



## POPULAR VEHICLES AND SERVICES LIMITED

Our Company was originally incorporated as Popular Vehicles and Services Limited on July 5, 1983 at Kochi, Ernakulam, Kerala, India as a public limited company under the Companies Act, 1956 and received its certificate for commencement of business on July 14, 1983. Our Company was converted to a private limited company pursuant to a special resolution passed by our Shareholders at the Extraordinary General Meeting ("EGM") held on December 29, 2014 and the name of our Company was changed to Popular Vehicles and Services Private Limited. A fresh certificate of incorporation consequent upon conversion of our Company to a private limited company was issued on March 24, 2015 by the Registrar of Companies, Kerala at Ernakulam ("RoC"). Our Company was subsequently converted into a public limited company pursuant to a special resolution passed by our Shareholders at the EGM held on June 11, 2018 and the name of our Company was changed to Popular Vehicles and Services Limited. A fresh certificate of incorporation consequent upon conversion of our Company to a public limited company was issued on July 10, 2018 by the RoC. For details of change in name and Registered and Corporate Office of our Company, see "History and Certain Corporate Matters" on page 219 of the Red Herring Prospectus dated March 04, 2024 ("RHP" or "Red Herring Prospectus") filed with the RoC.

Registered and Corporate Office: Kuttukaran Centre, Mamangalam, Cochin, Ernakulam -682 025, Kerala, India; Tel: +91 484 2341 134;

Website: www.popularmaruti.com; Contact Person: Varun T.V., Company Secretary and Compliance Officer; E-mail: cs@popularv.com;

Corporate Identity Number: U50102KL1983PLC003741



(Please scan this QR code to view the Red Herring Prospectus)

#### THE PROMOTERS OF OUR COMPANY ARE JOHN K. PAUL, FRANCIS K. PAUL AND NAVEEN PHILIP

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹2 EACH ("EQUITY SHARES") OF POPULAR VEHICLES AND SERVICES LIMITED ("COMPANY") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) ("OFFER PRICE") AGGREGATING UP TO ₹[●] MILLION COMPRISING A FRESH ISSUE OF UP TO [●] EQUITY SHARES AGGREGATING UP TO ₹2,500.00 MILLION BY OUR COMPANY ("FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO 11,917,075 EQUITY SHARES AGGREGATING UP TO ₹[●] MILLION BY BANYANTREE GROWTH CAPITAL II, LLC (THE "SELLING SHAREHOLDER") AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDER ("OFFER FOR SALE", AND TOGETHER WITH THE FRESH ISSUE, THE "OFFER").

THE OFFER INCLUDES A RESERVATION OF UP TO [●] EQUITY SHARES, AGGREGATING UP TO ₹10.00 MILLION (CONSTITUTING UP TO [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL), FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE [●]% AND [●]%, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY, RESPECTIVELY.

DETAILS C	DETAILS OF THE SELLING SHAREHOLDERS, OFFER FOR SALE AND WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE					
Name of Selling Shareholder  Type  NUMBER OF EQUITY SHARES OFFERED/ AMOUNT (₹ IN MILLION)  WEIGHTED AVERAGE COST OF  ACQUISITION PER EQUITY SHARE (IN ₹)^						
BanyanTree Growth Capital II, LLC	Selling Shareholder	Up to 11,917,075 Equity Shares of face value of ₹ 2 each aggregating to ₹[●] million	27.28			

^As certified by R.G.N. Price & Co., Chartered Accountants, by way of their certificate dated March 04, 2024.

Our Company caters to the complete life cycle of vehicle ownership, right from the sale of new vehicles, servicing and repairing vehicles, distributing spare parts and accessories, to facilitating sale and exchange of pre-owned vehicles, operating driving schools and facilitating the sale of third-party financial and insurance products.

The Offer is being made through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations

QIB Portion: Not more than 50% of the Net Offer | Non-Institutional Portion: Not less than 15% of the Net Offer | Retail Portion: Not less than 35% of the Net Offer

Employee Reservation Portion: Up to [•] Equity Shares aggregating up to ₹ 10.00 Million

PRICE BAND: ₹280 TO ₹295 PER EQUITY SHARE OF FACE VALUE OF ₹2 EACH.

THE FLOOR PRICE AND THE CAP PRICE ARE 140.00 TIMES AND 147.50 TIMES THE FACE VALUE OF THE EQUITY SHARES RESPECTIVELY
THE PRICE/EARNINGS RATIO BASED ON DILUTED EPS FOR FISCAL 2023 FOR OUR COMPANY AT THE UPPER END OF THE PRICE BAND IS AS HIGH AS 28.86 AS COMPARED TO THE
AVERAGE INDUSTRY PEER GROUP PE RATIO OF 34.84, THE MARKET CAP AT OFFER PRICE TO TOTAL TURNOVER IS 0.43 TIMES AND P/E RATIO AT OFFER PRICE IS [●] TIMES
WEIGHTED AVERAGE RETURN ON NET WORTH FOR FISCAL 2023, 2022 AND 2021 IS 15.55%

BIDS CAN BE MADE FOR A MINIMUM OF 50 EQUITY SHARES AND IN MULTIPLES OF 50 EQUITY SHARES THEREAFTER.
A DISCOUNT OF ₹ 28 PER EQUITY SHARE IS BEING OFFERED TO ELIGIBLE EMPLOYEES BIDDING IN THE EMPLOYEE RESERVATION PORTION

Potential Bidders may note the following:

This is in furtherance to the draft red herring prospectus of the Company dated September 28, 2023 ("DRHP"), filed with the Securities and Exchange Board of India, additionally with reference to the directive dated July 4, 2023, issued through an e-mail from the Securities and Exchange Board of India ("SEBI", and such directive, the "SEBI Directive") pursuant to which, the Company is required to intimate the National Stock Exchanges of India Limited ("NSE") and the BSE Limited ("BSE" and along with the NSE, the "Stock Exchanges") in the event of transaction of shares aggregating up to 10% or more of the paid-up equity share capital of the Company by the Promoters and members of our Promoter Group.

Pursuant to the letters dated September 28, 2023 and February 5, 2024, our Company, BanyanTree Growth Capital II, LLC and the Promoters of our Company, namely, John K. Paul and Naveen Philip have entered into a share purchase agreement dated February 6, 2024 read with amendment agreement dated February 14, 2024 ("SPA"). We would like to inform you that, in accordance with the SPA, BanyanTree Growth Capital II, LLC has undertaken a transfer of 2,291,211 Equity Shares to the Promoters of our Company, aggregating to 3.66% of the pre-Offer Equity Share capital of our Company, in the following manner:

Sr. No.	Date of transfer	Name of the transferor	Name of the transferee	Nature of transfer	Number of Equity Shares	Percentage of pre-Offer share capital of the Company (in %)	Transfer price per Equity Shares (in ₹)	Total consideration (in ₹)
1	February 21, 2024	BanyanTree Growth Capital II, LLC	John K. Paul		763,737	1.22	57	43,533,009
2	February 21, 2024	BanyanTree Growth Capital II, LLC	Francis K. Paul	Pursuant to SPA	763,737	1.22	57	43,533,009
3	February 21, 2024	BanyanTree Growth Capital II, LLC	Naveen Philip		763,737	1.22	57	43,533,009

In accordance with the recommendation of Independent Directors of our Company, pursuant to their resolution dated March 4, 2024, the above provided price band is justified based on quantitative factors/ KPIs disclosed in the 'Basis for Offer Price' section of the RHP vis-a-vis the weighted average cost of acquisition ("WACA") of primary and secondary transaction(s), as applicable, disclosed in 'Basis for Offer Price' section on page 119 of the RHP and provided below in the advertisement

In making an investment decision, potential investors must only rely on the information included in the RHP and the terms of the Offer, including the risks involved and not rely on any other external sources of information about the Offer available in any manner.

### **RISKS TO INVESTORS**

1. A large portion of our business revenue, approximately 77.03%, is derived from our dealership of Maruti, Tata Motors (Commercial) and Honda. Any adverse developments in the growth, demand or sales for these OEMs could have an adverse effect on our business, results of operations and financial condition.

	Total consolidated revenue from vehicle sales in %					
OEM	Six months period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021		
Maruti	48.15	51.32	53.57	58.06		
Tata Motors (Commercial)	24.13	29.35	27.52	23.87		
Honda	4.75	6.59	9.09	8.15		
Total	77.03	87.26	90.18	90.08		

- 2. Non-renewal, termination or any adverse material modifications made by our OEMs to the dealership agreements, will have a material and adverse impact on our business prospects and results of operations.
- 3. We have had negative cash flows from operating activities for the period ended September 30, 2023, and it is possible that we may experience negative cash flows in the future which could adversely affect our cash flow requirements, our ability to operate our business and implement our growth plans, thereby affecting our financial performance.

  (in ₹ million)

	(111 \ 1111111011)
Particulars	Six months period ended September 30, 2023
Net cash generated from/(used in) operating activities	(1,611.02)
Net cash generated from/(used in) investing activities	(296.70)
Net cash (used in)/generated from financing activities	1,971.67
Net increase/(decrease) in cash and cash equivalents	63.95
Cash and cash equivalents at the beginning of the period/ year	238.25
Cash and cash equivalents at the end of the period/ year	302.20

4. A large portion of our business operations, which is approximately 96.91% our Company's consolidated revenue for the six months period ended September 30, 2023, are concentrated in the states of Kerala, Tamil Nadu and Karnataka. Any adverse developments (including any natural calamities) in these states could have an adverse effect on our business, results of operations and financial condition.

	evenue in %			
State	Six months period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021
Kerala	70.31	71.45	73.38	73.83
Tamil Nadu	18.08	22.41	20.56	19.61
Karnataka	8.52	5.49	6.06	6.55
Total	96.91	99.35	100.00	100.00

5. Increasing competition among automotive dealerships through online and offline marketing reduces our profit margins on vehicle sales and related businesses.

•	,				
Particulars	Six months period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021	
PAT Margin (in %)	1.41	1.31	0.97	1.11	

6. Weighted average cost of acquisition of (i) all shares issued by our Company; and (ii) all shares acquired by our Promoters and Promoter Group, in the 3 years, 18 months and 1 year preceding the date of the Red Herring Prospectus is set out below:

Particulars	Weighted Average Cost of Acquisition (in ₹)	Cap Price (i.e., ₹ 295) is 'X' times the Weighted Average Cost of Acquisition*	Range of acquisition price: Lowest price – highest price* (in ₹)
Last 3 years	57	5.18	Lowest and Highest price ₹57
Last 18 months	57	5.18	Lowest and Highest price ₹57
Last 1 year	57	5.18	Lowest and Highest price ₹57

 $^* As \ certified \ by \ R.G.N. \ Price \ \& \ Co., \ Chartered \ Accountants, \ by \ way \ of \ their \ certificate \ dated \ March \ 05, \ 2024.$ 

7. Set out below are the details of the weighted average cost of acquisition of the transactions undertaken during the 18 months preceding the date of the Red Herring Prospectus, as compared to the Floor Price and the Cap Price:

Weighted Average cost of Acquisition (in ₹)	Floor Price (i.e., ₹280)*	Cap Price (i.e., ₹295)*
Not Applicable	-	-
57	4.91 times	5.18 times
	Average cost of Acquisition (in ₹)  Not Applicable	Average cost of Acquisition (in ₹) ₹280)*  Not Applicable

 $^* As \ certified \ by \ R.G.N.\ Price \ \&\ Co.,\ Chartered\ Accountants,\ by\ way\ of\ their\ certificate\ dated\ March\ 05,\ 2024.$ 

8. Margins earned from our services and repair vertical and our spare parts and accessories distribution vertical may be impacted by pricing guidelines set by our OEMs which may adversely affect our financial condition and results of operations.

Particulars	Six months period ended September 30, 2023	Fiscal 2023	Fiscal 2022	Fiscal 2021	
Authorised service cent	tres				
Total Revenue (in %)	14.83	14.60	15.29	14.82	
EBIDTA (in %)	46.60	55.48	54.10	53.44	
Spare parts and accessories distribution					
Total Revenue (in %)	5.10	5.19	5.06	4.87	
EBIDTA (in %)	7.11	7.39	7.70	6.24	
PAT margin (in %)	11.88	11.98	16.85	15.78	

Continued on next pag

We have certain unresolved customer complaints which may result in future litigation against our Company

Sr. No.	Details	FY 2023	FY 2022	FY 2021
1.	Customers complaints received	76,607	108,332	60,266
2.	Customers complaints resolved	43,925	55,138	31,827

- Our inability or failure to maintain optimum inventory levels or any theft of inventory may adversely affect our business, results of operations and financial condition
- The Offer consists of a Fresh Issue and an Offer for Sale. The Selling Shareholder will be entitled to their respective portion of the proceeds from the Offer for Sale in proportion of the Equity Shares offered by the Selling Shareholder as part of the Offer for Sale. Our Company will not receive any proceeds from the Offer for Sale.
- We may be required to make significant capital investments to our existing showrooms, sales outlets, service centers and other premises, the cost of which we may be unable to recoup. Further, we may be required to make significant capital investment to maintain the quality of post sales service and spare parts availability.

The table below shows the amount of capital investments made by us along with the percentage contribution of such capital expenditure to our total expenses, frequency of such capital expenditures and costs incurred by us, in the six months period ended September 30, 2023 and Fiscals 2023, 2022 and 2021, respectively:

Particulars	Amount of capital expenditure (in ₹ million)	% contribution of capital expenditure towards total expenses
Six months period ended September 30, 2023	314.62	1.13
Fiscal 2023	852.90	1.77
Fiscal 2022	481.04	1.40
Fiscal 2021	294.28	1.02

The automotive industry is sensitive to changing economic conditions and various other factors. Any decline in demand for vehicles by individuals or entities may adversely impact our business prospects and results of operations.

We may fail to successfully implement our growth strategy, which includes acquiring existing dealerships, diversifying our portfolio and penetrating deeper into existing geographic locations which may adversely affect our financial condition and results of operations.

15. The 3 BRLMs associated with the Issue have handled 72 public issues in the past 3 years, out of which 23 issues have closed below the offer price on the listing date

Name of the BRLMs	Total issues	Issues closed below IPO price on listing date
ICICI Securities Limited*	53	18
Nuvama Wealth Management Limited		
(formerly known as Edelweiss Securities Limited)*	10	3
Centrum Capital Limited*	0	0
Common Issues handled by the BRLMs	9	2
Total	72	23

<sup>\*</sup>Issues handled where there were no common BRLMs

### **BID/OFFER PERIOD**

#### ANCHOR INVESTOR BIDDING DATE: MONDAY, MARCH 11, 2024(1)

**BID/OFFER OPENS ON: TUESDAY, MARCH 12, 2024** 

BID/OFFER CLOSES ON: THURSDAY, MARCH 14, 2024(2)

Net worth

Unr Company, in consultation with the BRLMs, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/ Offer Period shall be one Working Day prior to the Bid/ Offer Opening Date

The Price Band and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of assessment of market demand for the Equity Shares

offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹2 each and the Offer Price is [•] times the face value, Floor Price is 140.00 times the face value and the Cap Price is 147.50 times the face value. Investors should also see "Risk Factors", "Summary of Restated Financial Information", "Summary of Pro Forma Financial Information", "Our Business", "Restated Financial Information", "Pro Forma Financia Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 26, 62, 66, 170, 255, 323 and 338, of the RHP, respectively, to have an informed view before making an investment decision. Qualitative Factors: Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows: 1. Long standing presence in the

automobile industry and well-established relationships with leading OEMs; 2. Penetration in markets in which we operate complemented by innovative marketing strategies; 3. Fully integrated business model leading to business stability and higher margin; 4. Proven ability to identify and capture inorganic as well as organic growth opportunities; 5. Consistent track record of profitable financial performance and increasing growth; and 6. Experienced promoters and management team. For details, see "Our Business -Strengths" on page 176 of the RHP.

Quantitative Factors: Some of the information presented below relating to our Company is derived from the Restated Financial Information. For details, see "Restated Financial Information" and "Other Financial Information" on pages 255 and 333, of the RHP, respectively.

Pursuant to a resolution passed by our Board on August 31, 2023 and a resolution passed by the Shareholders on September 8, 2023, each equity share of face value of ₹10 each has been sub-divided into 5 Equity Shares of face value of 🔁 each. Accordingly, the authorised share capital of our Company was sub-divided from 15,000,000 equity shares of face value of ₹10 each to 75,000,000 Equity Shares of face value of ₹2 each. Further, issued, subscribed and paid-up capital of our Company was sub-divided from 12.544.289 equity shares of face value of ₹10 each to 62.721.445 Equity Shares of face value of ₹2 each.

Sub-division of shares are retrospectively considered for the computation of EPS in accordance with Ind AS 33 for all periods presented and for the computation of Net asset

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows A. Basic and Diluted Earnings Per Equity Share ("EPS") (face value of each Equity Share is ₹2):

Fiscal/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2023	10.22	10.22	3
March 31, 2022	5.37	5.37	2
March 31, 2021	5.17	5.17	1
Weighted Average	7.76	7.76	
Six-month period ended September 30, 2023*	6.38	6.38	-

\*Not annualized

Please refer to the section "Basis for Offer Price" on page 119 of the Red Herring Prospectus for further details

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹280 to ₹295 per Equity Share

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on basic EPS for year ended March 31, 2023	27.40	28.86
Based on diluted EPS for year ended March 31, 2023	27.40	28.86

- 1	Dadou on Dadio El Ciol your	mada maron o i,			21.10	20.00
١	Based on diluted EPS for year ended March 31, 2023			23	27.40	28.86
l	C. Industry Peer Group P/E	ratio	No	tes:		
١	Particulars	P/E Ratio	1.			ovided below under "Comparison with listed
١	Highest	34.84	,		le has been calculated as the arithmetic ave	erage P/E of the peer set provided below. arch 1, 2024 on BSE, divided by Diluted EPS
-	Lowest	34 84	۱۷.	r/L ligures for the peer are compute	eu baseu on Gosing Market price as on Ma	indir i, 2024 on DOL, alvided by Diluted EFS

based on the financial results declared by the peers available on website of www.bseindia.com for the Financial Year March

Industry Composite

ľ	D. Return on Net worth		
	Fiscal/Period Ended	Return on Net worth (%)	Weight
	March 31, 2023	18.68%	3
	March 31, 2022	12.03%	2
	March 31, 2021	13.19%	1
	Weighted Average	15.55%	-
ı	Civ. month paried and ad Cantamber 20, 2022*	10.42%	

Lowest

\*Not annualized. Please refer to the section "Basis for Offer Price" on page 119 of the Red Herring Prospectus for further details

31, 2023.

-	E. Net Asset value ("NAV") per Snare	
١	Particulars	Amount (₹)
١	As on March 31, 2023	54.69 <sup>#</sup>
١	As on September 30, 2023	61.26#
١	After the completion of the Offer	
١	-At the Floor Price	82.77
١	-At the Cap Price	83.30
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# After taking into account stock split of the Equity Shares post March 31, 2023

Please refer to the section "Basis for Offer Price" on page 119 of the Red Herring Prospectus for further details

F. Comparison with Listed Industry Peers

Following is the comparison with our peer group companies listed in India and in the same line of business as our Company,

ı	Name of Company	Face Value	Operations	EPS (₹ per share)		NAV (₹ per	P/E as on March 1, 2024	Return on Net
	Name of Company	(₹ Per Share)	(in ₹ million)	Basic	Diluted	share)	Water 1, 2024	worth (%)
ı	Popular Vehicles and Services Limited	2	48,750.02	10.22	10.22	54.69*	NA	18.68%
ı	Landmark Cars Limited	5	33,823.51	22.56	21.74	118.55	34.84	18.04%
1								

\*After taking into account stock split of the Equity Shares post March 31, 2023

Please refer to the section "Basis for Offer Price" on page 119 of the Red Herring Prospectus for further details G. Key Performance Indicators

The table below sets forth the details of KPIs that our Company considers have a bearing for arriving at the basis for Offer Price. Our Audit Committee through its resolution dated March 4, 2024 approved the list of KPIs for disclosure in the Red Herring Prospectus. Further, the Audit Committee has confirmed that the KPIs pertaining to our Company that have been disclosed to investors for raising funds at any point of time during the three years' period prior to the date of filing of the Red Herring Prospectus and which are required to be disclosed in the "Basis for Offer Price" section, have been verified and audited by R.G.N Price & Co., Chartered Accountant (who holds a valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India) in accordance with SEBI ICDR Regulations and have been disclosed in this section. Further, the KPIs herein have been certified by R.G.N Price & Co., Chartered Accountant pursuant to certificate dated March 4, 2024, which has been included in "Material Contracts and Documents for Inspection" on page 441 of the RHP.

A list of our KPIs for six-month period ended September 30, 2023 and the Financial Years ended 2023, 2022 and 2021 is set out below:

Sr. No.	Metric	Unit	Six-month period ended September 30, 2023	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021
1.	Sales Volumes					
	-Number of new vehicles sold	#	23,993	47,820	37,871	35,105
	-Number of pre-owned vehicles sold	#	5,611	11,806	10,594	10,098
	-Number of vehicles serviced	#	5,27,846	957,148	721,400	646,280
2.	Revenue from Operations	₹ million	28,349.97	48,750.02	34,658.79	28,935.25
	-Sales of new vehicles	₹ million	19,411.07	33,305.06	23,222.61	19,395.41
	-Sale of spare parts and accessories	₹ million	4,115.54	6,820.19	4,687.13	3,783.64
	-Sale of pre-owned vehicles	₹ million	1,938.74	3,705.97	2,872.81	2,473.08
	-Sale of services	₹ million	1,605.84	2,872.91	2,183.97	1,803.63
	-Other Operating income	₹ million	1,278.78	2,045.89	1,692.27	1,479.49
3.	Total Income	₹ million	28,482.08	48,926.28	34,841.99	29,192.52
4.	Profit for the period/ year	₹ million	400.44	640.74	336.69	324.55
5.	Earnings Per Share					
	- Basic	₹	6.38**	10.22	5.37	5.17
	- Diluted	₹	6.38**	10.22	5.37	5.17
6.	Inventory turnover days	days	103**	38	45	47
7.	Working capital days	days	95**	34	37	35
8.	Net cash generated from operating activities	₹ million	(1,611.02)	1,088.93	696.92	951.74
9.	Gross Profit	₹ million	4,334.04	7,324.03	5,491.10	4,604.97

	•					
Sr. No.	Metric	Unit	Six-month period ended September 30, 2023	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021
10.	Gross Margin	%	15.29%	15.02%	15.84%	15.91%
11.	EBITDA	₹ million	1459.09	2,348.46	1,786.63	1,748.53
12.	Adjusted EBITDA	₹ million	1,443.04	2,348.46	1,786.63	1,748.53
13.	EBITDA Margin	%	5.12%	4.80%	5.13%	5.99%
14.	PAT Margin	%	1.41%	1.31%	0.97%	1.11%
15.	RoE	%	10.42%**	18.68%	12.03%	13.19%
16.	RoCE	%	8.83%**	18.32%	16.79%	17.09%
17.	Net Debt / EBITDA	times	5.00**	2.03	1.97	1.68
18.	Debt to Equity	times	1.99	1.47	1.33	1.44

\*\* Not Annualised Please refer to the section "Basis for Offer Price" on page 119 of the Red Herring Prospectus for further details

Please see below the bifurcation of "Other Operating income" for the six-month period ended September 30, 2023 and for the Financial Years ended 2023, 2022 and 2021

₹ million

3.842.11

3.430.44

2.798.86

Particulars	Six-month period ended September 30, 2023	Financial Year ended 2023	Financial Year ended 2022	Financial Year ended 2021
Income from schemes and incentives	873.87	1,358.23	1,177.95	991.02
Finance and insurance commission	359.62	613.84	466.88	455.99
Income from driving school	19.27	30.50	18.04	13.14
Other operating income	26.02	43.32	29.40	19.34
Other Operating income	1,278.78	2,045.89	1,692.27	1,479.49

Explanation for the KPI metrics Explanation KPI New Vehicle Volume It shows the quantity of new vehicles sold for the period Preowned vehicle Volume It shows the quantity of pre-owned vehicles sold for the period Service Volume It shows the quantity of vehicles serviced for the period Revenue from operations represents the income generated by our Company from its core operating operations. This gives Revenue from Operations information regarding the scale of operations Total Income Total income represents the overall revenue generated by our Company including core operating income and other incom This gives information regarding the overall scale of our Company Profit for the period/year Profit for the period/year is used by the management to track the overall profitability of the business Earnings Per Share Earnings per share shows the net earnings per share which the investors get on the financial period Inventory turnover days is an indicator shows how the management efficiently control over the inventory level Inventory turnover days Working capital days is an indicator which shows how the management is efficiently controlling the working capital Working capital days Net cash generated from operating Net cash generated from operating activities shows how efficiently the company manages its cashflow from the operations activities Gross profit provides the overall margin efficiency from the operations Gross Profit Gross Profit Margin is an indicator of the profitability that allows the management to understand the percentage of revenues that Gross Margir exceeds cost of goods sold EBITDA provides information regarding the operational efficiency of the business EBITDA **EBITDA** Margin EBITDA Margin is an indicator of the operational profitability and financial performance of the business PAT Margin PAT Margin is an indicator of the overall profitability and financial performance of the business shareholders funds to generate profits RoCE RoCE is used by the management to track how efficiently our Company generates earnings from the capital employed in the business and how well it is converting its total capital to generate profits Net Debt / EBITDA Net debt (borrowings) ratio is used by the management to track whether our Company can repay its obligations if they were all due today and whether our Company is able to take on more debt Debt to Equity Debt to Equity is a measure of the company's leverage over equity invested and earnings retained over time Net worth is a performance indicator that shows the value of business's property after liabilities are paid

Net worth For details of our other operating metrics disclosed elsewhere in the Red Herring Prospectus, see "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 170 and 338, of the RHP, respectively.

Above mentioned KPIs includes impact of material acquisition or/and dispositions made by our Company during the Financial Year ending March 31, 2021, 2022 and 2023, the first of which are file inclined below.

In FY 2023, we acquired 100% equity shares of KEPL. KEPL has a 100% subsidiary, PMPL which is in the business of trading and servicing of commercial vehicles (BharatBenz). KEPL was a non-operating company during FY 2023 and hence KEPL generated no revenue from operations for year ended FY 2023. Consequent to this acquisition. KEPL and PMPL have become our wholly-owned and step-down subsidiaries respectively, with effect from February 1, 2023.

acquisition, NET Early 1 Wit Enave become our whonly owned and step down substitution respectively, with encountries to breatly 1, 2020.						
Financial Period	Units	Revenue from operations	Gross Profit	EBITDA	PAT	
Financial Year 2022-23	₹mn	1,297.07	94.48	52.60	25.92	
Six months period ended September 30, 2023	₹mn	2.782.13	355.85	159.78	52.66	

Note: The above table represents the figures of PMPL only.

Sr. No.	Metrics	Units	Popular Vehicles	Landmark Car
1	Sales Volumes			
	- Number of new vehicles sold	#	23,993	NA
	- Number of pre-owned vehicles sold	#	5,611	NA
	- Number of vehicles serviced	#	5,27,846	1,58,636
2	Revenue from Operations	₹mn	28,349.97	14,646.68
	- Sales of new vehicles	₹mn	19,411.07	NA
	- Sale of spare parts and accessories	₹mn	4,115.54	NA
	- Sale of pre-owned vehicles	₹mn	1,938.74	NA
	- Sale of services	₹mn	1,605.84	NA
	- Other Operating income	₹mn	1,278.78	NA
3	Total Income	₹mn	28,482.08	14,697.49
4	Profit for the period	₹mn	400.44	277.68
5	Earnings Per Share			
	- Basic	₹	6.38**	6.80**
	- Diluted	₹	6.38**	6.64**
6	Inventory turnover days	days	103**	181**
7	Working capital days	days	95**	135**
8	Net cash generated from operating activities	₹mn	(1,611.02)	(158.50)
9	Gross Profit	₹mn	4,334.04	2,994.63
10	Gross Margin	%	15.29%	20.45%
11	EBITDA	₹mn	1459.09	1,015.99
12	Adjusted EBITDA	₹mn	1,443.04	1,038.97
13	EBITDA Margin	%	5.12%	6.91%
14	PAT Margin	%	1.41%	1.89%
15	RoE	%	10.42%**	5.56%**
16	RoCE	%	8.83%**	5.63%**
17	Net Debt / EBITDA	times	5.00**	4.10**
18	Debt to Equity	times	1.99	0.91
19	Net worth	₹mn	3,842.11	4,997.72

2.460.02

The UPI mandate end time and date shall be at 5:00 p.m. on Bid/Offer Closing Day.

4,716.45

Sr. No.	Metrics	Units	Popular Vehicles	Landmark Cars
1	Sales Volumes			
	- Number of new vehicles sold	#	47,820	21,310
	- Number of pre-owned vehicles sold	#	11,806	NA
	- Number of vehicles serviced	#	9,57,148	3,17,954
2	Revenue from Operations	₹mn	48,750.02	33,823.51
	- Sales of new vehicles	₹mn	33,305.06	24,398.18#
	- Sale of spare parts and accessories	₹mn	6,820.19	4,937.63
	- Sale of pre-owned vehicles	₹mn	3,705.97	401.00
	- Sale of services	₹mn	2,872.91	2,301.10
	- Other Operating income	₹mn	2,045.89	1,785.60
3	Total Income	₹mn	48,926.28	33,944.30
4	Profit for the year	₹mn	640.74	851.01
5	Earnings Per Share			
	- Basic	₹	10.22	22.56
	- Diluted	₹	10.22	21.74
6	Inventory turnover days	days	38	59
7	Working capital days	days	34	40
8	Net cash generated from operating activities	₹mn	1,088.93	709.90
9	Gross Profit	₹mn	7,324.03	6,006.91
10	Gross Margin	%	15.02%	17.76%
11	EBITDA	₹mn	2,348.46	2,425.09
12	Adjusted EBITDA	₹mn	2,348.46	2,499.81
13	EBITDA Margin	%	4.80%	7.14%
14	PAT Margin	%	1.31%	2.51%
15	RoE	%	18.68%	18.04%
16	RoCE	%	18.32%	20.38%
17	Net Debt / EBITDA	times	2.03	1.03
18	Debt to Equity	times	1.47	0.62

# Sale of new vehicles is excluding the sales from pre-owned cars as disclosed in the annual report.

Sr. No.	Metrics	Units	Popular Vehicles	Landmark Cars
1	Sales Volumes			
	- Number of new vehicles sold	#	37,871	19,264
	- Number of pre-owned vehicles sold	#	10,594	NA
	- Number of vehicles serviced	#	7,21,400	2,79,078
2	Revenue from Operations	₹mn	34,658.79	29,765.23
	- Sales of new vehicles	₹mn	23,222.61	22,749.30#
	- Sale of spare parts and accessories	₹mn	4,687.13	3,980.26
	- Sale of pre-owned vehicles	₹mn	2,872.81	214.43
	- Sale of services	₹mn	2,183.97	1,888.75
	- Other Operating income	₹mn	1,692.27	932.49
3	Total Income	₹mn	34,841.99	29,891.16
4	Profit for the year	₹mn	336.69	661.82
5	Earnings Per Share			
	- Basic	₹	5.37	17.88
	- Diluted	₹	5.37	17.45
6	Inventory turnover days	days	45	48
7	Working capital days	days	37	22
8	Net cash generated from operating activities	₹mn	696.92	764.39
9	Gross Profit	₹mn	5,491.10	4,647.84
10	Gross Margin	%	15.84%	15.61%
11	EBITDA	₹mn	1,786.63	1,872.81
12	Adjusted EBITDA	₹mn	1,786.63	1,872.81
13	EBITDA Margin	%	5.13%	6.27%
14	PAT Margin	%	0.97%	2.21%
15	RoE	%	12.03%	26.66%
16	RoCE	%	16.79%	21.10%
17	Net Debt / EBITDA	times	1.97	1.49
18	Debt to Equity	times	1.33	1.24
19	Net worth	₹mn	2,798.86	2,482.47

# Sale of new vehicles is excluding the sales from pre-owned cars as disclosed in the annual report.

(d) Comparison with listed industry peers (Fiscal 2021)

Sr. No.	Metrics	Units	Popular Vehicles	Landmark Cars
1	Sales Volumes			
	- Number of new vehicles sold	#	35,105	13,282
	- Number of pre-owned vehicles sold	#	10,098	NA
	- Number of vehicles serviced	#	6,46,280	2,21,468
2	Revenue from Operations	₹mn	28,935.25	19,561.04
	- Sales of new vehicles	₹mn	19,395.41	14,449.76#
	- Sale of spare parts and accessories	₹mn	3,783.64	2,906.72
	- Sale of pre-owned vehicles	₹mn	2,473.08	353.65
	- Sale of services	₹mn	1,803.63	1,322.84
	- Other Operating income	₹mn	1,479.49	528.07

FOR FURTHER DETAILS, SEE "BASIS FOR OFFER PRICE" ON PAGE 119 OF THE RHP

Sr. No.	Metrics	Units	Popular Vehicles	Landmark Cars
3	Total Income	₹mn	29,192.52	19,663.43
4	Profit for the year	₹mn	324.55	111.48
5	Earnings Per Share			
	- Basic	₹	5.17	3.09
	- Diluted	₹	5.17	3.05
6	Inventory turnover days	days	47	64
7	Working capital days	days	35	44
8	Net cash generated from operating activities	₹mn	951.74	427.64
9	Gross Profit	₹mn	4,604.97	3,087.34
10	Gross Margin	%	15.91%	15.78%
11	EBITDA	₹mn	1,748.53	1,200.63
12	Adjusted EBITDA	₹mn	1,748.53	1,200.63
13	EBITDA Margin	%	5.99%	6.11%
14	PAT Margin	%	1.11%	0.57%
15	RoE	%	13.19%	6.11%
16	RoCE	%	17.09%	11.30%
17	Net Debt / EBITDA	times	1.68	2.54
18	Debt to Equity	times	1.44	1.80
19	Net worth	₹mn	2,460.02	1,823.76

# Sale of new vehicles is excluding the sales from pre-owned cars as disclosed in the annual report.

Please refer to the section "Basis for Offer Price" on page 119 of the Red Herring Prospectus for further details

I. Description on the historic use of the KPIs by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use certain KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have imitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these metrics should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results and trends and in comparing our financial results with other companies in our industry because it provides consistency and comparability with past financial performance, when taken collectively with financial measures prepared in accordance with Ind AS.

Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business. See "Risk Factors – Significant differences exist between Ind AS and other accounting principles, such as US GAAP and IFRS, which may be material to investors' assessments of our financial condition" on page 54 of the RHP.

Weighted average cost of acquisition ("WACA"), floor price and cap price

1. Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding issuance of Equity Shares pursuant to a bonus issue) during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of the Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")
The Company has not issued any Equity Shares during the 18 months preceding the date of the Red Herring Prospectus, where such issuance is equal to or more that 5%

of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s)), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

Price par share of the Company (as ediusted for corporate actions including split begues issuances) based on secondary sale or acquisition of equity shares.

2. Price per share of the Company (as adjusted for corporate actions, including split, bonus issuances) based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoters, members of the Promoter Group, Selling Shareholder or other shareholders with rights to nominate directors during the 18 months preceding the date of filing of the DRHP/ RHP, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")
There have been no secondary sale/ acquisitions of Equity Shares, where the Promoters, members of the Promoter Group, Selling Shareholder having the right to nominate Director(s) on our Board, are a party to the transaction, during the 18 months preceding the date of the Red Herring Prospectus, where either acquisition or sale

is equal to or more than 5% of the fully diluted paid-up share capital of our Company (calculated based on the pre-Offer capital before such transaction/s), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

3. Since there are no such transaction to report to under 1 and 2, the following are the details basis the last five primary or secondary transactions (secondary

3. Since there are no such transaction to report to under 1 and 2, the following are the details basis the last five primary or secondary transactions (secondary transactions where Promoters, members of the Promoter Group, Selling Shareholder having the right to nominate Director(s) on our Board, are a party to the transaction), not older than three years prior to the date of the Red Herring Prospectus irrespective of the size of transactions:

	Sr. No.	Name of the Transferor	Name of the Transferee		Form of consideration		Transfer price per Equity Share (in ₹)	of Equity	Consideration (in ₹)
	1	BanyanTree Growth Capital II, LLC	John K. Paul	Secondary sale	Cash	February 21, 2024	57	763,737	43,533,009
	2	BanyanTree Growth Capital II, LLC	Francis K. Paul	Secondary sale	Cash	February 21, 2024	57	763,737	43,533,009
Ì	3	BanyanTree Growth Capital II, LLC	Naveen Philip	Secondary sale	Cash	February 21, 2024	57	763,737	43,533,009

4. The Floor Price is 4.91 times and the Cap Price is 5.18 times the weighted average cost of acquisition at which the Equity Shares were issued by our Company, or acquired or sold by the Selling Shareholder or other shareholders with rights to nominate directors are disclosed below:

Past transactions	veignted average cost of acquisition (in ₹)*	Floor Price (in ₹)	Cap Price (in ₹)
WACA of Primary Issuances	Not Applicable	-	-
WACA of Secondary Transactions	57	4.91 times	5.18 times

\*As certified by R.G.N Price & Co., Chartered Accountants by way of certificate dated March 05, 2024.

5. Justification for Basis of Offer price

- We are a diversified automobile dealership in India in terms of revenue as of Fiscal 2023, (Source: CRISIL Report) having a fully integrated business model. We cater to the
  complete life cycle of vehicle ownership, right from the sale of new vehicles, servicing and repairing vehicles, distributing spare parts and accessories, to facilitating sale
  and exchange of pre-owned vehicles, operating driving schools and facilitating the sale of third-party financial and insurance products
- 2. We operate (a) passenger vehicle dealerships covering economy, premium and luxury vehicles across our dealerships for the following OEMs: (i) Maruti Suzuki India Limited for both Arena and Nexa (ii) Honda Cars India Limited (iii) Jaguar Land Rover India Limited (b) commercial vehicle dealerships of (i) Tata Motors Limited (Commercial), and (ii) Daimler India Commercial Vehicles Private Limited and (c) electric three-wheeler vehicle dealership of Piaggio Vehicles Private Limited, including commercial and cargo vehicles and electric two-wheeler vehicle dealership of Ather Energy Private Limited. Our presence across vehicle categories, including passenger vehicles, commercial vehicles, and electric two-wheeler and three-wheeler vehicles, further diversifies our revenue streams
- 3. As of December 31, 2023, we operated through our network of 61 showrooms, 133 sales outlets and booking offices, 32 pre-owned vehicle showrooms and outlets, 139 authorised service centres, 43 retail outlets, and 24 warehouses located across 14 districts of Kerala, 8 districts in Karnataka, 12 districts in Tamil Nadu and 9 districts in Maharashtra. We believe that our diversified automobile dealerships and a fully integrated business model contributes to our position as a automobile dealership player. In addition to benefiting from the inherent synergies arising out of our business verticals, our diversified income streams also contribute to higher profitability margins at our dealerships. Our PAT increased from ₹324.55 million in Fiscal 2021 to ₹ 640.74 million in Fiscal 2023
- 4. During the six months period ended September 30, 2023, we serviced 419,729 passenger vehicles including 2,762 luxury vehicles, 103,116 commercial vehicles, 4,118 electric two-wheeler vehicles and 883 electric three-wheeler vehicles through our network of 137 authorised service centres across our dealerships. We serviced 22 vehicles, for each new vehicle sold by us during the six months period ended September 30, 2023
- 5. We believe that the experience, and diversity of our management team and our Promoters and the long-standing presence of the Kuttukaran Group in the automobile industry have enabled us to become valued partners of each of our OEMs giving us a distinct competitive advantage in the industry in which we operate

  The Offer Price of ₹ [♠] has been determined by our Company in consultation with the BRI Ms, on the basis of the demand from investors for the Fquity Shares through the

The Offer Price of ₹ [•] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "Risk Factors", "Our Business" and "Restated Financial Information" on pages 26, 170 and 255, of the RHP, respectively, to have a more informed view.

# ASBA Simple, Safe, Smart way of Application!!!

# Applications supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account, For

further details, check section on ASBA.

Contact Person: Harsh Thakkar / Shekher Asnani

SEBI Registration No.: INM000011179

Mandatory in public issues. No cheque will be accepted.

INIFIED PAYMENTS INTERFACE

UPI-Now available in ASBA for Retail Individual Investors and Non-Institutional Investor applying for amount upto ₹ 5,00,000/-, applying through Registered Brokers, DPs and RTAs. UPI Bidder also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. Investors are required to ensure that the bank account used for bidding is linked to their PAN. Bidders must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021.

SEBI Registration No.: INR000004058

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by UPI Bidders. For details on the ASBA and UPI process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "-Issue Procedure of ASBA Bidders" on page 415 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI") and Stock Exchanges and in the General Information Document. ASBA bid-cum-application forms can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is displayed on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmld=43, respectively as updated from time to time. For the list of UPI apps and banks live on IPO, please refer to the link: www.sebi.gov.in. UPI Bidders Bidding using the UPI mechanism may apply through the SCSBs and mobile applications whose names appear on the website of SEBI, as updated from time to time. Axis Bank Limited and ICICI Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the SEBI Circular dated November 1, 2018 as amended. For offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and mail Id: ipo.upi@npci.org.in.

### THE EQUITY SHARES OF OUR COMPANY WILL GET LISTED ON MAIN BOARD PLATFORM OF BSE AND NSE

Note to Investors: Further to the public announcement dated February 22, 2024, issued in Financial Express, Jansatta and Deepika, the transfer of Equity Shares from BanyanTree Growth Capital II LLC to John K. Paul, Francis K. Paul and Naveen Philip was completed on February 21, 2024. The details related to such transfers have been updated in all the relevant sections of the RHP, including Cover Page, "Offer Document Summary", "Capital Structure", "Our Management", "Our Promoters and Promoter Group" on pages 14, 77, 230 and 250, respectively.

The weighted average cost of acquisition for the Selling Shareholder has also been updated in all relevant sections of the RHP.

In case of any revision in the Price Band, the Bid/ Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/ Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar circumstances, our Company, may, in consultation with the BRLMs, for reasons to be recorded in writing, extend the Bid/ Offer Period for a minimum of three Working Days, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self-Certified Syndicate Banks ("SCSBs"), the Designated Intermediaries and the Sponsor Banks, as applicable.

This Offer is being made in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations. The Offer is being made through the Book Building Process and is in compliance with Regulation 6(1) of the SEBI ICDR Regulations wherein in terms of Regulation 32(1) of the SEBI ICDR Regulations, not more than 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", and such portion, the "QIB Portion") provided that our Company, in consultation with the BRLMs, may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("Anchor Investor Portion"), of which at least one-third shall be available for allocation to domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors) including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one-third of such portion shall be reserved for applicants with application size of more than ₹0.20 million and up to ₹1.00 million; and (b) twothird of such portion shall be reserved for applicants with application size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. All potential Bidders (except Anchor Investors) are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process by providing details of their respective bank accounts (including UPI ID for UPI Bidders using UPI Mechanism) (as defined hereinafter) in which the Bid amount will be blocked by the SCSBs or the Sponsor Banks, as applicable, to participate in the Offer. Anchor Investors are not permitted to participate in the Anchor Investor Portion of the Offer through the ASBA process. For details, see "Offer Procedure" on page 415 of the RHP.

Bidders/Applicants should ensure that DP ID, PAN, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) are correctly filled in the Bid cum Application Form. The DP ID, PAN and Client ID provided in the Bid cum Application Form should match with the DP ID, PAN, Client ID available in the Depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active. Bidders/Applicants should note that on the basis of the PAN, DP ID, Client ID and UPI ID (for UPI Bidders bidding through the UPI Mechanism) as provided in the Bid cum Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic

Contact Person: Lokesh Shah SEBI registration no.: INM000013004 Details may be used, among other things, for giving Allotment Advice or unblocking of ASBA Account or for other correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders'/Applicants' sole risk. Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated June 25, 2021, read with press release dated Sentences and the CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated June 25, 2021, read w

Contents of the Memorandum of Association of our Company as regards its objects: For information on the main objects of our Company, please see the section "History and Certain Corporate Matters" on page 219, of the RHP. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, please see the section titled "Material Contracts and Documents for Inspection" on page 441 of the RHP.

Liability of the members of our Company: Limited by shares

Amount of share capital of our Company and Capital structure: As on the date of the RHP, the authorised share capital of our Company was sub-divided from 15,000,000 equity shares of face value of ₹10 each to 75,000,000 equity shares of face value of ₹2 each. Further, issued, subscribed and paid-up capital of our Company was sub-divided from 12,544,289 equity shares of face value of ₹2 each. For details, please see the section titled "Capital Structure" on page 77 of the RHP.

Names of signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories to the Memorandum of Association of our Company are K.P. Paul, Francis K. Paul, John K. Paul, Saju Thomas, Daisy Paul, Susan Francis and Elsy Thomas each of whom subscribed to 1,000 equity shares of the Company of face value of ₹10 each. For details of the share capital history and capital structure of our Company, please see the section titled "Capital Structure" on page 77 of the RHP.

Listing: The Equity Shares that will be offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchanges. Our Company has received 'in-principle' approvals from BSE and NSE for the listing of the Equity Shares pursuant to their letters, each dated November 8, 2023. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A copy of the Red Herring Prospectus and the Prospectus shall be filed with the RoC in accordance with Sections 32 and 26(4) of the Companies Act, 2013, respectively. For details of the material contracts and documents available for inspection from the date of the Red Herring Prospectus up to the Bid/ Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 441 of the RHP.

Disclaimer Clause of the Securities and Exchange Board of India ("SEBI"): SEBI only gives its observations on the offer documents and this does not constitute approval of either the Offer or the specified securities or the offer document. The investors are advised to refer to page 394 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (Designated Stock Exchange): It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the Offer Document has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the Offer Document. The investors are advised to refer to page 396 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer Clause of BSE: It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP. The investors are advised to refer to page 396 of the RHP for the full text of the disclaimer clause of BSE.

General Risk: Investments in equity and equity-related securities involve a degree of risk and Bidders should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Bidders are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, Bidders must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have neither been recommended, nor approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of the Red Herring Prospectus. Specific attention of the Bidders is invited to "Risk Factors" on page 26 of the RHP.

#### **BOOK RUNNING LEAD MANAGERS** REGISTRAR TO THE OFFER **COMPANY SECRETARY AND COMPLIANCE OFFICER** Varun T. V. nuvama **LINK** Intime *icici* Securities C + NTRUMKuttukaran Centre, Mamangalam, Kochi, Ernakulam - 682 025 Kerala, India. Tel: +91 484 2341 134; Nuvama Wealth Management Limited ICICI Securities Limited Centrum Capital Limited Link Intime India Private Limited E-mail: cs@popularv.com Level 9, Centrum House, C.S.T. Road, Vidyanagari Marg C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, ICICI Venture House, Appasaheb Marathe Marq (formerly known as Edelweiss Securities Limited) Prabhadevi, Mumbai - 400 025, Maharashtra, India 801—804, Wing A, Building No 3, Inspire BKC, G Block, Bandra Kalina, Santacruz (East), Mumbai - 400 098, Maharashtra, India Vikhroli (West), Mumbai - 400 083, Maharashtra, India Bidders can contact the Compliance Officer and Company Tel: +91 22 6807 7100 Kurla Complex, Bandra East, Mumbai - 400 051, Maharashtra, India Tel: +91 22 4215 9000 Tel: +91 810 811 4949 Secretary or the Registrar to the Offer in case of any pre-Offer or Tel: +91 22 4009 4400 E-mail: popularvehicles.ipo@linkintime.co.in E-mail: popular.ipo@icicisecurities.com E-mail: popular.ipo@centrum.co.in Website: www.centrum.co.in Website: www.icicisecurities.com post-Offer related grievances including non-receipt of letters of E-mail: Popular.ipo@nuvama.com Website: www.linkintime.co.in Allotment, non-credit of Allotted Equity Shares in the respective Investor Grievance E-mail: popularvehicles.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan Investor Grievance E-mail: Website: www.nuvama.com Investor Grievance E-mail: igmbd@centrum.co.in Investor Grievance E-mail: customerservice.mb@nuvama.com Contact Person: Sooraj Bhatia/ Pooja Sanghvi beneficiary account, non-receipt of refund intimations or noncustomercare@icicisecurities.com

SEBI Registration No.: INM000010445

Continued on next page..

receipt of funds by electronic mode

... continued from previous page.

Escrow Collection Bank and Refund Bank: Axis Bank Limited

AVAILABILITY OF THE RHP: Investors are advised to refer to the RHP and the section titled "Risk Factors" on page 26 of the RHP, before applying in the Offer. A copy of the RHP, shall be available on website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively, and on the website of the Company at www.popularmaruti.com and on the websites of the BRLMs, i.e. ICICI Securities Limited, Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited) and Centrum Capital Limited at www.icicisecurities.com. www.nuvama.com and www.centrum.co.in. respectively.

Availability of the Abridged Prospectus: A copy of the abridged Prospectus: A copy of the abridged prospectus shall be available on the website of the Company, the BRLMs and the Registrar to the offer at www.popularmaruti.com, www.icicisecurities.com, www.nuvama.com and www.centrum.co.in and www.linkintime.co.in, respectively

AVAILABILITY OF BID CUM APPLICATION FORMS: Bid cum Application Forms can be obtained from the Registered Office of the Company POPULAR VEHICLES AND SERVICES LIMITED, Tel: +91 484 2341 134; The BRLMs: ICICI Securities Limited, Tel: +91 22 6807 7100; Nuvama Wealth Management Limited (formerly known as Edelweiss Securities Limited), Tel: +91 22 4009 4400 and Centrum Broking Limited, Tel: +91 22 4015 9000; Syndicate Members; Nuvama Wealth Management Limited, Tel: +91 22 4009 4400 and Centrum Broking Limited, Tel: +91 22 4215 9000 and at the select locations of the Sub-syndicate Members (as given below) SCSBs, Registered Brokers, RTAs and CDPs participating in the Offer. ASBA Forms will also be available on the websites of BSE and NSE and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Almondz Global Securities Limited, Anand Rathi Share & Stock Brokers Ltd., Eureka Stock Brokers Ltd., Eureka Stock & Share Broking Private Limited, Choice Equity Broking Private Limited, Dalal & Broacha Stock Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Private Limited, Choice Equity Broking Private Limited, Choice Equity Broking Private Limited, Choice Equity Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., DB(International) Stock Brokers Ltd., Eureka Stock & Share Broking Pvt Ltd., Eureka Stock Brokers Ltd., Eureka Broker Services Ltd., Finwizard Technology Private Limited, HDFC Securities Limited, IDBI Capital Market Securities, Limited, IDBI Capital Market Securities, Limited, IDBI Capital Services Ltd., Weynote Capitals Limited, Kync Capital Market Services Limited, Kotak Securities, Limited, IDBI Capital Market Services Limited, IDBI Capital Market Securities, Limited, IDBI Ca LKP Securities Limited, Inventure Growth & Securities Ltd., Marwadi Shares & Finance, Motilal Oswal Financial Services Ltd., Motilal Os

Limited. Sharekhan Ltd., SMC Global Securities Limited, SS Corporate Securities Limited, Systematix Shares and Stocks (India) Limited, Trade Bulls Securities (P) Ltd., Wav2wealth brokers Pvt Ltd and YES Securities (India) Limited.

Public Offer Account Bank: ICICI Bank Limited • Sponsor Banks: Axis Bank Limited and ICICI Bank Limited

UPI: UPI Bidders can also bid through UPI Mechanism.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For POPULAR VEHICLES AND SERVICES LIMITED On behalf of the Board of Directors

Company Secretary and Compliance Officer

Place: Ernakulam, Kerala Date: March 05, 2024

POPULAR VEHICLES AND SERVICES LIMITED is proposing, subject to applicable statutory and regulatory requirements, receipt of requisite approvals, market conditions and other considerations, to make an initial public offering of its Equity Shares and has filed the RHP dated March 4, 2024 with RoC on March 05, 2024. The RHP shall be available on the website of SEBI at www.sebi.gov.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchanges of India Limited at www.bseindia.com, respectively, on the website of the Company at www.popularmaruti.com and on the websites of the BRLMs, i.e. ICICI Securities Limited, Nuvama Wealth Managemen

Limited (formerly known as Edelweiss Securities Limited) and Centrum Capital Limited at www.icicisecurities.com, www.nuvama.com and www.centrum.co.in, respectively. Any potential investors should note that investors should note that investors a high degree of risk and for details relating to such risk, see 'Risk Factors' on page 26 of the RHP.

Potential investors should not rely on the DRHP filed with SEBI for making any investment decision. Investors should instead rely on the information disclosed in the RHP.

This announcement has been prepared for publication in India and may not be released in the United States. This announcement does not constitute an offer of Equity Shares offered in the Offer may not be offered or sold in the United States absent registration under the U.S. Securities Act of 1933 or an exemption from registration. Any public offering of the Equity Shares to be made in the United States will be made by means of a prospectus that may be obtained from the Company and that will contain detailed information about the Company and management, as well as financial statements. However, the Equity Shares offered in the Offer are not being offered or sold in the United States.