

BOMBAY CYCLE & MOTOR AGENCY LIMITED
100TH ANNUAL REPORT 2018-2019

Annexure 'A' to Director's Report

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

(As on the Financial Year ended on 31.03.2019)

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014.]

REGISTRATION & OTHER DETAILS:

i	CIN	L74999MH1919PLC000557
ii	Registration Date	12.09.1919
iii	Name of the Company	Bombay Cycle & Motor Agency Ltd.
iv	Category/Sub-category of the Company	Company Limited by Shares / Indian Non-government Company
v	Address of the Registered office & contact details	534, S. V. P. Road, Opera House, Mumbai - 400 007, Tel.: 022-23612195/96 , Fax No. 022-23634527, Email id.:bcma@bcma.in,Website: www.bcma.in
vi	Whether listed company	Yes
vii	Name , Address & contact details of the Registrar & Transfer Agent, if any.	TSR Darashaw Ltd. 6-10, Haji Moosa Patrawala Ind. Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai - 400 011, Tel.: 022-66568484 Fax No.: 022-66568494, Email id.:csg-unit@tsrdarashaw.com

II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Sr. No.	Name and Description of main products/services	NIC Code of the Product / service	% to total turnover of the company
1	Service & Repair of Motor Vehicle	Section G, Division 45, Group 452	50.28
2	Hospitality	Section I, Division 56, Group 561	49.72

III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES AS ON 31.03.2019

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/ GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
NIL					

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IV) SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2018			No. of Shares held at the end of the year i.e 31.03.2019			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1') Indian							
(a) Individuals / Hindu Undivided Family	16,860	0	16,860	16,860	0	16,860	8.43
(b) Central Government / State Governments(s)	0	0	0	0	0	0	0.00
(c) Bodies Corporate	124,241	0	124,241	124,241	0	124,241	62.12
(d) Financial Banks / Institutions	0	0	0	0	0	0	0.00
(e) Any Other (specify) (Trust)	624	0	624	624	0	624	0.31
Sub-Total (A) (1)	141,725	0	141,725	141,725	0	141,725	70.86
(2) Foreign							
(a) Individuals NRI/Individuals	3,204	0	3,204	3,204	0	3,204	1.60
(b) Other Individuals	0	0	0	0	0	0	0.00
(c) Bodies Corporate	0	0	0	0	0	0	0.00
(d) Banks & Financial Institutions	0	0	0	0	0	0	0.00
(e) Qualified Foreign Investor	0	0	0	0	0	0	0.00
(f) Any Other (specify)	0	0	0	0	0	0	0.00
Sub-Total (A) (2)	3,204	0	3,204	3,204	0	3,204	1.60
(A) Total Shareholding of Promoter and Promoter Group (A) = (A)(1) + (A)(2)	144,929	0	144,929	144,929	0	144,929	72.46
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds / UTI	0	0	0	0	0	0	0.00
(b) Financial Banks / Institutions	0	2,560	2,560	0	2,560	2,560	1.28
(c) Central Government / State Governments(s)	0	0	0	0	0	0	0.00
(d) Venture Capital Funds	0	0	0	0	0	0	0.00
(e) Insurance Companies	2,482	0	2,482	2,292	0	2,292	1.15
(f) Foreign Institutional Investors	0	0	0	0	0	0	0.00
(g) FI Venture Capital	0	0	0	0	0	0	0.00
(h) Any Other (specify)	0	0	0	0	0	0	0.00
Sub-Total (B) (1)	2,482	2,560	5,042	2,292	2,560	4,852	-0.09

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IV) SHAREHOLDING PATTERN (Equity Share Capital Breakup as % of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e 01.04.2018			No. of Shares held at the end of the year i.e 31.03.2019			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
(2) Non-Institutions							
(a) Bodies Corporate							
(i) Indian	9,711	660	10,371	10,317	660	10,977	0.30
(ii) Overseas	0	0	0	0	0	0	0
(b) Individuals -							
i Individual shareholders holding nominal share capital upto Rs. 1 lakh	20,780	16,964	37,744	21,046	16,262	37,308	-0.22
ii Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0	0	0	0	0	0.00
(c) Others							
(d) Foreign Nationals- DR	776	0	776	776	0	776	0.00
i Non-Residents With Repatriation (NRE)	50	292	342	51	292	343	0.00
ii HUF	475	0	475	463	0	463	-0.01
iii Directors & Relatives	0	0	0	0	0	0	0.00
IV Clearing members	321	0	321	352	0	352	0.02
Sub-total (B) (2)	32,113	17,916	50,029	33,005	17,214	50,219	0.09
Total Public Shareholding (B) = (B)(1)+(B)(2)	34,595	20,476	55,071	35,297	19,774	55,071	0.00
Shares held by Custodians against ADR/GDR	0	0	0	0	0	0	0.00
TOTAL (A)+(B)	179,524	20,476	200,000	180,226	19,774	200,000	0.00

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ii) Share Holding of Promoters

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2018			Shareholding at the end of the year 31.03.2019			% change in shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Chakor L. Doshi	3,204	1.60	0.00	3,204	1.60	0.00	0.00
2	Chakor L DOSHI (HUF)	2,416	1.20	0.00	2,416	1.20	0.00	0.00
3	Champa C. Doshi	14,444	7.22	0.00	14,444	7.22	0.00	0.00
4	Smt. Lalitabai Lalchand Charity Trust	624	0.31	0.00	624	0.31	0.00	0.00
5	Walchand Chiranika Trading Private Limited	31,628	15.81	0.00	31,628	15.81	0.00	0.00
6	Walchand Great Achievers Private Limited	44,491	22.24	0.00	44,491	22.24	0.00	0.00
7	Walchand Kamdhenu Commercials Pvt. Ltd.	47,522	23.76	0.00	47,522	23.76	0.00	0.00
8	Walchandnagar Industries Limited	600	0.30	0.00	600	0.30	0.00	0.00
	Total	144929	72.46	0.00	144929	72.46	0.00	0.00

iii) Change in Promoter's Shareholding (please specify, if there is no change)

There are no changes in Promoter's Shareholding pattern during the Financial Year 2018 -19.

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(iv) Shareholding Pattern of Top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)

Sr. No	Name of the Shareholder & Type of Transaction	Shareholding at the beginning of the year		Transactions during the Year		Cumulative Shareholding at the end of the Year 2019	
		No. of shares	% of total shares of the Company	Date of Transaction	No. of Shares	No. of shares	% of total shares of the Company
1	Depe Global Shipping Agencies Pvt Ltd	9032	4.52			9032	4.52
	At the end of the Year					9,032	4.52
2	Rashmikant Bhikhubhai Patel	8769	4.38			8769	4.38
	Transfer			27-Apr-2018	-63	8,706	4.35
	Transfer			11-May-2018	-21	8,685	4.34
	Transfer			15-Jun-2018	-18	8,667	4.33
	Transfer			17-Aug-2018	-15	8,652	4.33
	Transfer			24-Aug-2018	-44	8,608	4.30
	Transfer			31-Aug-2018	-230	8,378	4.19
	Transfer			07-Sep-2018	-100	8,278	4.14
	Transfer			09-Nov-2018	-106	8,172	4.09
	Transfer			30-Nov-2018	-100	8,072	4.04
	Transfer			11-Jan-2019	-118	7,954	3.98
	Transfer			01-Feb-2019	-12	7,942	3.97
	At the end of the Year						
3	The Oriental Insurance Company Limited	2482	1.24	-	-	2482	1.24
	At the end of the Year			07-Sep-2018	-190	2292	1.15
	At the end of the Year					2292	1.15
4	Bank Of Baroda	1,860	0.93	-	-	1,860	0.93
	At the end of the Year					1,860	0.93
5	Shri Lalchand Hirachand	1046	0.523	-	-	1046	0.52
	At the end of the Year					1046	0.52
6	Mrs. Lilawati Manharlal Sayani	750	0.38	-	-	750	0.38
	At the end of the Year					750	0.38
7	Mr Harshavardhan B Doshi	740	0.37	-	-	740	0.37
	At the end of the Year					740	0.37
8	Smt. Saryu Vinod Doshi	738	0.37	-	-	738	0.37
	At the end of the Year					738	0.37
9	Mr. Ajit Gulabchand	670	0.34	-	-	670	0.34
	At the end of the Year					670	0.34
10	Nariman Point Building Serv & Trading Private Ltd	626	0.31	-	-	626	0.31

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(v) Shareholding Pattern of Directors and Key Managerial Personnel

Serial No.	Name of the Shareholder	Shareholding at the beginning of the Year		Cumulative Shareholding during the Year	
		No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1.	Chakor L. Doshi				
	At the beginning of the year	3,204	1.60	3,204	1.60
	At the end of the year	3,204	1.60	3,204	1.60
2.	Chirag C. Doshi				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
3.	Ashok T. Kukreja				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
4.	Rupal Vora				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
5.	Prashant B. Gaikwad				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00
6.	Mahendra J. Kharwa				
	At the beginning of the year	0	0.00	0	0.00
	At the end of the year	0	0.00	0	0.00

(V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment				
Particulars	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net changes Indebtedness at the end of the financial year				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

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VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and /or Manager : Managing Director of the Company draws Nil remuneration.

B. Remuneration to other directors :

Sr. No.	Particulars of Remuneration	Name of the Directors		Total Amount
1.	Independent Directors	Ashok T. Kukreja	Rupal Vora	
	(a) Fee for attending Board & Committee meetings	60,000	60,000	1,20,000
	(b) Commission	1,75,000	1,75,000	3,50,000
	(c) Others, please specify	0	0	0
	Total (1)	2,35,000	2,35,000	4,70,000
2	Other Non Executive Directors	Chakor L. Doshi		
	(a) Fee for attending Board & Committee meetings	35,000		35,000
	(b) Commission	11,70,879		11,70,879
	(c) Others, please specify.	-		-
	Total (2)	12,05,879		12,05,879
	Total Managerial Remuneration (1+2)			16,75,879
	Overall Ceiling as per the Act.	5% of net profits of the Company		

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

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
			Mr. Prashant B. Gaikwad	Mahendra J. Kharwa	
1.	Gross Salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961.	0	6,62,966	6,72,600	13,35,566
	(b) Value of perquisites u/s 17(2) of the Income Tax Act, 1961	-	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	0	0	0
2.	Stock Option	-	0	0	0
3.	Sweat Equity	-	0	0	0
4.	Commission as % of profit	-	0	0	0
5.	Others, please specify	-	0	0	0
	Total	0	6,62,966	6,72,600	13,35,566

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VII. PENALTIES/PUNISHMENT/ COMPOUNDING OF OFFENCES :

In one matter Adjudicating Officer has passed an Order dated December 22, 2015 under Section 15-I of Securities and Exchange Board of India Act, 1992 read with Rule 5 of SEBI (procedure for holding Inquiry by Adjudicating Officer) Rules, 1995, imposing a penalty of Rs. 21.25 Lacs on all promoter entities jointly and severally. The promoter entities of BCMA had filed an appeal before Securities Appellate Tribunal (SAT) against the said order. By an order dated May 28, 2018 passed by the SAT Mumbai, SEBI's order dated 22nd December, 2015 was set aside. Thereafter, SEBI has filed Civil Appeals in the Supreme Court of India on 14.09.2018 bearing Nos. 10233 -10234 of 2018 against the SATs Order dated 28th May, 2018. Vide. it's order dated 01.10.2018 the supreme court of India stayed the operation of the Judgment and order passed by the SAT, Mumbai. Counter affidavits on behalf of Promoter entities of BCMA has been filed in these appeals praying mainly that the order of the SAT be upheld and SEBI's appeal be dismissed. At present Matter is pending in Supreme Court of India.