR	9.40	13.31	83.72	83.72	NIL	139.87	(14.29)		(10.78)	NIL	100%
7	Keracon Equipments Private Limited	March 31, 2025	01.02.2023	INR	9.48	(5.89)	3.76	3.76	0.01	NIL	3.48		3.20	NIL	100%
8	**Prabal Motors Private Limited	March 31, 2025	01.02.2023	INR	0.14	363.14	1,865.64	1,865.64	NIL	7,028.49	21.66		14.73	NIL	100%

* Share capital of Kuttukaran Green Private Limited consists of 9,40,243 equity shares of ₹ 10/- each and 15,000 preference shares of ₹ 1000/- each which is fully held by the company.

** Share capital of Prabal Motors Private Limited consists of 14,193 equity shares of ₹ 10/- each and 20,000 preference shares of ₹ 10/- each which is fully held by the company.

**On account of loan to equity conversion, 30% of holdings of Prabal Motors Private Limited is directly held by the Company and the remaining 70% is held by the Company through its wholly owned subsidiary Keracon Equipments Private Limited.

Company does not have any associate companies or joint ventures as on March 31, 2025.

For and on Behalf of Board of Directors of
Popular Vehicles and Services LimitedPlace: Kochi-25
Date: 14th August, 2025**Naveen Philip**
(Managing Director)
(DIN:00018827)**Francis K Paul**
(Whole Time Director)
(DIN:00018825)

Management Discussion & Analysis FY2024-25

Review of the Global Economy

In calendar year 2024 (CY24), the global economy experienced modest growth, with global light vehicle sales reaching 89 million units, a 2% increase from the previous year. This growth was uneven across regions, influenced by factors such as geopolitical tensions, inflation, and trade uncertainties.

The automotive sector faced challenges, particularly in the U.S., where the introduction of 25% tariffs on imported vehicles led to an initial surge in car sales, followed by a sharp decline. In June, the annualised sales rate dropped to 15 million units from April's 17.6 million. Similarly, the UK's vehicle production in May fell to its lowest since 1949, primarily due to reduced exports to the U.S. following the imposition of tariffs.

Despite these challenges, the electric vehicle (EV) market remained a bright spot. Global EV sales reached 17.1 million units in 2024, marking a 25% year-over-year increase. China continued to dominate this segment, accounting for a significant share of global EV production and sales.

Indian Economy

In 2024-25, the Indian economy remained resilient amid global uncertainty, with real GDP growing at 6.5%—the

highest among major economies. Growth was driven by consumption recovery, improved net exports, and robust activity in the rural and services sectors—all of which supported the auto sector's momentum. The agriculture sector's 4.6% growth, backed by a favourable monsoon and government support, boosted rural incomes and sustained demand for two-wheelers and entry-level vehicles. While industrial growth moderated to 4.3% due to a manufacturing slowdown, the Production-Linked Incentive (PLI) scheme continued to catalyse investments in auto and EV components. Construction and infrastructure activity also remained strong, driving demand for commercial vehicles, despite limited traction in mining and electricity output.

Easing inflation (4.6%) and accommodative monetary policy—with the repo rate cut to 6.0%—improved financing conditions and aided vehicle affordability. The EV segment gained policy momentum through targeted subsidies, enhanced FAME II rollout, and state-level incentives that encouraged both manufacturing and adoption. Improved liquidity, active equity and bond markets, and robust forex reserves supported capital availability for automakers investing in clean mobility. Despite rupee depreciation pressures, auto exports—especially in the two- and three-wheeler EV categories—remained steady, reinforcing India's evolving role as a global automotive and electric mobility hub.



Performance of the Indian Auto Industry

Passenger Vehicles: Resilient Growth Anchored by Utility Segment

In FY 2024–25, the Passenger Vehicle (PV) segment witnessed sustained momentum, achieving a domestic sales volume of 43,01,848 units. This performance was underpinned by the continued popularity of Utility Vehicles (UVs), which deepened their dominance within the PV category. Despite the moderation in growth rate due to a high base effect from the previous year, the segment benefited from multiple tailwinds, including the launch of aspirational new models, improved vehicle availability, and a conducive retail environment supported by promotional schemes. The increasing preference for feature-rich models, particularly among first-time buyers and urban families, helped maintain steady showroom footfalls throughout the year.

Passenger Vehicles sold 43,01,848 units in FY25 – the highest ever recorded for the segment.

Commercial Vehicles: Slight Moderation Amid Structural Shifts

The Commercial Vehicles (CV) segment registered domestic sales of 9,56,671 units during the fiscal year. The segment experienced a mild contraction compared to the previous year, largely due to a slowdown in the medium and heavy commercial vehicle (MHCV) category, despite signs of a rebound in the last quarter. A shift in fleet preference towards higher gross vehicle weight (GVW) configurations to optimise logistics efficiency has begun to redefine the freight segment. At the same time, the bus category saw notable traction, driven by the government's infrastructure push and enhanced focus on inter-city and intra-city public transport systems.

Commercial Vehicles recorded domestic sales of 9,56,671 units in FY25, reflecting a marginal contraction.

Three-Wheelers: Full Recovery and New Peak Achieved

Three-Wheelers reached a significant milestone in FY 2024–25, with domestic sales touching 7,41,420 units. This represents a full recovery beyond the pre-pandemic peak of FY2019. The surge in demand was primarily propelled by passenger three-wheelers, which benefitted from the growing requirement for affordable last-mile urban mobility. The adoption of electric three-wheelers, supported by improved financing options and increasing urbanization, further fuelled volumes. The commercial usage of these vehicles in tier-2 and tier-3 cities added depth to demand, marking this segment's comprehensive revival.

Three-wheelers registered their highest-ever domestic sales of 7,41,420 units in FY25.

Two-Wheelers: A Steady Climb Backed by Rural and Electric Push

The Two-Wheeler segment saw domestic sales climb to 1,96,07,332 units in FY 2024–25, reflecting a recovery-oriented momentum after multiple subdued years. The uptick was supported by an improvement in rural and semi-urban demand, with scooters particularly finding favour due to better road connectivity and increased affordability. The segment also witnessed growth in the premium and commuter motorcycle categories. Notably, electric two-wheelers contributed to a growing share of overall volumes, spurred by evolving consumer preferences and competitive pricing from new and established players.

Two-Wheelers achieved domestic sales of 1,96,07,332 units in FY25, with rural and EV tailwinds aiding the recovery.

Production Overview: Expanding Manufacturing Footprint

The total production across all vehicle categories—Passenger Vehicles, Commercial Vehicles, Three-Wheelers, Two-Wheelers, and Quadricycles—stood at 3,10,34,174 units in FY 2024–25. This underscores the industry's robust manufacturing ecosystem and its ability to meet rising domestic as well as international demand. The scale of production also reflects India's growing role as a key export and production hub in the global automotive value chain.

Total vehicle production in FY25 was 3,10,34,174 units, reaffirming India's strength as an automotive manufacturing hub.

Performance Analysis of Indian Passenger Vehicle Manufacturers in FY2025

In FY2025 (April 2024 to March 2025), the Indian passenger vehicle market achieved a historic milestone by recording total domestic sales of 4.32 million units, representing a 2.5% increase over FY2024 and an impressive 11.3% growth compared to FY2023. This marked the highest number of passenger cars ever sold in a financial year in India, signalling both resilience and continued demand in the automotive sector.

Maruti Suzuki retained its dominant leadership position in the Indian market, with dispatches exceeding 17.6 lakh units. Although the company experienced flat volume growth when compared to FY2024, it still registered a healthy 9.6% increase in sales over FY2023. Crucially, Maruti was able to sustain a market share exceeding 40%, reaffirming its position as the most preferred car manufacturer in India, despite rising competition.

Hyundai Motor India maintained its second-place ranking with sales of 5.98 lakh units in FY2025. However, this marked a decline of 2.6% from the previous fiscal year, although the brand did post a 5.5% growth over FY2023 figures. Hyundai narrowly held onto its second position,

with just a 45,000-unit lead over Tata Motors, suggesting intensifying competition in the mid-segment passenger car market. The drop below the 6 lakh mark indicates pressure on the brand's volume growth, especially in the face of strong performances from its closest rivals.

Tata Motors secured third place with a total of over 5.53 lakh units dispatched. Although its detailed year-on-year volume change was not specified, the company managed to maintain a robust market share of 12.8%. Tata's positioning remained stable despite being closely tailed by Mahindra & Mahindra, which came remarkably close with just 2,104 units fewer in overall sales. Both Tata and Mahindra concluded FY2025 with an identical market share of 12.8%, highlighting the stiff competition for the third-largest OEM position.

Mahindra & Mahindra emerged as one of the top performers of the fiscal year, recording the highest year-on-year growth among all manufacturers. With a focused portfolio of SUVs, the company successfully expanded its customer base and nearly overtook Tata Motors in total volumes. Mahindra's rapid growth and market share gain underscore the effectiveness of its product strategy, which resonates well with the evolving preferences of Indian consumers, particularly in the utility vehicle space.

Toyota Kirloskar Motor also posted stellar performance in FY2025, registering one of the highest year-on-year growth rates alongside Mahindra. Although absolute volume figures were not disclosed, Toyota significantly increased its market share during the year. This growth can be attributed to its strategic product launches, the popularity of its hybrid models, such as the Urban Cruiser Hyryder and the Innova Hycross, as well as its platform-sharing arrangements with Maruti Suzuki. Toyota's emphasis on hybrid powertrains and strong value offerings played a crucial role in attracting customers and expanding its market footprint.

To summarise the relative performance, Maruti Suzuki continued to lead the market by a wide margin, leveraging its scale and diverse portfolio. Hyundai faced marginal setbacks but managed to hold onto the second spot. Tata Motors maintained its stronghold, but Mahindra nearly closed the gap due to its exceptional growth trajectory. Toyota, though still outside the top three, showed significant improvement and gained ground in terms of market share, supported by a potent product mix and a growing inclination towards alternative fuel technologies.

Together, these trends reflect an increasingly dynamic and competitive automotive industry in India, where market shares are shifting based on innovation, fuel strategy, and customer preferences for specific vehicle segments, particularly SUVs and hybrids. FY2025 was not only a record-breaking year in terms of total volumes but also indicative of the growing realignment among key players vying for market leadership.

PVSL's FY2025 Performance: Realignment Amidst Industry Momentum

In contrast to the record-breaking momentum witnessed across the Indian automobile industry in FY2025, Popular Vehicles and Services Ltd. (PVSL) experienced a period of contraction, which revealed both structural vulnerabilities and prompting strategic recalibrations within its business model. While the broader industry saw passenger vehicle sales reach historic highs, PVSL reported a decline in total new vehicle sale volumes, down approximately 5.5% year-on-year. This divergence in performance underscores the pressures the company faced due to region-specific economic challenges, inconsistent festive demand, and an inflationary environment that particularly affected its mass-market segments.

The company's new vehicle volume for passenger vehicle segment, excluding luxury models, saw a decline of around 5%—a significant underperformance when compared to the modest industry growth. However, the standout was the luxury vehicle portfolio, which bucked the internal trend and delivered a robust 39% growth. This outlier performance reflects PVSL's strategic investment in premiumisation and its ability to tap into the changing consumer preference towards high-end vehicles. This was further validated by the recognition received at the national level by its JLR dealership arm, indicating not only volume traction but also service quality differentiation.

In the commercial vehicle (CV) segment, while the overall industry saw only a mild contraction, PVSL's 9% decline in new vehicle volumes signalled a more profound impact of freight and logistics demand volatility on its regional CV business. The pressure from underutilised inventory levels—particularly around the festive season—amplified the working capital strain and led to aggressive discounting. These actions, although essential for operational efficiency and inventory correction, significantly impacted the company's profitability metrics. EBITDA margins declined to 3.2% from 5.1% in the previous fiscal year, and the company reported a negative profit before tax.

Despite these pressures, PVSL's service and spares businesses remained relatively stable, providing much-needed margin support. The services vertical, which contributes significantly to EBITDA, recorded a modest revenue increase despite softened volumes. Spare parts distribution remained steady, with a slight revenue increase, reinforcing the company's resilience in its aftermarket operations. These high-margin, recurring income streams offered an important buffer against volatility in the vehicle sales business.

Importantly, PVSL's underperformance must be viewed in the context of the specific geographies it operates in, particularly Kerala and Tamil Nadu, where macro factors such as floods, heatwaves, and the political overhang of general elections disrupted retail momentum more

sharply than in other parts of the country. These region-specific headwinds were not uniformly felt across the industry and therefore created a relative disadvantage for PVSL. However, these were transient, and the company has responded decisively by limiting fresh intake from OEMs, recalibrating its marketing strategies, and reducing debt levels by the end of the year—moves that have already improved operating leverage.

Looking ahead, PVSL is strategically repositioning itself for a stronger fiscal year 2026. Its increasing focus on the luxury segment, expanding EV partnerships with Ather and geographic diversification into markets such as Karnataka, Maharashtra & recently Punjab, position it well to capture future growth. The divestment of non-

core subsidiaries and the redirection of capital towards core operations signal a leaner and more agile structure. Furthermore, inventory levels have been brought under control, and borrowings have been scaled down from their earlier peaks, setting the stage for a more profitable and stable year ahead.

Thus, while FY2025 was a year of underperformance relative to the industry, it was also one of internal restructuring, strategic reorientation, and investment in high-growth, high-margin verticals. With the worst behind it and operational foundations strengthened, PVSL is well-positioned to realign its performance trajectory in sync with broader market trends and emerge more resilient in the evolving automotive landscape.

Review of Performance

New Vehicles

Popular's core segment, new vehicle sales, faced significant headwinds due to a combination of macroeconomic challenges, including general elections, heatwaves, inflation, floods in Tamil Nadu, and a muted festive season. These factors triggered higher discounts and elevated inventory levels, affecting revenue growth & profitability.

Metric	FY25	FY24	Change
Volume (units)	44,087	46,665	↓ 5.5%
Average Selling Price (ASP)	₹9,15,282	₹8,89,791	↑ 2.9%
Total Income (₹ Cr)	4,035	4,152	↓ 2.8%

Pre-Owned Vehicles

This segment remained relatively flat with a marginal decline in volume, primarily due to broader economic slowdown. Being a price-sensitive category, the mass pre-owned vehicle segment was adversely affected by inflation, increasing the overall cost of ownership.

Metric	FY25	FY24	Change
Volume (units)	10,636	10,698	↓ 0.6%
Average Selling Price (ASP)	₹3,39,207	₹3,34,618	↑ 1.4%
Total Income (₹ Cr)	361	358	↑ 0.8%

Services and Repairs

Service volumes marginally declined in FY25, primarily due to multiple challenges in H1. However, H2 witnessed a slight recovery. On a like-to-like basis – adjusting for the DEF volume in the previous year, service volumes would have remained largely flat. Despite volume pressure, the average realisation per unit grew by 4.4%, reflecting pricing power & an improved service mix.

Metric	FY25	FY24	Change
Volume (units)	10,42,298	10,53,545	↓ 1.1%
Average Selling Price (ASP)	₹8,575	₹8,213	↑ 4.4%
Total Income (₹ Cr)	894	865	↑ 3.3%

Spare Parts Distribution

The spare parts business showed resilience, with income improving despite the industry slowdown. This vertical continues to be a high-margin contributor (5% of turnover and 8% of EBITDA).

Metric	FY25	FY24	Change
Total Income (₹ Cr)	264	263	↑ 0.4%

Network and Strategic Moves

Capex: ₹54.6 Cr was spent towards network expansion and maintenance.

Expansion: New Ather facilities in Maharashtra (Nagpur, Chandrapur, and Chhatrapati Sambhaji Nagar) to commence in Q2 FY26.

Ather Space 3.0 launched in Thiruvananthapuram; India's first Gold Category Ather Service Centre inaugurated.

Added MSIL NEXA footprint across Kerala.

Opened two MSIL spare parts outlets in Tamil Nadu

Forayed into Karnataka with a ₹9 Cr investment in a MSIL 3S facility in Bangalore.

Divestments: Initiated sale of Vision Motors (Honda) and Kuttukaran Green (Piaggio) subsidiaries for ₹70 Cr – aimed at refocusing on core businesses.

Historical Trends – Volumes and ASPs

Segment	Volume FY25	Volume FY24	ASP FY25	ASP FY24
New Vehicles	44,087	46,665	₹9,15,282	₹8,89,791
Pre-Owned	10,636	10,698	₹3,39,207	₹3,34,618
Services & Repairs	10,42,298	10,53,545	₹8,575	₹8,213

Review of Financial Performance

Particulars	FY25	FY24	YoY Change	Remarks
Total Income	₹5,562 Cr	₹5,647 Cr	↓ 1.5%	Decline due to lower new vehicle sales volumes.
Gross Profit	₹801 Cr	₹888 Cr	↓ 9.8%	Declined due to higher discounting and inventory costs.
Gross Profit Margin (%)	14.4%	15.7%	↓ 132 bps	Declined due to combination of lower vehicle sales volumes, higher discounting, and elevated inventory levels.
EBITDA (Reported)	₹175 Cr	₹286 Cr	↓ 38.7%	Declined primarily due to increase in employee costs.
EBITDA Margin (%)	3.2%	5.1%	↓ 191 bps	Declined due to combination of lower vehicle sales volumes, higher discounting, elevated inventory levels & increased employee costs.
EBIT (Reported)	₹77 Cr	₹194 Cr	↓ 60.5%	Declined due to higher depreciation.
PBT (Reported)	₹(9) Cr	₹98 Cr	-	Negative primarily due to lower EBIT.
PAT (Reported)	₹(10) Cr	₹76 Cr	-	Loss due to combination of above operational and financial pressures.
PAT Margin (%)	NA	1.3%	-	NA due to loss.
EPS (₹)	₹(1.47)	₹12.05	-	Negative as there was loss.
Operating Cash Flow (OCF)	₹151 Cr	₹80 Cr	↑ 88.7%	Significant improvement from inventory controls and working capital gains.
Capex	₹54.6 Cr	₹80.7 Cr	↓ 32.3%	Focused capital deployment for selective expansion.
Net Debt	₹392 Cr	₹367 Cr	↑ 6.8%	Increased primarily due to higher short-term borrowings.
Net Debt / EBITDA (x)	2.2x	1.3x	-	Impacted primarily due to reduction in EBITDA.
Return on Capital Employed (RoCE)	7.2%	17.7%	-	Declined primarily due to reduction in EBIT.
Return on Equity (RoE)	NA	11.6%	-	NA due to loss.

Risk & Risk Management

Risk Category	Description	Probability	Impact	Mitigation
Alliancing Risks	There is a risk of missing OEM targets or contract conditions, along with high revenue dependence on Maruti Suzuki. Strategic changes by OEMs may also impact alliances.	Medium	High	Regularly review contract terms, and maintain proactive engagement with key OEM to adapt to strategic shifts.
Business / Industry Risk	Market decline and overdependence on specific regions can affect business growth. Rapid expansion and unmet stakeholder expectations may also create pressure. The industry's move toward EVs and connected technologies, along with policy shifts, may have material impact shifting customer preferences.	Medium	High	Conduct regular market and policy scans. Invest in regional diversification and emerging technologies like EVs and connected vehicles.
Crisis and Disruption Risk	Natural disasters like floods and large-scale health crises such as pandemics can severely disrupt operations.	Medium	High	Establish a robust disaster recovery and business continuity plan, conduct regular emergency response drills, and maintain critical resource buffers.
Customer and Competition Risk	Increasing competition from online and EV players, create strong challenge in customer retention and market share.	High	High	Enhance customer engagement strategies, expand product offerings including EVs, and invest in data-driven marketing to improve retention and stay ahead of market trends.
Financial Risk	High fixed costs and underperforming outlets can impact margins. Large investments in infrastructure may add financial stress.	Medium	High	Establish a solid financial governance structure, expand and diversify income sources, and implement a comprehensive risk mitigation strategy.
Regulatory Compliance Risk	Change in government regulations or policies affecting automotive industry	High	High	Establish a robust system to monitor regulatory changes through alerts, specialized tools, and ownership by designated team members. Proactively engage with regulatory bodies and industry associations to stay informed. Ensure timely and thorough compliance through staff training, internal audits, and comprehensive documentation.
Information systems and Cyber Security Risk	Risks related to significant and sophisticated cyber-attacks or internal breach or other systems failure could result in theft, misappropriation of critical assets and/ or personal data and disruption to core business operations	High	High	Invest in advanced cybersecurity systems, conduct regular audits and training, and implement strong access control and incident response mechanisms.

Risk Category	Description	Probability	Impact	Mitigation
Brand and Reputation Risk	Negative reviews or feedback can damage brand perception and reduce customer trust.	High	Medium	Invest in quality assurance and customer experience initiatives. Monitor social platforms, resolve issues promptly.
Digital Risk	Rapid technological advancements may result in the obsolescence of existing products and services, impacting future revenue streams.	Medium	Medium	Collaborate with leading tech partners to access advanced tools that mitigate digital disruption risks. Implement structured, automated upgrade cycles to keep systems and products resilient against evolving threats. Leverage AI, predictive analytics, and next-gen tools to proactively detect and respond to digital risks.
Environmental Risk	Impact of environmental policies and customer preference shifts towards sustainable and eco-friendly vehicles.	Medium	Medium	Develop a roadmap for sustainable practices, invest in green technologies, and align products with emerging environmental standards and consumer preferences.
Supply Chain Risk	Disruptions in the supply chain affecting the availability of vehicles and parts.	Medium	High	Establish strong relationships with suppliers, maintain a diversified supplier base, and have contingency plans.
Health and Safety Risk	Risks related to the health and safety of employees and customers, especially relevant during pandemics or health crises.	Medium	Medium	Enforce rigorous health and safety standards, conduct employee training, maintain a secure and hygienic work environment.

Internal Control Systems & Adequacy

The Company has in place adequate internal control systems commensurate with the nature of its business, size, and scale of operations. These controls are designed to ensure orderly and efficient conduct of operations, safeguard of assets, prevention and detection of frauds and errors, accuracy and completeness of accounting records, and timely preparation of reliable financial information. The internal control systems are reviewed periodically by the management and tested by internal auditors to assess their effectiveness. The Audit Committee of the Board regularly monitors the adequacy of internal controls, reviews audit findings, and ensures that corrective actions are implemented promptly.

Corporate Governance Report

The report on Corporate Governance is pursuant to Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR"). The Company has complied with the applicable requirements of the SEBI LODR and amendments thereto.

Philosophy on Corporate Governance

At Popular Vehicles and Services Limited, corporate governance is not just a framework but a reflection of our core values and commitment to integrity, transparency, and accountability in all our dealings. Our governance practices are rooted in the belief that effective corporate governance is critical to building and sustaining trust with our shareholders and stakeholders.

Our robust governance framework is supported by comprehensive policies that form the pillars of our corporate governance structure. These policies cover areas such as materiality determination, performance evaluation of the Board of Directors, familiarization programmes for independent directors, preservation of documents, material subsidiaries, related party transactions, diversity of the Board, risk management, succession planning, whistleblowing, anti-sexual harassment, document archiving, and codes of conduct and disclosure. Additionally, our policies encompass corporate social responsibility, dividend distribution, insider trading, and nomination and remuneration. These policies ensure that we operate with the highest

standards of integrity and accountability. They guide our actions and decision-making processes and promote transparency, ethical conduct, and a culture of continuous improvement.

At Popular Vehicles and Services Limited, we are dedicated to creating long-term value for all our stakeholders. Our commitment to governance ensures that we maintain the highest standards in our operations, safeguarding the interests of our shareholders, employees, customers, and the communities we serve. We aim to achieve sustainable growth and success through continuous improvement and adherence to our core values, providing a sense of security and value to our stakeholders.

Board of Directors

The present composition of the Board is in compliance with the requirements of Regulation 17 (1) of the Listing Regulations. The Board of Directors (the Board) of the Company comprises of an optimum mix of Executive and Non-Executive Directors. The Board, as on 31st March, 2025, comprises Seven Directors, which includes three Non-executive Independent Directors (including one Woman Independent Director), three Executive Directors and one Non-Executive Nominee Director. Mr. Jacob Kurian, the Chairman of the Board of Directors of the Company is an Independent Director.

The composition of the Board of Directors as at 31st March, 2025 was as follows:

Name	Category	No. of Directors	No. of Shares held	No. of Board Meetings attended during the financial year ended 31st March, 2025	Attend- ed last AGM held on 24th Sep- tember, 2024	Number of directorships held in public limited companies		Names of the other listed entities where the person is a director and the category of directorship	No. of Committee Memberships in Other Public Limited Companies	
						Direc- tor- ship	Chair- man- ship		Mem- ber	Chair- man
#Mr. Naveen Philip (DIN:00018827)	Promoter, Executive Non Independent Director	Three(3) Exec- utive Directors	14519362	6	Yes	8	Nil	Nil	1	Nil
#Mr. John K Paul (DIN:00016513)	Promoter, Executive -Non Independent Director		14519362	5	Yes	7	Nil	Nil	1	Nil
#Mr. Francis K Paul (DIN:00018825)	Promoter, Executive Non Independent Director		14519362	6	Yes	7	Nil	Nil	Nil	Nil

Name	Category	No. of Directors	No. of Shares held	No. of Board Meetings attended during the financial year ended 31st March, 2025	Attend- ed last AGM held on 24th Sep-tember, 2024	Number of directorships held in public limited companies		Names of the other listed entities where the person is a director and the category of directorship	No. of Committee Memberships in Other Public Limited Companies	
						Direc- tor- ship	Chair- man- ship		Mem- ber	Chair- man
##Mr. Jacob Kurian (DIN:00213259)	Chairman, Non-Executive Independent Director	Three(3) Inde- pendent Directors	Nil	6	Yes	2	1	Nil	Nil	Nil
Ms. Preeti Reddy (DIN:07248280)	Non-Executive Independent Director		Nil	5	Yes	4	Nil	ICICI Lombard General Insurance Company Limited – Non executive independent director	Nil	Nil
**Mr. George Joseph (DIN:00253754)	Non-Executive Independent Director		Nil	5	Yes	3	1	Credit access Grameen Limited – Chairman and lead independent director	3	2
Mr. Rakesh Kumar Bhutoria (DIN:08449728)	Non- Executive, Nominee director (Nominee of Banyan Tree Growth Capital II LLC Private equity investor)	One(1) Nominee Director	Nil	5	No	3	Nil	Nil	1	Nil
Total		Seven (7)	43,558,086							

The Executive Directors holds directorships in deemed Public Companies (subsidiaries) as well which is counted as Public Company.

Mr. Jacob Kurian, Independent Director holds the position of Independent Director in the material subsidiary of the Company- Popular Mega Motors (India) Private Limited.

**Mr. George Joseph retired from independent directorship w.e.f. 26th April, 2024 due to the attainment of age of 75 years. He was appointed as Independent Director in Postal Ballot proceedings held through remote e-voting concluded on 11th July, 2024 to hold office for a period of five years. Mr. George Joseph, Independent Director holds the position of Independent Director in the material subsidiary of the Company- Prabal Motors Private Limited.

For Committee memberships, the chairmanship and membership in Audit / Stakeholders Relationship Committee in all public limited companies, alone are considered. The Committee memberships of Directors are within the limits prescribed under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (herein after referred to as "Listing Regulations").

The Board is of the opinion that Independent Directors fulfil conditions specified under the Listing Regulations and are independent of the management of the Company.

In terms of the provisions of the Act, and the Listing Regulations, the Directors of the Company submit necessary disclosures regarding the positions held by them on the Board and/ or the Committees of other companies with changes therein, if any, on a periodical basis. On the basis of such disclosures, it is confirmed that as on 31st March, 2025, none of the Directors on the Board holds Directorship position in more than 20 (twenty) companies [including 10 (ten) public limited companies and 7 (seven) listed companies]; holds Executive Director position and serves as an Independent Director in more than 3 (three) listed companies; and is a member of more than 10 (ten) Committees (Audit Committee and the Stakeholders Relationship Committee) and/or Chairperson of more than 5 (five) Committees

(Audit Committee and the Stakeholders Relationship Committee) across all the Indian Public Limited Companies in which he/ she is a Director pursuant to Regulation 26 of the Listing Regulations.

Appointment of Mr. George Joseph and Reappointment of Mr. John K. Paul

The Board has in its meeting held on 28th May 2024 recommended the reappointment of Mr. John K. Paul as the previous application in e form MR-2 was disposed off by the Central Government without approval. Therefore, on the recommendation of Nomination and Remuneration Committee, the re-appointment was recommended by the Board for the approval of shareholders and Mr. John K. Paul was re-appointed via Postal Ballot on 11th July 2024 for a period commencing from 29th April 2024 to 31st March 2026.

Mr. George Joseph, Independent Director, had retired from the position of the Independent Director with effect from 26th April, 2024, due to attainment of 75 years of age. Further, based on the recommendation of the Nomination and Remuneration Committee in its meeting held on 28th May, 2024, the Board recommended the appointment of Mr. George Joseph for the approval of the shareholders in its meeting held on 28th May, 2024, pursuant to Regulation 17(1A) of the SEBI (LODR) Regulations, 2015. The appointment was approved by the members via Postal Ballot on 11th July, 2024, by passing a special resolution for a term of 5 years.

The profiles of the Directors are given below. The profiles of Directors can also be accessed on the Company's website at <https://www.popularmaruti.com/investor-relations/governance/board/>

Mr. Jacob Kurian is the Chairman and Non-Executive Independent Director of our Company. He holds a bachelor's degree in electrical engineering from the University of Madras and a post-graduate diploma in business management from Xavier Labour Relations Institute, Jamshedpur. Prior to joining our Company, he was the country manager at TATA Unisys Limited and also worked at TATA Services Limited and Titan Industries Limited.

Mr. John K. Paul is the Whole-time Director of our Company. He holds a bachelor's degree in mechanical engineering from the University of Calicut. He is responsible for the Maruti Suzuki dealership operations of the group. With over 50 years of experience in automobile industry, he is currently the president of Kerala Automobiles Dealers Association and a member of the Federation of Automobile Dealers Association's Governing Council. Additionally, he is a trustee of the Lawrence School Lovedale Alumni Foundation.

Mr. Francis K. Paul is the Whole-time Director of our Company. He holds a bachelor's degree in mechanical engineering from the University of Calicut. He is responsible for corporate social responsibility activities and other policy matters of our Company. He has more than 55 years of experience in the automobile sector.

Mr. Naveen Philip is the Managing Director of our Company. He holds a bachelor's degree in mechanical engineering from the University of Calicut and a postgraduate diploma in management from the Xavier Institute of Management, Bhubaneswar. He has more than 28 years of experience in the automobile industry. Previously, he served as a manager at Godrej Telecom Limited. He is the Regional Learning Officer – YPO South Asia, and currently the Learning Officer for the Automotive Network for YPO - a global association (Young Presidents Organization); and also actively associated with the Young Indian (YI) fellowship, having been its past Chapter Chair and National Youth Affairs Chair.

Ms. Preeti Reddy is a Non-Executive Independent Director of our Company. She holds a bachelor's degree in arts from the University of Delhi and an honours diploma in business management from Xavier Labour Relations Institute, Jamshedpur. She was the Chairperson South Asia of the Kantar Consumer Insights Organisation. She has previously served as a Senior Vice President at IMRB International Limited and has worked in consumer insights as a Vice President at KSA Technopak (I) Private Limited. Additionally, she has served as a Market Research Manager at VST Industries Limited. She is currently serving as Independent Director on the Board of ICICI Prudential Asset Management Company Limited, JSW Cement Limited and ICICI Lombard General Insurance Company Limited.

Mr. George Joseph is a Non-Executive Independent Director of our Company. He holds a bachelor's degree in commerce from the University of Kerala and is a certificated associate of the Indian Institute of Bankers. He has also completed a banking diploma from the Institute of Bankers, London. He retired as Chairman and Managing Director of Syndicate Bank and was associated with Canara Bank for over 36 years, resigning as General Manager in 2006. He has also served as Chairman, Whole Time Director and Joint Managing Director of Wonderla Holidays Limited and as an Independent Director of Muthoot Finance Limited and ESAF Small Finance Bank Limited. He is currently serving as Chairman and Lead Independent Director of Credit Access Grameen Bank Limited and Independent Director of Prabal Motors Private Limited.

Mr. Rakesh Kumar Bhutoria is the Non-Executive Nominee Director of our Company. He holds a bachelor's degree in chemical engineering from Jadavpur University and a master's degree in management studies from University of Bombay. He has previously worked as a Managing Director of Standard Chartered Bank UAE and Group Executive Vice President in commercial banking at IDFC Bank Limited. He is presently the Managing Director of Banyantree Finance Private Limited.

Board qualifications, expertise and attributes

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person

possesses the requisite skill sets identified by the Board and whether the person is a proven leader in a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business.

The Board has adequate mix of skills, expertise and competencies for running the business of the Company as detailed below:

Directors	Business	Corporate governance	Financial Expertise	Sales and Marketing	Strategy and Planning
Mr. Naveen Philip	✓	✓	✓	✓	✓
Mr. John K Paul	✓	✓		✓	✓
Mr. Francis K Paul	✓	✓		✓	✓
Mr. Jacob Kurian		✓	✓	✓	✓
Ms. Preeti Reddy		✓		✓	✓
Mr. George Joseph		✓	✓	✓	✓
Mr. Rakesh Kumar Bhutoria		✓	✓	✓	✓

Dates of Board Meeting

During the financial year ended 31st March, 2025, six Board Meetings were held on 08th April, 2024, 28th May, 2024, 13th August, 2024, 13th November, 2024, 12th February, 2025 and 26th March, 2025 and the gap between two meetings did not exceed one hundred and twenty days.

The Board of Directors periodically reviews reports regarding operations, capital expenditure proposals, statutory compliance and other required information as enumerated in Part A of Schedule II of the Listing regulations and as required under relevant provisions of the Companies Act, 2013.

The Company provides the facility to its Directors to attend the meetings through Video Conferencing (VC) or Other Audio-Visual Means (OAVM). All statutory and other matters of significant importance including information as mentioned in Part A of Schedule II to the Listing Regulations are tabled before the Board, to enable it to take appropriate decisions in both strategic and regulatory matters. The Board reviews compliances of all laws, rules, and regulations on a quarterly basis. At the Board Meeting, members have full freedom to express their opinion and decisions are taken after detailed deliberations.

Number of Shares and Convertible instruments held by Non-Executive Directors

No non-executive directors was holding any shares of the company as on 31st March, 2025. There were no convertible instruments issued by the Company to the non-executive directors.

Disclosure of Relationship between directors inter se

Mr. John K. Paul and Mr. Francis K. Paul, Whole-time Directors of the Company are brothers. Mr. Naveen Philip is the nephew of Mr. John K. Paul and Mr. Francis K. Paul. Except this none of the other directors are related to each other.

Web link where details of familiarization programmes imparted to independent directors

The details of familiarization programmes imparted to independent directors are posted on the Company website at: <https://www.popularmaruti.com/investor-relations/governance/familiarisation-programmes-for-id/>

Meeting of the Independent Directors

During the year under review, 1 (one) meeting of the Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25 (3) of the SEBI (LODR), Regulations, 2015 was held on 26th March, 2025. The Independent Directors inter alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

Committees of the board

Your Company's Board of Directors had constituted the following mandatory Committees to comply the requirements under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 viz.:

- Audit Committee;
- Nomination and Remuneration Committee;
- Stakeholders' Relationship Committee
- Corporate Social Responsibility Committee; and
- Risk Management Committee.

Audit Committee

The powers, role and terms of reference of the Audit Committee covers the areas as mentioned under Regulation 18 of the Listing Regulations and Section 177 of the Companies Act, 2013, besides other terms as may be referred by the Board of Directors. These, inter alia, include oversight of Company's financial reporting

process, internal financial controls, reviewing the adequacy of the internal audit function, reviewing with management the quarterly/annual financial statements before submission to the Board, recommending the appointment of statutory auditors and fixation of their remuneration, approval of related party transactions, evaluation of risk management systems etc.

The Company's Audit Committee consists of three Directors, which are Non-Executive Independent Directors. All the members of the Audit Committee have adequate knowledge in the areas of finance and accounting.

During the financial year 2024-25, the Audit Committee met six times on 08th April, 2024, 28th May, 2024, 13th August, 2024, 13th November, 2024, 12th February, 2025 and 26th March, 2025.

Terms of reference

The Audit Committee shall have powers, which should include the following:

- (a) To investigate any activity within its terms of reference;
- (b) To seek information from any employee of the Company;
- (c) To obtain outside legal or other professional advice;
- (d) To secure attendance of outsiders with relevant expertise, if it considers necessary; and
- (e) Such powers as may be prescribed under the Companies Act and SEBI Listing Regulations.

The role of the Audit Committee, *inter alia*, shall include the following:

- (a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- (b) recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
- (c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- (d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 1. matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;

2. changes, if any, in accounting policies and practices and reasons for the same;
 3. major accounting entries involving estimates based on the exercise of judgment by management;
 4. significant adjustments made in the financial statements arising out of audit findings;
 5. compliance with listing and other legal requirements relating to financial statements;
 6. disclosure of any related party transactions;
 7. modified opinion(s) in the draft audit report;
- (e) reviewing, with the management, the quarterly financial statements before submission to the board for approval;
 - (f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
 - (g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 - (h) formulating a policy on related party transactions, which shall include materiality of related party transactions;
 - (i) approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;
 - (j) scrutiny of inter-corporate loans and investments;
 - (k) valuation of undertakings or assets of the Company, wherever it is necessary;
 - (l) evaluation of internal financial controls and risk management systems;
 - (m) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 - (n) reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
 - (o) discussion with internal auditors of any significant findings and follow up there on;

- (p) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
 - (q) discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
 - (r) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
 - (s) to review the functioning of the whistle blower mechanism;
 - (t) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
 - (u) carrying out any other function as is mentioned in the terms of reference of the audit committee;
 - (v) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/ investments; and
 - (w) consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders.
- (e) statement of deviations:
- a. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
 - b. annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
- (f) To review the financial statements, in particular, the investments made by any unlisted subsidiary; and
- (g) Such information as may be prescribed under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Composition, name of members and chairperson

At the beginning of the year under review the Audit Committee consisted of 4 directors, Mr. George Joseph, Mr. Jacob Kurian, Ms. Preeti Reddy and Mr. Naveen Philip. Audit Committee was reconstituted on 28th May, 2024 due to retirement of Mr. George Joseph, Independent Director. Ms. Preeti Reddy was appointed as the Chairperson in the meeting of Board of Directors held on 28th May, 2024. Further, on 31st July, 2024, the committee was again re-constituted after the appointment of Mr. George Joseph as Independent Director via Postal ballot on 11th July, 2024 and was inducted to the Committee as the Chairperson. To uphold the Committee's independence, its composition has been refined to include only Non-Executive Independent Directors, leading to the removal of Mr. Naveen Philip, Managing Director (Executive Non- Independent Director).

The members of the Audit Committee are:

1. Mr. George Joseph, Chairperson
2. Mr. Jacob Kurian, Member
3. Ms. Preeti Reddy, Member

The Audit Committee shall mandatorily review the following information:

- (a) management discussion and analysis of financial condition and results of operations;
- (b) management letters / letters of internal control weaknesses issued by the statutory auditors;
- (c) internal audit reports relating to internal control weaknesses;
- (d) the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

Meetings and attendance of Audit Committee during the year are given below:

Sl. No	Name of the Member	Category	No. of Audit Committee Meetings held	No. of Audit Committee Meetings attended
1	Mr. George Joseph	Chairperson	5*	5
2	Mr. Jacob Kurian	Member	6	6
3	Ms. Preeti Reddy	Member	6	5
4	Mr. Naveen Philip	Member	2**	2

*Mr. George Joseph: Entitled to attend only 5 meetings due to vacation of office.

** Mr. Naveen Philip: Entitled to attend only 2 meetings due to reconstitution of committee.

Mr. Varun T.V, Company Secretary and Compliance Officer is also Secretary to the Audit Committee.

Nomination and Remuneration Committee

In accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations, the terms of reference of the Committee include the following namely formulation of criteria for determining qualifications, positive attributes and independence of director, recommending to the Board a policy relating to remuneration of directors, key managerial personnel and other employees, formulation of criteria for evaluation of directors performance, devising a policy on Board diversity, identifying persons who are qualified to become directors and who may be appointed in senior management positions in accordance with the criteria laid down and recommend to the Board their appointment and removal and also recommend to the Board remuneration payable to Senior Management.

During the financial year 2024-25, Nomination and Remuneration Committee met four times on 08th April, 2024, 28th May, 2024, 13th August, 2024 and 11th February, 2025.

Brief description of terms of references

- (a) formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors of the Company (the "Board" or "Board of Directors") a policy relating to the remuneration of the directors, key managerial personnel and other employees ("Remuneration Policy").

The Nomination and Remuneration Committee, while formulating the Remuneration policy, should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- (b) formulation of criteria for evaluation of performance of independent directors and the Board;
- (c) for every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis

of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

- (i) use the services of an external agencies, if required;
 - (ii) consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - (iii) consider the time commitments of the candidates.
- (d) devising a policy on Board diversity;
- (e) identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance (including independent director);
- (f) whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- (g) recommend to the Board, all remuneration, in whatever form, payable to senior management;
- (h) carrying out any other activities as may be delegated by the Board of Directors and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013 and the SEBI Listing Regulations, as and when amended from time to time."

Composition, name of members and chairperson

Nomination and Remuneration Committee was reconstituted on 28th May, 2024 due to resignation of Mr. George Joseph, Independent Director. Further, on 31st July, 2024, the committee was again re-constituted after the appointment of Mr. George Joseph as Independent Director via Postal ballot on 11th July, 2024 and was inducted to the Committee as Member on 31st July, 2024.

The members of the Nomination and Remuneration Committee are:

1. Ms. Preeti Reddy, Chairperson
2. Mr. Jacob Kurian, Member
3. Mr. George Joseph, Member
4. Mr. Rakesh Kumar Bhutoria, Member

Meetings and attendance of Nomination and Remuneration Committee during the year are given below

Sl. No	Name of the Member	Category	No. of Nomination and Remuneration Committee Meetings held	No. of Nomination and Remuneration Committee Meetings attended
1	Ms. Preeti Reddy	Chairperson	4	4
2	Mr. Jacob Kurian	Member	4	4
3	Mr. George Joseph	Member	3*	3
4	Mr. Rakesh Kumar Bhutoria	Member	4	4

*Mr. George Joseph: Entitled to attend only 3 meetings due to vacation of office.

Mr. Varun T.V, Company Secretary and Compliance Officer is also Secretary to the Nomination and Remuneration Committee.

Performance evaluation criteria for Independent directors

As per Part D of Schedule II SEBI (LODR) Regulations, 2015 and as prescribed u/s 149(6) of the Companies Act, 2013 read with Regulation 16 of SEBI LODR, annual evaluation of the performance of the Board, the Directors and its committees of the Board was evaluated through in-house mechanism through questionnaires for the financial year 2024-25.

The Chairperson of the Nomination and Remuneration Committee of the Company carried out the performance evaluation of each individual Director, Committee, Board process and Board as a whole. Performance evaluation was carried out internally based on a structured questionnaire, formulated taking into consideration the criteria approved by the Nomination and Remuneration Committee.

Evaluation criteria of the Board was made based on the role played by the Board in the governance, overall functioning, evaluating strategic proposals, financial reporting process, internal controls and its effectiveness and review of risk management process. The evaluation of individual Directors was carried out based on various parameters such as participation in the Board and its Committee meetings, contribution towards strategic proposals, suggesting risk mitigation measures, putting in place internal controls, governance, leadership and talent development and managing external stakeholders. Performance evaluation of various committees of the Board was carried out based on the criteria such as constitution, effective functioning of the committees as per the terms of reference, periodical suggestions and

recommendations given by the committees to the Board, etc.

Stakeholders' Relationship Committee

In compliance with Section 178(5) of the Companies Act, 2013 and Regulation 20 read with Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Committee has been formed to specifically focus on the services to shareholders/ investors.

During the financial year 2024-25, Stakeholders Relationship Committee met three times on 14th August, 2024, 13th November, 2024 and 11th February, 2025.

Composition, name of members and chairperson

Stakeholders Relationship Committee was reconstituted on 28th May, 2024 due to retirement of Mr. George Joseph, Independent Director. Ms. Preeti Reddy was appointed as the Chairperson in the meeting of Board of Directors held on 28th May, 2024. Further, on 31st July, 2024, the committee was again re-constituted after the appointment of Mr. George Joseph as Independent Director via Postal ballot on 11th July, 2024 and was inducted to the Committee as the Chairperson.

The members of the Stakeholders' Relationship Committee are:

1. Mr. George Joseph, Chairperson
2. Mr. Naveen Philip, Member
3. Ms. Preeti Reddy, Member
4. Mr. Rakesh Kumar Bhutoria, Member

Meetings and attendance of Stakeholders' Relationship Committee during the year are given below

Sl. No	Name of the Member	Category	No. of Stakeholders' Relationship Committee Meetings held	No. of Stakeholders' Relationship Committee Meetings attended
1	Mr. George Joseph	Chairperson	3	3
2	Mr. Naveen Philip	Member	3	3
3	Ms. Preeti Reddy	Member	3	2
4	Mr. Rakesh Kumar Bhutoria	Member	3	2

Mr. Varun T.V., Company Secretary and Compliance Officer is also Secretary to the Stakeholders Relationship Committee.

Particulars of investor complaints

Number of Complaints received during the financial year ended 31st March, 2025: 15

Number of Complaints resolved during the year: 15

Number of Complaints pending at the year-end: 0

Number of Complaints not solved to the satisfaction of shareholders during the year: 0

Risk Management Committee

The requirement of mandatory constitution of Risk Management Committee ("RMC") is applicable to the top 1000 listed companies on the basis of market capitalization.

The company has voluntarily constituted the risk management committee on 10th June 2021. The applicability of the constitution of Risk Management Committee was effective after the listing of shares of the Company in the stock exchanges and was included in the list of top 1000 companies as on 31st March, 2024.

During the financial year 2024-25, the Risk Management Committee met twice on 13th August, 2024 and 11th February, 2025.

Brief description of terms of references

- a) To formulate a detailed risk management policy which shall include:
 - i. a framework for identification of internal and external risks specifically faced by a listed entity, in particular including financial, operational, sectoral, sustainability (particularly ESG related risks), information, cyber security risks or any other risks as may be determined by the committee;
 - ii. measures for risk mitigation including systems and processes for internal control of identified risks
 - iii. business continuity plan

- b) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- c) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- d) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- e) To keep the board of directors informed about the nature and its contents of discussions, recommendations and actions to be taken;
- f) To review the appointment, removal and terms of remuneration of the chief risk officer (if any); and
- g) To carry out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act, or the SEBI LODR Regulations, each as amended or by any other regulatory authority.

Composition, name of members and chairperson

Risk Management Committee was reconstituted on 28th May, 2024 due to retirement of Mr. George Joseph, Independent Director. Further, on 31st July, 2024, the committee was again re-constituted after the appointment of Mr. George Joseph as Independent Director via Postal ballot on 11th July, 2024 and was inducted to the Committee as Member of the Committee.

The members of the Risk Management Committee are:

1. Mr. Naveen Philip, Chairperson
2. Mr. Jacob Kurian, Member
3. Mr. Francis K. Paul, Member
4. Ms. Preeti Reddy, Member
5. Mr. George Joseph, Member

Meetings and attendance of Risk Management Committee during the year are given below

Sl. No	Name of the Member	Category	No. of Risk Management Committee Meetings held	No. of Risk Management Committee Meetings attended
1	Mr. Naveen Philip	Chairperson	2	2
2	Mr. Jacob Kurian	Member	2	2
3	Mr. Francis K. Paul	Member	2	2
4	Ms. Preeti Reddy	Member	2	2
5	Mr. George Joseph	Member	2	2

Mr. Varun T.V, Company Secretary and Compliance Officer is also Secretary to the Risk Management Committee.

Senior Management: Particulars of Senior Management

Particulars of Senior Management Personnel (SMP) including the changes therein as on 31st March, 2025:

Sl No	Name of Senior Management Personnel	Category
1	Mr. Raj Narayan	Chief Executive Officer
2	Mr. John Verghese	Group Chief Financial Officer
3	Mr. Abraham Mammen	Group Chief Financial Officer Designate
4	Mr. Varun T.V.	Company Secretary & Compliance Officer
5	Mr. Benny K. J.	Vice President - Human resource
6	Mr. Somy K. Cheruvathoor	Vice President – Project planning & development
7	Mr. Subhash K. Ouseph	Vice President – Pre-owned Cars
8	Mr. P. Jayaprakash	Vice President Service
9	Mr. Sojan Chacko	Vice President - Internal Audit
10	Mr. Rajesh Bhaskaran	Head of Information Technology
11	Mr. Jobin Thomas	Head Human Resource
12	Ms. Jarly Manjesh	Head Finance & Chief Risk Officer
13	Mr. Manoj J. Chethimattom	Head Supply Chain Management
14	Mr. Ganesh Kumar	Head Operations Tamil Nadu
15	Mr. Arun Somashekaran	Head Sales
16	Mr. Nikhil John	Head Marketing
17	Ms. Stella Thomas	Head Customer Experience & Quality

Details of change in Senior Management since the close of the previous financial year.

Name	Designation	Date of change	Reason for change in KMPs/ SMPs	Reason for resignation
Mr. Abraham Mammen	Group Chief Financial Officer Designate	12 th February, 2025	Appointed as Group Chief Financial Officer Designate	Not Applicable
	Group Chief Financial Officer	01 st July, 2025	Appointed as Group Chief Financial Officer	Not Applicable
Mr. Jobin Thomas	Head Human Resource	12 th February, 2025	Designated as SMP	Not Applicable
Ms. Jarly Manjesh	Head Finance & Chief Risk Officer	12 th February, 2025	Designated as SMP	Not Applicable
Mr. Manoj J. Chethimattom	Head Supply Chain Management	12 th February, 2025	Designated as SMP	Not Applicable
Mr. Ganesh Kumar	Head Operations Tamil Nadu	12 th February, 2025	Designated as SMP	Not Applicable

Name	Designation	Date of change	Reason for change in KMPs/ SMPs	Reason for resignation
Mr. Arun Somashekaran	Head Sales	12 th February, 2025	Designated as SMP	Not Applicable
Mr. Nikhil John	Head Marketing	12 th February, 2025	Designated as SMP	Not Applicable
Ms. Stella Thomas	Head Customer Experience & Quality	12 th February, 2025	Designated as SMP	Not Applicable
Mr. Raj Nandan	Head Sales-Kerala	29 th June, 2024	Resigned as Head Sales-Kerala	Resigned due to personal reasons

Details of change in Senior Management since the close of the financial year 2024-25.

Name	Designation	Date of change	Reason for change in KMPs/ SMPs	Reason for resignation
Mr. Ganesh Kumar	Head Operations Tamil Nadu	06 th May, 2025	Resigned as Head Operations-Tamil Nadu	Resignation due to personal reasons.

Pecuniary Relationship of Non-Executive Directors

The Company has no pecuniary relationship or transaction with its Non-Executive and Independent Directors other than payment of sitting fees to them for attending Board and committee meetings and commission as approved by members and Board for their invaluable services to the Company.

Remuneration to Non-Executive Directors for the financial Year 2024-25

The Non-Executive Directors of the Company (other than Nominee) are paid remuneration by way of sitting fees and Commission. The Company pays sitting fees of ₹ 0.1 million per meeting for attending the Board and Committee meetings.

Details of remuneration paid/payable to the Non-Executive Directors for the financial year 2024-25 are as follows:

SI No	Name	Designation	Total sitting fees FY 2024-25
1.	Mr. Jacob Kurian	Chairman & Non-executive independent director	₹ 1.7 million
2.	Mr. George Joseph	Non-executive independent director	₹1.6 million
3.	Ms. Preeti Reddy	Non-executive independent director	₹1.6 million

The terms of remuneration of Non-Executive Independent Directors also include a Commission of not exceeding 1% of the net profit of the Company as approved by the shareholders at the AGM held on 28th September, 2021. However, as your Company has incurred a loss for the financial year 2024-25, no profit related commission is payable to the Independent Directors for the financial year 2024-25 as produced below:

SI No	Name	Designation	Profit related commission paid
1.	Mr. Jacob Kurian	Chairman & Non-executive independent director	NIL
2.	Mr. George Joseph	Non-executive independent director	NIL
3.	Ms. Preeti Reddy	Non-executive independent director	NIL

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, and Regulation 17(6) of SEBI LODR, the Company has complied with the necessary approvals for remuneration paid/payable to non-executive directors, including independent directors

Details of remuneration paid to the Executive Directors for the financial year 2024-25 are as follows:

The remuneration paid/payable to the Executive Directors is in accordance with the approval of the Board and shareholders and as per the Remuneration Policy of the Company.

All elements of remuneration package of individual directors summarized under major groups, such as salary, benefits, bonuses, stock options, pension etc;

Sr. No	Name	Mr. John K. Paul	Mr. Francis K. Paul	Mr.Naveen Philip *
1	Designation	Whole Time director	Whole Time director	Managing Director
2	Gross Salary	₹ 10.63 million	₹ 10.63 million	₹ 10.63 million
3	Benefits	₹ 1.84 million	NIL	
4	Bonuses	NIL	NIL	
5	Pension	NIL	NIL	
6	Stock option	NIL	NIL	
7	Sweat equity	NIL	NIL	
8	Incentive	NIL	NIL	
	Fixed Component	NIL	NIL	
	Performance linked incentives	NIL	NIL	
9	Others, Please specify	NIL	NIL	

*Remuneration of Mr. Naveen Philip is paid from the wholly owned subsidiary company Popular Mega Motors (India) Private Limited.

The remuneration paid to Executive Directors (including from subsidiary Popular Mega Motors (India) Private Limited) is within limits and as approved by shareholders by special resolution.

Apart from salary and perquisites, the terms of appointment contained the provision for payment of Performance Incentive as determined by the Board based on consolidated net profits of the Company.

For the financial year 2024-25, in view of the inadequacy of profits, the Board of Directors and the Nomination and Remuneration Committee has not recommended any performance incentive for the executive directors.

Service Contracts, Severance Fees and Notice Period

The tenure of the office of Managing Director is 5 (five) years and Whole Time Directors is 2 (two) years from respective dates of their appointment and the notice period for terminating the service contract of Managing Director and Whole-time Director is based on Company's HR Policy. Further, there is no separate provision for payment of severance fees. None of the Executive Directors had been granted any Employee Stock Options of the Company.

General body meetings.

Financial Year	Date	Time	Location
2021-22	14 th July, 2022	11:00 AM	Meeting held through Video Conferencing ("VC") deemed to be held at the registered office ,Kuttukaran centre Mamangalam, Palarivattom Cochin- 682025
2022-23	18 th August, 2023	10:00 AM	Meeting held through Video Conferencing ("VC") deemed to be held at the registered office ,Kuttukaran centre Mamangalam, Palarivattom Cochin- 682025
2023-24	24 th September, 2024	04:00 PM	Meeting held through Video Conferencing ("VC") deemed to be held at the registered office ,Kuttukaran centre Mamangalam, Palarivattom Cochin- 682025

No Extra Ordinary General Meetings were held during the year 2024-25.

Details of Special Resolutions passed in the previous three Annual General Meetings.

The following table illustrates the various special resolutions passed in the previous three Annual General Meeting of the Company.

Date of Annual General Meeting	Details of Special Resolutions passed if any
14 th July, 2022	1. Appointment of Mr. Naveen Philip as Managing Director. 2. Appointment of Mr. John K Paul as Whole Time Director.
18 th August, 2023	1. Re-appointment of Mr. Francis K. Paul as Whole-Time Director. 2. Re-appointment of Mr. John K. Paul as Whole-Time Director. 3. Payment of perquisites to Managing Director and Whole-Time Directors.
24 th September, 2024	1. To increase managerial remuneration payable to the Executive Directors in excess of 5% of the net profits of the Company.

Postal Ballot

During the financial year, the following special resolutions were passed by the shareholders by way of postal ballot through e-voting.

Date of postal ballot notice	Resolution passed	Voting result	Approval date	Scrutinizer
11 th June, 2024	1. Appointment of Mr. George Joseph as Non-Executive Independent Director.	Voting in favour 99.995% Voting against 0.004%	11 th July, 2024	Ms. Alifya Sapatwala, Partner- M/s Mehta & Mehta, Practicing Company Secretaries, (ACS No. 24091) (CP: 24895)
	2. Re-appointment of Mr. John K. Paul as Whole-Time Director	Voting in favour 99.995% Voting against 0.004%		

Post the close of the financial year, the following special resolutions were passed by the shareholders by way of postal ballot through e-voting.

Date of postal ballot notice	Resolution passed	Voting result	Approval date	Scrutinizer
29 th May, 2025	1. To approve the disinvestment of shares of Vision Motors Private Limited	Voting in favor 99.96%	04 th July, 2025	Mr. Mylador Cherian Sajumon, Practicing Company Secretary, (ACS No. 9868) (CP: 2385)
	2. To approve the disinvestment of shares of Kuttukaran Green Private Limited	Voting in favor 99.96%	04 th July, 2025	

Procedure of Postal Ballot

All the aforesaid Postal Ballots were conducted by the Company as per the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 read with the Rules framed thereunder and General Circular Nos. 14/2020 dated 08th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23th June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 as applicable, issued by the Ministry of Corporate Affairs.

Means of communication

- (a) Financial Results: The quarterly and annual financial results were published in the leading English newspaper "Financial Express" and Malayalam newspaper "Deepika". The said results are promptly furnished to the Stock Exchanges for display on their respective websites and are also displayed on the Company's website www.popularmaruti.com.

- (b) Press Release/Analyst Call: The official media releases and presentations made to Institutional Investors / Analysts and audio recordings of Analyst Calls and transcripts are posted on the Company's website www.popularmaruti.com and are promptly intimated to the stock exchanges.

General Shareholder Information

- a) Annual General Meeting: Date and Time: 29th September, 2025 at 04:00 PM
Venue: Via Video Conferencing/ Other Audio Visual Means
- b) Financial Year: 1st April, 2024 to 31st March, 2025.
- c) Dividend Payment Date: Not Applicable

Listing on Stock Exchanges:

Shares of the Company are quoted on the National Stock Exchange of India Limited (NSE) and the BSE Limited (BSE) since 19th March, 2024.

Address of the Stock Exchanges are as follows.

BSE Limited Phiroze National Stock Exchange of Jeejeebhoy Towers, India Limited Exchange Plaza, Dalal Street, Mumbai 5th Floor, Plot No. C/1 G Block, - 400 001 Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051

The annual listing fee for the year 2024-25 has been paid to both BSE and NSE.

Registrar to an issue and share transfer agents

The Company has appointed MUFG Intime India Private Limited (erstwhile Link Intime India Private Limited) as Registrar and Share Transfer Agent (RTA). Shareholders/ Investors/ Depository Participants are requested to send all their documents and communications pertaining to both physical and demat shares to the RTA at the following address:

MUFG Intime India Private Limited

C-101, 1st Floor, 247 Park
Lal Bahadur Shastri Marg
Vikhroli (West)
Mumbai 400 083
Maharashtra, India
Tel: +91 2249186000

In terms of the Listing Regulations, securities of listed companies can only be transferred in dematerialised form with effect from 1st April, 2014. In view of the same, the entire share capital of the Company is in dematerialised form. The shares can be transferred by shareholders through their Depository Participants.

Distribution of shareholding as on 31st March, 2025:

Sl. No	Shares – Range		Number of Shareholders of the Company	% of Total Shareholders	Total Shares for the Range	% of Issued Capital
	From	To				
1	1	500	64290	96.45	4895662	6.8761
2	501	1000	1531	2.29	1102142	1.5480
3	1001	2000	460	0.69	663337	0.9317
4	2001	3000	117	0.17	292117	0.4103
5	3001	4000	86	0.13	298401	0.4191
6	4001	5000	44	0.06	203748	0.2862
7	5001	10000	61	0.09	434209	0.6099
8	10001	-	67	0.10	63308582	88.9188

Category-wise Shareholders as on 31st March, 2025

Category	No of Shares held	Percent of shareholdings
Alternate Investment Funds - III	494678	0.6948
Body Corporate - Ltd Liability Partnership	33975	0.0477
Promoters	43558086	61.1786
Escrow Account	48555	0.0682
Foreign Company	7125044	10.0073
FPI (Corporate) - I	1870870	2.6277
FPI (Corporate) - II	11499	0.0162
Hindu Undivided Family	215515	0.3027
Mutual Funds	7863671	11.0448
Non Resident (Non-Repatriable)	76467	0.1074
Non Resident Indians	115794	0.1626
Other Bodies Corporate	522191	0.7334
Public	9261853	13.0085
TOTAL :	71198198	100

Dematerialisation of shares and liquidity

100% of total equity capital is held in dematerialised form with NSDL and CDSL as on 31st March, 2025.

Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity shares as on 31st March, 2025:

Not Applicable

Commodity Price Risk or Foreign Exchange Risk and Hedging Activities

Not Applicable

Location of the Corporate Office

Kuttukaran Centre, Mamangalam, Cochin, Ernakulam 682 025, Kerala, India

Address for correspondence

Matters relating to transfer/ dematerialisation of shares and any other query relating to Equity Shares of the Company	All investor related matters
MUFG Intime India Private Limited C-101, 1 st Floor, 247 Park Lal Bahadur Shastri Marg Vikhroli (West) Mumbai 400 083 Maharashtra, India Tel: +91 2249186200	Mr. Varun T.V, Company Secretary and Compliance Officer Kuttukaran Centre, Mamangalam, Cochin, Ernakulam 682 025, Kerala, India Tel: +91 4842341134 Email: cs@popularv.com

Credit ratings

The Company has obtained Credit Ratings for outstanding Debt Instruments / facilities amounting to ₹ 4680 Millions. The CRISIL Rating on the Bank Facilities of the Company for the financial year ended 31st March, 2025 was reaffirmed as provided below via letter date 04th April 2025:

Long Term Rating	CRISIL A/Stable
Short Term Rating	CRISIL A1

OTHER DISCLOSURES

- a) There were no materially significant related party transactions that would have potential conflict with the interests of the Company at large. Details of related party transactions are given in the financial statements forming part of the Annual Report.
- b) No penalty or strictures have been imposed on the Company by any Stock Exchange or Securities and Exchange Board of India or any Statutory Authority on any matter related to capital markets during the last three years.
- c) A Whistle-Blower Policy is adopted by the Company, and no personnel has been denied access to the Audit Committee. The policy is hosted on the website of the Company under the web link <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Whistle-Blower-Policy-.pdf>
- d) Details of compliance with mandatory requirements and adoption of non-mandatory requirements : **NIL**
- e) Your Company has formulated a policy for the determination of materiality of any event or information as required under Regulation 30 of the Listing Regulations and the policy is hosted on the website of the Company under the web link <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Policy-for-Determination-of-Materiality-.pdf>
- f) Your Company has formulated a policy on dealing with related party transactions and the policy is hosted on the website of the Company under the web link <https://www.popularmaruti.com/investor-relations/wp-content/uploads/2024/01/Policy-on-Related-Party-Transactions.pdf>
- g) Disclosure of commodity price and commodity hedging activities : **Not Applicable**
- h) The Company has not raised any funds through preferential allotment or qualified institutional placement as specified under Regulation 32 (7A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- i) Certificate from Company Secretary in practice that none of the directors on board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the board/MCA/ other statutory bodies- **Annexure A**
- j) During the year under review, the recommendations made by the different Committees have been accepted and there were no instances where the Board of Directors had not accepted any recommendation of the Committees.
- k) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the Statutory Auditors and all entities in the network firm / network entity of which the statutory auditors is a part for the financial year ended 31st March , 2025 is as follows :

SI No	Company	Auditor	Fees (₹ in millions)
1	Popular Vehicles and Services Limited	BSR & Associates LLP	₹ 5.40
2	Popular Mega Motors(India) Private Limited	R.G.N. Price & Co.	₹ 1.51
3	Vision Motors Private Limited	R.G.N. Price & Co.	₹ 0.60
4	Keracon Equipments Private Limited	R.G.N. Price & Co.	₹ 0.10
5	Prabal Motors Private Limited	B S R and Co	₹ 2.10
6	Kuttukaran Cars Private Limited	R.G.N. Price & Co.	₹ 0.19
7	Kuttukaran Green Private Limited	R.G.N. Price & Co.	₹ 0.19
8	Popular Autoworks Private Limited	R.G.N. Price & Co.	₹ 0.52
9	Popular Auto Dealers Private Limited	R.G.N. Price & Co.	₹ 0.59
Total remuneration paid by company and subsidiaries to Statutory Auditors			₹ 11.20

- l) As per the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has constituted an Internal Complaints Committee. During the year,
- a) number of complaints filed during the financial year - 1
- b) number of complaints disposed of during the financial year - 1
- c) number of complaints pending as on end of the financial year - 0

The Annual Report for the calendar year ended 31st December, 2024 which was submitted to the District Officer pursuant to Section 21 of the Act, 2013 was placed before the Board of Directors at their meeting dated 26th March, 2025.

- m) Except for the details mentioned in the Financial Statements, the Company has not made any loans and advances in the nature of loans to firms/companies in which directors are interested during the Financial Year 2024-25.
- n) The Company has 8 subsidiaries, including two material unlisted Subsidiaries as defined under Regulation 16 of the Listing Regulations. Accordingly, as per Regulation 24 of SEBI (LODR), the corporate governance requirements as applicable with respect to material unlisted subsidiaries have been complied with.
- o) Details of the Company's material subsidiaries:

Material Subsidiary	Popular Mega Motors (India) Private Limited	Prabal Motors Private Limited
Date of incorporation	02 nd September, 1997	01 st February, 2006
Place of Incorporation	Kerala	Kerala
Name of the Statutory Auditors	R.G.N. Price & Co.	B S R and Co
Date of appointment of statutory auditors	03 rd August, 2023	30 th September, 2023

- p) The Company is fully compliant with the Corporate Governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of Sub Regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The certificate in this regard from Practicing Company Secretary Mr. Myladoor Cherian Sajumon is annexed as **Annexure B**.
- q) Declaration signed by Chief Executive Officer stating that the members of Board of directors and Senior Management Personnel have affirmed compliance with the code of conduct of Board of Directors and Senior Management. The certificate in this regard from Chief Executive Officer is annexed as **Annexure C**.
- r) Disclosure with respect to demat suspense account/unclaimed suspense account:

Details of Suspense Escrow Demat Account are mentioned below:

Particulars	Number of shareholders	Number of shares
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year.	75	82,935
Number of shareholders who approached the listed entity for transfer of shares from suspense account during the year	38	34380
Number of shareholders to whom shares were transferred from Suspense account during the year	38	34380
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the end of the year	37	48555

Compliance Certificate under Regulation 17(8) of the SEBI (LODR) Regulations, 2015 is annexed as **Annexure D**.

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

Place: Kochi-25
Date: 14th August, 2025

Naveen Philip
Managing Director
(DIN: 00018827)

Francis K. Paul
Whole Time Director
(DIN: 00018825)

Annexure A

Certificate of Non-Disqualification of Directors

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI
(Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Popular Vehicles and Services Limited
Kuttukaran Centre
Mamangalam, Cochin
Ernakulam, Kerala 682025

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Popular Vehicles and Services Limited having CIN: L50102KL1983PLC003741, and having registered office at Kuttukaran Centre, Mamangalam Cochin, Ernakulam, Kerala 682025, (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company for the financial year ending on March 31, 2025, have been debarred or disqualified from being appointed or continuing as Director(s) of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority.

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. My responsibility is to express an opinion on these based on my test check basis verification.

This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Kochi-18
Date: 29.05.2025
UDIN: A009868G000474618

M.C SAJUMON
Practising Company Secretary
ACS No: 9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer Review Cert. No. 6496/2025

Annexure B

Certificate on Corporate Governance

(Pursuant to Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To
The Members of
Popular Vehicles and Services Limited
Kuttukaran Centre
Mamangalam, Cochin
Ernakulam, Kerala 682025

I have examined the compliance with conditions of Corporate Governance by Popular Vehicles and Services Limited having CIN: L50102KL1983PLC003741, and having registered office at Kuttukaran Centre, Mamangalam, Cochin, Ernakulam, Kerala 682025, for the financial year ended on March 31, 2025, as per Regulations 17 to 27, clauses (b) to (i) and (t) of Regulation 46(2) and paragraphs C and D of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

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

My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. Based on my examination of the relevant records and according to the information and explanations provided to me and the representations made by the management, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulation 17 to 27 and clauses (b) to (i) and (t) of Regulation 46(2) and paragraphs C and D of Schedule V of the Listing Regulations during the financial year ended March 31, 2025.

I further state that this Certificate is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

This certificate is issued solely for the purposes of complying with the aforesaid Regulations and shall not be suitable for any other purpose. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing. I have no responsibility to update this Certificate for events and circumstances occurring after the date of this Certificate.

Place: Kochi-18
Date: 29.05.2025
UDIN: A009868G000474618

M.C SAJUMON
Practising Company Secretary
ACS No: 9868, C P. No.: 2385
ICSI Unique Code: I1995KE067800
Peer Review Cert. No. 6496/2025

Annexure C

DECLARATION BY THE CEO UNDER THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING THE COMPLIANCE WITH THE CODE OF CONDUCT

I, Raj Narayan, Chief Executive Officer of the Company hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the financial year 2024-25.

Date: 14th August, 2025
Place: Kochi-25

Raj Narayan
Chief Executive Officer

Annexure D

Compliance Certificate

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

CEO / CFO Certification

(Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 for the financial year ended March 31, 2025

To,
The Board of Directors
Popular Vehicles and Services Limited.

We have reviewed the Financial Statements and the Cash Flow Statement for the financial year ended March 31, 2025 and we hereby certify and confirm to the best of our knowledge and belief the following:

- a) The Financial Statements and Cash Flow Statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- b) The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations;
- c) There are no transactions entered in to by the Company during the year ended March 31, 2025 which are fraudulent, illegal or violative of Company's Code of Conduct;
- d) We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same;
- e) There have been no significant changes in the above-mentioned internal controls over financial reporting during the financial year 2024-25;
- f) That there have been no significant changes in the accounting policies during the financial year 2024-25;
- g) We have not noticed any significant fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

Place: Kochi-25
Date: 14th August, 2025

John Verghese
Group Chief Financial Officer

Raj Narayan
Chief Executive Officer

Standalone Financial Statements

Independent Auditors Report

To the Members of Popular Vehicles and Services Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Popular Vehicles and Services Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2025, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 2025, and its loss and other comprehensive loss, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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 Auditor's Responsibilities for the Audit of the Standalone 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 together with the ethical requirements that are relevant to our audit of the standalone 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 standalone financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Valuation of Investment in subsidiaries

See Note 6 and 37 (a) to standalone financial statements

The key audit matter

The Company has significant investment in subsidiaries including one investment classified as held for sale as at 31 March 2025. (amounting to ₹ 1,137.34 million, net of impairment provision of ₹ 19.40 million) which accounts for 9% of total assets as on 31 March 2025.

Significant judgements are involved to determine the key assumptions used for the purpose of impairment testing/ fair valuation, such as revenue growth, discount rates, etc. The aforesaid activity of impairment testing/ fair valuation is highly dependent on the assumptions and other inputs considered to carry out such activity.

We have identified valuation of investments in subsidiaries as key audit matter because of the financial quantum of the assets as well as the critical judgements, estimates and assumptions involved with respect to the assessment of net worth of the subsidiaries or future cash flows, revenue growth rates and the rates at which they are discounted.

How the matter was addressed in our audit

In view of the significance of the matter, following audit procedures were applied, amongst others to obtain sufficient audit evidence:

We performed an assessment of net profit and net worth of the subsidiaries to identify whether an indicator for impairment existed and evaluated whether the net assets of the subsidiary were sufficient to recover the investment value;

Assessed the design, implementation and operating effectiveness of key internal financial controls in respect of the Company's investment in subsidiaries valuation process including evaluation and approval of forecasts, the valuation model used and of the rationale for recoverability of the net exposure towards each of the subsidiaries;

Examined the recoverable value computations prepared by the Company with the help of an external expert wherever deemed necessary. We also evaluated the competence, professional qualification, objectivity and independence of the Company's specialists involved in the process;

Evaluated the appropriateness of assumptions around the key drivers of the cash flow forecasts such as revenue growth rates, discount rate and terminal growth rate, considering current economic scenario.

Valuation of Investment in subsidiaries

See Note 6 and 37 (a) to standalone financial statements

The key audit matter	How the matter was addressed in our audit
	We have tested the arithmetical accuracy of the valuation model as considered for the purpose of valuation of investment;
	Performed a retrospective review of estimates by comparing the actual financial performance of the subsidiaries for the year ended 31 March 2025 with the projections considered by management during the previous year and assessed if the estimation process is reasonable.
	We engaged valuation specialists to assess the appropriateness of valuation methodology and market driven assumptions used for assessment of the valuation of investments;
	Assessed the sensitivity of the assumptions on the valuation assessment and assessed the forecasts against the historical performance; and
	Evaluated the adequacy and appropriateness of the disclosures made in the standalone financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and auditor's reports thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, the Management and Board of Directors are 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.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone 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.
- 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) of 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements 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 auditor's report to the related disclosures in the standalone 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 auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's 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

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) 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.
- 2 A. As required by Section 143(3) of the Act, we report that:
 - a. 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.
 - b. 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 except for the matters stated in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

- e. On the basis of the written representations received from the directors as on 31 March 2025 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A) (b) above on reporting under Section 143(3) (b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. 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".
- B. With respect to the other matters to be included in the Auditor's 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:
- a. The Company has disclosed the impact of pending litigations as at 31 March 2025 on its financial position in its standalone financial statements - Refer Note 28 to the standalone financial statements.
 - b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - d (i) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 40(a) to the standalone financial statements, 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 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.
 - (ii) The management has represented that, to the best of their knowledge and belief, as disclosed in the Note 40(b) to the standalone financial statements, 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 directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.
- e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. The Company has not declared any dividend for the year.
- f. Based on our examination which included test checks, except for the instances mentioned below, the Company has used accounting softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
- The feature of recording audit trail (edit log) facility was not enabled at the database layer to log any direct data changes for the accounting software used for maintaining the books of account relating to general ledger.
 - The feature of recording audit trail (edit log) facility was not enabled at the application layer to log any direct data changes for the accounting software used for maintaining the books of account relating to payroll process.
- Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company as per the statutory requirements for record retention.
- C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:
- In our opinion and according to the information

and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 11623W/W-100024

Vipin Lodha

Partner

Membership No.: 076806

ICAI UDIN:25076806BMRKBH5577

Place: Kochi

Date: 29 May 2025

Annexure A

to the Independent Auditor's Report on the Standalone Financial Statements of Popular Vehicles and Services Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (i) (b) 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 a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified every year. In accordance with this programme, all property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No discrepancies were noticed on such verification.
- (c) 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 immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.
- (d) 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 revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- (ii) (a) The inventory, except goods-in-transit, has been physically verified by the management during the year. For goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our

opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

- (b) 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 been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. In our opinion, the quarterly returns or statements filed by the Company with such banks or financial institutions are in agreement with the books of account of the Company.
- (iii) 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 provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured nor made any investments in firms, limited liability partnership or any other parties during the year. The Company has provided guarantees or securities and loans or advance to companies and made investments in companies and mutual funds during the year, in respect of which the requisite information is as below.
- (a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans or stood guarantees as below:

Amount in INR millions

Particulars	Guarantees	Loans
Aggregate amount during the year	210.59	70.00
Subsidiaries*		
Balance outstanding as at balance sheet date	749.79	1,026.09
Subsidiaries*		

*As per the Companies Act, 2013

- (b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion

the investments made, guarantees provided during the year and the terms and conditions of the loans granted and guarantees provided during the year are, prima facie, not prejudicial to the interests of the Company.

- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.
- (d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.
- (e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.
- (f) 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 granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- (iv) 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 given any loans, or provided any guarantee or security as specified under Section 185 of the Companies Act, 2013. Accordingly, the provisions of Section 185 of the Companies Act, 2013 are not applicable to the Company. In respect of the loans granted, guarantees provided and investments

made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with. The Company has not provided any security during the year.

- (v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.
- (vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the sales of automobiles and related services. Accordingly, clause 3(vi) of the Order is not applicable.
- (vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion, the undisputed statutory dues including Goods and Services Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues have generally been regularly deposited with the appropriate authorities. As explained to us, the Company did not have any dues on account of Duty of Customs.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Cess or other statutory dues were in arrears as at 31 March 2025 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Services Tax and Income- Tax, which have not been deposited on account of any dispute are as follows:

Name of the statute'	Nature of the dues	Disputed Amount (including interest)	Amount paid under protest	Period to which the amount relates	Forum where dispute is pending
Income Tax Act, 1961	Income tax and interest	5.72	5.16	AY 2007-2008 to 2011-2012	Commissioner Income Tax (Appeals), Ernakulam
Income Tax Act, 1961	Income tax and interest	1.99	1.97	AY 2007-2008 to 2012-2013	Centralised Processing Centre, Bengaluru
Income Tax Act, 1961	Income tax and interest	2.89	5.78	AY 2012-2013	Income Tax Appellate Tribunal (ITAT)
Goods and Services Tax Act, 2017	Sales tax, interest and penalty	0.33	-	FY 2022-2023	State Tax Officer, GST, Kollam
Goods and Services Tax Act, 2017	Sales tax, interest and penalty	5.74	0.27	FY 2017-2018	Assistant Commissioner, GST, Chennai
Goods and Services Tax Act, 2017	Sales tax, interest and penalty	0.37	0.19	FY 2019-2020	Assistant Commissioner, GST, Chennai
Finance Act, 1994	Services tax, interest and penalty	0.98	-	FY 2013-2014 to FY 2016-2017	Commissioner Appeals, Ernakulam
Finance Act, 1994	Services tax, interest and penalty	12.96	1.28	FY 2006-2007 to FY 2017-2018	Customs, Excise and Service Tax Appellate Tribunal, Bengaluru
Finance Act, 1994	Services tax, interest and penalty	1.26	0.24	FY 2005-2006 to FY 2016-2017	Customs Excise and Services Tax Appellate Tribunal, Chennai

(vlii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

- (ix) (a) 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 defaulted in repayment of loans and borrowing or in the payment of interest thereon to any lender.
- (b) 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 been declared a wilful defaulter by any bank or financial institution or government or government authority.
- (c) In our opinion and according to the information and explanations given to us by the management, term loans were applied for the purpose for which the loans were obtained.
- (d) According to the information and explanations given to us and on an overall examination of the standalone 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) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries as defined under the Act. The Company does not hold any investments in any associates or joint ventures (as defined under the Act).
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries (as defined under the Act). The Company does not hold any investments in any associates or joint ventures (as defined under the Act).

- (x) (a) In our opinion and according to the information and explanations given to us, the Company has utilised the money raised by way of initial public offer/ further public offer (including debt instruments) for the purposes for which they were raised, except for the following:

Amount in INR millions

Purpose for which funds were raised	Opening un- utilised balance	Amount utilised for purpose other than stipulated	Unutilised balance as at balance sheet date
General Corporate purposes	9.90	-	-

- (b) 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 made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (xi) (a) During the course of our examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the year.
- (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 the Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of our audit procedures.
- (xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- (xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, 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) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, the Group does not have CIC as part of the Group. Accordingly, clause 3(xvi)(c) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (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, 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.

Also refer to the Other Information paragraph of our main audit report which explains that the other information comprising the information included in the Annual report is expected to be made available to us after the date of this auditor's report.

- (xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project other than ongoing projects. Accordingly, clause 3(xx)(a) of the Order is not applicable.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 11623W/W-100024

Vipin Lodha

Partner

Membership No.: 076806

ICAI UDIN:25076806BMRKBH5577

Place: Kochi

Date: 29 May 2025

Annexure B

to the Independent Auditor's Report on the standalone financial statements of Popular Vehicles and Services Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Popular Vehicles and Services Limited ("the Company") as of 31 March 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements 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 and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained

and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

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 financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to 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 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 Financial Statements

Because of the inherent limitations of internal financial

controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No: 11623W/W-100024

Vipin Lodha

Partner

Membership No.: 076806

ICAI UDIN:25076806BMRKBH5577

Place: Kochi

Date: 29 May 2025

Standalone Balance Sheet As at 31 March 2025

(All amounts in Indian Rupees million)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	4	2,116.86	1,973.29
Capital work-in-progress	4	76.57	129.80
Right-of-use assets	34	2,492.75	2,262.61
Intangible assets	5	31.81	35.23
Intangible assets under development	5	6.60	4.04
Financial assets			
Investments	6	1,147.09	938.46
Loans	12(a)	806.35	1,170.33
Other financial assets	12(b)	253.79	257.10
Income tax assets (net)	27	152.08	102.98
Deferred tax assets (net)	27	221.90	119.91
Other non-current assets	7	134.90	168.59
Total non-current assets		7,440.70	7,162.34
Current assets			
Inventories	8	3,144.50	2,923.56
Financial assets			
Investments	6	-	170.25
Trade receivables	9	694.27	894.40
Cash and cash equivalents	10	85.58	318.67
Bank balances other than cash and cash equivalents	11	35.05	31.76
Loans	12(a)	219.74	2.69
Other financial assets	12(b)	62.09	282.49
Other current assets	7	624.06	443.53
		4,865.29	5,067.35
Assets classified as held for sale	37(a)	8.43	-
Total current assets		4,873.72	5,067.35
Total assets		12,314.42	12,229.69
Equity and liabilities			
Equity			
Equity share capital	13	142.40	142.40
Other equity		4,407.62	4,781.88
Total equity		4,550.02	4,924.28
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14	0.94	40.67
Lease liabilities	34	3,016.36	2,738.96
Provisions	16	36.79	34.01
Other non-current liabilities	17	118.98	211.07
Total non-current liabilities		3,173.07	3,024.71
Current liabilities			
Financial liabilities			
Borrowings	14	2,718.55	1,669.65
Lease liabilities	34	219.33	176.50
Trade payables	18		
- Total outstanding dues of micro enterprises and small enterprises		41.40	26.64
- Total outstanding dues of creditors other than micro enterprises and small enterprises		512.24	1,064.54
Other financial liabilities	15	166.79	345.10
Other current liabilities	17	903.97	968.75
Provisions	16	29.05	29.52
Total current liabilities		4,591.33	4,280.70
Total liabilities		7,764.40	7,305.41
Total equity and liabilities		12,314.42	12,229.69
Material accounting policies	3		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

Naveen Philip

Managing Director

DIN: 00018827

John Verghese

Chief Financial Officer

Kochi

29 May 2025

Francis K Paul

Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Standalone Statement of Profit and Loss for the Year ended 31 March 2025

(All amounts in Indian Rupees million)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	19	25,769.00	26,438.22
Other income	20	236.50	177.74
Total income		26,005.50	26,615.96
Expenses			
Purchases of stock-in-trade	21	21,734.11	22,437.63
Changes in inventories of stock-in-trade	22	(220.94)	(959.74)
Employee benefits expense	23	2,316.69	2,246.06
Finance costs	24	509.05	552.52
Depreciation and amortisation	25	528.32	484.99
Impairment losses on financial assets and contract assets	33	8.39	3.88
Other expenses	26	1,545.13	1,558.88
Total expenses		26,420.75	26,324.22
(Loss)/ profit before tax and exceptional item		(415.25)	291.74
Exceptional item	37(a)	-	16.05
(Loss)/ profit before tax		(415.25)	307.79
Income tax expense			
Current tax	27	21.25	57.73
Deferred tax	27	(100.33)	(8.13)
Total tax expense		(79.08)	49.60
(Loss)/ profit for the year		(336.17)	258.19
Other comprehensive income			
Items that will not be reclassified subsequently to profit or loss			
Remeasurement of net defined benefit plan		(6.60)	23.78
Income tax relating to items that will not be reclassified to profit or loss		1.66	(5.99)
Other comprehensive (loss)/ income for the year, net of tax		(4.94)	17.79
Total comprehensive (loss)/ income for the year		(341.11)	275.98
Earnings per share (equity share of face value of INR 2 each)	29		
Basic (in INR)		(4.72)	4.09
Diluted (in INR)		(4.72)	4.09
Material accounting policies	3		

The accompanying notes form an integral part of the standalone financial statements.

As per our report of even date attached

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

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Whole Time Director

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Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Standalone Statement of Changes in Equity for the Year ended 31 March 2025

(All amounts in Indian Rupees million)

A. Equity share capital

Particulars	Notes	Equity shares (in millions)	Amount
Balance as at 1 April 2023 *	13	62.72	125.44
Add: Shares issued through Initial Public Offer (Refer note 39)		8.48	16.96
Balance as at 31 March 2024	13	71.20	142.40
Balance as at 1 April 2024		71.20	142.40
Add: Shares issued through Initial Public Offer		-	-
Balance as at 31 March 2025	13	71.20	142.40

* The number of shares have increased on account of share split undertaken by the Company. Refer note 13 (e) for more details.

B Other equity

Particulars	Reserves and surplus			Items of other comprehensive income	Total other equity attributable to equity holders of the Company
	Securities premium	General reserve	Retained earnings	Remeasurement of net defined benefit liability/ (asset), net of tax	
Balance as at 1 April 2023	636.68	36.33	1,527.86	-	2,200.87
Profit for the year	-	-	258.19	-	258.19
Other comprehensive income, net of tax	-	-	-	17.79	17.79
Total comprehensive income	-	-	258.19	17.79	275.98
Premium arising on issue of equity shares through Initial Public Offer	2,483.04	-	-	-	2,483.04
Share issue expense on Initial Public Offer (Refer note 39)	(178.01)	-	-	-	(178.01)
Transferred to retained earnings	-	-	17.79	(17.79)	-
Total contribution by and distribution to owners	2,305.03	-	17.79	(17.79)	2,305.03
Balance as at 31 March 2024	2,941.71	36.33	1,803.84	-	4,781.88
Total comprehensive income for the year					
Loss for the year	-	-	(336.17)	-	(336.17)
Other comprehensive loss, net of tax	-	-	-	(4.94)	(4.94)
Total comprehensive loss	-	-	(336.17)	(4.94)	(341.11)
Dividend	-	-	(35.60)	-	(35.60)
Share issue expense on Initial Public Offer (Refer note 39)	2.45	-	-	-	2.45
Transferred to retained earnings	-	-	(4.94)	4.94	-
Total contribution by and distribution to owners	2.45	-	(40.54)	4.94	(33.15)
Balance as at 31 March 2025	2,944.16	36.33	1,427.13	-	4,407.62

Standalone Statement of Changes in Equity for the Year ended 31 March 2025 (Cont.)

The description of the nature and purpose of each reserve within equity is as follows:

a) Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

b) General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriate purposes.

c) Retained earnings

This represents the profits / losses of the Company earned till date, net of appropriations.

The accompanying notes form an integral part of the standalone financial statements.

Material accounting policies (Refer note 3)

As per our report of even date attached

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

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Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Standalone statement of cash flows for the Year ended 31 March 2025

(All amounts in Indian Rupees million)

	Year ended 31 March 2025	Year ended 31 March 2024
Cash flows from operating activities		
(Loss)/profit before tax and exceptional item	(415.25)	291.74
Adjustments:		
Finance costs	509.05	552.52
Depreciation and amortisation expense	528.32	484.99
Impairment losses on financial assets and contract assets	8.39	3.88
Provision/(reversal) for obsolete inventory	9.15	(7.80)
Liabilities/ provisions no longer required written back	(35.66)	(45.25)
Interest income	(113.26)	(27.39)
Dividend received on investments	(20.69)	-
Impairment on investment, net of write back	3.90	-
Impairment loss on property, plant and equipment	9.79	-
Loss/(gain) on sale of property, plant and equipment (net)	3.16	(2.06)
Gain on derecognition of right-of-use assets	(16.67)	(25.53)
Net gain on financial assets measured at fair value through profit and loss	(1.20)	(3.11)
Operating cash flow before working capital changes	469.03	1,221.99
Working capital movements:		
Increase in inventories	(230.09)	(951.93)
Decrease / (increase) in trade receivables	191.74	(85.99)
Decrease / (increase) in loans, other financial assets and other assets	80.14	(556.83)
(Decrease) / increase in liabilities and provisions	(829.37)	1,622.39
Cash used in/ generated from operations	(318.55)	1,249.63
Income tax paid, net of refund	(67.92)	(102.81)
Net cash (used in)/generated from operating activities (A)	(386.47)	1,146.82
Cash flows from investing activities		
Additional investment in a subsidiary	(5.00)	(5.00)
Sale/ (acquisition) of other investments, net	165.49	(174.56)
Intercompany loan given to wholly owned subsidiaries, net	(63.07)	(1,114.82)
Interest received	97.19	27.39
Dividend received	20.69	-
Acquisition of property, plant and equipment, including capital advances	(341.25)	(529.91)
Acquisition of intangible assets including intangibles under development	(6.49)	(9.90)
Proceeds from sale of property, plant and equipment	10.81	49.66
Net cash used in investing activities (B)	(121.63)	(1,757.14)
Cash flows from financing activities		
Proceeds from issue of equity share capital (net off share issue expenses)	-	2,321.99
Dividends paid	(35.56)	-
Interest paid	(229.48)	(300.54)
Proceeds from long-term borrowings	-	98.48
Repayment of long-term borrowings	(61.29)	(809.31)
Short-term borrowings availed/(repaid), net	1,070.47	(1.79)
Interest on lease liabilities	(279.57)	(260.48)
Principal payment of lease liabilities	(189.56)	(162.39)
Net cash generated from financing activities (C)	275.01	885.96

Standalone statement of cash flows for the Year ended 31 March 2025 (Cont.)

	Year ended 31 March 2025	Year ended 31 March 2024
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(233.09)	275.64
Cash and cash equivalents at the beginning of the year	318.67	43.03
Cash and cash equivalents at the end of the year	85.58	318.67

(Refer to note 10 - Cash and cash equivalents)

Reconciliation of financial liabilities forming part of financing activities in accordance with Ind AS 7:

Particulars	As at 1 April 2024	Loan availed/ (repaid), net	Principal payment of lease liability	Interest payment on lease liability	Other non cash changes	As at 31 March 2025
Non current borrowings (including current maturities)	94.04	(61.29)	-	-	-	32.75
Current borrowings (Refer note 14)	1,616.28	1,070.46	-	-	-	2,686.74
Lease liabilities (Refer note 34)	2,915.46	-	(189.56)	(279.57)	789.36	3,235.69

Particulars	As at 1 April 2023	Loan availed/ (repaid), net	Principal payment of lease liability	Interest payment on lease liability	Other non cash changes	As at 31 March 2024
Non current borrowings (including current maturities)	804.87	(710.83)	-	-	-	94.04
Current borrowings (Refer note 14)	1,618.07	(1.79)	-	-	-	1,616.28
Lease liabilities (Refer note 34)	2,659.28	-	(162.39)	(260.48)	679.05	2,915.46

Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

The accompanying notes form an integral part of the standalone financial statements.

Material accounting policies (Refer note 3)

As per our report of even date attached

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

Naveen Philip

Managing Director

DIN: 00018827

John Verghese

Chief Financial Officer

Kochi

29 May 2025

Francis K Paul

Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Basis of preparation and material accounting policies

1. Company overview

Popular Vehicles and Services Limited ('the Company'/'Popular') was incorporated in 1983 and is engaged in the business of sale and service of automobiles, sale of spare parts and accessories, finance and insurance commission. The Company is headquartered in Kochi, India and has operations in Kerala and Tamil Nadu. The Company primarily operates as the Maruti Suzuki vehicle dealer in Kerala and was amongst the first batch of dealers appointed by Maruti Suzuki in the country.

The shares of the company are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE).

The registered address of the company is: Kuttukaran Centre, Mamangalam – Kochi – 682025.

2. Basis of preparation

A. Statement of compliance

These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time notified under Section 133 of Companies Act, 2013, (the 'Act') as amended and other relevant provisions of the Act.

The standalone financial statements were authorised for issue by the Company's Board of Directors on 29 May 2025.

Details of the Company's material accounting policies including changes thereto are included in Note 3.

B. Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency. All amounts are presented in Indian Rupees in millions, unless otherwise stated.

C. Basis of measurement

The financial statements have been prepared on the historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Investments	Fair value

D. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the standalone financial statements is included in Note 34 - Lease classification.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2025 is included in the following notes:

Note 32 – measurement of defined benefit obligations: key actuarial assumptions;

Notes 28 – recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Note 27 – recognition of deferred tax asset: availability of future taxable profit against which tax losses carried forward can be used;

Note 33 – financial instruments.

Note 37 – Assets classified as held for sale

E. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Company has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

F. Current/Non-Current Classification

Based on the time involved between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the standalone balance sheet.

3. Material accounting policies

3.1 Property, plant and equipment

A. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of item can be measured reliably.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs

of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under long-term loans and advances. The cost of fixed assets not ready for its intended use at each balance sheet date are disclosed as capital work-in-progress.

Borrowing costs directly attributable to the acquisition, construction or production of those fixed assets that necessarily take a substantial period to get ready for their intended use, are capitalized. Other borrowing costs are accounted as an expense in the standalone statement of profit and loss.

B. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

C. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method, and is generally recognised in the profit or loss. Leasehold improvements are amortized over the lease term or useful lives of assets, whichever is lower. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:

Class of assets	Useful life
Building owned	60
Motor cars	8
Motor cycles and trucks	10
Office Equipment	5
Plant and machinery	15-25
Tools and equipment	5
Electrical equipment	10
Furniture and fixtures	10
Computer equipment	3

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

The useful life of items of property, plant and equipment is in line with the Schedule II of the Companies Act 2013.

Transition to Ind AS

The cost of property, plant and equipment at 1 April 2018, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognized as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

3.2 Intangible assets

The cost of an intangible asset shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Company and the cost of item can be measured reliably.

Intangibles assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Company for its use and is included in amortization in profit or loss.

The estimated useful lives are as follows:

Class of assets	Years
Computer software	3
Brand	15

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if appropriate.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in profit or loss as incurred.

The cost of intangible assets not ready for its intended use at each balance sheet date are disclosed as intangible assets under development.

Transition to Ind AS

The cost of Intangible assets at 1 April 2018, the Company's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

3.3 Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are

classified as short-term employee benefits. These benefits include salaries and wages, bonus and ex-gratia. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid e.g., under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the amount of obligation can be estimated reliably.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount and deducting the fair value of any plan assets, if any.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling').

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in other comprehensive income (OCI). The Company determines the net interest expense on the net defined benefit liability

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term employee benefits

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Company records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements are recognized in profit and loss in the period in which they arise.

3.4 Investments

Non-current investments are carried at cost less any other than temporary diminution in value, determined separately for each investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

The acquisition cost of investments acquired, or partly acquired by the issue of shares or other securities, is the fair value of the securities issued.

Profit or loss on sale of investments, if any, is determined separately for each investment.

3.5 Provisions

A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

A contract is considered to be onerous when the expected economic benefits to be derived by the Company from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Company recognizes any impairment loss on the assets associated with that contract.

3.6 Revenue

i) Sale of products

Revenue on sale of vehicles, spare parts and accessories is recognised when the control over the goods or services is transferred to the customer and is accounted net of goods and service tax and discounts, if any. Revenues are recognised when collectability of the resulting receivable is reasonably assured.

The Company generates revenue from sale of vehicles, services, spare parts and accessories and other operating avenues. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services. Invoices are due as and when presented to the customer.

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs its obligation under the contract.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

ii) Rendering of services

Revenues from services including income from driving school are recognised when services are rendered and related costs are incurred.

iii) Commission, discount and incentive income

Commission income is recognised when services are rendered and in accordance with the commission agreements.

Discounts and incentive income is recognised when the services are rendered and as per the relevant scheme/ arrangement provided by the manufacturer. In respect of other heads of income, the Company follows the practice of recognising income on an accrual basis.

iv) Other Income

In calculating the interest income, the effective interest rate is applied to the gross carrying amount of the assets (when the assets is not credit impaired). Dividend income is recognized in the standalone statement of profit and loss on the date on which the right to receive payment is established.

3.7 Inventories

Inventories are carried at lower of cost and net realisable value. Cost comprises purchase price, cost of refurbishment in case of used vehicles and other costs incurred in bringing the inventory to its present location and condition. The cost is calculated on specific identification basis.

Net realizable value is the estimated selling price in the ordinary course of business. The comparison of cost and net realisable value of inventory is made on an item by item basis.

The provision for inventory obsolescence is assessed annually and is provided as considered necessary.

3.8 Financial instruments

i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument. A trade receivable without a significant financing component is initially measured at the transaction price.

A financial asset (unless it is a trade receivable without a significant financing component) or

financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at either at amortized cost, FVTPL or fair value in other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Company changes its business model for managing financial assets.

A financial asset is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Company makes an assessment of the objective of the business model in which a financial asset is held at investment level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for each of such investments and the operation of those policies in practice.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Company's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de recognition is also recognized in profit or loss.

iii) De recognition

Financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

If the Company enters into transactions whereby it transfers assets recognized on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Company also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

iv) Off setting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

3.9 Impairment

i) Impairment of financial instruments

The Company recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Company is exposed to credit risk.

Measurement of expected credit losses

Expected credit losses are a probability weighted

estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Company in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the standalone balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off.

ii) Impairment of non- financial assets

The Company's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Company reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

determine the recoverable amount. Such a reversal is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.10 Leases

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values.

ii. Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the standalone statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and standalone statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in standalone statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

iii. Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Company is an intermediate lessor it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short term

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(All amounts in Indian Rupees million)

lease to which the Company applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Company applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

3.11 Recognition of interest income or interest expense

Interest income or expense is recognized using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability.

3.12 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or recoverable from tax authorities after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred income tax assets and liabilities are recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the

corresponding amounts used for taxation purposes. Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

3.13 Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

3.14 Earnings per share

The basic earnings per share is computed by dividing the net profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date. In computing dilutive earning per share, only potential equity shares that are dilutive i.e. which reduces earnings per share or increases loss per share are included.

3.15 Cash-flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

3.16 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less which are subject to insignificant risk of changes in value.

3.17 Contingent liabilities and assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. The existence of a contingent liability is disclosed in the notes to the standalone financial statements.

Contingent assets are neither recognised nor disclosed.

3.18 Non-current assets classified as held for sale

Assets are classified as held for disposal and stated at the lower of carrying amount and fair value less costs to sell. To classify any Asset as "Asset classified as held for sale" the asset must be available for immediate sale and its sale must be highly probable. Such assets or group of assets are presented separately in the Balance Sheet, in the line "Assets classified as held for sale". Once classified as held for sale, intangible assets and Property Plant Equipment are no longer amortised or depreciated.

3.19 Recent accounting pronouncements

'Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no new standards or amendments to the existing standards that are notified impacting the standalone financial statements of the Company.

4 Property, plant and equipment and capital work-in-progress

Particulars	Free- hold land	Build- ings [#]	Leasehold improve- ments*	Furniture and fix- tures	Electrical equip- ment	Plant and machin- ery	Tools and equip- ment	Motor car	Computer equip- ment	Office equip- ment	Motor cycles and trucks	Total (A)	Capital work-in- progress (B) *	Total (A+B)
Gross carrying value														
Balance at 1 April 2023	91.97	131.81	1,150.00	167.91	165.48	480.51	74.96	106.72	62.43	56.44	11.08	2,499.31	54.73	2,554.04
Additions	-	30.49	146.78	41.79	36.85	64.96	14.27	90.68	12.77	14.87	0.05	453.51	355.32	808.83
Disposals / capitalisations	-	0.12	44.78	4.76	4.25	7.32	0.06	31.52	0.09	0.66	0.04	93.60	280.25	373.85
Balance at 31 March 2024	91.97	162.18	1,252.00	204.94	198.08	538.15	89.17	165.88	75.11	70.65	11.09	2,859.22	129.80	2,989.02
Balance at 1 April 2024	91.97	162.18	1,252.00	204.94	198.08	538.15	89.17	165.88	75.11	70.65	11.09	2,859.22	129.80	2,989.02
Additions	-	3.77	167.07	32.53	31.01	59.62	11.41	63.62	12.11	10.85	-	391.99	171.34	563.33
Disposals / capitalisations	-	1.84	7.45	0.82	0.15	8.61	1.45	17.71	0.91	0.60	1.01	40.55	224.57	265.12
Balance at 31 March 2025	91.97	164.11	1,411.62	236.65	228.94	589.16	99.13	211.79	86.31	80.90	10.08	3,210.66	76.57	3,287.23
Accumulated Depreciation														
Balance at 1 April 2023	-	35.47	312.45	63.11	69.22	143.38	34.28	35.62	32.91	32.34	2.26	761.04	-	761.04
Depreciation for the year	-	8.21	72.94	16.16	14.85	37.69	7.50	20.32	14.14	9.33	1.22	202.36	-	202.36
Disposals / write off	-	0.04	39.07	4.31	3.99	5.22	0.05	24.08	0.06	0.61	0.04	77.47	-	77.47
Balance at 31 March 2024	-	43.64	346.32	74.96	80.08	175.85	41.73	31.86	46.99	41.06	3.44	885.93	-	885.93
Balance at 1 April 2024	-	43.64	346.32	74.96	80.08	175.85	41.73	31.86	46.99	41.06	3.44	885.93	-	885.93
Depreciation for the year	-	9.69	78.76	19.05	17.75	40.40	8.21	26.44	14.13	9.03	1.20	224.66	-	224.66
Disposals / write off	-	0.02	2.33	0.50	0.13	6.67	1.37	13.17	0.87	0.57	0.95	26.58	-	26.58
Impairment loss	-	-	0.14	0.49	0.11	8.24	0.52	-	-	0.29	-	9.79	-	9.79
Balance at 31 March 2025	-	53.31	422.89	94.00	97.81	217.82	49.09	45.13	60.25	49.81	3.69	1,093.80	-	1,093.80
Net carrying amount														
At 31 March 2025	91.97	110.80	988.73	142.65	131.13	371.34	50.04	166.66	26.06	31.09	6.39	2,116.86	76.57	2,193.43
At 31 March 2024	91.97	118.54	905.68	129.98	118.00	362.30	47.44	134.02	28.12	29.59	7.65	1,973.29	129.80	2,103.09

Include buildings constructed on leasehold land

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(All amounts in Indian Rupees million)

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Particulars	As at 31 March 2025		As at 31 March 2024	
	Gross block	Net block	Gross block	Net block
Buildings	137.59	109.52	138.49	113.09

a) Title deeds of Immovable Properties of the Company

Description	As at 31 March 2025	As at 31 March 2024
Title deeds held in the name of	Popular Vehicles & Services Limited	
Whether title deed holder is a promoter, director or relative of promoter/director or employee of promoter/director	NA	
Reason for not being held in the name of the Company	NA	

b) Ageing of capital work-in-progress

Capital work-in-progress represents expenditure towards construction of new workshops/ service centres.

As at 31 March 2025

Description	Amount in CWIP for a period of		
	Less than 1 Year	1-2 Years	2-3 Years
Projects in progress	76.57	-	-
Projects temporarily suspended	-	-	-

As at 31 March 2024

Description	Amount in CWIP for a period of		
	Less than 1 Year	1-2 Years	2-3 Years
Projects in progress	129.07	0.73	-
Projects temporarily suspended	-	-	-

c) Details of capital work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan

The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable as on 31 March 2025.

d) For details of property, plant and equipment pledged, refer note 14.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

5 Intangible assets

Particulars	Computer software	Brand	Total (A)	Intangible assets under development (B)	Total (A+B)
Reconciliation of carrying amount					
Gross carrying amount					
Balance at 1 April 2023	40.83	49.47	90.30	2.42	92.72
Additions	8.28	-	8.28	5.79	14.07
Disposals	-	-	-	4.17	4.17
Balance at 31 March 2024	49.11	49.47	98.58	4.04	102.62
Balance at 1 April 2024	49.11	49.47	98.58	4.04	102.62
Additions	3.93	-	3.93	5.51	9.44
Disposals / capitalisations	-	-	-	2.95	2.95
Balance at 31 March 2025	53.04	49.47	102.51	6.60	109.11
Amortisation					
Balance at 1 April 2023	34.59	22.32	56.91	-	56.91
Amortisation for the year	3.27	3.17	6.44	-	6.44
Balance at 31 March 2024	37.86	25.49	63.35	-	63.35
Balance at 1 April 2024	37.86	25.49	63.35	-	63.35
Amortisation for the year	4.19	3.16	7.35	-	7.35
Disposal	-	-	-	-	-
Balance at 31 March 2025	42.05	28.65	70.70	-	70.70
Net carrying amount					
At 31 March 2025	10.99	20.82	31.81	6.60	38.41
At 31 March 2024	11.25	23.98	35.23	4.04	39.27

Ageing schedule of intangible assets under development

As at 31 March 2025

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 Year	2-3 Years	More than 3 years	
Projects in progress	5.25	1.35	-	-	6.60
Projects temporarily suspended	-	-	-	-	-
Total	5.25	1.35	-	-	6.60

As at 31 March 2024

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 Year	2-3 Years	More than 3 years	
Projects in progress	3.44	0.60	-	-	4.04
Projects temporarily suspended	-	-	-	-	-
Total	3.44	0.60	-	-	4.04

The Company does not have any intangible assets under development which is overdue or has exceeded its cost compared to its original plan and hence intangible assets under development completion schedule is not applicable as on 31 March 2025 and 31 March 2024.

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(All amounts in Indian Rupees million)

6 Investments

	As at 31 March 2025	As at 31 March 2024
Non-current investments, unquoted		
Investments in equity instruments of subsidiaries (at cost less provision for other than temporary impairment), fully paid-up		
Investment in subsidiaries		
Popular Auto Dealers Private Limited 51,034 (31 March 2024: 51,034) equity shares of face value of INR 100 each	49.95	49.95
Popular Mega Motors (India) Private Limited 6,943,963 (31 March 2024: 6,943,963) equity shares of face value of INR 10 each	309.57	309.57
Popular Autoworks Private Limited 25,111,780 (31 March 2024: 25,111,780) equity shares of face value of INR 10 each	247.23	247.23
Kuttukaran Green Private Limited (Refer Note 37(a)) 9,40,243 (31 March 2024 : 59,950) equity shares of face value of INR 10 each	-	17.83
Keracon Equipments Private Limited 9,48,000 (31 March 2024: 9,48,000) equity shares of face value of INR 10 each	301.46	301.46
Kuttukaran Cars Private Limited (formerly known as Prabal Motors Private Limited) 55,46,922 (31 March 2024: 2,000,000) equity shares of face value of INR 10 each	70.50	15.50
Less: Provision for diminution in value	-	(15.50)
Prabal Motors Private Limited 4,193 (31 March 24: Nil) equity shares of face value of INR 10 each	150.00	-
Investments in preference shares at FVTPL		
Prabal Motors Private Limited 20,000 (31 March 2024 : 20,000) preference shares of face value of INR 10 each	0.20	0.20
Investment in mutual funds at FVTPL		
<i>Unquoted</i>		
Aditya Birla Sunlife Equity Fund - Regular Growth 4,023.97 (31 March 2024 : 2,939.37)	6.65	4.39
HDFC Small Cap Fund - Regular Growth 29,178.15 (31 March 2024 : 22,339.41)	3.54	2.63
Kotak Emerging Equity Scheme Fund - Regular Growth 67,651.10 (31 March 2024 : 50,739.41)	7.99	5.20
Total investments	1,147.09	938.46
Aggregate book/ market value of non-current investments-quoted		
Aggregate value of non-current investments-unquoted	1,147.09	938.46
Aggregate provision for impairment in value of investment	-	(15.50)
Current investments		
Investment in mutual funds at FVTPL		
<i>Unquoted</i>		
Liquid growth fund	-	170.25
	-	170.25
Aggregate value of current investments-unquoted	-	170.25

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

7 Other assets

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Unsecured, considered good</i>		
Capital advances	15.67	22.43
Less: Allowances for expected credit loss	(4.15)	(3.83)
Prepayments	88.58	86.06
Balance with statutory / government authorities *	21.23	21.77
Balance with Life Insurance Corporation Gratuity Fund, net (Refer note 32)	13.57	42.16
	134.90	168.59
Current		
<i>Unsecured, considered good</i>		
Advances other than capital advances		
Prepayments	25.48	22.35
Balance with statutory / government authorities	392.89	329.39
Payment to vendors for supply of goods and services	210.92	91.79
Less: Allowances for expected credit loss	(5.23)	-
	624.06	443.53
	758.96	612.12

* Represents amounts paid under protest against various tax cases and proceedings.

The Company has not given any loan to their directors during the year ended 31 March 2025 and 31 March 2024.

8 Inventories

	As at 31 March 2025	As at 31 March 2024
<i>(Valued at lower of cost and realisable value)</i>		
New vehicles	2,285.28	2,167.30
Pre-owned vehicles	493.59	373.34
Spares and lubricants	304.02	254.35
Accessories	90.32	148.13
	3,173.21	2,943.12
Less: Provision for obsolete inventory	(28.71)	(19.56)
	3,144.50	2,923.56

Closing stock of new vehicles includes value of goods in transit of new vehicles for ₹1,147.04 million (31 March 2024: ₹ 948.81 million), accessories for ₹44.8 million (31 March 2024 : ₹ 26.19 million).

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

9 Trade receivables

	As at 31 March 2025	As at 31 March 2024
Current		
<i>Unsecured</i>		
Considered good	694.27	894.40
Considered doubtful	14.26	13.36
	708.53	907.76
Allowances for expected credit loss (Refer note 33 C(ii))	(14.26)	(13.36)
Net trade receivables	694.27	894.40

For details of trade receivables from related parties, Refer note 36.

Trade receivables ageing schedule:

As at 31 March 2025

Particulars	Not Due	Less than 6 months	6 months - 1 year	More than 1 year	Total
i) Unbilled	28.71	-	-	-	28.71
ii) Undisputed trade receivables – considered good	-	619.85	45.71	-	665.56
iii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-
iv) Undisputed trade receivables – credit impaired	-	6.80	0.67	6.79	14.26
	28.71	626.65	46.38	6.79	708.53

As at 31 March 2024

Particulars	Not Due	Less than 6 months	6 months - 1 year	More than 1 year	Total
i) Unbilled	37.86	-	-	-	37.86
ii) Undisputed trade receivables – considered good	-	847.74	8.80	-	856.54
iii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-
iv) Undisputed trade receivables – credit impaired	-	3.93	6.94	2.49	13.36
	37.86	851.67	15.74	2.49	907.76

The Company's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in note 33 C.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

10 Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balances in current accounts #	60.79	299.46
Cash on hand	14.45	6.79
Cheques on hand	10.34	12.42
Cash and cash equivalents in standalone balance sheet	85.58	318.67
Cash and cash equivalents in the standalone statement of cash flows	85.58	318.67

Cash and cash equivalents includes an amount of ₹Nil (31 March 2024 : ₹12.86 millions) held with ICICI Bank Monitoring Account as the Initial Public Offer Public Issue Account.

11 Bank balances other than cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balance with banks held as margin money **	35.05	31.76
	35.05	31.76

12(a) Loans

	As at 31 March 2025	As at 31 March 2024
Non-Current		
<i>Unsecured, considered good</i>		
Dues from related parties (Refer note 36)	806.35	1,170.33
	806.35	1,170.33
Current		
<i>Unsecured, considered good</i>		
Dues from related parties (Refer note 36)	219.74	2.69
	219.74	2.69
	1,026.09	1,173.02

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12(b) Other financial assets

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Unsecured, considered good</i>		
Rent and other deposits	246.13	248.85
Non cumulative compulsorily convertible preference shares *	3.03	2.74
Balance in banks for margin money **	4.63	5.51
	253.79	257.10
Current		
<i>Unsecured, considered good</i>		
Rent and other deposits	63.75	49.01
Less: Allowances for expected credit loss	(1.81)	(2.57)
Share issue expenses recoverable # (Refer note 39)	-	235.26
Dues from others	2.75	5.79
Less: Allowances for expected credit loss	(2.60)	(5.00)
	62.09	282.49
	315.88	539.59

** This represents bank guarantee deposits given to various vendors in relation to purchase of goods and services.

* The deemed capital contribution on account of investment in non cumulative compulsorily convertible preference shares of the subsidiary (included in investment) as at 31 March 2025 is amounting to ₹ 12.73 millions.

The Company has incurred expenses towards Initial Public Offer of its equity shares. The Company has recovered this amount from its shareholder during the year ended 31 March 2025.

13 Equity share capital

	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 2 each (refer note (e) below) (Equity shares of ₹ 10 each till 8 September 2023)	75.00	150.00	75.00	150.00
	75.00	150.00	75.00	150.00
Issued, subscribed and paid-up				
<i>Equity shares of ₹ 2 each, fully paid-up (refer note (e) below) (Equity shares of ₹ 10 each till 8 September 2023)</i>				
At the beginning of the year	71.20	142.40	62.72	125.44
Add: Shares issued through Initial Public Offer (IPO) (Refer note 39)	-	-	8.48	16.96
At the end of the year	71.20	142.40	71.20	142.40

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(All amounts in Indian Rupees million)

(a) Terms and rights attached to equity shares

The Company has a single class of equity shares. All the equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to share of paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on the shares may lead to the forfeiture of shares. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, remaining after the distribution of all preferential amounts in proportion to the number of equity shares held.

The Company is largely held by individuals and accordingly does not have a holding/ ultimate holding company.

(b) Details of shareholders holding more than 5% shares of the Company

Equity shares of ₹ 2 each fully paid up held by (refer note (f) below)	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% holding in the class	Number of shares	% holding in the class
a) BanyanTree Growth Capital II, LLC	7.13	10.01%	7.13	10.01%
b) Francis K Paul - Promoter	14.52	20.39%	14.52	20.39%
c) John K Paul - Promoter	14.52	20.39%	14.52	20.39%
d) Naveen Philip - Promoter	14.52	20.39%	14.52	20.39%
e) HDFC Trustee Company Limited	3.67	5.16%	3.67	5.16%

(c) Shareholding of promoters

As at 31 March 2025

Name of the promoters	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	% of total shares	% change during the year
a) Francis K Paul	14.52	-	14.52	20.39%	-
b) John K Paul	14.52	-	14.52	20.39%	-
c) Naveen Philip	14.52	-	14.52	20.39%	-

As at 31 March 2024

Name of the promoters	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	% of total shares	% change during the year
a) Francis K Paul	13.75	0.77	14.52	20.39%	5.60%
b) John K Paul	13.75	0.77	14.52	20.39%	5.60%
c) Naveen Philip	13.75	0.77	14.52	20.39%	5.60%

(d) Details of buyback and shares issued for consideration other than for cash in the five years immediately preceding the balance sheet date.

The Company has not bought back any class of equity shares nor has there been any issue for consideration other than for cash during the period of five years immediate preceding the balance sheet date.

(e) Note on share split

The Board of Directors of the Company, at its meeting held on 31 August 2023, had approved the sub division of the existing authorised share capital of the Company from 12,544,289 equity shares of ₹ 10 each into 62,721,445 equity shares of ₹ 2 each, which is approved by the shareholders by an extra ordinary general meeting held on 8 September 2023. The record date of the split was 8 September 2023.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

14 Borrowings

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Secured</i>		
Term loans from banks	-	7.92
Vehicle loans from financial institutions	0.94	32.75
	0.94	40.67
Current		
<i>Secured</i>		
Cash credit and overdraft facilities from banks		
Short term loan from banks	2,582.82	1,419.41
Current maturities of long-term borrowings	31.81	53.37
<i>Unsecured</i>		
Short term loans from banks	41.42	64.53
Short term loan from financial institution	62.50	132.34
	2,718.55	1,669.65
Total borrowings	2,719.49	1,710.32

Information about the Company's exposure to interest rate and liquidity risks are included in note 33.

a) Details of securities, terms and conditions of borrowings from banks and financial institutions

Particulars	Security terms	Tenure	As at 31 March 2025	As at 31 March 2024
Secured long-term loans from banks	Secured by second charge on equitable mortgage over immovable properties of the Company and Secured by personal guarantees John K Paul and Francis K Paul, directors of the Company and hypothecation of stock and receivables.	60 months	-	15.85
Secured long-term loans from financial institutions	Secured by hypothecation of vehicles purchased using the fund.	24 months to 36 months	32.75	78.19
Secured short-term loans from banks (including cash credit facilities)	Secured by exclusive charge on the stock of cars, spares, accessories and receivables, current assets and personal guarantees of John K Paul and Francis K Paul, directors of the Company.	Repayable on demand	2,582.82	1,419.41
Secured short-term loans from financial institutions	Secured by first charge on vehicles funded through this facility	Repayable on demand	-	101.54
Unsecured short-term loans from banks	Secured by personal guarantees of John K Paul and Francis K Paul, directors of the Company . Credit card facilities availed from the Bank is repaid on demand.	Repayable on demand	41.42	64.53

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	Security terms	Tenure	As at 31 March 2025	As at 31 March 2024
Unsecured short-term loans from financial institutions	Secured by personal guarantees of John K Paul and Francis K Paul, directors of the Company .	Repayable on demand	62.50	30.80
Total			2,719.49	1,710.32

- a) Borrowings from banks / financial institutions carry interest rates ranging from 8 % to 8.75 % per annum (31 March 2024: 8% to 9% per annum)
- b) The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Company with banks and financial institutions are in agreement with the books of accounts.
- c) The Company has utilised the loans availed for the purpose they were availed.

15 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Current		
Accrued salaries and benefits	145.79	139.73
Dues to creditors for capital goods	20.96	30.53
Share issue expenses payable (Refer note 39)	-	174.84
Unpaid dividend	0.04	-
	166.79	345.10

The Company's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 33.

16 Provisions

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Provision for employee benefits *</i>		
Compensated absences	36.79	34.01
	36.79	34.01
Current		
<i>Provision for employee benefits *</i>		
Compensated absences	29.05	29.52
	29.05	29.52
	65.84	63.53

* Also refer note 32 on employee benefits

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

17 Other liabilities

	As at 31 March 2025	As at 31 March 2024
Non-current		
Advance from vendors for rebates	118.98	211.07
	118.98	211.07
Other liabilities		
Current		
Contract liabilities	535.20	362.95
Advance from vendors for rebates	208.10	284.87
Statutory dues payable	157.09	320.93
CSR payable	3.58	-
	903.97	968.75
	1,022.95	1,179.82
Movement in contract liabilities		
Opening balance at the beginning of the year	362.95	363.36
Less : Revenue recognised during the year	(362.95)	(363.36)
Add: Additions to advances from customers during the year	535.20	362.95
Closing balance at the end of the year	535.20	362.95

The contract liabilities primarily relate to the advance consideration received from the customers for the purchase of vehicles. This will be recognised as revenue as and when the Company meet the performance obligation by delivering the vehicles. Refer Note 19 for more details.

18 Trade payables

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises	41.40	26.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	512.24	1,064.54
	553.64	1,091.18

Trade payable ageing schedule

As at 31 March 2025

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	41.40	-	-	-	41.40
ii) Others	65.23	445.73	1.07	-	0.21	512.24
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
	65.23	487.13	1.07	-	0.21	553.64

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

As at 31 March 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	26.64	-	-	-	26.64
ii) Others	56.64	1,007.48	0.09	-	0.33	1,064.54
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
	56.64	1,034.12	0.09	-	0.33	1,091.18

All trade payables are 'current'.

The Company's exposure to currency and liquidity risks related to trade payables is disclosed in note 33.

Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") based on the information available with the Company are given below:

	As at 31 March 2025	As at 31 March 2024
The principal amount remaining unpaid to any supplier as at the end of the year	41.40	26.64
The interest due on the principal remaining outstanding as at the end of the year	-	-
The amount of interest paid under the Act, along with the amounts of the payment made beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act.	-	-
The amount of interest accrued and remaining unpaid at the end of the year .	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the Act	-	-
	41.40	26.64

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

19 Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products		
Sales of new vehicles	16,938.58	17,444.41
Sale of spare parts and accessories	2,815.26	2,777.72
Sale of pre-owned vehicles	2,945.79	2,888.27
	22,699.63	23,110.40
Sale of services	2,067.04	2,186.29
	24,766.67	25,296.69
Other operating revenues		
Income from schemes and incentives	374.55	520.20
Finance and insurance commission	562.50	556.20
Income from driving school	36.16	36.43
Other operating income	29.12	28.70
	25,769.00	26,438.22
Reconciliation of revenue from sale of products and services		
Gross revenue	25,603.63	25,887.84
Less: Discount allowed	836.96	591.15
	24,766.67	25,296.69

(A) Disaggregate of revenue information

The table below presents disaggregated revenues from contracts with customers for the below years ended by offerings and contract type. The Company believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are effected by industry, market and other economic factors.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue by contract type		
Fixed price	25,769.00	26,438.22
	25,769.00	26,438.22

(B) Contract balances

The following table provides information about trade receivables and contract liabilities from contract with customers.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Trade receivables	694.27	894.40
Contract liabilities (advance from customers)	535.20	362.95

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

(C) Transaction price allocated to remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially satisfied) at the reporting date.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Within 1 year	535.20	362.95
More than 3 years	-	-
Closing balance	535.20	362.95

20 Other income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest income based on effective interest rate		
Fixed deposits with banks	2.62	2.00
Rent deposits	13.64	16.46
Interest on income-tax refund	2.43	1.52
Loan to related parties (Refer note 36)	94.57	7.41
Gain on sale of property, plant and equipment (net)	-	2.06
Liabilities no longer required written back	35.66	45.25
Gain on disposal of right-of-use assets	16.67	25.53
Financial assets at FVTPL - net change in fair value	1.20	3.11
Other support charges	2.34	29.58
Dividend received	20.69	-
Other non operating income	38.44	33.04
Guarantee commission income	8.24	11.78
	236.50	177.74

21 Purchases of stock-in-trade

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
New vehicles	16,633.35	17,709.27
Pre-owned vehicles	2,843.61	2,634.79
Spares, lubricants and accessories	2,257.15	2,093.57
	21,734.11	22,437.63

22 Change in inventories of stock-in-trade

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening inventory	2,923.56	1,963.82
Closing inventory	3,144.50	2,923.56
	(220.94)	(959.74)

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

23 Employee benefits expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and allowances	2,024.08	1,983.10
Contribution to provident and other fund (Refer note 32)	151.19	140.85
Staff welfare expense	141.42	122.11
	2,316.69	2,246.06

24 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on bank borrowings	177.92	267.41
Interest on lease liabilities (Refer note 34)	279.57	260.48
Other borrowing costs	51.56	24.63
	509.05	552.52

25 Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment (Refer note 4)	224.66	202.36
Amortisation on intangible assets (Refer note 5)	7.35	6.44
Depreciation on right-of-use asset (Refer note 34)	296.31	276.19
	528.32	484.99

26 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Rent	131.16	123.68
Advertising and sales promotion	218.91	178.65
Consumables	87.04	288.07
Repairs and maintenance:		
Plant and machinery	12.92	10.66
Building	6.70	55.17
Others	83.18	83.86
Power, water and fuel	138.02	129.92
Travelling and conveyance	92.16	84.54
Housekeeping and security and other contract charges	308.88	233.89
Office expenses	92.18	77.60
Communication	38.55	40.22
Refurbishment charges on pre-owned vehicles	35.94	26.69
Loss on sale of property, plant and equipment (net)	3.16	-

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Pre-delivery inspection charges	49.01	41.26
Rates and taxes	16.01	18.42
Transportation charges	28.31	27.00
Bank charges	20.91	21.62
Insurance	24.97	21.13
Management fee on pre-owned vehicles	23.51	22.90
Legal and professional (Refer note 30)	66.43	28.79
Impairment loss on property, plant and equipment	9.79	-
Impairment on investment, net of write back	3.90	-
Commission	3.18	4.07
Donation and charity	0.43	0.71
Expenditure on corporate social responsibility ('CSR') (refer note (i) below)	5.46	5.00
Miscellaneous expenses	44.42	35.03
	1,545.13	1,558.88

Details of Corporate social responsibility expenditure

(i)	Gross amount required to be spent during the year	5.46	5.00
(ii)	Amount approved by the Board to be spent during the year	5.46	5.00
(iii)	Amount spent during the year on ;		
	Construction/ acquisition of asset	-	-
	On purposes other than above	1.88	-
	Unspent amount in relation to:		
	Ongoing project	3.58	-
	Other than ongoing project	-	-
(iv)	(Shortfall) / Excess at the end of the year	-	-
(v)	Total of previous years shortfall	-	-
(vi)	Details of related party transactions (Refer note 36)	1.88	
(vii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the period/year should be shown separately	-	-
(viii)	Reason for shortfall:		
	For the year ended 31 March 2025 and 31 March 2024	N.A	N.A
(ix)	Nature of CSR activities:		
	a) Payment to Prime minister national relief fund	-	-
	b) Skill development	-	-
	c) Health Care	-	-
	d) Education	5.46	-
	e) Rural development	-	-

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Details of ongoing project:

Particulars	Opening balance		Amount required to be spent	Amount Spent during the year		Closing balance	
	With Company	In separate CSR unspent A/c		From Company's bank A/c	From separate CSR unspent A/c	With Company	In separate CSR unspent A/c
As at 31 March 2025	-	-	5.46	1.88	-	-	3.58
As at 31 March 2024	-	-	5.00	5.00	-	-	-

27 Income taxes

	As at 31 March 2025	As at 31 March 2024
Income tax assets	152.08	102.98
Income tax liabilities	-	-
Net income tax assets at the end of the year	152.08	102.98

(i) Tax expense recognised in standalone statement of profit and loss

	Year ended 31 March 2025	Year ended 31 March 2024
Current tax	-	83.10
Income tax expense - for earlier years	21.25	(25.37)
Deferred tax charge	(100.33)	(8.13)
Tax expenses	(79.08)	49.60

(ii) Amount recognised in other comprehensive income

	Year ended 31 March 2025			Year ended 31 March 2024		
	Before tax	Tax (expense)/ benefit	Net of tax	Before tax	Tax (expense)/ benefit	Net of tax
Items that will not be reclassified to profit or loss	(6.60)	1.66	(4.94)	23.78	(5.99)	17.79
	(6.60)	1.66	(4.94)	23.78	(5.99)	17.79

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

(iii) Reconciliation of effective tax rate

	Year ended 31 March 2025	Year ended 31 March 2024
(Loss)/ profit before income taxes	(415.25)	307.79
Enacted tax rates in India	25.17%	25.17%
Tax using the Company's statutory tax rate	(104.52)	77.47
Income at differential rate - long term capital gain	-	-
On account of change in tax rate	-	-
Other permanent differences	(4.19)	(2.60)
Tax expense	(100.33)	74.97
Effective tax rate	24.16%	24.36%

Recognised deferred tax assets and (liabilities)

(i) Deferred tax assets and liabilities are attributable to the following:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Deferred tax asset		
Impairment losses on financial and contract assets	4.70	4.01
Employee benefits expense	13.15	5.38
Other timing differences	6.93	5.10
Carry forward loss	70.46	-
Interest on lease liabilities and depreciation on right-of-use asset	187.00	164.32
Total deferred tax assets (A)	282.24	178.81
Deferred tax liabilities		
Property, plant and equipment	(60.34)	(58.90)
Total deferred tax liability (B)	(60.34)	(58.90)
Deferred tax asset/ (liability) net (A+B)	221.90	119.91

The Company offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Deferred tax expense attributable to

Movement during the Year ended 31 March 2025	As at 1 April 2024	Charge/ (credit) in the statement of profit and loss	Charge/ (credit) in other comprehensive Income	As at 31 March 2025
Impairment losses on financial and contract assets	4.01	(0.69)	-	4.70
Employee benefits expense	5.38	(6.11)	(1.66)	13.15
Other timing differences	5.10	(1.83)	-	6.93
Carry forward loss	-	(70.46)	-	70.46
Interest on lease liabilities and depreciation on right-of-use asset	164.32	(22.68)	-	187.00
Property, plant and equipment	(58.90)	1.44	-	(60.34)
Net deferred tax assets/ (liabilities)	119.91	(100.33)	(1.66)	221.90

(ii) Movement in temporary differences

Movement during the Year ended 31 March 2024	As at 1 April 2023	Charge/ (credit) in the statement of profit and loss	Charge/ (credit) in other comprehensive Income	As at 31 March 2024
Impairment losses on financial and contract assets	4.19	0.18	-	4.01
Employee benefits expense	16.71	5.34	5.99	5.38
Other timing differences	8.29	3.19	-	5.10
Interest on lease liabilities and depreciation on right-of-use asset	142.10	(22.22)	-	164.32
Property, plant and equipment	(53.52)	5.38	-	(58.90)
Net deferred tax assets/ (liabilities)	117.77	(8.13)	5.99	119.91

(iii) Tax losses carried forward

Particulars	As at 31 March 2025	Expiry date	As at 31 March 2024
Unabsorbed depreciation - never expire	250.69	-	-
Brought forward losses - allowed to carry forward for specific period	29.24	FY 2032-33	-
Total	279.93	-	-

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

28 Contingent liabilities and commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Contingent liabilities		
<i>Claims against the Company not acknowledged as debts</i>		
Service tax related matters	15.21	16.67
KVAT related matters	-	97.12
GST related matters	6.03	6.11
Income tax related matters	10.59	10.59
Customer claims	112.10	103.74
Other contingent liabilities		
Employees' state insurance/provident fund demand	8.89	8.89
Commitments		
Corporate guarantees	749.79	1,049.61
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	321.20	219.46

Details of claims against the Company

- Pending resolution of the respective proceedings, it is not practicable for the Company to estimate the timing of cash flows, if any, in respect of the above as it is determinable only on receipt of judgement/ decision pending with various forums/ authorities. The Company has received all its pending litigations and proceedings and has adequately provided for when provision is required and disclosed as contingent liabilities where applicable, in the standalone financial statements. The Company does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.
- There are certain claims raised by various customers, pending before various consumer forums. The management does not expect the outcome of the action to have a material effect on its financial position.
- On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. Basis this judgment, the Company has re-computed its liability towards PF for the month of March 2019. In respect of the earlier periods/years, the Company has been legally advised that there are numerous interpretative challenges on the application of the judgment retrospectively. Based on such legal advice, the management believes that it is impracticable at this stage to reliably measure the provision required, if any, and accordingly, no provision has been made towards the same. Necessary adjustments, if any, will be made to the books as more clarity emerges on this subject.

29 Earnings per share

A. Basic earnings per share

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of basic earnings per share calculations are as follows:

i) Net profit attributable to equity share holders

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net profit for the year, attributable to the equity share holders (A)	(336.17)	258.19

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

ii) Weighted average number of equity shares (basic and diluted)#

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Number of equity shares at the beginning of the year (Refer note 13)*	71.20	62.72
Weighted average number of shares issued during the year through IPO	-	0.42
Weighted average number of equity shares of INR 2 each outstanding during the period/year (B)*	71.20	63.14
Earnings per share, basic and diluted (A/B)	(4.72)	4.09

Number of equity shares are in millions

* The basic and diluted earning per share for the current period and previous years presented have been calculated/ restated after considering the share split.

B. Diluted earnings per share

There are no potential dilutive equity shares as at balance sheet dates.

30 Auditors' remuneration (net of goods and service tax)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Statutory audit	7.50	3.95
Other services		
- Expense in relation to initial public offering *	-	14.56
- Certifications	-	-
	7.50	18.51

* Expense in relation to IPO is adjusted against securities premium as per Section 52 of The Companies Act, 2013.

31 Segment reporting

The Company has a single reportable business segment which is reviewed by Chief operating decision maker ('CODM'). The Company is engaged in the business of purchase and sale of vehicles and related services. The entire operations are organised and managed as one organisational unit with the same set of risks and returns, hence the same has been considered as representing a single primary segment. The Company renders its services in India only and does not have any operations in economic environments with different risks and returns; hence it is considered operating in a single geographic segment. The Company has no significant customer whose carrying value exceeds 10% of the revenue from operations; hence no separate disclosure is made on the same.

Accordingly, no segment disclosure has been made in these standalone financial statements.

32 Employee benefits

A Defined contribution plan

The Company makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and other funds which are defined contribution plans. The Company has no obligations other than to make the specified contributions. The contributions are charged to the standalone statement of profit and loss as they accrue.

B Defined benefit plan

The Company operates certain post-employment defined benefit plan which is provided for based on actuarial valuation carried out by an independent actuary using the projected unit credit method. The Company accrues gratuity as per the provisions of the Payment of Gratuity Act, 1972 ('Gratuity Act').

The Gratuity Plan entitles an employee, who has rendered atleast five years of continuous service, to receive one-half month's salary for each year of completed service (service of six months or above is rounded off to one year) at the time of retirement/ exit, restricted to a sum of INR 2.00 million.

Based on an actuarial valuation obtained in this respect, the following table sets out the status of the benefit plan and the amounts recognised in the Company's standalone financial statements as at balance sheet date:

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Reconciliation of the projected defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
Defined benefit liability	210.61	199.42
Plan assets	224.18	241.58
Net defined benefit liability/ (asset)	(13.57)	(42.16)
Liability for compensated absences	65.84	63.53
Total employee benefit liability	52.27	21.37
Non-current defined benefit asset	(13.57)	(42.16)
Non-current defined benefit liability	36.79	34.01
Current defined benefit liability	29.05	29.52

C Reconciliation of net defined benefit (assets)/ liability

i) Reconciliation of present values of defined benefit obligation

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/ liability and its components:

Particulars	As at 31 March 2025	As at 31 March 2024
Defined benefit obligation as at the beginning of the year	199.42	208.51
Current service cost	26.57	27.26
Past service Cost	-	-
Interest cost	13.11	14.19
Benefits paid	(33.72)	(27.38)
Re-measurements		
Actuarial gain/(loss) recognised in other comprehensive income		
- changes in financial assumptions	8.28	(14.61)
- changes in experience over the past period	(3.05)	(8.55)
Defined benefit obligation as at the end of the year	210.61	199.42

ii) Reconciliation of present value of plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
Plan assets at the beginning of the year	241.58	203.96
Contributions paid into the plan	0.89	49.80
Benefits paid	(33.71)	(27.38)
Interest income	16.79	14.58
Re-measurements		
Return on plan assets excluding amount included in net interest on the net defined (asset)/liability	(1.37)	0.62
Balance at the end of the year	224.18	241.58
Net defined benefit (asset) / liability	(13.57)	(42.16)

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

D Expenses recognised in the standalone statement of profit and loss

Particulars	As at 31 March 2025	As at 31 March 2024
Current service cost	26.57	27.26
Net interest on net defined liability	(3.68)	(0.39)
Net gratuity cost	22.89	26.87

(ii) Remeasurements recognised in other comprehensive income

Particulars	As at 31 March 2025	As at 31 March 2024
Actuarial loss/(gain) on defined benefit obligation	5.23	(23.16)
Return on plan asset excluding interest income	1.37	(0.62)
Net gratuity cost/(gain)	6.60	(23.78)

E Plan Asset

Plan asset comprises the following:

Particulars	As at 31 March 2025	As at 31 March 2024
Funds managed by Life Insurance Corporation of India	224.18	279.20

The Company makes annual contribution to the Life Insurance Corporation of India ('LIC') of an amount advised by LIC. The Company was not informed by LIC of the investments made by them or the break up of the plan assets into various type of investments.

The Company is expected to contribute ₹ Nil (PY: ₹ 40.28 million) in the next financial year to the funds maintained for defined benefit plan.

F Defined Benefit Obligation

(i) Actuarial Assumptions

The following are the principal actuarial assumptions at the reporting date (expressed as weighted average):

Particulars	As at 31 March 2025	As at 31 March 2024
Discount rate	6.50%	6.95%
Salary growth rate	6.00%	6.00%
Attrition rate	Up to 35 years: 25% p.a. 35 yrs & above: 3% p.a.	Up to 35 years: 25% p.a. 35 yrs & above: 3% p.a.
Weighted average duration of defined benefit obligation	8.82 years	8.82 years

The weighted average assumptions used to determine net periodic benefit cost as set out below:

Assumptions regarding future mortality experience are set in accordance with the standard table - IALM 2012-14. The Company assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The discount rate is based on the government securities yield.

Gratuity is applicable only to employees drawing a salary in Indian rupees and there are no other foreign defined benefit gratuity plans.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below:

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(17.67)	20.57	(16.25)	18.91
Future salary growth (1% movement)	20.13	(17.67)	18.59	(15.71)
Attrition rate (1% movement)	0.17	(0.26)	0.91	(1.06)

Although the analysis does not take account of the full distribution of the cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

33 Financial Instruments- Fair values and risk management

A Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

As at 31 March 2025

Particulars	Note	Carrying amount				Fair value			
		Financial assets at amortised cost	Man-dato-rily at FVTPL	Other financial liabilities at amortised cost	Total carrying value	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value									
Financial assets									
Cash and cash equivalents	10	85.58	-	-	85.58	-	-	-	-
Bank balances other than cash and cash equivalents	11	35.05	-	-	35.05	-	-	-	-
Trade receivables	9	694.27	-	-	694.27	-	-	-	-
Other financial assets	12(b)	315.88	-	-	315.88	-	-	-	-
Loans	12(a)	1,026.09	-	-	1,026.09	-	-	-	-
Financial asset measured at fair value									
Investments *	6	-	18.38	-	18.38	-	18.18	0.20	18.38
Total		2,156.87	18.38	-	2,175.25	-	18.18	0.20	18.38
Financial liabilities measured at amortised cost									
Trade payables	18	-	-	553.64	553.64	-	-	-	-
Borrowings	14	-	-	2,719.49	2,719.49	-	-	-	-
Lease liabilities	34	-	-	3,235.69	3,235.69	-	-	-	-
Other financial liabilities	15	-	-	166.79	166.79	-	-	-	-
Total		-	-	6,675.61	6,675.61	-	-	-	-

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

As at 31 March 2024

Particulars	Note	Carrying amount				Fair value			
		Financial assets at amortised cost	Man-dato-rily at FVTPL	Other financial liabilities at amortised cost	Total carrying value	Level 1	Level 2	Level 3	Total
Financial assets not measured at fair value									
Financial assets									
Cash and cash equivalents	10	318.67	-	-	318.67	-	-	-	-
Bank balances other than cash and cash equivalents	11	31.76	-	-	31.76				
Trade receivables	9	894.40	-	-	894.40	-	-	-	-
Other financial assets	12(b)	539.59	-	-	539.59	-	-	-	-
Loans	12(a)	1,173.02	-	-	1,173.02	-	-	-	-
Financial asset measured at fair value									
Investments *	6	-	182.67	-	182.67	-	182.47	0.20	182.67
Total		2,957.44	182.67	-	3,140.11	-	182.47	0.20	182.67
Financial liabilities measured at amortised cost									
Trade payables	18	-	-	1,091.18	1,091.18	-	-	-	-
Borrowings	14	-	-	1,710.32	1,710.32	-	-	-	-
Lease liabilities	34	-	-	2,915.46	2,915.46	-	-	-	-
Other financial liabilities	15	-	-	345.10	345.10	-	-	-	-
Total		-	-	6,062.06	6,062.06	-	-	-	-

Note 1: The Company has not disclosed the fair values for financial instruments such as cash and cash equivalents, trade receivables, trade payables etc., because their carrying amounts are a reasonable approximation of fair value.

* Excludes investments in subsidiaries measured at cost.

Measurement of fair values

The fair value of the financial instruments is determined using discounted cash flow analysis. The discount rates used is based on management estimates.

Level 1 fair values

Investment in equity shares that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 fair values

Investment in mutual funds- is unquoted price and are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices)

Level 3 fair values

If one or more of the significant inputs is not based on observable data, the instrument is included in level 3.

The quantitative sensitivity analysis of level 3 fair value of financial instrument as at 31 March 2025 and 31 March 2024 has not been disclosed as it is not material to the Company.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

B Measurement of fair values

The following methods and assumptions were used to estimate the fair values:

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at balance sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors

C Financial risk management

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk.

i) Risk management framework

ii) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from Company's receivables from customers, loans and investment in mutual funds.

The Company is exposed to credit risk as a result of the risk of counterparties defaulting on their obligations. The Company's exposure to credit risk primarily relates to investments, accounts receivable and cash and cash equivalents. The Company monitors and limits its exposure to credit risk on a continuous basis. To manage this the Company periodically reviews the financial reliability of its customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivables. The carrying amount of financial assets represents maximum credit risk exposure.

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to ₹ 694.27 million (31 March 2024: ₹ 894.40 million).

The Company has no significant customer whose carrying value exceeds 10% of the revenue from operations. There is no significant concentration of credit risk.

The movement in allowance for credit loss in respect of financial assets during the year was as follows:

Allowance for credit loss	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	13.36	16.64
Bad debts written off during the year	(7.49)	(7.16)
Provision created during the year	8.39	3.88
Balance at the end of the year	14.26	13.36

Credit risk on cash and cash equivalents and other bank balances is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

The Company allocates each exposure to a credit risk grade based on the historic trend of financial assets movement between the ageing buckets. The loss rates are calculated based on the simple average of the trend in receivable ageing.

Ageing Period	Average Loss Rate	
	As at 31 March 2025	As at 31 March 2024
Not due	-	-
Less than 6 months	1.09%	0.46%
6 months - 1 year	1.44%	44.09%
More than 1 year	100.00%	100.00%

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

iii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2025:

Particulars	Payable within 1 year	More than 1 year	Total
Trade payables	553.64	-	553.64
Borrowings	2,718.55	0.94	2,719.49
Lease liabilities	219.33	5,373.02	5,592.35
Other financial liabilities	166.79	-	166.79

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2024:

Particulars	Payable within 1 year	More than 1 year	Total
Trade payables	1,091.18	-	1,091.18
Borrowings	1,669.65	40.67	1,710.32
Lease liabilities	176.50	5,023.64	5,200.14
Other financial liabilities	345.10	-	345.10

iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, interest rates and equity prices.

Foreign currency risk

The Company is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Company. The functional currency of the Company is INR and the Company does not have any material foreign currency transactions during the years ended 31 March 2025 and 31 March 2024.

Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which expose the Company to cash flow interest rate risk. The interest rate on the Company's financial instruments is based on market rates. The Company monitors the movement in interest rates on an ongoing basis.

(a) Interest rate risk exposure

The Company does not have any variable rate long term borrowings including current maturities as at current year and previous year, and therefore no exposure of the Company's borrowing to interest rate changes at the end of the year is expected.

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

34 Leases

The Company has taken showrooms and service centres on lease from various parties from where business operations are performed. The leases typically run for a period of 1 year - 30 years. Lease payments are renegotiated nearing the expiry to reflect market rentals.

(i) Lease liabilities

Following are the changes in the lease liabilities for the year ended 31 March 2025 and 31 March 2024:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at 1 April	2,915.46	2,659.28
Additions	599.22	648.49
Finance cost accrued during the year	279.57	260.48
Derecognition of lease liability during the year	(89.43)	(229.92)
Payment of lease liabilities	(469.13)	(422.87)
Balance as at 31 March	3,235.69	2,915.46
Non-current lease liabilities	3,016.36	2,738.96
Current lease liabilities	219.33	176.50

In respect of immovable property taken under lease, the lease agreements are duly executed in favour of the lessee, except for certain lease agreements where the Company is in the process of executing the lease agreements.

(ii) Maturity analysis – contractual undiscounted cash flows

Particulars	As at 31 March 2025	As at 31 March 2024
Less than one year	219.33	176.50
One to five years	1,851.95	1,652.71
More than five years	3,521.07	3,370.93
Total undiscounted lease liabilities	5,592.35	5,200.14

(iii) Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at 1 April	2,262.61	2,094.71
Addition to right-of-use assets	599.22	648.49
Disposal	(72.77)	(204.40)
Depreciation for the year	(296.31)	(276.19)
Balance as at 31 March	2,492.75	2,262.61

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

(iv) Amounts recognised in statement of profit or loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on lease liabilities	279.57	260.48
Depreciation on right-of-use assets	296.31	276.19

(v) Amounts recognised in statement of cash flows

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Total cash outflow for leases	(469.13)	(422.87)

(vi) Operating leases *

The Company is obligated under cancellable operating leases for its certain office premises which are renewable at the option of both the lessor and lessee. Total rental expenses under such leases amounted to ₹ 131.16 million (31 March 2024: ₹ 123.68 million). These arrangements do not qualify as a lease as per the requirements of Ind AS 116.

(b) Operating lease as a lessor

The Company has leased out building under operating lease. There is escalation and renewal clause in the lease agreements and sub-letting is not permitted. The lease is cancellable and the total lease income recognised during the year was ₹ 4.15 million (31 March 2024: ₹ 3.36 million).

35 Capital Management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio. For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

	As at 31 March 2025	As at 31 March 2024
Total equity attributable to the equity shareholders of the Company (A)	4,550.02	4,924.28
Non-current borrowings	0.94	40.67
Current borrowings	2,718.55	1,669.65
Total borrowings	2,719.49	1,710.32
Less: cash and cash equivalents	85.58	318.67
Adjusted net debt (B)	2,633.91	1,391.65
Adjusted net debt to total equity ratio (B/A)	0.58	0.28

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

36 Related parties

I. Names of related parties and description of relationship:

- (a) Subsidiaries and step down subsidiaries
- Popular Mega Motors (India) Private Limited, India
 - Popular Autoworks Private Limited, India
 - Vision Motors Private Limited, India
 - Kuttukaran Cars Private Limited, India
 - Popular Auto Dealers Private Limited, India
 - Kuttukaran Green Private Limited, India (Formerly Kuttukaran Pre Owned Cars Private Limited, India)
 - Keracon Equipments Private Limited, India
 - Prabal Motors Private Limited, India
- (b) Other related parties with whom the Company had transactions during the year
- Key management personnel and their relatives (KMP)
 - Mr. Naveen Philip, Managing Director
 - Mr. Francis K Paul, Whole Time Director
 - Mr. John K Paul, Whole Time Director
 - Mr. Jacob Kurian, Director
 - Mrs. Preeti Reddy, Director
 - Mr. George Joseph, Director
 - Mr. Rakesh Bhutoria, Nominee Director (w.e.f 14 August 2023)
 - Mr. John Verghese, Chief Financial Officer
 - Mr. Raj Narayan, Chief Executive Officer
 - Mr. Varun Thazhathu Veedu, Company Secretary
 - Entities in which KMP has significant influence
 - Kuttukaran Homes LLP, India
 - Kuttukaran Institute for Human Resource Development, India
 - Kuttukaran Trading Ventures, India
 - K P Paul Foundation, India
 - Memorytrain Creatives Private Limited, India
 - BanyanTree Growth Capital II, LLC, Mauritius

II. Related party transactions:

- (a) The Company has entered into the following transactions with related parties during the year ended 31 March 2025 and 31 March 2024:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations		
Popular Auto Dealers Private Limited	5.75	7.82
Popular Mega Motors (India) Private Limited	1.12	3.46
Prabal Motors Private Limited	0.58	1.61
Popular Autoworks Private Limited	-	0.02
Kuttukaran Institute for Human Resource Development	0.05	0.08
Kuttukaran Green Private Limited	0.01	0.76

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Lease Rental		
Francis K Paul	2.80	2.59
John K Paul	1.35	0.97
Popular Mega Motors (India) Private Limited	0.12	0.18
Kuttukaran Homes LLP	19.84	19.84
Vision Motors Private Limited	0.01	0.11
Kuttukaran Trading Ventures	20.97	11.68
Popular Autoworks Private Limited	0.01	0.06
Kuttukaran Institute for Human Resource Development	-	0.06
Guarantee commission received		
Popular Autodealers Private Limited	1.58	1.67
Popular Mega Motors (India) Private Limited	4.76	8.91
Popular Autoworks Private Limited	1.44	0.15
Vision Motors Private Limited	0.06	0.43
Kuttukaran Cars Private Limited	0.29	0.48
Kuttukaran Green Private Limited	0.11	0.14
Income from rent		
Popular Auto Dealers Private Limited	2.67	2.53
Popular Mega Motors (India) Private Limited	0.48	0.48
Kuttukaran Cars Private Limited	0.36	0.36
Intercompany loan repaid by subsidiaries		
Popular Autoworks Private Limited	-	38.70
Kuttukaran Cars Private Limited	2.09	6.48
Kuttukaran Green Private Limited	8.16	-
Prabal Motors Private Limited		
Intercompany loan given		
Kuttukaran Cars Private Limited	10.00	70.00
Kuttukaran Green Private Limited	-	30.00
Popular Mega Motors (India) Private Limited	-	500.00
Popular Autoworks Private Limited	-	60.00
Prabal Motors Private Limited	-	500.00
Popular Auto Dealers Private Limited	60.00	-
Interest on loan to related parties		
Popular Autoworks Private Limited	5.16	2.70
Kuttukaran Cars Private Limited	5.31	1.70
Kuttukaran Green Private Limited	1.51	0.19
Popular Mega Motors (India) Private Limited	43.00	1.41
Prabal Motors Private Limited	34.98	1.41

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Popular Auto Dealers Private Limited	4.61	-
Purchase of assets		
Popular Mega Motors (India) Private Limited	-	0.08
Vision Motors Private Limited	2.31	-
Sale of property, plant and equipment		
Raj Narayan	-	3.78
Investment *		
Kuttukaran Green Private Limited - Equity Shares	10.00	5.00
Kuttukaran Cars Private Limited - Equity Shares	55.00	-
Prabal Motors Private Limited - Equity Shares	150.00	-
Purchase of vehicles/accessories and spares		
Popular Auto Dealers Private Limited	7.46	100.16
Vision Motors Private Limited	3.84	17.80
Popular Autoworks Private Limited	-	-
Popular Mega Motors (India) Private Limited	0.23	0.30
Dividend Income on Investments		
Popular Mega Motors (India) Private Limited	6.60	-
Popular Auto Dealers Private Limited	5.30	-
Popular Autoworks Private Limited	8.79	-
Expense met by the Company		
Popular Auto Dealers Private Limited	-	0.03
Popular Autoworks Private Limited	0.53	0.82
Popular Mega Motors (India) Private Limited	0.81	0.15
Kuttukaran Institute for Human Resource Development	3.85	0.08
Kuttukaran Trading Ventures	0.27	0.29
Vision Motors Private Limited	0.32	0.88
Prabal Motors Private Limited	0.02	0.04
Memorytrain Creatives Private Limited	0.03	-
Expense met on behalf of the Company		
Kuttukaran Institute for Human Resource Development	0.39	0.50
Popular Auto Dealers Private Limited	4.79	0.33
Popular Autoworks Private Limited	3.97	0.06
Popular Mega Motors (India) Private Limited	3.80	2.15
Kuttukaran Cars Private Limited	0.44	0.20
Kuttukaran Green Private Limited	0.13	0.26

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Prabal Motors Private Limited	7.48	0.95
Vision Motors Private Limited	4.08	0.49
Kuttukaran Homes LLP	-	0.33
Kuttukaran Trading Ventures	0.04	0.18
Income - Other support services		
Popular Auto Dealers Private Limited	3.96	3.10
Popular Autoworks Private Limited	3.63	3.01
Popular Mega Motors (India) Private Limited	(0.77)	0.69
Prabal Motors Private Limited	7.04	3.79
Vision Motors Private Limited	3.02	5.30
Repairs and maintenance		
Popular Auto Dealers Private Limited	-	0.10
Vision Motors Private Limited	0.04	0.07
Popular Mega Motors (India) Private Limited	0.82	0.68
Kuttukaran Trading Ventures	0.52	0.75
Sale of assets		
Popular Auto Dealers Private Limited	-	0.15
Popular Mega Motors (India) Private Limited	0.08	-
Corporate social responsibility expense		
K P Paul Foundation	1.88	5.00
Remuneration of Key Management Personnel		
Short - term employee benefits		
Francis K Paul	10.63	9.66
John K Paul	12.46	11.91
John Verghese	7.62	7.82
Varun Thazhathu Veedu	3.07	2.87
Raj Narayan	14.49	13.49
Post-employment benefits		
Varun Thazhathu Veedu	-	0.33
Sitting fees to independent directors	5.50	4.20
Commission and incentive		
Francis K Paul	-	-
John K Paul	-	-
Others	-	3.08

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

III. Balance receivable from/ (payable) to related parties as at the balance sheet date:

Particulars	As at 31 March 2025	As at 31 March 2024
Loans to related parties		
Popular Autoworks Private Limited	60.00	60.00
Kuttukaran Cars Private Limited	40.57	83.02
Kuttukaran Green Private Limited	11.84	30.00
Popular Mega Motors (India) Private Limited	503.29	500.00
Prabal Motors Private Limited	350.00	500.00
Popular Auto Dealers Private Limited	60.39	-
Trade receivables		
Kuttukaran Institute for Human Resource Development	0.02	-
Popular Auto Dealers Private Limited	1.29	2.79
Popular Autoworks Private Limited	-	0.01
Popular Mega Motors (India) Private Limited	0.23	0.11
Prabal Motors Private Limited	0.70	1.37
Kuttukaran Cars Private Limited	0.05	0.20
Vision Motors Private Limited	0.43	0.31
Kuttukaran Green Private Limited	0.01	0.02
Raj Narayan	-	0.04
Corporate guarantee commission receivable		
Popular Auto Dealers Private Limited	0.50	0.42
Popular Mega Motors (India) Private Limited	1.31	3.20
Popular Autoworks Private Limited	0.31	0.02
Vision Motors Private Limited	0.01	0.12
Kuttukaran Cars Private Limited	0.16	0.13
Kuttukaran Green Private Limited	0.03	
Commission and incentive payable		
Francis K Paul	-	-
John K Paul	-	-
Others	-	(3.08)
Post-employment benefits payable		
Raj Narayan	(0.89)	(0.57)
Varun T V	(0.50)	(0.33)
Dues to creditors for expenses and others		
Popular Auto Dealers Private Limited	(0.30)	(0.45)
Kuttukaran Homes LLP	(0.50)	-
Popular Mega Motors (India) Private Limited	(0.06)	(5.07)
Vision Motors Private Limited		(1.59)
Kuttukaran Trading ventures	(1.99)	(0.59)

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	As at 31 March 2025	As at 31 March 2024
Kuttukaran Institute for Human Resource Development	(0.00)	(0.11)
Popular Autoworks Private Limited	(0.02)	(0.36)
Francis K Paul	(0.25)	(0.25)
John K Paul	(0.33)	(0.07)
Share issue expenses recoverable		
BanyanTree Growth Capital II, LLC	-	235.26
Rent deposit payable		
Popular Auto Dealers Private Limited	(0.20)	(0.20)
Corporate guarantees		
Popular Auto Dealers Private Limited	148.68	145.93
Popular Mega Motors (India) Private Limited	424.90	807.92
PopularAutoworks Private Limited	105.25	8.60
Vision Motors Private Limited	4.82	42.15
Kuttukaran Green Private Limited	11.12	-
Kuttukaran Cars Private Limited	55.02	45.01

All the related party transactions entered during the year were in ordinary course of business and are on arm's length basis.

37(a) Assets classified as held for sale

In the Board meeting dated 12 February 2025, the management has committed to a plan to disinvest the Company's stake in its wholly owned subsidiary, Kuttukaran Green Private Limited. Accordingly, the investment in this subsidiary is presented as assets classified as held for sale. Efforts to divest have started and a sale is expected by the half year of FY 2025-26.

The investment value is stated at lower of its carrying amount and its fair value less costs to sell and accordingly an impairment loss of ₹ 19.40 million has been recorded against the investment amount of ₹ 27.83 million as at 31 March 2025. (Refer Note 26).

Assets classified as held for sale

Entity	As at 31 March 2025	As at 31 March 2024
Investment in the subsidiary - Kuttukaran Green Private Limited	8.43	-
	8.43	-

37(b) During the previous year, the Company received an amount of ₹ 31.47 million on 1 June 2023 as total compensation in connection with the acquisition of 25.79 ares of land with an acquisition award of ₹ 31.47 million. The net gain on account of this transaction has been disclosed as an exceptional item in the previous year.

Exceptional item

Entity	As at 31 March 2025	As at 31 March 2024
Gain on sale of property	-	16.05
	-	16.05

38 Events occurred after the Balance Sheet date

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of the standalone financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the standalone financial statements. As of 29 May 2025 there are no subsequent events and transactions to be recognised or reported that are not already disclosed.

39 Utilisation of IPO proceeds

During the year ended 31 March 2024, the Company had completed initial public offering (IPO) of ₹ 6,015.54 million (including fresh issue of ₹ 2,500 million) comprising of :

- 8,453,803 equity shares of ₹ 2 each at an issue price of ₹ 295 per share (including a share premium of ₹ 293 per share) towards fresh issue of equity shares
- 11,917,075 equity shares of ₹ 2 each at an issue price of ₹ 295 per share (including a share premium of ₹ 293 per share) towards offer for sale and ;
- 22,950 equity shares of ₹ 2 each at an issue price of ₹ 267 per share (including a share premium of ₹ 265 per share) for employee quota towards fresh issue.

The equity shares of the Company were listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 19 March 2024.

The Company has estimated ₹ 421.06 million (including provision) (excluding taxes) as IPO related expenses and allocated such expenses between the Company ₹ 178.01 million and selling shareholders ₹ 243.05 million in proportion to the equity shares allotted to the public as fresh issue by the Company and under offer for sale by selling shareholders respectively. The amount attributable to the Company amounting to ₹ 178.01 million has been adjusted to securities premium for the year ended 31 March 2024, and further ₹ 2.45 million have been adjusted to securities premium during the year ended 31 March 2025.

Details of the IPO net proceeds are as follows as on 31 March 2024.

Particulars	Amount (as per Offer Document)
Gross Proceeds from the issue	2,500.00
Less : Estimated issue related expenses (proportionate to the Company's share)*	210.10
Net Proceeds	2,289.90

*Issue related expenses (net of GST) amounting to ₹180.46 million have been adjusted against securities premium as per Section 52 of The Companies Act, 2013

Details of the utilisation of the IPO proceeds is summarised below:

Particulars	Utilisation as per prospectus	Utilised upto 31 March 2025	Unutilised as on 31 March 2025
Pre-payment, in full or in part, of borrowings availed by our subsidiaries	1,920.00	1,920.00	-
General Corporate purposes	369.90	369.90	-
Total utilisation of funds	2,289.90	2,289.90	-

40 a) 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 persons or entities, 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.

40 b) No funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

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.

41 Ratios as per the Schedule III requirements *

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Current assets	4,873.72	5,067.35
Current liabilities	4,591.33	4,280.70
Ratio	1.06	1.18
% Change from previous year	-10.17%	15.69%

b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
Current borrowings [a]	2,718.55	1,669.65
Non current borrowings [b]	0.94	40.67
Total debt	2,719.49	1,710.32
Total equity	4,550.02	4,924.28
Ratio	0.60	0.35
% Change from previous year	71.43%	-66.35%

The ratio increased due to a rise in total debt, driven by losses incurred and higher stock purchases, which necessitated additional borrowings to manage working capital requirements.

c) Debt Service Coverage Ratio = Earnings available to service debt divided by total interest and borrowings

Particulars	As at 31 March 2025	As at 31 March 2024
(Loss)/ profit before tax	(415.25)	307.79
Finance cost	509.05	552.52
Depreciation and amortisation	528.32	484.99
Earnings available to service debt	622.12	1,345.30
Interest cost	229.48	552.52
Non-current borrowings	0.94	40.67
Current borrowings	2,718.55	1,669.65
Total borrowings	2,719.49	1,710.32
Debt service coverage ratio	0.21	0.59
% Change from previous year end	-64.41%	31.11%

The ratio declined during the current period due to the combined impact of a loss incurred and an increase in borrowings, both of which reduced the earnings available for debt servicing.

d) Return on Equity/Return on Investment = Net profit after tax divided by Equity

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	As at 31 March 2025	As at 31 March 2024
Net profit after tax	(336.17)	258.19
Total equity	4,550.02	4,924.28
Ratio	-7.39%	5.24%
% Change from previous year	-241.0%	-58.4%

During current year, the ratio has declined primarily due to the loss incurred by the Company.

e) Net profit ratio = Net profit after tax divided by Sales

Particulars	As at 31 March 2025	As at 31 March 2024
Net Profit after tax	(336.17)	258.19
Sales	25,769.00	26,438.22
Ratio	-1.30%	0.98%
% Change from previous year	-232.65%	-16.24%

During current year, the ratio has declined primarily due to the loss incurred by the Company.

f) Inventory Turnover Ratio = Cost of materials consumed divided by closing inventory

Particulars	As at 31 March 2025	As at 31 March 2024
Purchase of stock in trade [a]	21,734.11	22,437.63
Changes in inventories of stock-in-trade [b]	(220.94)	(959.74)
Cost of material consumed [a]+[b]	21,513.17	21,477.89
Closing inventory	3,144.50	2,923.56
Ratio	6.84	7.35
% Change from previous year	-6.94%	-29.70%

g) Net capital Turnover Ratio = Total income divided by Net Working capital whereas net working capital= current assets - current liabilities

Particulars	As at 31 March 2025	As at 31 March 2024
Revenue from operations and other income	26,005.50	26,615.96
Current asset [a]	4,873.72	5,067.35
Current liability [b]	4,591.33	4,280.70
Net working capital [a]-[b]	282.39	786.65
Ratio	92.09	33.83
% Change from previous year	172.21%	-93.70%

The ratio increased during the current period primarily due to a decrease in current assets, driven by reductions in cash and cash equivalents, liquidation of investments in HDFC Liquid Fund, and a decline in trade receivables.

h) Trade Receivable Turnover Ratio = Revenue from operations divided by trade receivables

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

Particulars	As at 31 March 2025	As at 31 March 2024
Revenue from operations	25,769.00	26,438.22
Trade receivable	694.27	894.40
Trade receivable turnover ratio	37.12	29.56
% Change from previous year end	25.58%	-4.50%

Ratio increased due to decrease in trade receivables in the current year, indicating improved credit collection efficiency and faster realisation of dues from customers.

i) Return on Capital employed = Earnings before interest and taxes (EBIT) divided by capital employed (Total equity + Borrowings)

Particulars	As at 31 March 2025	As at 31 March 2024
(Loss)/ profit before tax	(415.25)	307.79
Finance cost	509.05	552.52
Earnings before interest and tax	93.80	860.31
Total equity[a]	4,550.02	4,924.28
Total borrowings[b]	2,719.49	1,710.32
Capital employed [a]+[b]	7,269.51	6,634.60
Ratio	0.01	0.13
% Change from previous year	-92.31%	-23.50%

The reduction in ROCE during the current year is attributable to a decrease in EBIT due to the loss incurred, along with an increase in borrowings that raised the capital employed.

j) Trade Payable Turnover Ratio = Cost of goods sold divided by closing trade payables

Particulars	As at 31 March 2025	As at 31 March 2024
Cost of goods sold	21,513.17	21,477.89
Trade payable	553.64	1,091.18
Trade payable turnover ratio	38.86	19.68
% Change from previous year end	97.46%	-61.90%

Ratio increased due to decrease in trade payables in the current year.

* Only variances above 25% has been analysed by the management

42 Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act, 2013

- The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- The Company does not have any transactions with companies struck off.
- The Company has not revalued its property, plant and equipment, right-of-use assets or intangible assets or both during the current or previous year.
- The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- The Company does not have any such transaction which is not recorded in the books of accounts that has been

Notes to the Standalone Financial Statements

(All amounts in Indian Rupees million)

surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

- vi) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- vii) The Company has complied with the number of layers prescribed under the Companies Act, 2013.
- viii) The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- (ix) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

As per our report of even date attached

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

Naveen Philip

Managing Director

DIN: 00018827

John Verghese

Chief Financial Officer

Kochi

29 May 2025

Francis K Paul

Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Consolidated Financial Statements

Independent Auditors Report

To the Members of Popular Vehicles and Services Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Popular Vehicles and Services Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2025, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of the other auditors on separate financial statements of such subsidiaries as were audited by the other auditors, the aforesaid consolidated 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 consolidated state of affairs of the Group as at 31 March 2025, of its consolidated loss and other comprehensive loss, consolidated changes

in equity and consolidated cash flows for the year then ended.

Basis for Opinion

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 Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence obtained by us along with the consideration of reports of the other auditors referred to in the "Other Matter" section below, is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of components audited by them, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Goodwill impairment

See Note 5 to consolidated financial statements

The key audit matter

The Group had recognized a goodwill related to the business combination of Keracon Equipment Private Limited amounting to ₹

103.67 million during the year ended 31 March 2023.

Goodwill has been allocated to Keracon Equipment Private Limited cash generating unit (CGU) which is holding 70% of stake in another entity, Prabal Motors Private Limited.

The annual impairment testing of goodwill is considered to be a key audit matter due to the complexity and the significant judgement involved in determining the assumptions to be used to estimate the recoverable amount.

How the matter was addressed in our audit

In view of the significance of the matter, following audit procedures were applied, amongst others to obtain sufficient audit evidence:

Obtained an understanding of the Group's evaluation of identification of cash generating units and allocation of Goodwill to the respective CGU.

Assessed the design, implementation and operating effectiveness of key financial controls of the Group in relation to the impairment testing of goodwill:

Examined the recoverable value computations prepared by the Group with the help of an external expert for the CGU. We also evaluated the competence, professional qualification, objectivity and independence of the Group's specialists involved in the process.

Goodwill impairment

See Note 5 to consolidated financial statements

The key audit matter

The recoverable amount of the CGU, which is based on the higher of the value in use or fair value less costs to sell, has been derived from discounted forecast cash flow model. The model uses several key assumptions, including estimates of future revenue and the weighted-average cost of capital (discount rate).

How the matter was addressed in our audit

Evaluated the reasonableness of the cash flow projections and assessed the underlying key assumptions in management's valuation models used to determine recoverable amount considering external data, including assumptions of projected margin and revenue growth rate, terminal growth rates, discount rates.

We have tested the arithmetical accuracy of the impairment model as considered for the purpose of impairment assessment;

Performed a retrospective review of estimates by comparing the actual financial performance of the CGU for the year ended 31 March 2025 with the projections considered by management during the previous year and assessed if the estimation process is reasonable.

We engaged valuation specialists to assess the appropriateness of valuation methodology and market driven assumptions used for impairment assessment of the Goodwill;

Assessed the sensitivity of the outcome of the impairment assessment to a reasonably possible change in key assumptions such as revenue growth rates, operating margins, terminal growth rates and discount rates.

Evaluated the adequacy and appropriateness of the disclosures made in the consolidated financial statements.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Annual report, but does not include the financial statements and auditor's reports thereon. The Annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the Annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the relevant laws and regulations.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 consolidated financial statements that give a true and fair view and are free from material misstatement,

whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's 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 consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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.
- 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) of 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.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the

Management and Board of Directors.

- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated 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 auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements of such entity or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entity included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in the section titled "Other Matter" in this audit report.

We communicate with those charged with governance of the Holding Company 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.

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.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are

therefore the key audit matters. We describe these matters in our auditor's 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.

Other Matter

- a. We did not audit the financial statements of eight subsidiaries, whose financial statements reflect total assets (before consolidation adjustments) of ₹ 9,019.91 million as at 31 March 2025, total revenues (before consolidation adjustments) of ₹ 29,837.02 million and net cash outflows (before consolidation adjustments) amounting to ₹ 65.16 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

- 1 As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) 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.
- 2 A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matter" paragraph, we report, to the extent applicable, that:
 - a. 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 of the aforesaid consolidated financial statements.
 - b. In our opinion, proper books of accounts as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the auditors except for the matters stated

in the paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

- c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
 - d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.
 - e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India are disqualified as on 31 March 2025 from being appointed as a director in terms of Section 164(2) of the Act.
 - f. the modifications relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 2(A) (b) above on reporting under Section 143(3) (b) and paragraph 2(B)(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
 - g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary companies incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
- B. With respect to the other matters to be included in the Auditor's 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 and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, as noted in the Other Matter paragraph:
- a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2025 on the consolidated financial position of the Group. Refer Note 28 to the consolidated financial statements.
 - b. The Group did not have any material

foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2025.

- c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary companies incorporated in India during the year ended 31 March 2025.
- d (i) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 42 a) to the consolidated financial statements, 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 Holding Company or any of such subsidiary companies 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 Holding Company or any of such subsidiary companies ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (ii) The respective management of the Holding Company and its subsidiary companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiary companies that, to the best of their knowledge and belief, as disclosed in the Note 42 b) to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiary companies from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiary companies shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- (iii) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and

(ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

- e. The final dividend paid by the Holding Company and its subsidiary Companies incorporated in India during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend. The Holding Company and its subsidiary Companies have not declared any dividend for the year.
- f. Based on our examination which included test checks and that performed by the respective auditors of the subsidiary companies incorporated in India whose financial statements have been audited under the Act, except for the instances mentioned below, the Holding Company and its subsidiary companies have used accounting softwares for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the respective softwares:
 - In case of the Holding Company and two other subsidiaries, the feature of recording audit trail (edit log) facility was not enabled at the application layer to log any direct data changes for the accounting software used for maintaining the books of account relating to payroll process.
 - In case of the Holding Company, the feature of recording audit trail (edit log) facility was not enabled at the database layer to log any direct data changes for the accounting software used for maintaining the books of account relating to general ledger.
 - In case of one other subsidiary, for the accounting software used for maintaining books of accounts relating to general ledger, due to limitations in system configuration, we are unable to comment whether audit trail feature for the said software operated throughout the year for all relevant transactions recorded in the software.
 - In case of one other subsidiary, the accounting software for maintaining its books of account does not have the feature of recording audit trail (edit log) facility.

Further, for the periods where audit trail (edit log) facility was enabled and operated for the respective accounting softwares, we did not

come across any instance of the audit trail feature being tampered with. Additionally, the audit trail has been preserved by the Company and the above referred subsidiaries.

- C. C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary companies to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company and its subsidiary companies is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No :116231W/W-100024

Vipin Lodha

Partner

Membership No.: 076806

ICAI UDIN:25076806BMRKBG1149

Place: Kochi

Date: 29 May 2025

Annexure A

to the Independent Auditor's Report on the Consolidated Financial Statements of Popular Vehicles and Services Limited for the year ended 31 March 2025

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavourable remarks, qualification or adverse remarks given by the respective auditors in their reports under the Companies (Auditor's Report) Order, 2020 (CARO):

Sr. No.	Name of the entities	CIN	Subsidiary	Clause number of the CARO report which is unfavourable or qualified or adverse
1	Kuttukaran Green Private Limited	U50400KL2017 PTC049442	Subsidiary	Clause ix (d)

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No :116231W/W-100024

Vipin Lodha

Partner

Membership No.: 076806

ICAI UDIN:25076806BMRKBG1149

Place: Kochi

Date: 29 May 2025

Annexure B

to the Independent Auditor's Report on the consolidated financial statements of Popular Vehicles and Services Limited for the year ended 31 March 2025

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Popular Vehicles and Services Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2025, we have audited the internal financial controls with reference to financial statements of the Holding Company and such companies incorporated in India under the Act which are its subsidiary companies., as of that date.

In our opinion and based on the consideration of reports of the other auditors on internal financial controls with reference to financial statements of subsidiary companies, as were audited by the other auditors, the Holding Company and such companies incorporated in India which are its subsidiary companies, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2025, based on the internal financial controls with reference to financial statements criteria established by such companies considering the essential components of such internal controls 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 and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective 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 respective 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.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance

with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to 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 auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors of the relevant subsidiary companies in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to 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 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 Financial Statements

Because of the inherent limitations of internal financial controls with reference to 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 financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Other Matter

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to financial statements insofar as it relates to eight subsidiary companies, which are companies incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Our opinion is not modified in respect of this matter.

For B S R & Associates LLP

Chartered Accountants

Firm's Registration No :116231W/W-100024

Vipin Lodha

Partner

Membership No.: 076806

ICAI UDIN:25076806BMRKBG1149

Place: Kochi

Date: 29 May 2025

Consolidated Balance Sheet As at 31 March 2025

(All amounts are in Indian Rupees in millions)

	Notes	As at 31 March 2025	As at 31 March 2024
Assets			
Non-current assets			
Property, plant and equipment	4	3,109.98	3,287.78
Capital work-in-progress	4	78.88	142.79
Right-of-use assets	33	3,882.14	3,792.99
Goodwill	5	115.47	115.47
Other intangible assets	5	97.56	138.67
Intangible assets under development	5	6.60	4.04
Financial assets			
Investments	6	140.09	112.54
Other financial assets	7	399.76	441.42
Income tax assets	27	165.06	108.55
Deferred tax assets (net)	27	297.68	187.22
Other non-current assets	8	296.11	273.04
Total non-current assets		8,589.33	8,604.51
Current assets			
Inventories	9	5,803.87	5,928.70
Financial assets			
Investments	6	-	170.25
Trade receivables	10	2,229.54	2,969.16
Cash and cash equivalents	11	244.64	549.53
Bank balances other than cash and cash equivalents	12	65.71	56.41
Other financial assets	7	64.13	283.39
Income tax assets	27	37.71	23.61
Other current assets	8	947.22	980.88
		9,392.82	10,961.93
Assets included in disposal group held for sale	37	1,063.49	-
Total current assets		10,456.31	10,961.93
Total assets		19,045.64	19,566.44
Equity and liabilities			
Equity			
Equity share capital	13	142.40	142.40
Other equity		6,245.33	6,389.17
Total equity		6,387.73	6,531.57
Liabilities			
Non-current liabilities			
Financial liabilities			
Borrowings	14	18.30	133.91
Lease liabilities	33	4,597.87	4,456.34
Provisions	16	57.53	60.83
Other non-current liabilities	17	120.18	255.03
Total non-current liabilities		4,793.88	4,906.11
Current liabilities			
Financial liabilities			
Borrowings	14	4,213.15	4,312.44
Lease liabilities	33	386.51	347.23
Trade payables	18	-	-
- Total outstanding dues of micro enterprises and small enterprises		56.15	65.47
- Total outstanding dues of creditors other than micro enterprises and small enterprises		771.08	1,477.22
Other financial liabilities	15	246.93	385.64
Other current liabilities	17	1,617.28	1,504.17
Provisions	16	34.82	36.59
Current tax liabilities	27	0.14	-
		7,326.06	8,128.76
Liabilities included in disposal group held for sale	37	537.97	-
Total current liabilities		7,864.03	8,128.76
Total liabilities		12,657.91	13,034.87
Total equity and liabilities		19,045.64	19,566.44
Material accounting policies	3		

The accompanying notes form an integral part of the consolidated financial statements.

As per our examination report of even date attached.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

Naveen Philip

Managing Director

DIN: 00018827

John Verghese

Chief Financial Officer

Kochi

29 May 2025

Francis K Paul

Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Consolidated Statement of Profit and Loss for the Year ended 31 March 2025

(All amounts are in Indian Rupees in millions)

	Notes	Year ended 31 March 2025	Year ended 31 March 2024
Income			
Revenue from operations	19	55,412.29	56,155.28
Other income	20	203.63	311.52
Total income		55,615.92	56,466.80
Expenses			
Purchases of stock-in-trade	21	47,768.92	49,162.03
Changes in inventories of stock-in-trade	22	(166.89)	(1,579.23)
Employee benefits expenses	23	3,870.84	3,664.59
Finance costs	24	855.68	980.23
Depreciation and amortisation	25	987.87	919.31
Impairment loss on financial assets and contract assets	32	28.81	(18.68)
Other expenses	26	2,360.17	2,377.44
Total expenses		55,705.40	55,505.69
(Loss)/ profit before tax and exceptional item		(89.48)	961.11
Exceptional item	37	-	16.05
(Loss)/ profit before tax		(89.48)	977.16
Tax expense	27		
Current tax		135.40	248.58
Deferred tax credit		(120.25)	(32.19)
Total tax expense		15.15	216.39
(Loss)/ profit for the year		(104.63)	760.77
Other comprehensive income			
<i>Items that will not be reclassified subsequently to profit or loss</i>			
Remeasurement of net defined benefit plan (loss)/ income		(8.09)	24.56
Income tax charge/ (credit) relating to the above		2.03	(6.19)
Other comprehensive (loss)/ income for the year, net of income tax		(6.06)	18.37
Total comprehensive (loss)/ income for the year		(110.69)	779.14
(Loss)/ profit attributable to :			
Owners of the Company		(104.63)	760.77
Non-controlling interest		-	-
(Loss)/ profit for the year		(104.63)	760.77
Other comprehensive (loss) / income attributable to :			
Owners of the Company		(6.06)	18.37
Non-controlling interest		-	-
Other comprehensive (loss) / income for the year, net of income tax		(6.06)	18.37
Total comprehensive income attributable to :			
Owners of the Company		(110.69)	779.14
Non-controlling interest		-	-
		(110.69)	779.14
Earnings per share (equity share of face value of ₹ 2 each)	29		
Basic (in INR)		(1.47)	12.05
Diluted (in INR)		(1.47)	12.05
Material accounting policies	3		

The accompanying notes form an integral part of the consolidated financial statements.

As per our examination report of even date attached.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

Naveen Philip

Managing Director

DIN: 00018827

John Verghese

Chief Financial Officer

Francis K Paul

Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Kochi

29 May 2025

Consolidated Statement of Changes in Equity for the Year ended 31 March 2025

(All amounts are in Indian Rupees in millions)

A. Equity share capital

Particulars	Note	Equity shares (in millions)	Amount
Balance as at 1 April 2023 *		62.72	125.44
Add: Shares issued through Initial Public Offer (Refer note 41)	13	8.48	16.96
Balance as at 31 March 2024		71.20	142.40
Balance as at 31 March 2024		71.20	142.40
Share issued during the year		-	-
Balance as at 31 March 2025		71.20	142.40

* The number of shares have increased on account of share split undertaken by the Company. Refer note 13 (e) for more details.

B Other equity

Particulars	Reserves and surplus					Items of other com- prehensive income	Total oth- er equity attribut- able to equity owners of the Com- pany
	Secu- rities premium	General reserve	Other reserves	Capital reserve	Retained earnings	Remeasure- ment of net defined ben- efit liability/ (asset), net of tax	
Balance as at 1 April 2023	636.68	43.41	(16.82)	21.75	2,619.98	-	3,305.00
Total comprehensive income for the year							
Profit for the year	-	-	-	-	760.77	-	760.77
Other comprehensive income, net of tax	-	-	-	-	-	18.37	18.37
Total comprehensive income	-	-	-	-	760.77	18.37	779.14
Fresh issue of shares	2,483.04						2,483.04
Share issue expense on Initial Public Offer (Refer note 41)	(178.01)						(178.01)
Transferred to retained earnings	-	-	-	-	18.37	(18.37)	-
Total contributions by and distributions to owners	2,305.03	-	-	-	18.37	(18.37)	2,305.03
Balance as at 31 March 2024	2,941.71	43.41	(16.82)	21.75	3,399.12	-	6,389.17
Balance as at 1 April 2024	2,941.71	43.41	(16.82)	21.75	3,399.12	-	6,389.17
Total comprehensive income for the year							
Loss for the year	-	-	-	-	(104.63)	-	(104.63)
Other comprehensive loss, net of tax	-	-	-	-	-	(6.06)	(6.06)
Total comprehensive loss	-	-	-	-	(104.63)	(6.06)	(110.69)
Fresh issue of shares							

Consolidated Statement of Changes in Equity for the Year ended 31 March 2025 (Cont.)

(All amounts are in Indian Rupees in millions)

Particulars	Reserves and surplus					Items of other comprehensive income	Total other equity attributable to owners of the Company
	Securities premium	General reserve	Other reserves	Capital reserve	Retained earnings	Remeasurement of net defined benefit liability/ (asset), net of tax	
Share issue expense on Initial Public Offer (Refer note 41)	2.45						2.45
Dividend					(35.60)		(35.60)
Transferred to retained earnings	-	-	-	-	(6.06)	6.06	-
Total contributions by and distributions to owners	2.45	-	-	-	(41.66)	6.06	(33.15)
Balance as at 31 March 2025	2,944.16	43.41	(16.82)	21.75	3,252.83	-	6,245.33

The description of the nature and purpose of each reserve within equity is as follows:

a) Securities premium

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Companies Act, 2013.

b) General reserve

General reserve is used from time to time to transfer profits from retained earnings for appropriate purposes.

c) Other reserve

This reserve represents the difference between the value of net asset acquired and the consideration paid on account of acquisition of minority interests.

d) Capital reserve

This reserve represents the difference between the value of net asset transferred from the Group and the consideration received on account of scheme of demerger.

e) Retained earnings

This represents the profits / losses of the Group earned till date, net of appropriations.

The accompanying notes form an integral part of the consolidated financial statements.

Material accounting policies (Refer note 3)

As per our examination report of even date attached.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

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Kochi

29 May 2025

John Verghese

Chief Financial Officer

Varun T V

Company Secretary

Membership no. A22044

Kochi

29 May 2025

Consolidated Statement of Cash Flows for the Year ended 31 March 2025

(All amounts are in Indian Rupees in millions)

	Year ended 31 March 2025	Year ended 31 March 2024
Cash flows from operating activities		
(Loss) / profit before tax and exceptional item	(89.48)	961.11
Adjustments:		
Finance costs	855.68	980.23
Depreciation and amortisation	987.87	919.31
Impairment loss on financial assets and contract assets	28.81	(18.68)
Provision/ (reversal) for obsolete inventory	15.76	(36.81)
Impairment loss on property, plant and equipment	9.79	-
Liabilities/ provisions no longer required written back	(73.21)	(130.90)
Interest income	(34.53)	(33.86)
Gain on derecognition of right-of-use assets	(36.27)	(26.61)
Impairment loss on non-current assets (non-financial assets)	-	4.95
Net gain on financial assets measured at fair value through profit and loss	(12.23)	(28.37)
Gain on sale of property, plant and equipment (net)	(4.22)	(17.82)
Operating cash flows before working capital changes	1,647.97	2,572.55
Working capital movements:		
Increase in inventories	(182.65)	(1,542.42)
Decrease / (increase) in trade receivables	664.12	(712.64)
Decrease / (increase) in loans and other financial assets and other assets	197.38	(953.57)
(Decrease) / increase in liabilities and provisions	(615.24)	1,733.26
Cash generated from operations	1,711.58	1,097.18
Income taxes paid, net of refund	(203.56)	(297.89)
Net cash generated from operating activities (A)	1,508.02	799.29
Cash flows from investing activities		
Sale /(acquisition) of investments (net)	94.33	(194.49)
Interest received	6.70	33.86
Acquisition of property, plant and equipment, including capital work in progress	(529.55)	(796.43)
Acquisition of intangible assets including intangible assets under development	(8.22)	(10.74)
Proceeds from sale of property, plant and equipment	43.23	85.87
Net cash used in investing activities (B)	(393.51)	(881.93)
Cash flows from financing activities		
Proceeds from issue of equity share capital (net off share issue expense)	-	2,321.99
Finance costs paid	(397.46)	(561.53)
Dividend paid	(35.56)	-
Long-term borrowings availed	60.00	514.92
Long-term borrowings repaid	(235.12)	(1,547.09)
Short-term borrowings availed, (net)	24.91	428.46
Interest on lease liabilities	(458.22)	(429.59)

Consolidated Statement of Cash Flows for the Year ended 31 March 2025 (Cont.)

(All amounts are in Indian Rupees in millions)

	Year ended 31 March 2025	Year ended 31 March 2024
Principal payment of lease liabilities	(377.95)	(333.24)
Net cash (used in)/ generated from financing activities (C)	(1,419.40)	393.92
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(304.89)	311.28
Cash and cash equivalents at the beginning of the year	549.53	238.25
Cash and cash equivalents at the end of the year	244.64	549.53
(Refer to note 11 - Cash and cash equivalents)		

Reconciliation of financial liabilities forming part of financing activities in accordance with Ind AS 7:

Particulars	As at 1 April 2024	Loan availed / (repaid) net	Principle payment of lease liability	Interest payment on lease liability	On ac- count of acqui- sition	Other non cash changes	As at 31 March 2025
Non current borrowings including current maturities (Refer note 14)	246.87	(175.12)	-	-	7.23	-	64.52
Current borrowings (Refer note 14)	4,199.48	24.91	-	-	57.46	-	4,166.93
Lease liabilities (Refer note 33)	4,803.57	-	(377.95)	(458.22)	284.63	732.35	4,984.38

Particulars	As at 1 April 2023	Loan availed / (repaid) net	Principle payment of lease liability	Interest payment on lease liability	On ac- count of acqui- sition	Other non cash changes	As at 31 March 2024
Non current borrowings including current maturities (Refer note 14)	1,279.04	(1,032.17)	-	-	-	-	246.87
Current borrowings (Refer note 14)	3,771.02	428.46	-	-	-	-	4,199.48
Lease liabilities (Refer note 33)	4,333.41	-	(333.24)	(429.59)	-	1,232.99	4,803.57

Cash Flow Statement has been prepared under the indirect method as set out in the Ind AS 7 "Statement of Cash Flows".

The accompanying notes form an integral part of the consolidated financial statements.

Material accounting policies (Refer note 3)

As per our examination report of even date attached.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

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29 May 2025

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Whole Time Director

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Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Basis of preparation and material accounting policies

1. Company overview

Popular Vehicles and Services Limited ('the Company'/'Popular') was incorporated in 1983 and is engaged in the business of sale and service of automobiles, sale of spare parts and accessories, finance and insurance commission. The Company is headquartered in Kochi, India and has operations in Kerala and Tamil Nadu. The Company primarily operates as the Maruti Suzuki vehicle dealer in Kerala and was amongst the first batch of dealers appointed by Maruti Suzuki in the country.

The shares of the Company are listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) with effect from 19 March 2024.

These consolidated financial statements of the Group comprises the Company and its subsidiaries (collectively referred to as the 'Group'). The Company has eight subsidiaries: Popular Mega Motors (India) Private Limited, Vision Motors Private Limited, Popular Auto Dealers Private Limited, Popular Auto Works Private Limited, Prabal Motors Private Limited (with effect from 01 February 2023), Kuttukaran Cars Private Limited, Kuttukaran Green Private Limited (Formerly known as Kuttukaran Pre Owned Cars Private Limited), Keracon Equipments Private Limited (with effect from 01 February 2023) which are engaged in the business of sale and services of automobiles, sale of spare parts and accessories, finance and insurance commission. These subsidiaries have operations in Kerala, Maharashtra, Tamil Nadu and Karnataka.

2. Basis of preparation

A. Statement of compliance

These consolidated financial statements are prepared in accordance with Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time notified under Section 133 of Companies Act, 2013, (the 'Act') as amended and other relevant provisions of the Act.

The consolidated financial statements were authorised for issue by the Company's Board of Directors on 29 May 2025.

Details of the Company's accounting policies including changes thereto are included in Note 3.

B. Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (INR), which is also

the Group's functional currency. All amounts are presented in Indian Rupees in millions, unless otherwise stated.

C. Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis and on an accrual basis, except for certain financial instruments which are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Net defined benefit (asset)/ liability	Fair value of plan assets less present value of defined benefit obligations
Investments	Fair value

D. Use of estimates and judgements

In preparing these consolidated financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognized in the consolidated financial statements is included in Note 33 - Lease classification and Note 5 - Goodwill.

Assumptions and estimation uncertainties

Information about assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment for the year ended 31 March 2025 is included in the following notes:

Note 31 - measurement of defined benefit obligations: key actuarial assumptions;

Notes 28 - recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources;

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Note 27 – recognition of deferred tax asset: availability of future taxable profit against which tax losses carried forward can be used;

Note 32 – financial instruments; and

Note 37 – Assets and liabilities of disposal group held for sale

E. Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. The Group has an established control framework with respect to the measurement of fair values.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the

asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

F. Current / Non-Current Classification

Based on the time involved between acquisition of assets for processing and their realization in cash and cash equivalents, the Group has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the consolidated balance sheet.

3. Material accounting policies

3.1 Basis of consolidation

The consolidated financial statements include the results of the subsidiaries/ step down subsidiaries as listed in below:

Name of the company	Country	Proportion of ownership interest (%)	Proportion of voting power held directly or indirectly (%)	Proportion of ownership interest (%)	Proportion of voting power held directly or indirectly (%)
		As at 31 March 2025		As at 31 March 2024	
Subsidiaries					
Popular Mega Motors (India) Private Limited	India	100%	100%	100%	100%
Popular Auto Dealers Private Limited	India	100%	100%	100%	100%
Popular Auto Works Private Limited	India	100%	100%	100%	100%
Kuttukaran Cars Private Limited	India	100%	100%	100%	100%
Keracon Equipments Private Limited	India	100%	100%	100%	100%
Kuttukaran Green Private Limited (Formerly known as Kuttukaran Pre Owned Cars Private Limited)	India	100%	100%	100%	100%
Step-down subsidiaries					
Vision Motors Private Limited	India	100%	100%	100%	100%
Prabal Motors Private Limited	India	100%	100%	100%	100%

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

The consolidated financial statements have been prepared on the following basis:

The financial statements of the Company and its subsidiaries have been consolidated on a line-by-line basis by adding together the book values of like assets, liabilities, income and expenses after eliminating intra-group balances/ transactions and resulting unrealized profits in full.

The consolidated financial statements are presented, to the extent possible, in the same format as that adopted by the Company for its standalone financial statements. The consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances.

3.2 Property, plant and equipment

A. Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs, less accumulated depreciation and accumulated impairment losses, if any.

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of item can be measured reliably.

Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment.

Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

Advances paid towards the acquisition of fixed assets, outstanding at each balance sheet date are shown under long-term loans and advances. The

cost of fixed assets not ready for its intended use at each balance sheet date are disclosed as capital work-in-progress.

Borrowing costs directly attributable to the acquisition, construction or production of those fixed assets that necessarily take a substantial period to get ready for their intended use, are capitalized. Other borrowing costs are accounted as an expense in the consolidated statement of profit and loss.

B. Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

C. Depreciation

Depreciation is calculated on cost of items of property, plant and equipment less their estimated residual values over their estimated useful lives using the straight-line method and is generally recognised in the profit or loss. Leasehold improvements are amortized over the lease term or useful lives of assets, whichever is lower. Freehold land is not depreciated.

The estimated useful lives of items of property, plant and equipment are as follows:

Class of assets	Useful life
Buildings	60
Motor cars	8
Motor cycles and trucks	10
Office Equipment	5
Plant and machinery	15-25
Tools and Equipment	5
Electrical equipment	10
Furniture and fixtures	10
Computer equipment	3

The useful life of items of property, plant and equipment is in line with the Schedule II of the Companies Act 2013.

Depreciation method, useful lives and residual values are reviewed at each financial year end and adjusted, if appropriate.

Transition to Ind AS

The cost property, plant and equipment at 1 April 2018, the Group's date of transition to Ind AS, was

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(All amounts in Indian Rupees million)

determined with reference to its carrying value recognized as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

3.3 Goodwill and other Intangible assets

Goodwill arising on the acquisition of subsidiaries is measured at cost less accumulated impairment losses.

The cost of an intangible asset shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of item can be measured reliably.

Intangibles assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, commencing from the date the asset is available to the Group for its use and is included in amortization in profit or loss.

The estimated useful lives are as follows:

Class of assets	Years
Computer software	3
Brand and non-compete fee	15
Supplier relationship	5

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted, if appropriate.

Subsequent expenditure is capitalized only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognized in profit or loss as incurred.

The cost of intangible assets not ready for its intended use at each balance sheet date are disclosed as intangible assets under development.

Transition to Ind AS

The cost Intangible assets at 1 April 2018, the Group's date of transition to Ind AS, was determined with reference to its carrying value recognised as per the previous GAAP (deemed cost), as at the date of transition to Ind AS.

3.4 Employee benefits

Short-term employee benefits

Employee benefits payable wholly within twelve months of receiving employee services are classified as short-term employee benefits. These benefits include salaries and wages, bonus and

ex-gratia. Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognized for the amount expected to be paid e.g., under short-term cash bonus, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the amount of obligation can be estimated reliably.

Post-employment benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognized as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in future payments is available.

Defined benefit plans

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in the current and prior periods and discounting that amount and deducting the fair value of any plan assets, if any.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). To calculate the present value of economic benefits, consideration is given to any applicable minimum funding.

Re-measurements of the net defined benefit liability, which comprise actuarial gains and losses, the return on plan assets (excluding interest) and the effect of the asset ceiling (if any, excluding interest), are recognized in other comprehensive income (OCI). The Group determines the net

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interest expense on the net defined benefit liability for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability, taking into account any changes in the net defined benefit liability during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognized in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term employee benefits

The employees can carry-forward a portion of the unutilized accrued compensated absences and utilize it in future service periods or receive cash compensation on termination of employment. Since the compensated absences do not fall due wholly within twelve months after the end of the period in which the employees render the related service and are also not expected to be utilized wholly within twelve months after the end of such period, the benefit is classified as a long-term employee benefit. The Group records an obligation for such compensated absences in the period in which the employee renders the services that increase this entitlement. The obligation is measured on the basis of independent actuarial valuation using the projected unit credit method. Remeasurements are recognized in profit and loss in the period in which they arise.

3.5 Investments

Non-current investments are carried at cost less any other than temporary diminution in value, determined separately for each investment.

Current investments are carried at lower of cost and fair value. The comparison of cost and fair value is done separately in respect of each category of investments.

The acquisition cost of investments acquired, or partly acquired by the issue of shares or other securities, is the fair value of the securities issued.

Profit or loss on sale of investments, if any, is determined separately for each investment.

3.6 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost. Expected future operating losses are not provided for.

A contract is considered to be onerous when the expected economic benefits to be derived by the Group from the contract are lower than the unavoidable cost of meeting its obligations under the contract. The provision for an onerous contract is measured at the present value of the lower of the expected cost of terminating the contract and the expected net cost of continuing with the contract. Before such a provision is made, the Group recognizes any impairment loss on the assets associated with that contract.

3.7 Revenue

i) Sale of products

Revenue on sale of vehicles, spare parts and accessories is recognised when the control is transferred to the customer and is accounted net of goods and service tax and discounts, if any. Revenues are recognised when collectability of the resulting receivable is reasonably assured.

The Group generates revenue from sale of vehicles, services, spare parts and accessories and other operating revenues. Under Ind AS 115, revenue is recognised when a customer obtains control of the goods or services.

A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs its obligation under the contract.

ii) Rendering of services

Revenues from services including income from

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driving school are recognised when services are rendered and related costs are incurred.

iii) Commission, discount and incentive income

Commission income is recognised when services are rendered and in accordance with the commission agreements.

Discounts and incentive income is recognised when the services are rendered and as per the relevant scheme/ arrangement provided by the manufacturer. In respect of other heads of income, the Group follows the practice of recognising income on an accrual basis.

iv) Other Income

In calculating the interest income, the effective interest rate is applied to the gross carrying amount of the assets (when the assets is not credit impaired). Dividend income is recognized in the consolidated statement of profit and loss on the date on which the right to receive payment is established.

3.8 Inventories

Inventories are carried at the lower of cost and net realisable value. Cost comprises purchase price and other costs incurred in bringing the inventory to its present location and condition. The cost is calculated on specific identification.

Net realisable value is the estimated selling price in the ordinary course of business. The comparison of cost and net realisable value of inventory is made on an item by item basis.

The provision for inventory obsolescence is assessed annually and is provided as considered necessary.

3.9 Financial instruments

i) Recognition and initial measurement

Trade receivables and debt securities issued are initially recognized when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument. A trade receivable without a significant financing component is initially measured at the transaction price.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit and

loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

ii) Classification and subsequent measurement

Financial assets

On initial recognition, a financial asset is classified as measured at either at amortized cost, FVTPL or fair value in other comprehensive income (FVOCI).

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset (unless it is a trade receivable without a significant financing component) is measured at amortized cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

On initial recognition of an equity investment that is not held for trading, the Group may irrevocably elect to present subsequent changes in the investment's fair value in OCI (designated as FVOCI – equity investment). This election is made on an investment by investment basis.

All financial assets not classified as measured at amortized cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortized cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at investment level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for each of such investments and the operation of those policies in practice.

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- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL	These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognized in profit or loss.
Financial assets at amortised cost	These assets are subsequently measured at amortized cost using the effective interest method. The amortized cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognized in profit or loss. Any gain or loss on derecognition is recognized in profit or loss.
Equity investments at FVOCI	These assets are subsequently measured at fair value. Dividends are recognized as income in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment. Other net gains and losses are recognized in OCI and are not reclassified to profit or loss.

Financial liabilities: Classification, subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortized cost or FVTPL. A financial liability is classified as FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognized in profit or loss. Other financial liabilities are subsequently measured at amortized cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognized in profit or loss. Any gain or loss on de recognition is also recognized in profit or loss.

iii) De recognition

Financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

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If the Group enters into transactions whereby it transfers assets recognized on its consolidated balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognized.

Financial liabilities

The Group derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire.

The Group also derecognizes a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognized at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognized in profit or loss.

iv) Off setting

Financial assets and financial liabilities are offset and the net amount presented in the consolidated balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realize the asset and settle the liability simultaneously.

3.10 Impairment

i) Impairment of financial instruments

The Group recognizes loss allowances for expected credit losses on financial assets measured at amortized cost.

At each reporting date, the Group assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is 'credit impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses. Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

Measurement of expected credit losses

Expected credit losses are a probability weighted

estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Company expects to receive).

Presentation of allowance for expected credit losses in the consolidated balance sheet

Loss allowances for financial assets measured at amortized cost are deducted from the gross carrying amount of the assets.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off.

ii) Impairment of non- financial assets

The Group's non-financial assets, other than inventories and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

In respect of assets for which impairment loss has been recognized in prior periods, the Group reviews at each reporting date whether there is any indication that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. Such a reversal

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is made only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

3.11 Leases

i. Determining whether an arrangement contains a lease

At inception of an arrangement, it is determined whether the arrangement is or contains a lease. At inception or on reassessment of the arrangement that contains a lease, the payments and other consideration required by such an arrangement are separated into those for the lease and those for other elements on the basis of their relative fair values.

ii. Group as a lessee

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the consolidated statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease, if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and consolidated statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in consolidated statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short-term leases of all assets that have a lease term of 12 months or less. The lease payments associated with these leases are recognized as an expense on a straight-line basis over the lease term.

iii. Group as a lessor

At the inception of the lease the Group classifies each of its leases as either an operating lease or a finance lease. The Group recognises lease payments received under operating leases as income on a straight-line basis over the lease term. In case of a finance lease, finance income is recognised over the lease term based on a pattern reflecting a constant periodic rate of return on the lessor's net investment in the lease. When the Group is an intermediate lessor, it accounts for its interests in the head lease and the sub-lease separately. It assesses the lease classification of a sub-lease with reference to the right-of-use asset arising from the head lease, not with reference to the underlying asset. If a head lease is a short-term

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lease to which the Group applies the exemption described above, then it classifies the sub-lease as an operating lease.

If an arrangement contains lease and non-lease components, the Group applies Ind AS 115 Revenue from contracts with customers to allocate the consideration in the contract.

3.12 Recognition of interest income or interest expense

Interest income or expense is recognized using the effective interest method.

The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortized cost of the financial liability.

In calculating interest income and expense, the effective interest rate is applied to the gross carrying amount of the asset (when the asset is not credit-impaired) or to the amortized cost of the liability.

3.13 Income tax

Income tax comprises current and deferred tax. It is recognized in profit or loss except to the extent that it relates an item recognised directly in equity or in other comprehensive income.

i. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or recoverable from tax authorities after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

ii. Deferred tax

Deferred income tax assets and liabilities are recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits.

Deferred tax assets are recognised to the extent it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously

3.14 Borrowing cost

Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalized as part of the cost of that asset. Other borrowing costs are recognized as an expense in the period in which they are incurred.

3.15 Earnings per share

The basic earnings per share is computed by

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(All amounts in Indian Rupees million)

dividing the net profit after tax for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

The number of shares used in computing diluted earnings per share comprises the weighted average number of shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued on the conversion of all dilutive potential equity shares. Dilutive potential equity shares are deemed converted as of the beginning of the period unless issued at a later date. In computing dilutive earning per share, only potential equity shares that are dilutive i.e. which reduces earnings per share or increases loss per share are included.

3.16 Cash-flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from regular revenue generating, investing and financing activities of the Company are segregated.

3.17 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less which are subject to insignificant risk of changes in value.

3.18 Contingent liabilities and assets

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is termed as a contingent liability. The existence of a

contingent liability is disclosed in the notes to the financial statements.

Contingent assets are neither recognised nor disclosed.

3.19 Disposal group held for sale

Non-current assets, or disposal groups comprising assets and liabilities, are classified as held for sale if it is highly probable that they will be recovered primarily through sale rather than through continuing use.

Such assets, or disposal groups, are generally measured at the lower of their carrying amount and fair value less costs to sell.

Any impairment loss on a disposal group is allocated first to goodwill, and then to the remaining assets and liabilities on a pro rata basis, except that no loss is allocated to inventories, financial assets, deferred tax assets, employee benefit assets, or biological assets, which continue to be measured in accordance with the Group's other accounting policies. Impairment losses on initial classification as held for sale or held for distribution and subsequent gains and losses on remeasurement are recognised in profit or loss.

Non-current assets classified as held-for-sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the consolidated balance sheet.

3.20 Recent accounting pronouncements

'Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. There are no new standards or amendments to the existing standards that are notified impacting the consolidated financial statements of the Group.

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4 Property, plant and equipment and capital work-in-progress

Particulars	Free-hold land	Build-ings#	Lease-hold improve-ments	Furni-ture and fixtures	Elec-trical equip-ment	Plant and ma-chinery	Tools and equip-ment	Motor car equip-ment	Office equip-ment	Motor cycles and trucks	Total (A)	Capital work-in-pro-gress (B)	Total (A+B)
Gross carrying value													
Balance at 1 April 2023	91.97	884.39	1,173.86	436.65	219.03	792.95	98.10	278.23	127.66	104.77	4,248.85	77.26	4,326.11
Additions	-	114.52	154.96	71.23	44.81	89.73	23.93	186.74	27.00	20.75	743.55	368.90	1,112.45
Disposals	-	0.12	45.92	5.14	4.37	8.58	0.06	80.47	0.64	0.87	147.44	303.37	450.81
Balance at 31 March 2024	91.97	998.79	1,282.90	502.74	259.47	874.10	121.97	384.50	154.02	124.65	4,844.96	142.79	4,987.75
Balance at 1 April 2024	91.97	998.79	1,282.90	502.74	259.47	874.10	121.97	384.50	154.02	124.65	4,844.96	142.79	4,987.75
Additions	-	27.23	180.10	46.99	33.54	75.85	23.20	150.42	22.59	21.29	589.96	172.92	762.88
Disposals	-	6.47	7.45	1.24	0.15	8.73	1.45	53.06	0.96	0.63	88.73	236.44	325.17
Reclassified as asset held for sale	-	180.82	13.19	91.00	10.82	97.97	0.34	69.82	18.52	4.94	487.42	0.39	487.81
Balance at 31 March 2025	91.97	838.73	1,442.36	457.49	282.04	843.25	143.38	412.04	157.13	140.37	4,858.77	78.88	4,937.65
Accumulated depreciation													
Balance at 1 April 2023	-	186.72	313.37	158.14	92.22	266.56	35.70	118.14	76.57	55.28	1,313.50	-	1,313.50
Depreciation for the year	-	44.52	74.72	43.23	20.14	62.55	13.76	44.77	27.14	18.16	354.54	-	354.54
Disposals / write offs	-	0.04	39.07	4.69	3.99	6.44	0.05	54.88	0.57	0.82	110.86	-	110.86
Balance at 31 March 2024	-	231.20	349.02	196.68	108.37	322.67	49.41	108.03	103.14	72.62	1,557.18	-	1,557.18
Balance at 1 April 2024	-	231.20	349.02	196.68	108.37	322.67	49.41	108.03	103.14	72.62	1,557.18	-	1,557.18
Depreciation for the year	-	42.52	81.40	48.00	23.49	65.98	16.40	58.74	28.37	17.92	389.03	-	389.03
Disposals / write offs	-	4.21	2.33	0.88	0.13	6.67	1.37	27.74	0.89	0.58	49.72	-	49.72
Impairment loss	-	-	0.14	0.49	0.11	8.24	0.52	-	-	0.29	9.79	-	9.79
Reclassified as asset held for sale	-	21.66	0.58	40.74	4.35	45.90	0.06	26.48	14.40	3.32	157.49	-	157.49
Balance at 31 March 2025	-	247.85	427.65	203.55	127.49	344.32	64.90	112.55	116.22	86.93	1,748.79	-	1,748.79
Net carrying amount													
At 31 March 2025	91.97	590.88	1,014.71	253.94	154.55	498.93	78.48	299.49	40.91	53.44	3,109.98	78.88	3,188.86
At 31 March 2024	91.97	767.59	933.88	306.06	151.10	551.43	72.56	276.47	50.88	52.03	3,287.78	142.79	3,430.57
# Buildings disclosed above includes showrooms and service centers constructed on the land taken under long term lease. The summary is as follows:													
Particulars	As at 31 March 2025				As at 31 March 2024								
	Gross block	Net block	Gross block	Net block	Gross block	Net block	Gross block	Net block	Gross block	Net block	Gross block	Net block	Net block
Building	823.28	587.29	884.39	646.53									

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

4 Property, plant and equipment and capital work-in-progress (continued)

a) Title deeds of immovable properties

Description	As at 31 March 2025	As at 31 March 2024
Title deeds held in the name of the Company	The Company	
Whether title deed holder is a promoter, director or relative of promoter/ director or employee of promoter/director	Not applicable	
Reason for not being held in the name of the Company	Not applicable	

b) Ageing of capital work in progress (CWIP)

Capital work-in-progress represents expenditure towards construction of new workshops/ service centres.

As at 31 March 2025

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	77.77	1.11	-	-	78.88
Projects temporarily suspended	-	-	-	-	-
	77.77	1.11	-	-	78.88

As at 31 March 2024

Description	Amount in CWIP for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	142.06	0.73	-	-	142.79
Projects temporarily suspended	-	-	-	-	-
	142.06	0.73	-	-	142.79

c) Details of Capital Work-in-progress, whose completion is overdue or has exceeded its cost compared to its original plan

As at 31 March 2025

The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable as on 31 March 2025.

As at 31 March 2024

The Company does not have any CWIP which is overdue or has exceeded its cost compared to its original plan and hence CWIP completion schedule is not applicable as on 31 March 2024.

d) For details of property, plant and equipment pledged, refer note 14.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

5 Other intangible assets

Particulars	Com- puter soft- ware	Supplier Rela- tionship	Brand and non-com- pete fee	Total (A)	Goodwill (Refer Note below) (B)	Intangible Assets under develop- ment (C)	Total (A+B+C)
Reconciliation of carrying amount							
Gross carrying value							
Balance at 1 April 2023	52.71	90.30	159.43	302.44	115.47	2.42	420.33
Additions/transfers	9.12	-	-	9.12	-	5.79	14.91
Disposals	-	-	-	-	-	4.17	4.17
Balance at 31 March 2024	61.83	90.30	159.43	311.56	115.47	4.04	431.07
Balance at 1 April 2024	61.83	90.30	159.43	311.56	115.47	4.04	431.07
Additions/transfers	5.66	-	-	5.66	-	5.66	11.32
Disposals	-	-	-	-	-	3.10	3.10
Reclassified to asset included in disposal group held for sale	0.95			0.95			0.95
Balance at 31 March 2025	66.54	90.30	159.43	316.27	115.47	6.60	438.34
Accumulated amortisation							
Balance at 1 April 2023	38.05	3.01	79.10	120.16	-	-	120.16
Amortisation/ impairment for the year	6.77	18.06	22.95	47.78		-	47.78
Impairment loss	-	-	4.95	4.95	-	-	4.95
Balance at 31 March 2024	44.82	21.07	107.00	172.89	-	-	172.89
Balance at 1 April 2024	44.82	21.07	107.00	172.89	-	-	172.89
Amortisation/ impairment for the year	7.96	18.06	20.43	46.45		-	46.45
Reclassified to asset included in disposal group held for sale	0.63			0.63			0.63
Balance at 31 March 2025	52.15	39.13	127.43	218.71	-	-	218.71
Sale							
Net carrying amount							
At 31 March 2025	14.39	51.17	32.00	97.56	115.47	6.60	219.63
At 31 March 2024	17.01	69.23	52.43	138.67	115.47	4.04	258.18

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Ageing schedule of intangible assets under development

As at 31 March 2025

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 Year	2-3 Years	More than 3 years	
Projects in progress	5.25	1.35	-	-	6.60
Projects temporarily suspended	-	-	-	-	-
Total	5.25	-	-	-	6.60

As at 31 March 2024

Intangible assets under development	Amount in intangible assets under development for a period of				Total
	Less than 1 year	1-2 Year	2-3 Years	More than 3 years	
Projects in progress	3.44	0.60	-	-	4.04
Projects temporarily suspended	-	-	-	-	-
Total	3.44	-	-	-	4.04

The Group does not have any intangible asset under development which is overdue or has exceeded its cost compared to its original plan and hence intangible asset under development completion schedule is not applicable as on 31 March 2025 and 31 March 2024.

Note:

Impairment testing for CGUs containing goodwill

For the purposes of impairment testing, Goodwill has been allocated to the Group's Cash generating units ('CGU') (operating divisions) as follows;

Particulars	As at 31 March 2025	As at 31 March 2024
Keracon Equipments Private Limited	103.67	103.67
Other units without significant Goodwill	11.80	11.80
	115.47	115.47

Keracon Equipments Private Limited

Goodwill is tested for impairment annually in accordance with the Group's procedure for determining the recoverable value of such assets.

The recoverable amount of the CGUs was based on its value in use, determined by discounting the future cash flows to be generated from the continuing use of the CGU. The recoverable amount of the CGU was determined to be higher than its carrying amount and therefore Goodwill is not impaired at the balance sheet date. Key assumptions on which the Group has based its determination of value in use includes;

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

(In percent)	As at 31 March 2025	As at 31 March 2024
Discount rate	15.50%	15.00%
Terminal value growth rate	4.00%	2.00%
Budgeted EBITDA growth rate	18.00%	20.00%

The discount rate was a post-tax measure based on the rate of 10-year government bonds issued by the government in the relevant market and in the same currency as the cash flows, adjusted for a risk premium to reflect both the increased risk of investing in equities generally and the systematic risk of the specific CGU.

Five years of cash flows were included in the discounted cash flow model. A long-term growth rate into perpetuity has been determined based on the expected long term growth in EBITDA as estimated by the management.

Management believes that any reasonable possible change in any of these assumptions would not cause the carrying amount to exceed its recoverable amount.

6 Investments

	As at 31 March 2025	As at 31 March 2024
Non-current investments, unquoted		
Investments in equity shares at FVTPL		
Loginomic Tech Solutions Private Limited 9,600 equity shares of ₹ 10 each	2.40	2.40
Less : Loss on fair value of investments	(2.40)	(2.40)
Non-current investment in others, FVTPL		
<i>Quoted</i>		
Investments in equity instruments (valued at FMV), fully paid up	25.64	25.34
<i>Unquoted</i>		
Investment in mutual funds	114.45	87.20
	140.09	112.54
Aggregate book value of non-current investments-unquoted	116.85	89.60
Aggregate book/ market value of non-current investments-quoted	25.64	25.34
Aggregate provision for loss on fair value of investment	(2.40)	(2.40)
Current investments		
Investment in mutual funds and debentures at FVTPL		
Investment in liquid mutual funds	-	170.25
	-	170.25
Aggregate book value of current investments-unquoted	-	170.25

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

7 Other financial assets

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Considered good - Unsecured</i>		
Rent and other deposits	395.13	435.91
Balance with bank held as margin money (due to mature after 12 months from the reporting date)*	4.63	5.51
	399.76	441.42
Current		
<i>Considered good - Unsecured</i>		
Rent and other deposits	65.79	49.91
Less: Allowances for expected credit loss	(1.81)	(2.57)
Share issue expenses recoverable # (Refer note 41)	-	235.26
Dues from others	2.75	5.79
Less: Allowances for expected credit loss	(2.60)	(5.00)
	64.13	283.39

The Company has incurred expenses towards Initial Public Offer of its equity shares. The Company has recovered this amount from its shareholder during the year ended 31 March 2025.

* This represents bank guarantee deposits given to various vendors in relation to purchase of goods and services.

8 Other assets

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Considered good - Unsecured</i>		
Capital advances	19.16	25.33
Less: allowances for expected credit loss	(4.15)	(3.83)
Prepayments	133.41	135.92
Balance with Life Insurance Corporation Gratuity Fund, net (Refer note 31)	24.31	42.65
Balance with statutory / government authorities *	129.54	72.97
Less: allowances for expected credit loss	(6.16)	-
	296.11	273.04
Current		
<i>Considered good - Unsecured</i>		
Prepayments	55.83	44.90
Balance with statutory/ government authorities	496.06	504.46
Advance to staff	0.73	1.33
Payment to vendors for supply of goods and services	399.83	430.19
Less: allowances for expected credit loss	(5.23)	-
	947.22	980.88
	1,243.33	1,253.92

* Represents amounts paid under protest against various tax cases and proceedings.

The Company has not given any loan to their directors during the years ended 31 March 2025 and 31 March 2024.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

9 Inventories

	As at 31 March 2025	As at 31 March 2024
<i>(Valued at lower of cost and net realisable value)</i>		
New vehicles	4,020.29	4,257.61
Pre-owned vehicles	585.41	477.77
Spares and lubricants	1,135.13	1,057.70
Accessories	105.13	162.51
	5,845.96	5,955.59
Less: Provision for obsolete inventory	(42.09)	(26.89)
	5,803.87	5,928.70

Closing stock of new vehicles includes value of goods in transit of new vehicles for ₹ 1,884.97 million (31 March 2024 : ₹ 1,662.62 million), accessories for ₹ 44.80 million (31 March 2024 : ₹ 26.19 million) and spares and lubricants for ₹ 110.95 million (31 March 2024 : ₹ 100.92 millions).

10 Trade receivables

	As at 31 March 2025	As at 31 March 2024
<i>Unsecured, considered good</i>		
From related parties (Refer note 36)	0.02	-
Other than related parties	2,229.52	2,969.16
	2,229.54	2,969.16
<i>Unsecured, credit impaired</i>		
Other than related parties	53.62	45.04
	53.62	45.04
Gross trade receivables	2,283.16	3,014.20
Less: allowances for expected credit loss (Refer note 32 C(ii))	(53.62)	(45.04)
Net trade receivables	2,229.54	2,969.16

For details of trade receivables pledged, Refer note 14.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Trade receivables ageing schedule:

As at 31 March 2025

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 year	2-3 years	More than 3 years	
i) Unbilled	28.71						28.71
ii) Undisputed trade receivables – considered good	269.07	1,725.74	77.33	0.52			2,072.66
iii) Undisputed trade receivables – which have significant increase in credit risk	-	95.08	30.46	2.63	-	-	128.17
iv) Undisputed trade receivables – credit impaired	-	11.06	8.57	24.38	9.61	-	53.62
	297.78	1,831.88	116.36	27.53	9.61	-	2,283.16

As at 31 March 2024

	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 months	6 months - 1 year	1-2 year	2-3 years	More than 3 years	
i) Unbilled	37.86	-	-	-		-	37.86
ii) Undisputed trade receivables – considered good	311.68	2,472.89	19.54	0.39		-	2,804.50
iii) Undisputed trade receivables – which have significant increase in credit risk	-	88.59	33.12	4.14	0.63	0.32	126.80
iv) Undisputed trade receivables – credit impaired	-	6.47	8.54	22.63	1.50	5.91	45.05
	349.54	2,567.95	61.20	27.16	2.13	6.23	3,014.21

The Group's exposure to credit and currency risks and loss allowances related to trade receivables are disclosed in note 32.

11 Cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balance with banks on current account #	207.48	520.57
Cheques on hand	21.13	12.90
Cash on hand	16.03	16.06
Cash and cash equivalents in the consolidated balance sheet	244.64	549.53

Cash and cash equivalents includes an amount of ₹ Nil (31 March 2024 - ₹ 12.86 millions) held with ICICI Bank Monitoring Account as the Initial Public Offer Public Issue Account.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

12 Bank balances other than cash and cash equivalents

	As at 31 March 2025	As at 31 March 2024
Balance with banks held as margin money (due to mature more than 3 months but less than 12 months)*	65.71	56.41
	65.71	56.41

*This represents bank gurantee deposits given to various vendors in relation to purchase of goods and services.

13 Share capital

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	Amount	Number of shares	Amount
Authorised				
Equity shares of ₹ 2 each	75.00	150.00	75.00	150.00
	75.00	150.00	75.00	150.00
Issued, subscribed and paid-up				
At the beginning of the year	71.20	142.40	62.72	125.44
Add: Shares issued through Initial Public Offer (IPO) (Refer note 41)			8.48	16.96
	71.20	142.40	71.20	142.40

(a) Terms and rights attached to equity shares

The Company has a single class of equity shares. All the equity shares rank equally with regard to dividends and share in the Company's residual assets. The equity shares are entitled to receive dividend as declared from time to time. The voting rights of an equity shareholder on a poll (not on show of hands) are in proportion to share of paid-up equity capital of the Company. Voting rights cannot be exercised in respect of shares on which any call or other sums presently payable have not been paid. Failure to pay any amount called up on the shares may lead to the forfeiture of shares. On winding up of the Company, the holders of the equity shares will be entitled to receive the residual assets of the Company, remaining after the distribution of all preferential amounts, if any, in proportion to the number of equity shares held.

The Company is largely held by individuals and accordingly does not have a Holding/ Ultimate Holding Company.

(b) Details of shareholders holding more than 5% shares of the Company

	As at 31 March 2025		As at 31 March 2024	
	Number of shares	% holding in the class	Number of shares	% holding in the class
Equity shares of ₹ 2 each fully paid up held by (refer note (e) below)				
a) BanyanTree Growth Capital II, LLC	7.13	10.01%	7.13	10.01%
b) Francis K Paul - Promoter	14.52	20.39%	14.52	20.39%
c) John K Paul - Promoter	14.52	20.39%	14.52	20.39%
d) Naveen Philip - Promoter	14.52	20.39%	14.52	20.39%
e) HDFC Trustee Company Limited	3.67	5.16%	3.67	5.16%

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

(c) Shareholding of promoters

As at 31 March 2025

Name of the promoters	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	% of total shares	% change during the year
a) Francis K Paul	13.75	0.77	14.52	20.39%	5.60%
b) John K Paul	13.75	0.77	14.52	20.39%	5.60%
c) Naveen Philip	13.75	0.77	14.52	20.39%	5.60%

As at 31 March 2024

Name of the promoters	Number of shares at the beginning of the year	Change during the year	Number of shares at the end of the year	% of total shares	% change during the year
a) Francis K Paul	13.75	0.77	14.52	20.39%	5.60%
b) John K Paul	13.75	0.77	14.52	20.39%	5.60%
c) Naveen Philip	13.75	0.77	14.52	20.39%	5.60%

(d) Details of buyback and shares issued for consideration other than for cash in the five years immediately preceding the balance sheet date.

The Company has not bought back any class of equity shares nor has there been any issue for consideration other than for cash during the period of five years immediate preceding the balance sheet date.

(e) Note on share split

The Board of Directors of the Company, in its meeting held on 31 August 2023, had approved the sub-division of the existing paid up share capital of the Company from 12,544,289 equity shares of ₹ 10 each into 62,721,445 equity shares of ₹ 2 each, which is approved by the shareholders by an extra ordinary general meeting held on 8 September 2023.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

14 Borrowings

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Secured</i>		
Loan from banks		
Term loans from banks	8.18	30.66
Loan from financial institutions		
Term loans from financial institutions	-	9.37
Vehicle loans from financial institutions	10.12	50.43
<i>Unsecured</i>		
Loans from directors (Refer note 36)	-	43.45
	18.30	133.91
Current		
<i>Secured</i>		
Loan from banks		
Short term loans from banks	3,757.70	3,536.73
Current portion of term loan	-	48.15
Cash credit and overdraft facilities from banks	279.87	282.84
Loan from financial institutions		
Short term loans from financial institutions	8.64	121.69
Current portion of loan from financial institutions	46.22	64.81
<i>Unsecured</i>		
Short term loans from banks	41.42	64.53
Short term loans from financial institutions	79.30	143.29
Loans from directors (Refer note 36)	-	50.40
	4,213.15	4,312.44
Total borrowings	4,231.45	4,446.35

- (i) Information about the Group's exposure to interest rate and liquidity risks are included in note 32.
- (ii) For details with respect to terms and conditions of borrowings, refer note 14A.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

A Statement of details of terms and conditions of the current and non-current borrowings.

Nature of borrowing	Borrowed by parent / subsidiaries	As at 31 March 2025	As at 31 March 2024	Security terms
Non-current, secured				
Long term loans from banks	Parent	-	15.85	Secured by second charge on equitable mortgage over immovable properties of the Company and Secured by personal guarantees John K Paul and Francis K Paul, directors of the Company and hypothecation of stock and receivables.
Long term loans from banks	Subsidiaries	8.18	62.96	Secured by: a) primary security by way of charge over all moveable properties (comprising plant and machinery, office equipments, inventories etc) created out of the term loan, paripassu charge on all current assets b) collateral security by way of equitable mortgage over immovable properties (comprising land and buildings) in the name of the Company. The movable and immovable properties are also pledged as securities for other loans. These borrowings carry an interest rate ranging from 9.00% to 9.25% p.a with a tenure of 48 to 60 months repayable in monthly instalments which is maturing latest by year ending 31 March 2026.
Long term loans from financial institutions	Subsidiaries	-	9.37	Secured by: a) primary security by way of hypothecation of fixed assets (comprising plant and machinery, office equipments, inventories etc) of the Company funded by the term loan b) personal guarantees by Naveen Philip, director of the Company. These borrowings carry an interest rate ranging from 8.55% to 10.40% p.a. with a tenure of 24 to 48 months repayable in monthly installments which is maturing latest by year ending 31 March 2026.
Long term loans from financial institutions	Parent	32.75	78.19	Vehicle loans secured by hypothecation of vehicles purchased using the fund
Long term loans from financial institutions	Subsidiaries	23.59	37.05	Vehicle loans secured by: a) hypothecation of the respective motor vehicles and b) personal guarantees by John K Paul, Francis K Paul and Naveen Philip, directors of the Company and promotor directors of the Group. This borrowings carries an interest rate ranging from 7.15% to 16.00% p.a. with a tenure of 24 to 48 months repayable in monthly installments with maturity date ending latest by 31 March 2027.
Non current, unsecured				
Loans from directors	Subsidiaries	-	43.45	Represents the unsecured loan taken by certain subsidiaries from their directors where terms of repayment are not stipulated but mutually agreed that these loans are not repayable in the next 12 months as on the respective balance sheet dates. During the current year, these loans have been fully repaid.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Nature of borrowing	Borrowed by parent / subsidiaries	As at 31 March 2025	As at 31 March 2024	Security terms
Current, secured				
Short term loan from banks	Parent	2,582.82	1,419.41	Secured by exclusive charge on the stock of cars, spares, accessories and receivables, current assets and personal guarantees of John K Paul and Francis K Paul, directors of the Company.
Short term loan from banks (including cash credit facilities)	Subsidiaries	1,454.75	2,400.16	Secured by: a) equitable mortgage of common collateral securities of immovable properties belonging to Kuttukaran Trading Ventures; b) equitable mortgage of immovable properties belonging to directors of the Company; c) personal guarantees by John K Paul and Francis K Paul, directors of the Company; d) corporate guarantee of Popular Vehicles and Services Limited (Parent). Cash credits are secured by: a) first charge on the current assets of the Group excluding specific charges given for inventory funding; b) collateral security by way of equitable mortgage of the immovable properties of the Group and c) personal guarantees by John K Paul, Francis K Paul and Naveen Philip, directors of the Company and promotor directors of the Group.
Short term loan from financial institutions	Subsidiaries	8.64	121.69	Secured by: a) equitable mortgage of common collateral securities of immovable properties belonging to Kuttukaran Trading Ventures and Kuttukaran Homes LLP ; b) equitable mortgage of immovable properties belonging to directors of the Company c) personal guarantees by John K Paul, Francis K Paul and Naveen Philip, directors of the Company and promotor directors of the Group and d) corporate guarantee of Kuttukaran Trading Ventures.
Current, unsecured				
Short term loans from banks	Parent	41.42	64.53	Secured by personal guarantees of John K Paul and Francis K Paul, directors of the Company . Credit card facilities availed from the Bank is repaid on demand.
Short term loans from financial institutions	Parent	62.50	129.48	Personal guarantees by John K Paul and Francis K Paul, directors of the Company.
Short term loans from financial institutions	Subsidiaries	16.80	13.81	Personal guarantees by John K Paul, Francis K Paul and Naveen Philip, directors of the Company and promotor directors of the Group.
Loans from directors	Subsidiaries	-	50.40	As per the agreed terms the loans were repayable within a period of one year from the balance sheet date. During the current year, these loans have been fully repaid.
Total		4,231.45	4,446.35	

Note:

The borrowings from banks / financial institutions carry interest rates from 7.15% to 10.25% per annum

The Group has utilised the loans for the purpose it was availed.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

15 Other financial liabilities

	As at 31 March 2025	As at 31 March 2024
Current		
Accrued salaries and benefits	225.93	180.27
Share issue expenses payable (Refer note 41)	-	174.84
Unpaid dividend	0.04	-
Dues to creditors for capital goods	20.96	30.53
	246.93	385.64

The Group's exposure to currency and liquidity risk related to the above financial liabilities is disclosed in note 32.

16 Provisions

	As at 31 March 2025	As at 31 March 2024
Non-current		
<i>Provision for employee benefits *</i>		
Net defined benefit liability - Gratuity	6.26	10.20
Compensated absences	51.27	50.63
	57.53	60.83
Current		
<i>Provision for employee benefits *</i>		
Net defined benefit liability - Gratuity	-	0.39
Compensated absences	34.82	36.20
	34.82	36.59
	92.35	97.42

* Also Refer note 31

17 Other liabilities

	As at 31 March 2025	As at 31 March 2024
Non-current		
Advance from vendors for rebates	120.18	255.03
	120.18	255.03
Current		
Contract liabilities	1,050.29	687.47
Advance from vendors for rebates	210.45	313.20
Statutory dues payables	356.54	503.50
	1,617.28	1,504.17
	1,737.46	1,759.20

18 Trade payables

	As at 31 March 2025	As at 31 March 2024
Total outstanding dues of micro enterprises and small enterprises	56.15	65.47
Total outstanding dues of creditors other than micro enterprises and small enterprises	771.08	1,477.22
	827.23	1,542.69

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Trade payable ageing schedule

As at 31 March 2025

	Outstanding for following periods from due date of payment					Total
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	0.76	55.34	0.05	-	-	56.15
ii) Others	73.57	694.43	2.87	-	0.21	771.08
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
	74.33	749.77	2.92	-	0.21	827.23

As at 31 March 2024

	Outstanding for following periods from due date of payment					Total
	Unbilled dues	Less than 1 year	1-2 years	2-3 years	More than 3 years	
i) MSME	-	65.37	0.09	-	-	65.46
ii) Others	60.07	1,413.99	2.32	0.30	0.55	1,477.23
iii) Disputed Dues-MSME	-	-	-	-	-	-
iv) Disputed Dues-Others	-	-	-	-	-	-
	60.07	1,479.36	2.41	0.30	0.55	1,542.69

All trade payables are 'current'.

The Group's exposure to currency and liquidity risks related to trade payables is disclosed in note 32.

Disclosures as required under the Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") based on the information available with the Company are given below:

	As at 31 March 2025	As at 31 March 2024
The principal amount remaining unpaid to any supplier as at the end of the year	56.15	65.47
The principal amount remaining unpaid to any supplier as at the end of the year	*	*
The amount of interest paid under the Act, along with the amounts of the payment made beyond the appointed day during the year	-	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act.	-	-
The amount of interest accrued and remaining unpaid at the end of the year.	-	-
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the Act.	-	-
	56.15	65.47

* Amount is below the round off norms adopted by the Group

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

19 Revenue from operations

	Year ended 31 March 2025	Year ended 31 March 2024
Sale of products		
Sales of new vehicles	37,739.73	38,547.25
Sale of spare parts and accessories	8,711.44	8,244.88
Sale of pre-owned vehicles	3,580.51	3,663.62
	50,031.68	50,455.75
Sale of services	3,236.42	3,261.21
	53,268.10	53,716.96
Other operating revenues		
Income from schemes and incentives	1,321.69	1,620.23
Finance and insurance commission	726.53	726.69
Income from driving school	36.16	36.43
Other operating income	59.81	54.97
	55,412.29	56,155.28
Reconciliation of revenue from sale of products and services		
Gross revenue	55,645.10	55,603.18
Less: discount allowed	(2,377.00)	(1,886.22)
	53,268.10	53,716.96

(A) Disaggregate of revenue information

The table below presents disaggregated revenues from contracts with customers for the below years ended by offerings and contract type. The Group believes that this disaggregation best depicts how the nature, amount, timing and uncertainty of our revenues and cashflows are effected by industry, market and other economic factors.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue by category		
Passenger cars (excluding luxury vehicles)	28,305.66	29,444.69
Luxury vehicles	4,705.21	3,621.77
Commercial vehicles	18,829.17	19,540.72
Others	3,572.25	3,548.10
	55,412.29	56,155.28
Revenue by contract type		
Fixed price	55,412.29	56,155.28
	55,412.29	56,155.28

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

(B) Contract balances

The following table provides information about trade receivables and contract liabilities from contract with customers.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Trade receivables	2,229.54	2,969.16
Contract liabilities (advance from customers)	1,050.29	687.47

(C) Transaction price allocated to remaining performance obligations

The following table includes revenue expected to be recognised in the future related to performance obligations that are unsatisfied (or partially satisfied) at the reporting date.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Within 1 year	1,050.29	687.47
More than 1 year	-	-
Closing balance	1,050.29	687.47

20 Other income

	Year ended 31 March 2025	Year ended 31 March 2024
Interest income based on effective interest rate		
Rent deposits	24.98	24.33
Fixed deposits with banks	6.70	5.98
Interest on income-tax refund	2.85	3.55
Gain on sale of property, plant and equipment (net)	4.22	17.82
Liabilities / provisions no longer required written back*	73.21	130.90
Net gain on financial assets measured at fair value through profit and loss	12.23	28.37
Gain on derecognition of right-of-use assets	36.27	26.61
Other non-operating income	43.17	73.96
	203.63	311.52

*Liabilities written-back for the year ended 31 March 2024 includes ₹ 38.90 million, relating to refund received by one of its subsidiary from its principal, against KVAT paid on warranty charges, in earlier years.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

21 Purchases of stock-in-trade

	Year ended 31 March 2025	Year ended 31 March 2024
New vehicles	36,612.72	38,835.41
Pre-owned vehicles	3,463.68	3,395.74
Spares, lubricants and accessories	7,692.52	6,930.88
	47,768.92	49,162.03

22 Changes in inventories of stock in trade

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Opening inventory	5,928.70	4,349.47
Closing inventory	6,095.59	5,928.70
	(166.89)	(1,579.23)

23 Employee benefits expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Salaries and allowances	3,381.74	3,224.04
Contribution to provident and other funds (Refer note 31)	258.18	240.70
Staff welfare expense	230.92	199.85
	3,870.84	3,664.59

24 Finance costs

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on bank borrowings	302.28	518.97
Interest expense on lease liability (Refer note 33)	458.22	429.59
Other borrowing costs	95.18	31.67
	855.68	980.23

25 Depreciation and amortisation expense

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Depreciation on property, plant and equipment	389.03	354.54
Depreciation on right-of-use asset (Refer note 33)	552.39	516.99
Amortisation on intangible assets	46.45	47.78
	987.87	919.31

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

26 Other expenses

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Rent (Refer note 33)	197.25	175.02
Advertising and sales promotion	276.39	242.82
Consumables	154.44	356.07
Repairs and maintenance:		
Buildings	16.25	62.17
Plant and machinery	24.84	16.67
Others	152.66	153.25
Power, water and fuel	198.37	183.03
Travelling and conveyance	164.98	157.50
Housekeeping, security and work charges	437.74	392.18
Office expenses	119.94	109.33
Communication	59.49	66.74
Refurbishment charges on pre-owned vehicles	35.94	26.69
Pre delivery inspection charges	111.63	105.90
Rates and taxes	30.10	34.35
Transportation charges	101.65	94.37
Bank charges	36.06	37.30
Insurance	52.92	43.35
Management fee on pre-owned vehicles	23.51	22.90
Legal and professional (Refer note below)	90.12	49.97
Impairment loss on property, plant and equipment	9.79	-
Donation and charity	0.79	0.72
Expenditure on corporate social responsibility (CSR)	16.52	13.31
Miscellaneous expenses	48.79	33.80
	2,360.17	2,377.44

Note

Includes payment to statutory auditors (net of goods and services tax) as follows :

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Statutory audit	7.50	3.95
Other services		
- Expense in relation to Initial Public Offer	-	14.56
- Certifications	-	-
	7.50	18.51

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

27 Taxes

	As at 31 March 2025	As at 31 March 2024
A Income taxes		
Income tax assets (current)	37.71	23.61
Income tax assets (non-current)	165.06	108.55
Income tax liabilities (current)	(0.14)	-
Net income tax assets/(liabilities) at the end of the year	202.63	132.16

(i) Tax expense recognised in the consolidated statement of profit and loss	Year ended 31 March 2025	Year ended 31 March 2024
Current tax		
Current year	114.15	273.95
Earlier years	21.25	(25.37)
Deferred tax (benefit)	(120.25)	(32.19)
Total tax expenses	15.15	216.39

(ii) Amount recognised in other comprehensive income	Year ended 31 March 2025	Year ended 31 March 2024
Remeasurement of the net defined benefit plans		
Gain / (loss) before tax	(8.09)	24.56
Tax (expense) / benefit	2.03	(6.19)
Net of tax	(6.06)	18.37

(iii) Reconciliation of effective tax rate	Year ended 31 March 2025	Year ended 31 March 2024
(Loss) / profit before income tax	(89.48)	961.11
Enacted tax rates in India	25.17%	25.17%
Tax expenses	(22.52)	241.91
Other permanent differences	37.67	(30.41)
On account of change in tax rate	-	(0.67)
Income at differential rate - subsidiaries	-	5.56
Tax expense	15.15	216.39
Effective tax rate	16.93%	22.51%

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

B (i) Deferred tax asset/ (liabilities)

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax assets	297.68	187.22
Deferred tax liabilities	-	-
Net deferred tax asset/ (liability) at the end of the year	297.68	187.22

(ii) Deferred tax assets and liabilities are attributable to the following:

Particulars	As at 31 March 2025	As at 31 March 2024
Deferred tax asset		
Impairment losses on financial and contract assets	14.48	11.68
Employee benefits expense	20.55	11.98
Interest on lease liabilities and depreciation on right-of-use asset	274.85	257.31
Other timing differences	9.39	14.37
Unabsorbed business losses	73.27	4.16
Total deferred tax assets (A)	392.54	299.50
Deferred tax liabilities		
Property, plant and equipment	(76.71)	(87.73)
Intangible assets on acquisition through business combination	(18.15)	(24.55)
Total deferred tax liability (B)	(94.86)	(112.28)
Net deferred tax asset/ (liability) at the end of the year (A+B)	297.68	187.22

The Group offsets tax assets and liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same tax authority. The Group has recognised deferred tax assets arising out of tax losses / (unabsorbed depreciation) to the extent of net deferred tax liability on account of taxable temporary differences.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

(iii) Movement in temporary differences

Movement during the year ended 31 March 2025	As at 1 April 2024	Acquisition through business combination	Charge/ (credit) in the statement of profit and loss	Charge/ (credit) in other comprehensive income	As at 31 March 2025
Other timing differences	14.37	4.94	-	0.04	9.39
Impairment losses on financial and contract assets	11.68	(6.00)	-	3.20	14.48
Employee benefits expense	11.98	(7.47)	(2.03)	0.93	20.55
Unabsorbed business losses	4.16	(79.09)	-	9.98	73.27
Interest on lease liabilities and depreciation on right-of-use asset	257.31	(30.11)	-	12.57	274.85
Property, plant and equipment	(87.73)	3.88	-	(14.90)	(76.71)
Intangible assets on acquisition through business combination	(24.55)	(6.40)	-	-	(18.15)
Net deferred tax asset/ (liability) at the end of the year	187.22	(120.25)	(2.03)	11.82	297.68

Movement during the year ended 31 March 2024	As at 1 April 2023	Acquisition through business combination	Charge/ (credit) in the statement of profit and loss	Charge/ (credit) in other comprehensive income	As at 31 March 2024
Other timing differences	9.25	(5.12)	-	-	14.37
Impairment losses on financial and contract assets	18.80	7.12	-	-	11.68
Employee benefits expense	20.14	1.97	6.19	-	11.98
Unabsorbed business losses	6.47	2.31	-	-	4.16
Interest on lease liabilities and depreciation on right-of-use asset	218.13	(39.18)	-	-	257.31
Property, plant and equipment	(80.62)	7.11	-	-	(87.73)
Intangible assets on acquisition through business combination	(30.95)	(6.40)	-	-	(24.55)
Net deferred tax asset/ (liability) at the end of the year	161.22	(32.19)	6.19	-	187.22

(iv) Tax losses carried forward

Particulars	As at 31 March 2025	Expiry date	As at 31 March 2024	Expiry date
Brought forward losses - allowed to carry forward for specific period	62.20	AY 2033-34	29.50	AY 2032-33
Long term capital loss - allowed to carry forward for specific period	0.11	AY 2031-32	0.11	AY 2031-32
Unabsorbed depreciation- allowed to carry forward for infinite period	269.50	-	15.38	-

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

28 Contingent liabilities and commitments

Particulars	As at 31 March 2025	As at 31 March 2024
Contingent liabilities		
<i>Claims against the Group not acknowledged as debts:</i>		
Service tax related matters	17.23	18.78
Excise related matters	3.03	3.03
KVAT related matters	13.16	111.44
Income tax matters	21.15	20.30
Customer claims	112.10	110.42
GST related matters	93.14	83.14
<i>Other contingent liabilities</i>		
Employees' state insurance/provident fund demand	8.89	8.89
Commitments		
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	332.38	235.54

Details of claims against the Group

- Pending resolution of the respective proceedings, it is not practicable for the Group to estimate the timing of cash flows, if any, in respect of the above as it is determinable only on receipt of judgement/ decision pending with various forums/ authorities. The Group has received all its pending litigations and proceedings and has adequately provided for when provision is required and disclosed as contingent liabilities where applicable, in the financial information. The Group does not expect the outcome of these proceedings to have a materially adverse effect on its financial position.
- There are certain claims raised by various customers, pending before various consumer forums. The management does not expect the outcome of the action to have a material effect on its financial position.
- On 28 February 2019, the Hon'ble Supreme Court of India has delivered a judgment clarifying the principles that need to be applied in determining the components of salaries and wages on which Provident Fund (PF) contributions need to be made by establishments. Basis this judgment, the Group has re-computed its liability towards PF for the month of March 2019. In respect of the earlier periods/years, the Group has been legally advised that there are numerous interpretative challenges on the application of the judgment retrospectively. Based on such legal advice, the management believes that it is impracticable at this stage to reliably measure the provision required, if any, and accordingly, no provision has been made towards the same. Necessary adjustments, if any, will be made to the books as more clarity emerges on this subject.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

29 Earnings per share

A. Basic earnings per share

The calculation of profit attributable to equity share holders and weighted average number of equity shares outstanding for the purpose of calculation of basic earnings per share are as follows:

i) Net profit attributable to equity share holders

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Net (loss)/ profit for the year, attributable to the owners of the Company(A)	(104.63)	760.77

ii) Weighted average number of equity shares(basic and diluted)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Number of equity shares at the beginning of the year	71.20	62.72
Weighted average number of shares issued during the year through IPO	-	0.42
Weighted average number of equity shares of INR 2 each outstanding during the period/year (B)	71.20	63.14
Earnings per share, basic and diluted (A/B)	(1.47)	12.05

Number of equity shares are in millions

B. Diluted earnings per share

There are no potential dilutive equity shares as at balance sheet dates.

30 Segment reporting

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). Members of Board of the Group have been identified as the Chief Operating Decision Maker ("CODM") as defined by Ind AS 108 "Operating Segments". All operating segments' operating results are reviewed regularly by the Group's CODM to make decisions about resources to be allocated to the segments and assess their performance.

Geographical segments

Geographical information analyses the Group's revenue and non current assets by the Group's country of domicile (i.e.India) and other countries. The Group's sole geographical segment is India. Accordingly, there are no additional disclosure to be provided under Ind AS 108, other than those already provided in the consolidated financial statements.

Operational segments

The Group has structured its business broadly into four verticals – Passenger cars (excluding luxury vehicles), Luxury vehicles, Commercial vehicles and others. Others primarily comprises spares parts retail sales - other than through the respective business segments and sale of electric vehicles - two-wheelers and three-wheelers. The accounting principles consistently used in the preparation of the consolidated financial statements are also consistently applied to record income and expenditure in individual segments.

Income, direct expenses, assets and liabilities in relation to segments are categorised based on items that are individually identifiable to that segment.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

There is no single customers in excess of 10% of the revenue from operations during any years.

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Segment revenue		
Passenger cars (excluding Luxury vehicles)	28,305.66	29,444.69
Luxury vehicles	4,705.21	3,621.77
Commercial vehicles	18,829.17	19,540.72
Others	3,572.25	3,548.10
Total	55,412.29	56,155.28
Segment profits before income tax		
Passenger cars (excluding Luxury vehicles)	214.36	1,046.79
Luxury vehicles	261.16	282.35
Commercial vehicles	266.65	492.87
Others	57.09	155.46
Total	799.26	1,977.47
Less:		
Finance charges	855.68	980.23
Unallocated expenses (net of unallocated income)	33.06	36.13
(Loss)/ profit before tax and exceptional item	(89.48)	961.11
Exceptional item	-	16.05
(Loss)/ profit before tax	(89.48)	977.16

Particulars	As at 31 March 2025	As at 31 March 2024
Segment assets		
Passenger cars (excluding Luxury vehicles)	10,177.19	11,261.11
Luxury vehicles	1,417.11	1,202.22
Commercial vehicles	4,967.88	5,820.00
Others	1,419.97	1,283.11
Reclassified for asset held for sale	1,063.49	-
Total	19,045.64	19,566.44
Segment liabilities		
Passenger cars (excluding Luxury vehicles)	7,763.82	7,759.97
Luxury vehicles	894.93	810.65
Commercial vehicles	2,630.58	3,704.01
Others	830.61	760.24
Reclassified for liabilities held for sale	537.97	-
Total	12,657.91	13,034.87

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

31 Employee benefits

A Defined contribution plan

The Group makes contributions, determined as a specified percentage of employee salaries, in respect of qualifying employees towards provident fund and other funds which are defined contribution plans. The Group has no obligations other than to make the specified contributions. The contributions are charged to the consolidated statement of profit and loss as they accrue.

B Defined benefit plan

The Group operates a post-employment defined benefit plan which is provided for based on an actuarial valuation carried out by an independent actuary using the projected unit credit method. The Group accrues gratuity as per the provisions of the Payment of Gratuity Act, 1972 ('Gratuity Act').

The Gratuity Plan entitles an employee, who has rendered atleast five years of continuous service, to receive one-half month's salary for each year of completed service (service of six months or above is rounded off to one year) at the time of retirement/ exit, restricted to a sum of ₹ 2.00 million.

Based on an actuarial valuation obtained in this respect, the following table sets out the status of the benefit plan and the amounts recognised in the Group's consolidated financial statements as at balance sheet date:

Reconciliation of the projected defined benefit obligation

Particulars	As at 31 March 2025	As at 31 March 2024
Defined benefit liability	333.58	309.17
Plan assets	351.63	341.23
Net defined benefit (asset) / liability	(18.05)	(32.06)
Non-current defined benefit liability	6.26	10.20
Non-current defined benefit (asset)	(24.31)	(42.65)
Current defined benefit liability	-	0.39
Liability for compensated absences	86.09	86.83
Non-current defined benefit liability	51.27	50.63
Current defined benefit liability	34.82	36.20

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

C Reconciliation of net defined benefit (asset)/ liability

i) Reconciliation of present values of defined benefit obligation

The following table shows a reconciliation from the opening balances to the closing balances for net defined benefit (asset)/ liability and its components:

Particulars	As at 31 March 2025	As at 31 March 2024
Defined benefit obligation as at the beginning of the year	309.17	309.40
Current service cost	43.20	45.58
Interest cost	19.32	20.87
Benefits paid	(47.54)	(42.58)
Liabilities assumed /(settled)	1.82	0.12
Re-measurements		
Actuarial gain/(loss) recognised in other comprehensive income		
- changes in financial assumptions	12.31	(19.10)
- changes in demographic assumptions	-	0.67
- changes in experience over the past period	(4.70)	(5.79)
Defined benefit obligation as at the end of the year	333.58	309.17

ii) Reconciliation of present value of plan assets

Particulars	As at 31 March 2025	As at 31 March 2024
Plan assets at the beginning of the year	341.23	302.20
Contributions paid into the plan	34.52	61.13
Benefits paid	(47.54)	(43.46)
Interest income	22.83	21.53
Assets acquired/(settled)	1.82	0.26
Re-measurements		
- changes in demographic assumptions	-	(0.87)
- return on plan assets excluding amount included in net interest on the net defined (asset) / liability	(1.23)	0.44
Balance at the end of the year	351.63	341.23
Net defined benefit (asset) / liability	(18.05)	(32.06)

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(All amounts in Indian Rupees million)

D (i) Expenses recognised in the consolidated statement of profit and loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Current service cost	43.20	45.59
Past service cost	-	-
Net interest on net defined liability	(3.52)	0.62
Net gratuity cost	39.68	46.21

(ii) Remeasurements recognised in other comprehensive income

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Actuarial loss/ (gain) on defined benefit obligation	6.81	(25.95)
Loss on plan asset excluding interest income	1.28	1.39
Net gratuity loss/ (gain) (before tax)	8.09	(24.56)

E Plan asset

Plan asset comprises of the following:

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Funds managed by Life Insurance Corporation of India	351.63	341.23

The Group makes annual contribution to the Life Insurance Corporation of India ('LIC') of an amount advised by LIC. The Group was not informed by LIC of the investments made by them or the breakup of the plan assets into various type of investments.

F Defined benefit obligation

(i) Actuarial Assumptions for defined benefit liability

The following are the principal actuarial assumptions at the reporting date (expressed as weighted average):

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.50% - 6.60%	7.15% - 7.20%
Salary growth rate	6% p.a	7% p.a
Attrition rate	14% - 29% p.a	14% - 29% p.a
Weighted average duration of defined benefit obligation	3.32 Yrs - 8.82 Yrs	3.32 Yrs - 8.82 Yrs

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

The weighted average assumptions used to determine net periodic benefit cost as set out below:

Assumptions regarding future mortality experience are set in accordance with the standard table - IALM 2012-14 (Ultimate). The Group assesses these assumptions with its projected long-term plans of growth and prevalent industry standards. The discount rate is based on the government securities yield.

Gratuity is applicable only to employees drawing a salary in Indian rupees and there are no other foreign defined benefit gratuity plans.

(ii) Sensitivity analysis

Reasonably possible changes at the reporting date to one of the actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below

Particulars	As at 31 March 2025		As at 31 March 2024	
	Increase	Decrease	Increase	Decrease
Discount rate (1% movement)	(28.20)	31.55	(43.82)	47.60
Future salary growth (1% movement)	30.10	(27.32)	47.30	(43.44)
Attrition rate (1% movement)	0.17	(0.26)	0.91	(1.06)

Although the analysis does not take account of the full distribution of the cash flows expected under the plan, it does provide an approximation of the sensitivity of the assumption shown.

(iii) Actuarial Assumptions for compensated absences

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Discount rate	6.50% - 6.60%	7.15% - 7.20%
Salary growth rate	6% p.a	7% p.a
Attrition rate	14% - 29% p.a	14% - 29% p.a
Mortality rate	IALM 2012-14 Ult.	IALM 2012-14 Ult.

G Expected employers contribution for next year to defined benefit plan

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Expected employers contribution	-	40.28

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

32 Financial Instruments- Fair values and risk management

A Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy.

As at 31 March 2025

Particulars	Note	Carrying amount				Fair value			
		Financial assets at amor- tised cost	Manda- torily at FVTPL	Other financial liabilities at amor- tised cost	Total carrying value	Level 1	Level 2	Level 3	Total
Assets									
Financial assets not measured at fair value									
Cash and cash equivalents	11	244.64		-	244.64	-	-	-	-
Bank balances other than cash and cash equivalents	12	65.71			65.71				
Trade receivables	10	2,229.54	-	-	2,229.54	-	-	-	-
Other financial assets	7	463.89	-	-	463.89	-	-	-	-
Financial assets measured at fair value									
Investments	6	-	140.09	-	140.09	25.64	114.45	-	140.09
Total		3,003.78	140.09	-	3,143.87	25.64	114.45	-	140.09
Liabilities									
Financial liabilities not measured at fair value									
Trade payables	18	-	-	827.23	827.23	-	-	-	-
Borrowings	14	-	-	4,231.45	4,231.45	-	4,231.45	-	4,231.45
Lease liabilities	33	-	-	4,984.38	4,984.38	-	-	-	-
Other financial liabilities	15	-	-	246.93	246.93	-	-	-	-
Total		-	-	10,289.99	10,289.99	-	4,231.45	-	4,231.45

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(All amounts in Indian Rupees million)

As at 31 March 2024

Particulars	Note	Carrying amount				Fair value			
		Financial assets at amortised cost	Mandatorily at FVTPL	Other financial liabilities at amortised cost	Total carrying value	Level 1	Level 2	Level 3	Total
Assets									
Financial assets not measured at fair value									
Cash and cash equivalents	11	549.53	-	-	549.53	-	-	-	-
Bank balances other than cash and cash equivalents	12	56.41			56.41				
Trade receivables	10	2,969.16	-	-	2,969.16	-	-	-	-
Other financial assets	7	724.81	-	-	724.81	-	-	-	-
Financial assets measured at fair value									
Investments	6	-	282.79	-	282.79	25.34	257.45	-	282.79
Total		4,299.91	282.79	-	4,582.70	25.34	257.45	-	282.79
Liabilities									
Financial liabilities not measured at fair value									
Trade payables	18	-	-	1,542.69	1,542.69	-	-	-	-
Borrowings	14	-	-	4,446.35	4,446.35	-	4,402.90	-	4,402.90
Lease liabilities	33	-	-	4,803.57	4,803.57	-	-	-	-
Other financial liabilities	15	-	-	385.64	385.64	-	-	-	-
Total		-	-	11,178.25	11,178.25	-	4,402.90	-	4,402.90

The Group has not disclosed the fair values for financial instrument such as cash and cash equivalents, trade receivables, other financial assets, trade payables, borrowings and other financial liabilities because their carrying amount are reasonable approximation of fair value.

Measurement of fair values

The fair value of the financial instruments is determined using discounted cash flow analysis. The discount rates used is based on management estimates.

Level 1 fair values

Investment in equity shares that has a quoted price and which are actively traded on the stock exchanges. It is been valued using the closing price as at the reporting period on the stock exchanges.

Level 2 fair values

Investment in mutual funds - is unquoted price and are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices).

Level 3 fair values

If one or more of the significant inputs is not based on observable data, the instrument is included in level 3.

The quantitative sensitivity analysis of level 3 fair value of financial instrument as at 31 March 2025 and 31 March 2024 has not been disclosed as it is not material to the Group.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

B Measurement of fair values

The following methods and assumptions were used to estimate the fair values:

The fair values of the unquoted equity shares have been estimated using a DCF model. The valuation requires management to make certain assumptions about the model inputs, including forecast cash flows, discount rate, credit risk and volatility. The probabilities of the various estimates within the range can be reasonably assessed and are used in management's estimate of fair value for these unquoted equity investments. Discounted cash flows consider the present value of the net cash flows expected to be generated from the facility, taking into account the budgeted EBITDA growth rate and budgeted capital expenditure growth rate; the expected net cash flows are discounted using a risk-adjusted discount rate. There are no movement in the fair value of the Level 3 investment for the year ended 31 March 2025 and 31 March 2024.

The fair values of investments in mutual fund units is based on the net asset value ('NAV') as stated by the issuers of these mutual fund units in the published statements as at balance sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors.

C Financial risk management

The Group's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk.

i) Risk management framework

The Group's Board of Directors ('the Board') has overall responsibility for the establishment and oversight of the risk management framework. They oversee how management monitors compliance with the risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Group. The Board is assisted in its oversight role by internal audit. Internal audit undertakes both regular and ad hoc reviews of risk management controls and procedures, the results of which are reported to the Board.

ii) Credit risk

Credit risk is the risk that the counterparty will not meet its obligation under a financial instrument or customer contract, leading to financial loss. The credit risk arises principally from its operating activities (primarily trade receivables and other financial assets).

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the financial assets are monitored on a continuous basis by the receivables team.

The maximum exposure to credit risk for trade receivables and other financial assets was as follows:

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables	2,283.16	3,014.20
Other financial assets	2.75	5.79
	2,285.91	3,019.99

The movement in allowance for credit loss in respect of financial assets during the year was as follows:

Allowance for credit loss	As at 31 March 2025	As at 31 March 2024
Balance at the beginning	50.04	65.94
Amounts written off / written back	(22.63)	2.78
Impairment loss recognised / (reversed)	28.81	(18.68)
Balance at the end	56.22	50.04

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

No single customer accounted for more than 10% of the revenue. There is no significant concentration of credit risk.

Credit risk on cash and cash equivalent and other bank balances is limited as the Group generally transacts with banks and financial institutions with high credit ratings assigned by domestic credit rating agencies.

The Group allocates each exposure to a credit risk grade based on the historic trend of financial assets movement between the ageing buckets. The loss rates are calculated based on the simple average of the trend in receivable ageing.

Ageing Period	As at 31 March 2025	As at 31 March 2024
Not due	0.00%	0.00%
Less than 6 months	0.60%	0.25%
6 months - 1 year	7.37%	13.95%
1 - 2 years	88.56%	83.32%
2 - 3 years	100.00%	70.42%
More than 3 years	100.00%	94.86%

iii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2025:

Particulars	Carrying amount	Contractual maturities of financial liabilities		
		Payable within 1 year	More than 1 year	Total
Trade payables	827.23	827.23	-	827.23
Borrowings	4,231.45	4,213.15	18.30	4,231.45
Lease liabilities	4,984.38	386.51	8,638.44	9,024.95
Other financial liabilities	246.93	246.93	-	246.93

The table below provides details regarding the undiscounted contractual maturities of significant financial liabilities as of 31 March 2024:

Particulars	Carrying amount	Contractual maturities of financial liabilities		
		Payable within 1 year	More than 1 year	Total
Trade payables	1,542.69	1,542.69	-	1,542.69
Borrowings	4,446.35	4,312.44	133.91	4,446.35
Lease liabilities	4,803.57	347.23	8,243.53	8,590.76
Other financial liabilities	385.64	385.64	-	385.64

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

iv) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates and interest rates.

Foreign currency risk

The Group is exposed to currency risk to the extent that there is a mismatch between the currencies in which transactions are denominated and the functional currency of the Group. The functional currency of the Group is INR and the Group does not have any material foreign currency transactions during the years ended 31 March 2025 and 31 March 2024.

Cash flow and fair value interest rate risk

The Group's main interest rate risk arises from long-term and short-term borrowings with variable rates, which expose the Group to cash flow interest rate risk. The interest rate on the Group's financial instruments is based on market rates. The Group monitors the movement in interest rates on an ongoing basis.

(a) Interest rate risk exposure

The exposure of the Group's borrowing to interest rate changes at the end of the year are as follows:

Financial liabilities (bank borrowings)	As at 31 March 2025	As at 31 March 2024
Variable rate long term borrowings including current maturities	19.73	31.69

Sensitivity

Particulars	Impact on profit or (loss)	
	As at 31 March 2025	As at 31 March 2024
1% increase in variable rate	(0.20)	(0.32)
1% decrease in variable rate	0.20	0.32

Particulars	Impact on equity, net of tax	
	As at 31 March 2025	As at 31 March 2024
1% increase in variable rate	(0.15)	(0.24)
1% decrease in variable rate	0.15	0.24

The interest rate sensitivity is based on the closing balance of variable rate borrowings from banks and financial institutions.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

33 Leases

Group as a lessee

The Group has taken showrooms and service centres on lease from various parties from where business operations are performed. The leases typically run for a period of 2 year - 60 years. Lease payments are renegotiated nearing the expiry to reflect market rentals.

(i) Lease liabilities

Following are the changes in the lease liabilities for the year ended:

Particulars	As at 31 March 2025	As at 31 March 2024
Balance as at beginning of the year	4,803.57	4,333.41
Additions	935.50	935.37
Finance cost accrued during the year	458.22	429.59
Payment during the year:		
Principal payment of lease liabilities	(377.95)	(333.24)
Interest on lease liabilities	(458.22)	(429.59)
Remeasurement on account of modification	69.41	110.93
Derecognition of lease liability during the year	(161.52)	(242.90)
Reclassified as group held for sale	(284.63)	-
Balance as at end of the year	4,984.38	4,803.57
Non-current lease liabilities	4,597.87	4,456.34
Current lease liabilities	386.51	347.23

(ii) Maturity analysis – contractual undiscounted cash flows

Particulars	As at 31 March 2025	As at 31 March 2024
Less than one year	386.51	347.23
One to five years	3,203.15	2,865.71
More than five years	5,435.29	5,377.82
Total undiscounted lease liabilities	9,024.95	8,590.76

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

(iii) Right-of-use assets

Right-of-use assets related to leased properties that do not meet the definition of investment property are presented as property, plant and equipment

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	3,792.99	3,479.87
Addition to right-of-use assets	935.50	935.37
Depreciation for the year	(552.39)	(516.99)
Remeasurement on account of modification	69.41	110.93
Derecognition of right-of-use assets	(128.68)	(216.19)
Reclassified as group held for sale	(234.69)	-
Balance at end of the year	3,882.14	3,792.99

(iv) Amounts recognised in consolidated statement of profit or loss

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Interest on lease liabilities	458.22	429.59
Depreciation on right-of-use assets	552.39	516.99

(v) Amounts recognised in consolidated statement of cash flows

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Total cash outflow for leases	(836.17)	(762.83)

(vi) Low value and short term leases

The Group is obligated under cancellable low value and short term leases for its certain office premises which are renewable at the option of both the lessor and lessee. Total rental expenses under such leases amounted to ₹ 197.25 million (31 March 2024 : ₹ 175.02 million). These arrangements do not qualify as a lease as per the requirements of Ind AS 116.

34 Capital Management

The Group's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio. For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

Particulars	As at 31 March 2025	As at 31 March 2024
Total equity attributable to the equity shareholders of the Company (A)	6,387.73	6,531.57
Non-current borrowings	18.30	133.91
Current borrowings	4,213.15	4,312.44
Total borrowings	4,231.45	4,446.35
Less: cash and cash equivalents	244.64	549.53
Adjusted net debt (B)	3,986.81	3,896.82
Adjusted net debt to total equity ratio (B/A)	0.62	0.60

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(All amounts in Indian Rupees million)

35 Non-controlling interest

Additional information pursuant to paragraph 2 of Division II of Schedule III to the Companies Act 2013 - 'General instructions for the preparation of consolidated financial statements'.

Name of the entity	As at / For the Year ended 31 March 2025							
	Net assets		Share in profit / (loss)		Share in other comprehensive income/ (loss)		Share in total comprehensive income / (loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of other comprehensive income	Amount	As a % of total comprehensive income	Amount
Parent								
Popular Vehicles and Services Limited	71.23%	4,550.02	321.30%	(336.17)	81.50%	(4.94)	308.17%	(341.11)
Subsidiaries								
Popular Auto Dealers Private Limited	7.10%	453.40	(28.20%)	29.51	(3.63%)	0.22	(26.86%)	29.73
Kuttukarn Green Private Limited	(0.06%)	(3.91)	10.30%	(10.78)	1.82%	(0.11)	9.84%	(10.89)
Popular AutoWorks Private Limited	7.23%	461.94	(135.54%)	141.82	10.73%	(0.65)	(127.55%)	141.17
Vision Motors Private Limited	8.58%	548.22	(48.55%)	50.80	1.32%	(0.08)	(45.82%)	50.72
Kuttukaran Cars Private Limited	0.46%	29.14	6.75%	(7.06)	(0.33%)	0.02	6.36%	(7.04)
Popular Mega Motors (India) Private Limited	18.88%	1,206.55	(49.36%)	51.65	(2.15%)	0.13	(46.78%)	51.78
Keracon Equipments Private Limited	0.06%	3.59	(3.05%)	3.19	0.00%	0	(2.88%)	3.19
Prabal Motors Private Limited	5.69%	363.23	(14.10%)	14.73	10.74%	(0.65)	(12.72%)	14.08
		7,612.18		(62.31)		(6.06)		(68.37)
Adjustment arising out of consolidation	(19.17%)	(1,224.45)	40.45%	(42.32)	0.00%	-	38.23%	(42.32)
Non controlling interest in subsidiaries	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Consolidated net assets / profit after tax	100.00%	6,387.73	100.00%	(104.63)	100.00%	(6.06)	99.99%	(110.69)

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(All amounts in Indian Rupees million)

Name of the entity	As at / For the Year ended 31 March 202							
	Net assets		Share in profit / (loss)		Share in other comprehensive income/ (loss)		Share in total comprehensive income / (loss)	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of other comprehensive income	Amount	As a % of total comprehensive income	Amount
Parent								
Popular Vehicles and Services Limited	75.39%	4,924.28	33.95%	258.19	96.83%	17.79	35.42%	275.98
Subsidiaries								
Popular Auto Dealers Private Limited	6.57%	428.98	12.00%	91.27	(1.69%)	(0.31)	11.67%	90.96
Kuttukarn Green Private Limited	(0.05%)	(3.02)	(0.95%)	(7.24)	(0.16%)	(0.03)	(0.93%)	(7.27)
Popular AutoWorks Private Limited	5.05%	329.57	19.88%	151.22	(0.38%)	(0.07)	19.40%	151.15
Vision Motors Private Limited	7.72%	504.10	14.79%	112.48	0.65%	0.12	14.45%	112.60
Kuttukaran Cars Private Limited	(0.29%)	(18.82)	(1.43%)	(10.86)	0.00%	-	(1.39%)	(10.86)
Popular Mega Motors (India) Private Limited	17.78%	1,161.38	14.89%	113.30	8.06%	1.48	14.73%	114.78
Keracon Equipments Private Limited	0.01%	0.40	0.26%	2.00	0.00%	-	0.25%	2.00
Prabal Motors Private Limited	3.05%	199.33	9.11%	69.45	(3.31%)	(0.61)	8.84%	68.84
		7,526.20		779.81		18.37		798.18
Adjustment arising out of consolidation	(15.23%)	(994.63)	(2.50%)	(19.04)	0.00%	-	(2.44%)	(19.04)
Non controlling interest in subsidiaries	-	-	-	-	-	-	-	-
Consolidated net assets / profit after tax	100.00%	6,531.57	100.00%	760.77	100.00%	18.37	100.00%	779.14

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

36 Related parties

A Disclosure post elimination of intra-group transactions;

I. Names of related parties and description of relationship:

(a) Other related parties with whom the Group had transactions during the year

- Key management personnel and their relatives (KMP)	Mr. Francis K Paul, Whole Time Director
	Mr. John K Paul, Whole Time Director
	Mr. Naveen Philip, Managing Director
	Mr. Jacob Kurian, Director
	Mrs. Preeti Reddy, Director
	Mr. George Joseph, Director
	Mr. Rakesh Bhutoria (w.e.f 14 August 2023)
	Mr. John Verghese, Chief Financial Officer
	Mr. Raj Narayan, Chief Executive Officer
	Mr. Varun Thazhathu Veedu, Company Secretary
- Entities in which KMP has significant influence	Mr. Rushil John, Relative of KMP
	Mrs. Leela Philip, Relative of KMP
	Kuttukaran Institute for Human Resource Development, India
	Kuttukaran Trading Ventures, India
	Kuttukaran Homes LLP, India
	K P Paul Foundation, India
	BanyanTree Growth Capital II, LLC, Mauritius
	Regiis Insurance Brokers Pvt Ltd

II. Related party transactions:

(a) The Group has entered into the following transactions with related parties;

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Revenue from operations - Sale of new vehicles / Sale of spares and accessories / Sale of services		
Kuttukaran Institute for Human Resource Development	0.05	0.08
Mr. Jacob Kurian	-	1.93
Other Income - Sale of services		
Kuttukaran Trading Ventures	-	-
Kuttukaran Engine Rebuilders	0.14	0.55
Income from rent		
Regiis Insurance Brokers Pvt Ltd	0.42	0.15
Expense reimbursed by the Company		
Kuttukaran Institute for Human Resource Development, India	-	0.19
Kuttukaran Trading Ventures	-	0.90

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(All amounts in Indian Rupees million)

Particulars	Year ended 31 March 2025	Year ended 31 March 2024
Expense reimbursed on behalf of the Company		
Kuttukaran Institute for Human Resource Development	0.39	0.50
Regiis Insurance Brokers Pvt Ltd	0.85	0.04
Kuttukaran Homes LLP	-	-
Prabal Motors Private Limited	-	-
Kuttukaran Trading Ventures	0.04	0.18
Repairs and maintenances		
Kuttukaran Trading Ventures	0.62	0.81
Rent paid		
Francis K Paul	6.96	6.75
John K Paul	1.35	0.97
Naveen Philip	3.48	3.40
Kuttukaran Trading Ventures	20.97	11.68
Kuttukaran Homes LLP	23.8	23.80
Kuttukaran Institute for Human Resource Development	-	0.06
Rushil John	0.87	0.83
Sale of asset		
Raj Narayan	-	3.78
Loan (availed)/ repaid from directors		
Francis K Paul	36.02	-
John K Paul	35.52	-
Naveen Philip	22.30	(5.00)
Corporate social responsibility expenses		
K P Paul Foundation	5.48	10.24
Remuneration to KMP		
Short term employee benefits		
- Salaries and allowances*		
Francis K Paul	10.63	11.91
John K Paul	12.46	9.66
Naveen Philip	10.56	9.66
Raj Narayan	14.49	13.49
Others	10.69	10.69
Post employment benefits		
Raj Narayan	0.32	0.44
Others	0.17	0.06
- Commission and incentive to KMP		
Others	-	3.08
Sitting fees to independent directors	4.90	4.20

* Managerial remuneration paid to key managerial personnel does not include retirement benefits such as gratuity and compensated absences since provision for these are based on actuarial valuation as it is carried out for the Group as a whole.

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(All amounts in Indian Rupees million)

(b) Balance receivable from/ (payable) to related parties as at the balance sheet date:

Particulars	As at 31 March 2025	As at 31 March 2024
Trade receivables		
Regiis Insurance Brokers Pvt Ltd	-	0.09
Raj Narayan	-	0.04
Kuttukaran Institute for Human Resource Development	0.02	-
Dues to creditors for expenses and others		
Kuttukaran Homes LLP	(0.36)	-
Kuttukaran Institute for Human Resource Development	-	(0.11)
Kuttukaran Trading Ventures	-	(0.64)
Kuttukaran Engine Rebuilders	(0.07)	(0.06)
Post Employment Benefits payable		
Raj Narayan	(0.89)	(0.57)
Varun T V	(0.50)	(0.33)
Payable to KMP		
Naveen Philip	(0.31)	(0.31)
Rushil John	(0.06)	(0.06)
John K Paul	(0.33)	(0.07)
Francis K Paul	(0.62)	(0.62)
Others	-	(3.08)
Loan from directors		
John K Paul	-	(36.02)
Francis K Paul	-	(35.52)
Naveen Philip	-	(22.30)

37 Assets and liabilities of disposal group held for sale

In the Board meeting dated 12 February 2025, the Group management has committed to a plan to divest the Company's stake in the investments of Kuttukaran Green Private Limited, a wholly owned subsidiary and Vision Motors Private Limited, its step down subsidiary. Accordingly, the assets amounting to ₹ 1,063.49 million and liabilities amounting to ₹ 537.97 million of the disposal group as at 31 March 2025 have been presented as assets held for sale and liabilities held for sale respectively. Efforts for divestment have started and a sale is expected by the half year of FY 2025-26.

The disposal group was stated at lower of its carrying amount and its fair value less costs to sell.

At 31 March 2025, the disposal group was stated at fair value less costs to sell and comprised the following assets and liabilities.

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(All amounts in Indian Rupees million)

Particulars	As at 31 March 2025
Property, plant and equipment	329.92
Right-of-use assets	234.69
Capital work-in-progress	0.39
Intangible assets	0.32
Investments	60.60
Other financial assets	33.95
Other non current assets	10.47
Inventories	291.72
Bank balances other than cash and cash equivalents	0.54
Trades receivables	50.13
Other current assets	38.39
Income tax assets	0.54
Deferred tax assets (net)	11.83
Assets held for sale	1,063.49

Particulars	As at 31 March 2025
Borrowings	64.69
Lease liabilities	284.63
Other non-current liabilities	17.64
Provisions	5.28
Trade payables	43.29
Other financial liabilities	16.28
Other current liabilities	106.15
Current tax liabilities	0.01
Liabilities held for sale	537.97

38 Asset held for sale and exceptional item

The Group had classified following land and buildings as Asset held for sale as at balance sheet dates and the same has been stated at carrying value (being lower of fair value less cost to sell or net book value).

Entity	As at 31 March 2025	As at 31 March 2024
Popular Vehicles and Services Limited Holding Company	-	-
	-	-

(i) The Group received notice from the NH authorities to acquire a portion of the land on 10 August 2020 for the acquisition of 25.79 acres of land with an acquisition award of ₹ 31.47 million. The group received an amount of ₹ 31.47 million on 1 June 2023 as total compensation thus recording the sale during the current period. The net gain on account of this transaction has been disclosed as an exceptional item.

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Exceptional item

Particulars	As at 31 March 2025	As at 31 March 2024
Gain on sale of property	-	16.05
	-	16.05

39 The analytical ratios have not been disclosed in the consolidated financial statements as per the clarification in general instructions to the preparation of consolidated financial statements in paragraph 12.1 of the "Guidance Note on Division II - IND AS Schedule III to the Companies Act, 2013".

40 Events occurred after the Balance Sheet Date

The Company evaluates events and transactions that occur subsequent to the balance sheet date but prior to the approval of the consolidated financial statements to determine the necessity for recognition and/or reporting of subsequent events and transactions in the consolidated financial statements. As of 29 May 2025 there are no subsequent events and transactions to be recognised or reported that are not already disclosed.

41 Utilisation of IPO proceeds

During the year ended 31 March 2024, the Company had completed initial public offering (IPO) of ₹ 6,015.54 million (including fresh issue of ₹ 2,500 million) comprising of :

- (i) 84,53,803 equity shares of ₹ 2 each at an issue price of ₹ 295 per share (including a share premium of ₹ 293 per share) towards fresh issue of equity shares
- (ii) 1,19,17,075 equity shares of ₹ 2 each at an issue price of ₹ 295 per share (including a share premium of ₹ 293 per share) towards offer for sale and ;
- (iii) 22,950 equity shares of ₹ 2 each at an issue price of ₹ 267 per share (including a share premium of ₹ 265 per share) for employee quota towards fresh issue.

The equity shares of the Company were listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 19 March 2024.

The Company has estimated ₹ 421.06 million (including provision) (excluding taxes) as IPO related expenses and allocated such expenses between the company ₹ 178.01 million and selling shareholders ₹ 243.05 million in proportion to the equity shares allotted to the public as fresh issue by the Company and under offer for sale by selling shareholders respectively. The amount attributable to the Company amounting to ₹ 178.01 million has been adjusted to securities premium for the year ended 31 March 2024, and further ₹ 2.45 million have been adjusted to securities premium during the year ended 31 March 2025.

Details of the IPO net proceeds are as follows as on 31 March 2024:

Particulars	Amount (as per Offer Document)
Gross proceeds from the issue	2,500.00
Less : Estimated issue related expenses (proportionate to the Company's share)*	210.10
Net Proceeds	2,289.90

*Issue related expenses (net of GST) amounting to ₹175.56 million have been adjusted against securities premium as per Section 52 of The Companies Act, 2013

Notes to the Consolidated Financial Statements

(All amounts in Indian Rupees million)

Details of the utilisation of the IPO proceeds is summarised below:

Particulars	Utilisation as per prospectus	Utilised upto 31 March 2025	Unutilised as on 31 March 2025
Pre-payment, in full or in part, of borrowings availed by our subsidiaries	1,920.00	1,920.00	-
General Corporate purposes	369.90	369.90	-
Total utilisation of funds	2,289.90	2,289.90	-

42 (a) 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 Group to or in any other persons or entities, 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 Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(b) No funds have been received by the Group from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Group 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.

43 Additional regulatory information pursuant to the requirement in Division II of Schedule III to the Companies Act, 2013, for the years ended 31 March 2025 and 31 March 2024

- The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- The Group does not have any transactions with companies struck off.
- The Group has not traded or invested in Crypto currency or Virtual Currency.
- The Group has not revalued its property, plant and equipment, right-of-use assets or intangible assets or both.
- The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the respective years in the tax assessments under the Income Tax Act, 1961.
- None of the entities in the Group have been declared wilful defaulter by any bank or financial institution or government or any government authority.
- The Group has complied with the number of layers prescribed under the Companies Act, 2013.
- The Group has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.
- The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

for B S R & Associates LLP

Chartered Accountants

Firm registration number: 116231W/ W-100024

Vipin Lodha

Partner

Membership No.: 076806

Kochi

29 May 2025

for and on behalf of the Board of Directors of

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

Naveen Philip

Managing Director

DIN: 00018827

John Verghese

Chief Financial Officer

Kochi

29 May 2025

Francis K Paul

Whole Time Director

DIN: 00018825

Varun T V

Company Secretary

Membership no. A22044

Raj Narayan

Chief Executive Officer

Notice

Notice is hereby given that the 41st Annual General Meeting of the Popular Vehicles and Services Limited will be held on **Monday, 29th September, 2025** at 04:00 P.M (time IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") to transact the following businesses.

ORDINARY BUSINESS:

- 1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2025 together with the Reports of the Board of Directors and Auditors thereon and the audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2025 with the Report of the Auditors thereon.
- 2) To appoint a Director in place of Mr. Francis K. Paul (DIN: 00018825), who retires by rotation and, being eligible, offers himself for re-appointment. The information required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure A** to this Notice.
- 3) To fix remuneration of Statutory Auditors and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 142 (1) read with Section 102 (2) and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder the Board of Directors of the company be and is hereby authorized to fix the remuneration of M/s. BSR & Associates LLP, 3rd Floor, Syama Business Center, NH Bye Pass Road, Vytilla, Kochi-682019, Firm registration No. 116231W/W-100024, for the period from the conclusion of this Meeting until the conclusion of the next Annual General Meeting of the Company, in consultation with the Auditors who were re-appointed by the Members in the 37th Annual General Meeting as the Statutory Auditors of the Company for a period of 5 years, pursuant to the provisions of Section 139(1) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014."

SPECIAL BUSINESS:

- 4) **To appoint Secretarial Auditor**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial

Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), other applicable laws/statutory provisions, if any, as amended from time to time, and pursuant to the recommendation of the Audit Committee and the Board of Directors, Mr. Myladoor Cherian Sajumon, Practising Company Secretary (ACS 9868, CP No. 2385) with peer review number 6496/2025 be and is hereby appointed as Secretarial Auditor of the Company for a term of five consecutive years w.e.f., 01st April, 2025 from financial year 2025-26 to financial year 2029-30."

"RESOLVED FURTHER THAT, Mr. Myladoor Cherian Sajumon, Practising Company Secretary be and is hereby appointed on such remuneration as set out in the explanatory statement and the Board of Directors of the Company be and is hereby authorized to increase the remuneration of the Secretarial Auditor for the subsequent financial years and settle any question, difficulty, or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient and desirable for the purpose of giving effect to this resolution and for the matters concerned or incidental thereto."

- 5) **To appoint Mr. Neeraj Jain as an Independent Director of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder read with Schedule IV of the Companies Act, 2013 ("the Act") and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of the Nomination and Remuneration Committee and approval of the Board, Mr. Neeraj Jain, (DIN: 00348591) who has submitted declaration that he meets the criteria for Independence as provided under the Act and the Listing Regulations and in respect of whom Company has received a notice in writing as required under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company to hold office for five consecutive years with effect from 29th September, 2025 not liable to retire by rotation."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197(5) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and Article 106 of the Articles of Association of the Company and on the recommendation of Nomination and Remuneration Committee and approval of Board, consent of the Members of the Company be and is hereby accorded for paying sitting fees of Rs. 1,00,000./- (Rupees One Lakhs Only) to the Independent Director for attending each meeting of the Board or of a committee in addition to reimbursement of actual expenses incurred for attending the meeting (s)."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and on the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent members of the Company be and is hereby accorded for the payment of commission (apart from sitting fees and expenses incurred for attending the meeting of the Board or the Committees(s) thereof) to Mr. Neeraj Jain in the manner or proportion and on such basis subject to an overall ceiling limit of 1% (one percent) of the net profits of the Company computed in the manner laid down under Sections 197 and 198 of the Companies Act, 2013, as amended, in each year available to all Directors of the Company other than the Managing Director, whole Time Directors and Nominee Director of the Company."

"RESOLVED FURTHER THAT Mr. John K. Paul, Whole Time Director (DIN: 00016513) be and is hereby authorized to file e-form DIR-12 with the Registrar of Companies and to make necessary entries in the statutory registers to the effect."

6) **Approval of one or more employee stock option schemes to be offered to the employees of the company directly or through an irrevocable trust.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/ notifications/guidance/frequently asked questions issued thereunder (collectively referred as "SBEB Regulations"), the Securities and Exchange

Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the "Act"); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement one or more employee stock option schemes and to create, grant, offer, issue and allot, directly or through an irrevocable trust to be set-up by the Company, at any time, to the present and / or future employees of the Company working in India or abroad and / or directors whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director and an employee who is a promoter or a person belonging to the promoter group; or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") under one or more Employee Stock Option Schemes, 35,59,000 equity shares of the Company of face value of Rs. 2/- only (Rupees Two Only), each fully paid-up, as stock options convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), as a fresh issue or through secondary acquisition of shares, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of the Employee Stock Options Schemes."

"RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board/ Nomination and Remuneration Committee be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement Employee Stock Options Schemes administered by the Board/ Nomination and Remuneration Committee or through a Trust, as the Board in its absolute discretion deems fit."

"RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to issue and allot equity shares directly or through a Trust set up for this purposes, upon exercise of stock options, from time to time, granted under one or more Employee Stock Option Schemes and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company and will be listed on the stock exchanges where the shares of the Company are listed."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed."

"RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies, Guidelines or accounting Standards as applicable to the Company, from time to time, including the disclosure norms prescribed therein."

"RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes."

"RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in Employee Stock Option Schemes, as it may deem fit, from time to time or to suspend, withdraw or revive Employee Stock Options Schemes, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are required to be issued by the Company to the option grantees for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased/ adjusted, accordingly."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Employee Stock Options Schemes and the issuance of the equity shares (including to amend or modify any of the terms thereof), as and when required as per the provisions of the Act and all other applicable laws and regulations."

7) **Approval of one or more employee stock option schemes to be offered to the employees of the present or future subsidiaries or associate companies of the company, directly or through an irrevocable trust**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/ notifications/guidance/frequently asked questions issued thereunder (collectively referred as "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto

or modification(s) or re-enactment(s) thereof from time to time) (the "Act"); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement one or more employee stock option schemes and to create, grant, offer, issue and allot, directly or through an irrevocable trust to be set-up by the Company, at any time, to the employees of the present and / or future Subsidiaries or Associate companies of the Company working in India or abroad and / or directors whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director and an employee who is a promoter or a person belonging to the promoter group; or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, as allowed under applicable rules, regulations, guidelines and laws (hereinafter referred to as "employees" or "said employees") under one or more Employee Stock Option Schemes, 35,59,000 equity shares of the Company of face value of Rs. 2/- only (Rupees Two Only), each fully paid-up, as stock options convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company), as a fresh issue or through secondary acquisition of shares, at such price, in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of the Employee Stock Options Schemes."

"RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board/

Nomination and Remuneration Committee be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement Employee Stock Options Schemes administered by the Board/ Nomination and Remuneration Committee or through a Trust, as the Board in its absolute discretion deems fit."

"RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to issue and allot equity shares directly or through a Trust set up for this purposes, upon exercise of stock options, from time to time, granted under one or more Employee Stock Option Schemes and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company and will be listed on the stock exchanges where the shares of the Company are listed".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed."

"RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies, Guidelines or accounting Standards as applicable to the Company, from time to time, including the disclosure norms prescribed therein."

"RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes."

"RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in Employee Stock Option Schemes, as it may deem fit, from time to time or to suspend, withdraw or revive Employee Stock Options Schemes, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes."

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division and others, if any, additional equity shares are required to be issued by the Company to the option grantees

for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling in terms of number of equity shares specified above shall be deemed to be increased/adjusted, accordingly.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of Employee Stock Options Schemes and the issuance of the equity shares (including to amend or modify any of the terms thereof), as and when required as per the provisions of the Act and all other applicable laws and regulations.”

8) **Approval for the grant of options to identified employees in any one year, equal to or exceeding one percent of the issued capital, under the employee stock option scheme.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/notifications/guidance/frequently asked questions issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the “Act”); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time,

and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to introduce and implement one or more employee stock option schemes and to create, grant, offer, issue and allot, directly or through an irrevocable Trust, at any time, stock options convertible into equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company) to the employees of the present and / or future of the Company, its Subsidiaries or Associate companies of the Company working in India or abroad and / or directors whether a whole time director or not, including a non-executive director who is not a promoter or member of the promoter group, but excluding an independent director and an employee who is a promoter or a person belonging to the promoter group, or a director who, either himself or through his relative or through any body corporate, directly or indirectly, holds more than ten per cent of the outstanding equity shares of the company, during any one year, equal to or exceeding one per cent of the issued capital under the Employee Stock Option Scheme (excluding outstanding warrants and conversions), as allowed under applicable rules, regulations, guidelines and laws on such terms and conditions as may be fixed or determined by the Board in accordance with the Act and provisions of Employee Stock Options Schemes.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above but subject to the terms mentioned in the Explanatory Statement, annexed to the Notice convening this Meeting, which are hereby approved by the Members, the Board/ Nomination and Remuneration Committee be and is hereby authorised to formulate, evolve, decide upon, administer, superintend and implement Employee Stock Options Schemes administered by the Board or through a Trust, as the Board in its absolute discretion deems fit.”

“RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to issue and allot equity shares directly or through a Trust set up for this purposes,

upon exercise of stock options, from time to time, granted under one or more Employee Stock Option Schemes and such equity shares allotted shall in all respects rank pari passu inter-se and with the then existing equity shares of the Company and will be listed on the stock exchanges where the shares of the Company are listed;”.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to take requisite steps for listing of the Equity shares allotted under the Scheme, from time to time, on the Stock Exchanges where the Equity Shares of the Company are listed.”

“RESOLVED FURTHER THAT as is required, the Company shall conform to the accounting policies, Guidelines or accounting Standards as applicable to the Company, from time to time, including the disclosure norms prescribed therein.”

“RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to re-price the options as it deems fit, which are not exercised, whether or not they have been vested, if the exercise price of the options is rendered unattractive due to fall in price of the share in the market and such re-pricing is not detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.”

“RESOLVED FURTHER THAT the Board / Nomination and Remuneration Committee be and is hereby authorised to make any modifications, changes, variations, alterations or revisions in Employee Stock Options Schemes, as it may deem fit, from time to time or to suspend, withdraw or revive Employee Stock Options Schemes, from time to time, in conformity with the provisions of the Act and other applicable rules, regulations, guidelines and laws, unless such variation, amendment, modification or alteration is detrimental to the interest of the employees who have been granted stock options under Employee Stock Options Schemes.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to

formulation and implementation of Employee Stock Options Schemes and the issuance of the equity shares (including to amend or modify any of the terms thereof) as and when required as per the provisions of the Act and all other applicable laws and regulations.”

9) **Establishment of an irrevocable trust and authorization for secondary acquisition of shares for implementing an employee stock option scheme.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to (A) Section 62(1)(b) and other applicable provisions of the Companies Act, 2013, read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as amended and enacted from time to time read with all circulars/ notifications/guidance/frequently asked questions issued thereunder (collectively referred as “SBEB Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time) (the “Act”); (B) provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee (“NRC”) constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), consent of the Members of the Company be and is hereby accorded to:

1. Establish an irrevocable Trust (“Trust”) for the purpose of implementing and administering the Company’s Employee Stock Option Scheme.

2. Authorize the Trust to acquire by way of primary issue from the Company or by way of secondary acquisition of upto 35,59,000 Equity Shares of the Company by the Trust, in one or more tranches, and at such price or prices and on such terms and conditions, as may be determined by the Board for the purpose of implementation of the Employee Stock Option Scheme, in due compliance with the provisions of the SEBI (SBEB & SE) Regulations, 2021 for the benefit of present and future employees as per the Employee Stock Option Schemes."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to a) Draft, finalize, and execute the Trust Deed and any other necessary documents for the establishment and operation of the Trust; b) Determine the terms and conditions for the secondary acquisition of shares by the Trust, including the timing, manner, and quantum of such acquisitions, in compliance with the SEBI SBEB & SE Regulations; c) Take all necessary actions to ensure compliance with applicable laws, including making requisite filings with regulatory authorities; d) Delegate all or any of the powers herein conferred to any Committee of Directors or any Director(s) or Officer(s) of the Company to give effect to this resolution."

"RESOLVED FURTHER THAT the Trust shall be managed and administered in accordance with the SEBI (SBEB & SE) Regulations, 2021 and the terms of the Trust Deed, ensuring that the total number of shares under secondary acquisition held by the Trust shall not exceed the limits prescribed under the SEBI (SBEB & SE) Regulations, 2021."

"RESOLVED FURTHER THAT the trustee(s) of the Trust shall not vote in respect of the Shares subscribed, acquired and held by such Trust."

"RESOLVED FURTHER THAT the trustee of the Trust shall ensure compliance with the provisions of the SBEB Regulations, Rules made under the Companies Act, 2013 and all other applicable laws at all times in connection with acquisition, holding and dealing in the Shares of the Company including but not limited to maintenance of proper books of accounts, records and documents in relation to the Scheme and the Trust with appropriate disclosures as prescribed."

"RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, and

things as may be necessary to give effect to this resolution."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Trust and the issuance/ Secondary acquisition of the equity shares as and when required as per the provisions of the Act and all other applicable laws and regulations."

10. **Grant of financial assistance/provision of money by the company to the trust to fund the acquisition of its equity shares, in terms of the employee stock option scheme**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 67 and other applicable provisions of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, all applicable provisions of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB & SE Regulations"), as amended and enacted from time to time read with all circulars/ notifications/guidance/frequently asked questions issued thereunder (collectively referred as "SBEB Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations"), any rules, circulars, notifications, guidelines and regulations issued by Reserve Bank of India, as amended and enacted from time to time, the provisions of any other applicable laws and regulations (including any amendment thereto or modification(s) or re-enactment(s) thereof from time to time); provisions contained in the Memorandum of Association and the Articles of Association of the Company and such other rules, regulations, notifications, guidelines and laws applicable in this regard, from time to time, and subject to such approval(s) / consent(s) / permission(s) / sanction(s), as may be required, from the appropriate regulatory authorities / institutions / bodies and further subject to such

terms and conditions as may be prescribed while granting such approval(s) / consent(s) / permission(s) / sanction(s), and which may be agreed to and accepted by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof, including the Nomination and Remuneration Committee ("NRC") constituted by the Board, for the time being exercising the powers conferred on the Board by this Resolution), the consent of the members be and is hereby accorded for the grant of interest free financial assistance by the Company to the Trust in one or more tranches to acquire, hold, and deal in such number of equity shares of the Company, by way of primary issue from the Company or by way of acquisition from the secondary market through the Trust not exceeding 35,59,000 fully paid up equity shares of the Company of Face value Rs. 2/- (Rupees Two Only), being below the ceiling of 5 % of the paid up share capital of the Company, which may be set up in any permissible manner, at any time, stock options convertible into equity shares, from the secondary market, at such price and on such terms as may be deemed appropriate by the Board of Directors or the Nomination and Remuneration Committee, to administer and implement the Employee Stock Option Scheme of the Company."

"RESOLVED FURTHER THAT the Company and Trust shall conform to the accounting policies prescribed from time to time under the SBEB Regulations and any other applicable laws and regulations to the extent relevant and applicable to the Scheme."

"RESOLVED FURTHER THAT the Equity Shares that can be acquired from the secondary market in any financial year by the Trust shall not exceed 2% of the paid-up equity share capital (or such other limit as may be prescribed under the SBEB Regulations from time to time) as at the end of the financial year preceding the date of the intended acquisition."

"RESOLVED FURTHER THAT the financial assistance provided by the Company to the Trust shall be repayable to and recoverable by the Company from time to time during the term of the Employee stock option scheme subject to exercise price being paid by the employees on exercise of stock options under the Scheme."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution(s), the Board / Nomination and Remuneration Committee be and is hereby authorised, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution, to (i) do all such

acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient or proper; (ii) execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary in relation to Employee Stock Options Schemes; and (iii) to settle all questions, difficulties or doubts that may arise in relation to formulation and implementation of the Trust and the issuance/ Secondary acquisition of the equity shares as and when required as per the provisions of the Act and all other applicable laws and regulations."

BY ORDER OF THE BOARD OF DIRECTORS OF
POPULAR VEHICLES AND SERVICES LIMITED

SD/-
VARUN T.V.

COMPANY SECRETARY & COMPLIANCE OFFICER
(MEMBERSHIP NO: A22044)

Registered Office:

Kuttukaran Centre,
Mamangalam, Cochin,
Ernakulam, Kerala-682025
CIN: L50102KL1983PLC003741
E-mail: cs@popularv.com
Website: www.popularmaruti.com
Tel.: +91 484 2341134

Place: Cochin

Date: 14th August, 2025.

Notes:

1. The Ministry of Corporate Affairs ("MCA") with reference to Circular Nos. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, 20/2020 dated 05th May, 2020, 2/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 and all other relevant circulars issued from time to time (hereinafter collectively referred to as "MCA Circulars") has allowed companies whose AGMs are due in the year 2024, to conduct their AGM through VC/ OAVM, in accordance with the requirements laid down in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05th May, 2020. Further, the Securities and Exchange Board of India ("SEBI") Circulars dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 05th January, 2023 and 07th October, 2023 (hereinafter referred as "SEBI Circulars") has provided some relaxation from compliance with the certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"). Hence, in compliance with these Circulars, the AGM of the Company will be conducted through VC/ OAVM. MUFG Intime India Private Limited (MUFG), shall be providing facility for voting through remote

e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 19 below.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a Proxy to attend and vote on his/her behalf and the Proxy need not be a Member of the Company. Since this AGM is being held through VC/ OAVM, pursuant to the applicable MCA Circulars read with Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 07th October, 2023 physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate/Institutional Members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM on their behalf and cast their votes through remote e-voting or at the AGM. Corporate/Institutional Members intending to authorise their representatives to participate and vote at the Meeting are requested to send a certified copy of the Board Resolution/ Authorisation Letter with the attested specimen signature(s) of the duly authorized signatory(ies) to the Scrutiniser at e-mail ID cfccochin@gmail.com with a copy marked to insta.vote@linkintime.co.in and to the Company at cs@popularv.com, authorising its representative(s) to attend through VC/OAVM and vote on their behalf at the Meeting, pursuant to section 113 of the Act.
4. Members of the Company under the category of Institutional Shareholders are encouraged to attend and participate in the AGM through VC/ OAVM and vote.
5. The Board has appointed Mr. Myladoor Cherian Sajumon, Practicing Company Secretary, (Membership No ACS 9868) as the Scrutinizer to scrutinize the process of e-voting in a fair and transparent manner.
6. In accordance with the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ("ICSI") read with Clarification/Guidance on applicability of Secretarial Standards - 1 and 2 dated 15th April, 2020 issued by the ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to this Notice.
7. In terms of the aforesaid MCA Circulars and SEBI Circulars, the Company has sent the Annual Report for FY 2024- 25 and the Notice of AGM

only in electronic form to the registered email addresses of the Members whose name appears in the Register of Members / Depositories at the close of the business hours on 29th August, 2025. Those Members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a) Members holding shares in physical form, are requested to register/ update their email addresses by submitting physical copy of Form ISR-1 to the RTA along with relevant documents at below mentioned address:

MUFG Intime India Private Limited
C-101,1st Floor, 247 Park,
Lal Bahadur Shastri Marg,
Vikhroli (West), Mumbai,
Maharashtra, India-400 083

- b) Members holding shares in dematerialized form, are requested to register/ update their email addresses with the Depository Participants with whom the demat account is maintained.

8. The Notice of the 41st AGM and the Annual Report for the FY 2024-25 including Audited Financial Statements for the FY 2024-25, will be available on the website of the Company at www.popularmaruti.com and the website of stock exchanges at BSE Limited www.bseindia.com and National Stock Exchanges of India Limited www.nseindia.com. The Notice of 41st AGM will also be available on the website of MUFG Intime India Private Limited ("MUFG") at www.instavote.linkintime.co.in
9. Members desirous of obtaining physical copies of the said Notice and the Annual Report for the financial year 2024-2025 may send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at cs@popularv.com.
10. AGM through Video Conference (VC):
 - a) MUFG Intime India Private Limited (MUFG) will be providing facility for convening 41st AGM through VC/OAVM Facility, voting through remote e-voting and e-voting during the 41st AGM.
 - b) Since this AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with.
 - c) Corporate/Institutional Members are required to send a scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc., authorizing their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-voting or e-voting during the AGM. The

said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to cfccochin@gmail.com with a copy marked to insta.vote@linkintime.co.in. Corporate/ Institutional Members (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

- d) Members may join the AGM through VC/ OAVM facility, by following the procedure as mentioned in point number 19, which shall be kept open for the Members from 03:30 P.M. IST i.e. 30 minutes before the time scheduled to start the AGM. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis ("FCFS"). No restrictions on account of FCFS entry into AGM will apply in respect of large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors, etc.
- e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. **Submission of questions or queries prior to AGM/ Registration of Speakers:**

Members seeking any information with regard to the Financial Statements or any other matter to be placed at the AGM, are requested to write to the Company latest by Monday, 22nd September, 2025 through email on cs@popularv.com. Such questions shall be taken up during the meeting or replied by the Company suitably.

Members who would like to express their views or ask questions during the AGM may register themselves as speaker by sending their request from their registered email address mentioning their name, DP ID and client ID/Folio no, No. of shares, PAN, mobile number to cs@popularv.com on or before Monday, 22nd September, 2025. Those Members who have registered themselves as a speaker will be allowed to express their views, ask questions during the AGM. The Company reserves the right to restrict the number of speakers as well as the speaking time depending upon the availability of time at the AGM.

Online Dispute Resolution (ODR) Portal: A common ODR Portal (<https://smartodr.in/login>) has been established by SEBI to raise disputes arising in the Indian Securities Market. Post exhausting the

option to resolve their grievances through RTA or the Company or SCORES platform, the investors can initiate dispute resolution through the ODR Portal. For more details visit: www.popularmaruti.com.

12. **Inspection**

All documents referred to in the Notice along with the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., 29th September, 2025. Members seeking to inspect such documents can send an email to cs@popularv.com.

13. **Nomination and Unclaimed Dividend**

Members can avail nomination facility in respect of shares held by them in physical form pursuant to the provisions of section 72 of the Act. Members desiring to avail this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to the Registrar and Transfer Agent (RTA), MUFG Intime India Private Limited at the address mentioned in Point No.7. Members holding shares in electronic form may contact their respective DPs for availing this facility.

As per SEBI circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated 10th June, 2024, Non-submission of 'choice of nomination' shall not result in freezing of Demat Accounts as well as Mutual Fund Folios. Security holders holding securities in physical form shall be eligible for receipt of any payment including dividend, interest or redemption payment as well as to lodge grievance or avail any service request from the RTA even if 'choice of nomination' is not submitted by these security holders.

Unclaimed Dividends and IEPF: Dividends, if not encashed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of which dividend has remained unclaimed for 7 consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF. In view of this, Members are requested to claim their dividends from the Company, within the stipulated timeline. For further details, please refer to Director's Report which forms part of this Integrated Annual Report.

14. **Book Closure:**

Pursuant to Section 91 of the Companies Act, 2013

and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer books of the Company will remain closed from 23rd September, 2025 to 29th September, 2025 (both days inclusive) for the purpose of 41st AGM of the Company.

15. Cut-off Date:

The Company has fixed 22nd September, 2025 as the Cut-off date for remote e-voting. The remote e-voting/ voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as at close of business hours on the Cut-off Date i.e. 22nd September, 2025. A person who is not a Member as on the Cut-off Date should treat this Notice for information purposes only.

16. Remote e-voting:

Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility of voting by electronic means viz. 'remote e-voting' (e-voting from a place other than venue of the AGM) through MUFG, for all Members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the Notice of 41st AGM of the Company.

The remote e-voting period begins on Friday, 26th September, 2025 at 09:00 am. (IST) and ends on Sunday, 28th September, 2025 at 05:00 pm (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form as on the Cut-off Date i.e. 22nd September, 2025 may cast their votes electronically. The remote e-voting module shall be disabled after Sunday, 26th September, 2025 at 05:00 pm (IST). The facility for electronic voting system, shall also be made available at the 41st AGM. The Members attending the AGM, who have not cast their votes through remote e-voting, shall be able to exercise their voting rights at the AGM. The Members who have already cast their votes through remote e-voting may attend the meeting but shall not be entitled to cast their

votes again at the AGM. The Members desirous of voting through remote e-voting are requested to refer to the detailed procedure given hereinafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

The Scrutinizer shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing. The results will be announced within the time stipulated under the applicable laws.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.popularmaruti.com and on the website of MUFG at <https://instavote.linkintime.co.in> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.

17. The Company will be webcasting the proceedings of the AGM on its corporate website www.popularmaruti.com. The transcript of the AGM proceedings will also be made available on the Company's website.
18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
19. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 26th September, 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 at 05:00 P.M. The remote e-voting module shall be disabled by MUFG for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 22nd September, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 22nd September, 2025.

REMOTE EVOTING INSTRUCTIONS:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access remote e-Voting facility.

Login method for Individual shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - NSDL IDeAS facility

Shareholders registered for IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “IDeAS Login Section”.
- b) Click on “Beneficial Owner” icon under “IDeAS Login Section”.
- c) Post successful authentication, you will be able to see e-Voting services under Value added services section. Click on “Access to e-Voting” under e-Voting services.
- d) Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.
- c) Enter the last 4 digits of your bank account / generate ‘OTP’
- d) Post successful registration, user will be provided with Login ID and password. Follow steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



METHOD 2 - NSDL e-voting website

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 3 - NSDL OTP based login

- a) Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>
- b) Enter your 8 - character DP ID, 8 - digit Client Id, PAN, Verification code and generate OTP.
- c) Enter the OTP received on your registered email ID/ mobile number and click on login.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders registered with CDSL Easi/ Easiest facility

METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com & click on New System Myeasi Tab.
- b) Enter existing username, Password & click on “Login”.
- c) Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for Easi/ Easiest facility:

- To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration/>
- Proceed with updating the required fields for registration.
- Post successful registration, user will be provided username and password. Follow steps given above in points (a-c).

METHOD 2 - CDSL e-voting page

- Visit URL: <https://www.cdslindia.com>
- Go to e-voting tab.
- Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on "Submit".
- System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- Post successful authentication, user will be able to see e-voting option. The e-voting option will have links of e-voting service providers i.e., MUFG InTime. Click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- Login to DP website
- After Successful login, user shall navigate through "e-voting" option.
- Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- Post successful authentication, click on "MUFG InTime" or "e-voting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

STEP 1: LOGIN / SIGNUP to InstaVote

Shareholders registered for INSTAVOTE facility:

- Visit URL: <https://instavote.linkintime.co.in> & click on "Login" under 'SHARE HOLDER' tab.
- Enter details as under:

- User ID: Enter User ID
- Password: Enter existing Password
- Enter Image Verification (CAPTCHA) Code
- Click "Submit".

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is <u>Event No + Folio no.</u> registered with the Company

(Home page of e-voting will open. Follow the process given under "Steps to cast vote for Resolutions")

Shareholders not registered for INSTAVOTE facility:

- a) Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

1. User ID: Enter User ID

2. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g. IN123456) and 8 digit Client ID (eg. 12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

3. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

4. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- o Shareholders holding shares in **NSDL form**, shall provide ‘point 4’ above
- o Shareholders holding shares in **physical form** but have not recorded ‘point 3’ and ‘point 4’, shall provide their Folio number in ‘point 4’ above

5. Set the password of your choice.

(The password should contain minimum 8 characters, at least one special Character (!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

6. Enter Image Verification (CAPTCHA) Code.

7. Click “Submit” (You have now registered on InstaVote).

Post successful registration, click on “Login” under ‘SHARE HOLDER’ tab & follow steps given above in points (a-b).

STEP 2: Steps to cast vote for Resolutions through InstaVote

- A. Post successful authentication and redirection to InstaVote inbox page, you will be able to see the “Notification for e-voting”.
- B. Select ‘View’ icon. E-voting page will appear.
- C. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- D. After selecting the desired option i.e. Favour / Against, click on ‘Submit’.
- E. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- A. Visit URL: <https://instavote.linkintime.co.in>
- B. Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- C. Fill up your entity details and submit the form.
- D. A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in
- E. Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- A. Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- B. Click on “Investor Mapping” tab under the Menu Section
- C. Map the Investor with the following details:
 - 1) ‘Investor ID’ – Investor ID for NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678; Investor ID for CDSL demat account is 16 Digit Beneficiary ID.
 - 2) ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - 3) ‘Investor PAN’ - Enter your 10-digit PAN.

- 4) 'Power of Attorney' - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

- D. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Steps to cast vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Votes Entry" tab under the Menu section.
- c) Enter the "Event No." for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under "On-going Events".
- d) Enter "16-digit Demat Account No.".
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link). After selecting the desired option i.e. Favour / Against, click on 'Submit'.
- f) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will see "Notification for e-voting".
- c) Select "View" icon for "Company's Name / Event number".
- d) E-voting page will appear.
- e) Download sample vote file from "Download Sample Vote File" tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under "Upload Vote File" option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending request at evoting@nsdl.co.in or call at: 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ▶ Click on "Login" under 'SHARE HOLDER' tab.
- ▶ Click "forgot password?"
- ▶ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- ▶ Click on "SUBMIT".

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on: <https://instavote.linkintime.co.in>

- ▶ Click on 'Login' under "Custodian / Corporate Body/ Mutual Fund" tab
- ▶ Click **"forgot password?"**
- ▶ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ▶ Click on "SUBMIT".

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

General Instructions - Shareholders

- ▶ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ▶ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ▶ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

INSTAMEET VC INSTRUCTIONS:

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30th September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".
- b) Select the "Company Name" and register with your following details:
- c) Select Check Box - Demat Account No. / Folio No. / PAN

- Shareholders holding shares in NSDL/ CDSL demat account shall select check box - Demat Account No. and enter the 16-digit demat account number.
- Shareholders holding shares in physical form shall select check box - Folio No. and enter the Folio Number registered with the company. Shareholders shall select check box - PAN and enter 10-digit Permanent Account Number (PAN).
- Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.
- Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.
- Email ID: Email Id as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter the mobile no.

d) Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive "speaking serial number" once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as "Speaker Shareholder" may still ask questions to the panellist via active chat-board during the meeting.

*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting "Cast your vote"

- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET.
- c) Click on 'Submit'.
- d) After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
- e) Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

A. Note:

- B. *Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.*

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at instameet@in.mpms.mufg.com or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

EXPLANATORY STATEMENT

Statement setting out material facts in respect of the special businesses pursuant to section 102 of

the Companies Act, 2013 (The Act), Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (The Listing Regulations).

The following Statement sets out all material facts relating to the special business proposed in this Notice:

Item No. 4:

To appoint Secretarial Auditors of the Company

The Board at its meeting held on 29th May, 2025, based on recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of Mr. Myladoor Cherian Sajumon, Practising Company Secretary, (ACS 9868, CP No. 2385) with peer review number 6496/2025 as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated 12th December, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Mr. Myladoor Cherian Sajumon is an Associate Member of the Institute of Company Secretaries of India (ICSI) and a Practising Company Secretary with over 29 years of experience in corporate secretarial, legal, and compliance matters, and is peer-reviewed and based in Kochi, Kerala.

Mr. Myladoor Cherian Sajumon has confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditor in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by Mr. Myladoor Cherian Sajumon as Secretarial Auditor is within the purview of the said regulation read with SEBI circular no. SEBI/ HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December, 2024.

The proposed remuneration to be paid to the Secretarial Auditor for the Secretarial Audit for the financial year 2025-26 is ₹ 75,000/- plus goods and services tax as applicable and reimbursement of out-of-pocket expenses incurred. The remuneration for the subsequent years of his term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company. In addition to the secretarial audit, Mr. Myladoor Cherian Sajumon shall provide such other services in the nature of certifications and other professional work, permitted as per SEBI Guidelines in this regard and as approved by the Board of Directors, and the relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors. The Board recommends the Ordinary Resolution as set out in Item No. 4 of this Notice for approval of the Members.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, in the Resolution set out in Item No. 4 of this Notice.

Item No. 5:

To appoint Mr. Neeraj Jain as an Independent Director of the Company

Mr. Neeraj Jain's appointment as an Independent Director was recommended by the Nomination and Remuneration Committee and approved by the Board in their meetings held on 14th August, 2025.

In terms of provision contained under Section 160 of the Companies Act, 2013 and the rules made thereunder, a person who is not a retiring director in terms of Section 152 shall, subject to the provisions of this Act, be eligible for appointment to the Office of Director at any General Meeting, if he or some member intending to propose him as a Director, has, not less than fourteen days before the meeting, left at the Registered Office of the company, a notice in writing under his hand signifying his candidature as a Director, or the intention of such member to propose him as a candidate for that office, or as they case may be, along with deposit of one lakh rupees. However, as per the proviso to Section 160 which is made effective February 09, 2018 the requirements of deposit of amount shall not apply in case of appointment of Independent Director. Since Mr. Neeraj Jain is proposed to be appointed as an Independent Director of the Company, there is no requirement of submission of requisite deposit.

Accordingly, Company has received a notice from a member proposing candidature of Mr. Neeraj Jain, for the office of Director in terms of Section 160 of the Companies Act, 2013.

Mr. Neeraj Jain has also given a declaration to the company that he meets criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Qualification of Directors) Rules, 2014 and relevant regulation of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. He does not hold any shares of the Company.

Pursuant to circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies, Mr. Neeraj Jain has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any other authority.

Further, he has also confirmed that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act.

A brief Profile of Mr. Neeraj Jain is as follows:

A rank-holder Chartered Accountant and Company

Secretary with 30+ years of leadership experience in finance, supply chain, and business management across Johnson & Johnson (J&J) and Hindustan Unilever (HUL), in roles of increasing responsibility across India, ASEAN, and Asia Pacific. He began his career in management consulting with A.F. Fergusons.

His expertise spans strategic business partnering, controllership, M&A, business reorganisation, process excellence, and talent development. Since retiring from J&J in 2020, Mr. Jain has been active in angel investing as a co-founder of Vinnars, a network of ~150 CXOs, where he also serves as founding director overseeing investment decisions and governance.

He currently serves as an Independent Director and as a member/chair of Audit, Risk, and NRC Committees of following companies:

1. Tata Trustee Company Private Limited
2. Tata Pension Management Private Limited
3. Radiowalla Network Limited
4. Growmax Agri Equipment Limited
5. Value Angels Network Private Limited

As part of J&J's India Management Board and APAC Finance Leadership, he pioneered finance business partnering, drove process simplification and compliance, optimised operating costs, integrated acquisitions (Depuy Medical & Synthes), transitioned divestments, and remodelled ASEAN operations into a BU structure. He also contributed to J&J Medical's global 25-year strategic roadmap.

At HUL, he played key roles in M&A, including the TOMCO integration and seeds business divestment, set up a joint venture with SC Johnson, and reorganised the Exports business as a board member of Ponds Exports Ltd.

Mr. Neeraj has been recognised among India's Top 100 CFOs (2015 & 2016) and is a frequent speaker at finance and business forums, as well as at leading MBA institutions.

Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 issued by the Institute of Company Secretaries of India is provided as **Annexure B and B1** forming part of the explanatory statement.

None of the Other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the resolution set out at item No. 5 of the Notice. The Board recommends the Special Resolution as set out at item no. 5 for approval by the Members

Item No. 6, 7, 8, 9 and 10

The Board of Directors of Popular Vehicles and Services Limited ("the Company"), at its meeting held on 14th August, 2025, has proposed the adoption of an Employee

Stock Option Schemes for the benefit of eligible employees of the Company and its Group Companies, including subsidiaries and associate companies, subject to the approval of the members by way of a special resolution. The objective of implementing such Employee Stock Option Schemes is to provide an effective mechanism for attracting, incentivizing, and retaining key talent, aligning their interests with those of the shareholders, and fostering a sense of ownership and long-term commitment.

The key objectives of implementing one or more Employee Stock Option Schemes are:

- To motivate employees to contribute to the sustained growth and profitability of the Company.
- To attract and retain high-caliber talent by offering long-term wealth creation opportunities.
- To align employees' interests with those of shareholders, fostering a culture of ownership and accountability.
- To create long-term incentives that encourage employee retention and commitment to the Company's strategic vision.
- To enhance employee participation in the Company's success, reinforcing their engagement and performance.

Scope and Implementation of the Employee Stock Option Schemes

The Employee Stock Option Schemes are proposed to be extended to:

- Eligible employees and Directors of the Company.
- Eligible employees of Group Companies, including subsidiary and associate companies, in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SBEB & SE Regulations") and the Companies Act, 2013 ("the Act").

The Board has also proposed to implement these Employee Stock Option Schemes either directly or through the trust route, wherein an irrevocable Trust will be established to acquire, hold, and allocate equity shares of the Company to eligible employees. The Trust shall acquire shares through primary issue from the Company or by way of secondary acquisition from the stock market, subject to compliance with applicable regulatory limits.

To enable the Trust to purchase shares for the schemes, the Company proposes to extend financial assistance/provision of funds to the Trust, in compliance with Regulation 3(8) of the SEBI (SBEB & SE) Regulations, 2021 and Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014.

Approval Sought from Shareholders

In accordance with the SEBI (SBEB & SE) Regulations

and the Companies Act, 2013, the Company seeks the approval of shareholders by way of separate special resolutions for the following:

- 1) Approval of one or more employee stock option schemes and grant of options to the employees of the Company.

Approval is sought for the adoption and implementation of one or more Employee Stock Option Schemes and the grant of stock options to eligible employees and Directors of the Company, as per the terms and conditions specified under the applicable scheme(s)

- 2) Approval for grant of stock options to employees of group companies, including subsidiaries and associates.

Under the SEBI SBEB & SE Regulations, shareholder approval vide a separate special resolution is required for extending ESOP benefits to the employees of the present and/or future Subsidiaries or Associate companies of the Company working in India or abroad. This resolution seeks approval to allow the Company to grant stock options to eligible employees of such entities.

- 3) Approval for Grant of Options to identified employees, during any one year, equal to or exceeding one per cent of the issued share capital

As per Regulation 6(3)(d) of the SEBI (SBEB & SE) Regulations 2021, a separate shareholder approval is required for granting options equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company to any identified employee at the time of grant. This special resolution seeks specific approval for such grants, if applicable.

- 4) Approval for the establishment of an irrevocable Trust and authorization for secondary acquisition of Shares for implementing an Employee Stock Option Scheme.

As per regulation 3 (1) of the SEBI (SBEB & SE) Regulations 2021, a company may implement a scheme(s) either directly or by setting up an irrevocable trust, provided further that if the scheme(s) involves secondary acquisition or gift or both, then it shall be mandatory for the company to implement such scheme(s) through a trust(s). Hence this resolution.

- 5) To approve grant of financial assistance/provision of money by the Company to the Trust to fund the acquisition of its equity shares, in terms of the Employee stock option scheme.

As per regulation 3 (8) of the SEBI (SBEB & SE) Regulations 2021, subject to the requirements of the Companies Act, 2013 (18 of 2013) read with Companies (Share Capital and Debenture) Rules, 2014, as amended from time to time, as may be

applicable, the company may lend monies to the trust on appropriate terms and conditions to acquire the shares either through new issue or secondary acquisition, for the purpose of implementation of the scheme(s). Hence this resolution.

Regulatory Compliance and Disclosures

The Employee Stock Option Schemes shall comply with the SEBI (SBEB & SE) Regulations, 2021, the Companies Act, 2013, and any other applicable laws. Specific disclosures, including details on grant, vesting schedules, exercise price, and other key terms, as required under the SEBI (SBEB & SE) Regulations, 2021 are as follows:

a. Brief description of the scheme	Employee Stock Option Scheme where Options would be granted to eligible employees and will be converted into equity shares, administered directly or through a trust which will vest basis passage of time or certain performance criteria
b. Total number of stock options to be granted	Options not exceeding 35,59,000 (Thirty Five Lakhs and Fifty Nine Thousand) convertible into an equal number of equity shares of the Company (or such adjusted numbers for corporate actions including bonus, stock, splits or consolidation or other re-organisation of the capital structure of the Company) of face value of Rs.2 only (Rupees Two Only), each fully paid-up.
c. Identification of classes of employees entitled to participate in the Employee Stock Options Schemes	As may be determined by the Board from time to time, in accordance with the applicable regulations.
d. Requirements of vesting and vesting period	Vesting of Options would be a function of continued employment with the Company (passage of time) and/ or achievement of performance criteria as may be determined by the Board in accordance with the applicable regulations. These criteria will be mentioned in the letter of Grant. Provided that there shall be a minimum period of one year between the grant of options and vesting of options.
e. Maximum period within which the options shall be vested	The options granted under the proposed scheme shall vest within a period of 5 years from the date of grant in accordance with the applicable regulations unless otherwise determined by the Board.
f. Exercise price or the formula for arriving at the exercise price	As determined by the Board/Committee in accordance with the applicable regulations, which shall be a price not less than the face value of the shares.
g. Exercise period and Exercise Process	Can be exercised commencing from the date of Vesting, within the expiry of 10 years from the date of grant. The options may be exercised by the employees as per the process that maybe laid down by the Board commencing from the date of vesting or any other event as maybe defined by the NRC in accordance with the applicable regulations.
h. The appraisal process for determining the eligibility of employees for the scheme	As determined by the Board in accordance with the applicable regulations.
i. Maximum number of options to be granted per employee and in aggregate	Such number as may be decided by the Board in accordance with the applicable regulations.
j. Maximum quantum of benefits to be provided per employee under a scheme	Such amount of benefit that may arise from the exercise of options granted to an employee by the Board. The quantum of options granted to any employee would be as per the approval by the shareholders vide these resolutions, the shareholders vide these resolutions approve grant of options to identified employees, during any one year, equal to or exceeding one per cent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant of such options.
k. Implementation and administration of Employee Stock Options Schemes	The scheme shall be implemented and administered directly or through a trust.

l. Issue of new shares or secondary acquisition	In the event the scheme is administered directly, then fresh issue of shares and in the event where it is administered through the Trust, the trust shall issue shares purchased via secondary acquisition on exercise of stock options under the Employee Stock Option Schemes implemented by the Company.
m. Amount of loan to be provided for implementation of the scheme by the company to the trust, its tenure, utilization and repayment.	The Company may provide financial assistance to the Trust in the form of a loan, in one or more tranches, for the purpose of acquiring equity shares of the Company from the secondary market, in accordance with Regulation 3(8) of the SEBI (SBEB & SE) Regulations, 2021 and Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014. The total amount of loan that may be provided by the Company to the Trust shall not exceed 5% of the aggregate paid-up share capital and free reserves of the Company, at any point in time, as prescribed under Regulation 3(8) of the SEBI (SBEB & SE) Regulations, 2021. The loan shall be utilized exclusively for the implementation of one or more Employee Stock Option Schemes, including the purchase, holding, and transfer of shares to eligible employees in accordance with the terms of the respective scheme(s). The tenure of the loan shall be aligned with the duration of the schemes, subject to applicable regulatory and contractual requirements. The Trust shall repay the interest free loan through proceeds received from employees upon exercise of stock options, dividends earned on shares held by the Trust (if any), or other permitted means, as per the terms agreed upon between the Company and the Trust. The administration, utilization, and operation of the Trust shall be subject to the oversight of the Board/Nomination & Remuneration Committee, ensuring compliance with all applicable laws and regulations.
n. Maximum percentage of secondary acquisition that can be made by the trust for the purpose of the scheme	Maximum percentage of secondary acquisition that can be made by the trust for the purpose of this scheme shall be five percent of the paid up share capital, however, secondary acquisition in a financial year by the trust shall not exceed two percent of the paid up equity capital of the company as at the end of the previous financial year
o. Accounting policies for the options granted	The company shall comply with applicable regulations for the accounting for the options granted under any scheme
p. Method which the company shall use to value its options	As per the applicable regulations.
q. Lock-in period	There shall be no lock-in period post exercise of options
r. Terms and conditions for buyback of specified securities	N/A

Pursuant to Section 102 of the Act, the Board of Directors of the Company do hereby confirm that none of its Directors or Key Managerial Personnel and their immediate relatives is concerned or interested, financially or otherwise, except to the extent that the Stock Options may be granted to them pursuant to the Scheme.

The Board accordingly recommends the special resolutions set out at item no. 6, 7, 8, 9 and 10 of this notice for your approval.

ANNEXURE A

DETAILS OF DIRECTORS RECOMMENDED FOR RE-APPOINTMENT AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of the Director	Mr. Francis K. Paul
Brief Profile	Mr. Francis K. Paul, Whole Time Director of the Company has over 50 years of experience in the automobile industry. He is responsible for corporate social responsibility activities and other policy matters of your Company.
Age	77 years
Date of First Appointment on the Board	28-06-1983
Qualifications	Bachelor's degree in mechanical engineering from the University of Calicut
Nature of expertise, experience in specific functional areas.	Over 50 years of experience in Automobile Industry.
Past Remuneration	Details have been provided in the Corporate Governance Report which forms part of the Annual Report 2024-25.
Terms and conditions of appointment/ re-appointment including Remuneration to be paid.	Re-appointment as a Director, liable to retire by rotation.
Number of shares held in the Company including shares held as a Beneficial Owner as on March 31, 2025.	1,45,19,362
Relationship with other Directors / KMPs.	Relative of Mr. Naveen Philip, Managing Director (nephew) and Mr. John K. Paul, Whole Time Director (brother).
Directorships held in other Companies.	Director at Popular Auto Dealers Private Limited, Popular Autoworks Private Limited, Kuttukaran Cars Private Limited, Kuttukaran Green Private Limited, Memorytrain Creatives Private Limited, Bluetimbre Music Private Limited, Keracon Equipments Private Limited, Regiis Insurance Brokers Private Limited, Prabal Motors Private Limited and Popular Auto Spares Private Limited.
Committee Chairmanship held in other Companies	Corporate Social Responsibility Committee of Prabal Motors Private Limited, Popular Auto Dealers Private Limited and Popular Autoworks Private Limited.
Committee Membership held in other Companies	Corporate Social Responsibility Committee of Prabal Motors Private Limited, Popular Auto Dealers Private Limited and Popular Autoworks Private Limited.
Resignation from Listed entities in the past three years.	Nil
No. of Board Meetings of the Company attended during the Financial year 2024-25.	6

ANNEXURE B

DETAILS OF DIRECTORS RECOMMENDED FOR APPOINTMENT AS REQUIRED UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA.

Name of the Director	Mr. Neeraj Jain
Brief Profile	<p>A rank-holder Chartered Accountant and Company Secretary with 30+ years of leadership experience in finance, supply chain, and business management across Johnson & Johnson (J&J) and Hindustan Unilever (HUL), in roles of increasing responsibility across India, ASEAN, and Asia Pacific.</p> <p>Mr. Neeraj was awarded as one of the 100 most influential CFOs in India in 2016 by CImA. Earlier he was recognized amongst the top 100 CFOs in 2015 by 9.9 Media.</p>
Age	63 years
Date of First Appointment on the Board	First appointment shall be effective from the date of ensuing 41 st AGM, i.e., 29 th September, 2025
Qualifications	Chartered Accountant and Company Secretary
Nature of expertise, experience in specific functional areas.	30+ years of leadership experience in finance, supply chain, and business management across Johnson & Johnson (J&J) and Hindustan Unilever (HUL), in roles of increasing responsibility across India, ASEAN, and Asia Pacific.
Past Remuneration	Not Applicable
Terms and conditions of appointment/ re-appointment including Remuneration to be paid.	Appointment as an Independent Director, not liable to retire by rotation.
Number of shares held in the Company including shares held as a Beneficial Owner as on March 31, 2025.	Nil
Relationship with other Directors / KMPs.	Not related to any Director or KMPs.
Directorships held in other Companies.	Director at Value Angels Network Private Limited, Tata Pension Fund Management Private Limited, Radiowalla Network Limited, Gromax Agri Equipment Limited and Tata Trustee Company Private Limited.
Committee Chairmanship held in other Companies	Committee Details held in other Companies is attached as sub Annexure B1.
Committee Membership held in other Companies	Committee Details held in other Companies is attached as sub Annexure B1.
Resignation from Listed entities in the past three years.	Nil
No. of Board Meetings of the Company attended during the Financial year 2024-25.	Not Applicable

Annexure B1

SI No.	Name of the Company	Type of Committee	Member/Chairman
1	Tata Trustee Co Private Limited	1.Audit Committee	Member
		2.Risk Committee	Chairman
2	Tata Pension Fund Management Private Limited	1. Audit Committee	Chairman
		2. Risk Committee	Chairman
		3. NRC	Member
3	Gromax Agri Equipment Limited	1. Audit Committee	Member
		2. NRC	Member
4	Radiowalla Network Limited	1. Audit Committee	Chairman
		2. NRC	Member
		3. Stakeholder Relations Committee	Member

BY ORDER OF THE BOARD OF DIRECTORS OF
POPULAR VEHICLES AND SERVICES LIMITED

Sd/-

VARUN T.V.

COMPANY SECRETARY & COMPLIANCE OFFICER
(MEMBERSHIP NO: A22044)

Registered Office:

Kuttukaran Centre,
Mamangalam, Cochin,
Ernakulam, Kerala-682025
CIN: L50102KL1983PLC003741
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Tel.: +91 484 2341134

Place: Cochin

Date: 14th August, 2025



Kuttukaran
journeys with you

Popular Vehicles and Services Limited

CIN: U50102KL1983PLC003741

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