

BOMBAY CYCLE & MOTOR AGENCY LIMITED

101ST ANNUAL REPORT 2019-2020

ANNEXURE 'A' TO DIRECTORS REPORT

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

(As on the Financial Year ended on 31.03.2020)

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

I. REGISTRATION & OTHER DETAILS

i.	CIN	L74999MH1919PLC000557
ii	Registration Date	12/09/1919
iii	Name of the Company	Bombay Cycle & Motor Agency Limited
iv	Category/Sub-category of the Company	Company limited by Shares / Non-government company
v	Address of the Registered office & contact details	534, S. V. P. Road, Opera House, Mumbai 400 007. Tel.: 022-23612195/96/97; Fax: 022-23634527. e-mail: Investors@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 Consultants Pvt. Ltd. 6-10, Haji Moosa Patrawala Industrial 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

All the business activities contributing 10% or more of the total turnover of the company shall be stated

Sl. No.	Name & 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	45.52 %
2	Hospitality	Section I, Division 56, Group 561	54.48 %

III PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES

Sl. No.	Name & Address of the Company	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
N.A.					

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IV SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i) Category-wise Shareholding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2019			No. of Shares held at the end of the year i.e. 31.03.2020			% Change during the year
	Demat	Physical	Total	Demat	Physical	Total	
A. Promoters							
(1) Indian							
(a) Individuals / Hindu Undivided Family	16,860	0	16,860	33,720	0	33,720	8.43
(b) Central Government / State Governments(s)	0	0	0	0	0	0	0.00
(c) Bodies Corporate	1,24,241	0	1,24,241	2,48,482	0	2,48,482	62.12
(d) Financial Institutions / Banks	0	0	0	0	0	0	0.00
(e) Any Other (specify)	0	0	0	0	0	0	0.00
(f) Trust	624	0	624	1,248	0	1,248	0.31
Sub-Total (A) (1)	1,41,725	0	1,41,725	2,83,450	0	2,83,450	70.86
(2) Foreign							
(a) Individuals (Non-Resident Individuals / Foreign Individuals)	3,204	0	3,204	6,408	0	6,408	1.60
(b) Bodies Corporate	0	0	0	0	0	0	0.00
(c) Institutions	0	0	0	0	0	0	0.00
(d) Qualified Foreign Investor	0	0	0	0	0	0	0.00
(e) Foreign Nationals-DR	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	6,408	0	6,408	1.60
Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+ (A)(2)	1,44,929	0	1,44,929	2,89,858	0	2,89,858	72.46
(B) Public Shareholding							
(1) Institutions							
(a) Mutual Funds / UTI	0	0	0	0	0	0	0.00
(b) Financial Institutions / Banks	0	2,560	2,560	0	5,120	5,120	1.28
(c) Central Government / State Governments(s)	776	0	776	5,348	0	5,348	1.34
(d) Venture Capital Funds	0	0	0	0	0	0	0.00
(e) Insurance Companies	2,292	0	2,292	4,584	0	4,584	1.15

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Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2019			No. of Shares held at the end of the year i.e. 31.03.2020			% Change during the year	
	Demat	Physical	Total	Demat	Physical	Total		% of Total Shares
(f) Foreign Institutional Investors	0	0	0	0	0	0	0.00	
(g) Foreign Venture Capital Investors	0	0	0	0	0	0	0.00	
(h) Qualified Foreign Investor	0	0	0	0	0	0	0.00	
(i) Foreign Portfolio Investors (Corporate)	0	0	0	0	0	0	0.00	
(j) Foreign Nationals- DR	0	0	0	0	0	0	0.00	
(k) Any Other (specify)	0	0	0	0	0	0	0.00	
Sub-Total (B) (1)	3,068	2,560	5,628	9,932	5,120	15,052	3.76	
(2) Non-institutions								
(a) Bodies Corporate	10,317	660	10,977	19,431	34	19,465	4.87	
(b) Individuals -								
i Individual shareholders holding nominal share capital upto ₹ 1 lakh	12,277	16,262	28,539	31,519	24,953	56,472	14.12	
ii Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	8,769	0	8,769	15,064	0	15,064	3.77	
(c) Qualified Foreign Investor	0	0	0	0	0	0	0.00	
(d) Any Other								
i Non-Residents With Repatriation (NRE)	51	292	343	116	538	654	0.16	
ii HUF	463	0	463	1515	0	1,515	0.38	
iii Directors & Relatives	0	0	0	0	0	0	0.00	
iv Clearing members	352	0	352	1920	0	1,920	0.48	
Sub-total (B) (2)	32,229	17,214	49,443	69,565	25,525	95,090	23.77	
Total Public Shareholding (B) = (B)(1)+(B)(2)	35,297	19,774	55,071	79,497	30,645	1,10,142	27.54	
TOTAL (A)+(B)	1,80,226	19,774	2,00,000	3,69,355	30,645	4,00,000	100.00	
(C) Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0	0	0	0.00	
GRAND TOTAL (A)+(B)+(C)	1,80,226	19,774	2,00,000	3,69,355	30,645	4,00,000	100.00	

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(ii) SHAREHOLDING OF PROMOTERS

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% 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	Walchand Kamdhenu Commercials Pvt. Ltd.	47,522	23.76	0.00	95,044	23.76	0.00	0.00
2	Walchand Great Achievers Pvt. Ltd.	44,491	22.25	0.00	88,982	22.25	0.00	0.00
3	Walchand Chiranika Trading Pvt Ltd	31,628	15.81	0.00	63,256	15.81	0.00	0.00
4	Champa C. Doshi	14,444	7.22	0.00	28,888	7.22	0.00	0.00
5	Chakor L. Doshi	3,204	1.60	0.00	6,408	1.60	0.00	0.00
6	Chakor L. Doshi [HUF]	2,416	1.21	0.00	4,832	1.21	0.00	0.00
7	Smt Lalitabai Lalchand Charity Trust	624	0.31	0.00	1,248	0.31	0.00	0.00
8	Walchandnagar Industries Limited	600	0.30	0.00	1,200	0.30	0.00	0.00
	TOTAL	144929	72.46	0.00	289858	72.46	0.00	0.00

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(iii) CHANGE IN PROMOTERS' SHAREHOLDING

Sr. No.	Name of the Share Holder	Date	Reason	Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year	
				No. of Shares	% of total Shares of the company	No. of Shares	% of total Shares of the company
1	Walchand Kamdhenu Commercials Pvt. Ltd.	01-Apr-2019	At the beginning of the year	47,522	23.76	47,522	23.76
		23-Aug-2019	Increase-Bonus Shares	47,522	11.88	95,044	23.76
		31-Mar-2020	At the end of the year	0	0.00	95,044	23.76
2	Walchand Great Achievers Private Limited	01-Apr-2019	At the beginning of the year	44,491	22.25	44,491	11.12
		23-Aug-2019	Increase-Bonus Shares	44,491	11.12	88,982	22.25
		31-Mar-2020	At the end of the year	0	0.00	88,982	22.25
3	Walchand Chiranika Trading Pvt Ltd	01-Apr-2019	At the beginning of the year	31,628	15.81	31,628	7.91
		23-Aug-2019	Increase-Bonus Shares	31,628	7.91	63,256	15.81
		31-Mar-2020	At the end of the year	0	0.00	63,256	15.81
4	Champa C. Doshi	01-Apr-2019	At the beginning of the year	14,444	7.22	14,444	3.61
		23-Aug-2019	Increase-Bonus Shares	14,444	3.61	28,888	7.22
		31-Mar-2020	At the end of the year	0	0.00	28,888	7.22
5	Chakor L. Doshi	01-Apr-2019	At the beginning of the year	3,204	1.60	3,204	0.80
		23-Aug-2019	Increase-Bonus Shares	3,204	0.80	6,408	1.60
		31-Mar-2020	At the end of the year	0	0.00	6,408	1.60
6	Chakor L. Doshi (HUF)	01-Apr-2019	At the beginning of the year	2,416	1.21	2,416	0.60
		23-Aug-2019	Increase-Bonus Shares	2,416	0.60	4,832	1.21
		31-Mar-2020	At the end of the year	0	0.00	4,832	1.21
7	Smt Lalitabai Lalchand Charity Trust	01-Apr-2019	At the beginning of the year	624	0.31	624	0.16
		23-Aug-2019	Increase-Bonus Shares	624	0.16	1,248	0.31
		31-Mar-2020	At the end of the year	0	0.00	1,248	0.31
8	Walchandnagar Industries Limited	01-Apr-2019	At the beginning of the year	600	0.30	600	0.15
		23-Aug-2019	Increase-Bonus Shares	600	0.15	1,200	0.30
		31-Mar-2020	At the end of the year	0	0.00	1,200	0.30

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(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs)

Sr. No	Name of the Shareholder	Shareholding at the beginning of the year 2019		Shareholding at the end of year 2020		Transaction during the year		Cumulative Shareholding at the end of year 2020	
		No of Shares	% of total shares of the company	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	9,032	4.52						
	Increase			23-Aug-2019	9032	18,064	4.52		
	At the end of the year					18,064	4.52		
2	Rashmikant Bhikhubhai Patel	7,942	3.97	01-Apr-2019		7,942	3.97		
	Decrease			21-Jun-2019	-50	7,892	-0.03		
	Decrease			28-Jun-2019	-81	7,811	-0.04		
	Decrease			05-Jul-2019	-172	7,639	-0.09		
	Decrease			12-Jul-2019	-50	7,589	-0.03		
	Decrease			19-Jul-2019	-23	7,566	-0.01		
	Decrease			02-Aug-2019	-2	7,564	0.00		
	Decrease			05-Aug-2019	-32	7,532	-0.02		
	Increase			23-Aug-2019	7,532	15,064	1.88		
	At the end of the year					15,064	1.88		
3	The Oriental Insurance Company Limited	2,292	1.15						
	Increase			23-Aug-2019	2292	4,584	1.15		
	At the end of the year					4,584	1.15		
4	Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	0	0.00						
	Increase			11-Oct-2019	4,547	4,547	1.14		
	At the end of the year					4,547	1.14		

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Sr. No	Name of the Shareholder	Shareholding at the beginning of the year 2019		Transaction during the year		Cumulative Shareholding at the end of year 2020	
		No of Shares	% of total shares of the company	Date of Transaction	No of Shares	No of Shares	% of total shares of the company
5	Bank Of Baroda	1,860	0.93				
	Increase			23-Aug-2019	1,860	3,720	0.93
	At the end of the year					3,720	0.93
6	Shri Lalchand Hirachand	1,046	0.52				
	Increase			23-Aug-2019	1046	2,092	0.52
	At the end of the year					2,092	0.52
7	Market-Hub Stock Broking Pvt. Ltd	110	0.06				
	Decrease			12-Apr-2019	-110	0	-0.06
	Increase			19-Apr-2019	600	600	0.30
	Decrease			10-May-2019	-600	0	-0.30
	Increase			27-Mar-2020	1,500	1500	0.38
	At the end of the year					1500	0.38
8	Mr. Harshavardhan B Doshi	740	0.37				
	Increase			23-Aug-2019	740	1,480	0.37
	At the end of the year					1,480	0.37
9	Smt. Saryu Vinod Doshi	738	0.37				
	Increase			23-Aug-2019	738	1,476	0.37
	At the end of the year					1,476	0.37
10	Ajit Gulabchand	670	0.17				
	Increase			23-Aug-2019	670	1340	0.17
	At the end of the year					1340	0.17

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(v) Shareholding of Directors & KMP:

Sr. No.	Shareholding at the end 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
For Each of the Directors & KMP				
1. Chakor L. Doshi				
At the beginning of the year	3204	1.60	3204	1.60
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	3204	1.60	0	0.00
At the end of the year	0	0.00	6408	1.60
2. Chirag C. Doshi				
At the beginning of the year	0	0	0	0
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	0	0.00
At the end of the year	0	0	0	0
3. Ashok T. Kukreja				
At the beginning of the year	0	0.00	0	0.00
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0	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
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
At the end of the year	0	0.00	0	0.00

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Sr. No.	Shareholding at the end 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
For Each of the Directors & KMP				
5. Satish Kumar Prajapati (Appointed as Company Secretary & Compliance Officer as on November 12, 2019)				
At the beginning of the year	0	0.00	0	0.00
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	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
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
At the end of the year	0	0.00	0	0.00
7. Prashant B. Gaikwad (Resigned as Company Secretary & Compliance Officer w.e.f. August 19, 2019)				
At the beginning of the year	0	0.00	0	0.00
Date wise increase/decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc.)	0	0.00	0	0.00
At the end of the year	0	0.00	0	0.00

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(VI) INDEBTEDNESS

(₹ in lakhs)

Indebtedness of the Company including interest outstanding/accrued but not due for payment.				
Particulars	Secured Loans excluding Deposit	Unsecured Loans	Deposits	Total
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				
Additions	0	0	0	0
Reduction	0	0	0	0
Net Change Indebtedness at the end of the financial year	0	0	0	0
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

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole time director and/or Manager:

Managing Director draws NIL remuneration.

B. Remuneration to other directors:

Sl. 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	65,000	65,000	1,30,000
	(b) Commission	2,25,000	2,25,000	4,50,000
	(c) Others, please specify	-	-	-
	Total (1)	2,90,000	2,90,000	4,70,000
2	Other Non Executive Directors	Mr. Chakor L. Doshi		
	(a) Fee for attending board/ committee meetings	35,000		35,000
	(b) Commission	13,22,010		13,22,010
	(c) Others, please specify	-		-
	Total (2)	13,57,010		13,57,010
	Total (B)=(1+2)			18,27,010
	Total Managerial Remuneration			
	Overall Ceiling as per the Act	5 % of net profit of the Company		

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

Sl. No	Particulars of Remuneration	CEO	Key Managerial Personnel			Total Amount
			Prashant B. Gaikwad (resigned w.e.f. August 19, 2019)	Satish Kumar Prajapati (appointed w.e.f. November 12, 2019)	Mahendra J. Kharwa	
			Company Secretary & Compliance Officer		CFO	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income Tax, 1961	-	266,050	431,511	707,100	14,04,661
	(b) Value of perquisites u/s 17(2) of the Income tax Act, 1961	-	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) of the Income Tax Act, 1961	-	0	0	0	0
2.	Stock option	-	0	0	0	0
3.	Sweat Equity	-	0	0	0	0
4.	Commission as % of profit	-	0	0	0	0
5	Others, please specify					
	Contribution of P. F. and Superannuation	-	0	0	0	0
	Gratuity	-	0	0	0	0
	Total (A)	-	266,050	431,511	707,100	14,04,661

VIII 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 ₹ 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 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. At present Matter is pending in Supreme Court of India.