



Gold | Silver | Diamonds

P. N. GADGIL & SONS LIMITED

(Formerly known as "P. N. Gadgil & Sons")

CIN : U36911PN2017PLC173262

Fixed Deposit Scheme

From 11 October 2019

Regd. Office: Abhiruchi Mall, S. No. 59 /1-C, Wadgaon (BK), Sinhgad Road, Pune 411041

Tel.: 020-24612000, Fax 020-24612185

Email: info@pngsl.com, Website: www.pngadgilandsons.com



Gold | Silver | Diamonds

Rating

ICRA Limited (ICRA)

MA+ (stable)

Meaning of the rating obtained : Stable

CIRCULAR OR CIRCULAR IN THE FORM OF ADVERTISEMENT INVITING DEPOSITS [Pursuant to section 73 (2)(a) and section 76 and rule 4(1) and 4(2) of the Companies (Acceptance of Deposits) Rules, 2014]

1. GENERAL INFORMATION

a. Name, address, website and other contact details of the company:

P. N. GADGIL & SONS LIMITED,**CIN: U36911PN2017PLC173262**

Registered Office: Abhiruchi Mall, S. No. 59 /1-C, Wadgaon (BK), Sinhgad Road, Pune 411041

Tel.: 020-24612000, Fax 020-24612185

Email : info@pngsl.com, Website : www.pngadgilandsons.com

b. Date of incorporation of the company: **November 6, 2017**

c. Business carried on by the company and its subsidiaries with the details of branches or units, if any:

Company is engaged in the business of retail jewellery, primarily in Maharashtra. Company upgrades its product range regularly considering the customer's demand. The Company deals with all types of jewellery of Gold, Silver and Diamond. There are 29 shops of the Company located in Maharashtra, Gujarat and Karnataka.

d. Brief particulars of the management of the company:

The Company is managed by the Mr. Govind Gadgil, Chairman and Whole Time Director, Mrs. Renu Gadgil, Whole Time Director and Mr. Amit Modak, Whole Time Director and Chief Executive Officer along with Mr. Aditya Modak, Chief Financial officer and subject to overall superintendence and directions of the Board of Directors.

e. Names, addresses, DIN and occupations of the directors:

| Sr.No. | Name | Designation | Occupation | DIN | Address |
|--------|-----------------------------------|---|--------------|----------|--|
| 1 | Mr. Govind Vishwanath Gadgil | Chairman & Whole Time Director | Business | 00616617 | 576, N C Kelkar Road, Shaniwar Peth, Opp. Kesari Wada, Pune 411030 MH |
| 2 | Mrs. Renu Govind Gadgil | Whole Time Director | Business | 07412955 | 576, Shaniwar Peth, N C Kelkar Road, Pune 411030 MH |
| 3 | Mr. Amit Yeshwant Modak | Whole Time Director & Chief Executive Officer | Service | 00396631 | 65 Indira Nagar C.H.S, Yashada Deccan Gymkhana, Erandawane, Pune- 411004 MH |
| 4 | Mr. Udaya Narayan Kalkundrikar | Non-Executive Director | Professional | 08007781 | House No. 118, Gandhi Colony, Tilakavadi, Belgavi, Belgaum 590006 KA |
| 5 | Mr. Ashish Chandrakant Khandelwal | Independent Director | Professional | 00098473 | A 504/505, Marvel Vivacity, Lane No 7, Kalyani Nagar, Pune - 411006 MH |
| 6 | Mr. Ashok Namdeo Gokhale | Independent Director | Professional | 02415119 | Plot No 32, Sangam Nagar, Pune-Satara Road, Padmavati Pune 411037 MH |
| 7 | Mr. Ranjeet Sadashiv Natu | Independent Director | Professional | 02892084 | Building No.3A, Wing A2, Flat No.8, New Ajantha Avenue, Paud Road, Kothrud, Pune 411038 MH |
| 8 | Mr. Ashutosh Vilas Nanal | Independent Director | Professional | 08085279 | 304/A Govind Gaurav Apt., Swanand Soc., Lane No 1, Sahakar Nagar No. 2, Pune 411009 MH |

f. Management's perception of risk factors:

Increase in gold price is a cause for concern. Lower turnout of customers due to sudden spike in gold price and lower discretionary purchase power which may arise due to natural calamities like drought etc or recession.

g. Details of default, including the amount involved, duration of default and present status, in repayment of-

i) statutory dues: NIL

ii) debentures and interest thereon: NIL

iii) loan from any bank or financial institution and interest thereon: NIL

2. PARTICULARS OF THE DEPOSIT SCHEME

a. Date of passing of board resolution: 30th August, 2019b. Date of passing of resolution in the general meeting authorizing the invitation of such deposits: 30th August, 2019

c. Type of deposits, i.e., whether secured or unsecured: UNSECURED

d. amount which the company can raise by way of deposits as per the Act and the rules made thereunder, based on the financial year ended 31st March, 2019 or less than the amount mentioned below at the discretion of the Board.

| | |
|--------------|--------------------|
| From Members | Rs. 17,67,61,164/- |
| From Public | Rs. 44,19,02,910/- |
| Total | Rs. 61,86,64,074/- |

and the aggregate of deposits actually held on the last day of the immediately preceding financial year and on the date of issue of the Circular or advertisement and amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months : NIL

e. Terms of raising of deposits :

i. Duration: 36 Months (upto Three years)

ii. Rate of interest: (Non-Cumulative)

| Period | Non Cumulative Rate of Interest p.a | Minimum Deposit (Rs.) |
|-----------|-------------------------------------|-----------------------|
| 36 months | 8% | 1,00,000/- |

*additional amount acceptable in multiples of Rs. 50,000/-

1) Any pre-maturity during 91 days to 365 affects interest rate and applicable rate in that case will be 1% less than the offer rate. (i.e. 7% p.a. instead of 8% p.a.)

2) Any pre-maturity on or after 366th day, the interest rate will remain same (i.e. Non Cumulative 8% p.a.)

3) Applicable interest rate will be equal to offer interest rate for the period of deposit

4) The special interest rate of 8.50% p.a. will be given for the single deposit of Rs. 50 lakhs and above

5) Interest will be paid annually with cut off of 31st March every year. (first interest and last interest will be for fractional period)

iii. Mode of payment and repayment: by RTGS/NEFT/Cheque. (Subject to RBI guidelines as issued from time to time)

f. Proposed time schedule mentioning the date of opening of the Scheme and the time period for which the circular or advertisement is valid:

October 08, 2019 to September 30, 2020 or the date of the Company's next Annual General Meeting, whichever is earlier.

g. Reasons or objects of raising the deposits: As a source of medium term finance, the long term working capital requirements and for the general corporate purpose

h. Credit rating obtained:

Name of the Credit Rating Agencies : **ICRA Limited (ICRA)**Rating obtained : **MA+ (Stable)**Meaning of the rating obtained : **Stable**Date on which rating was obtained : **9th August, 2019**

i. Short particulars of the charge created or to be created for securing such deposits, if any: NIL

j. Any financial or other material interest of the directors, promoters or key managerial personnel in such deposits and the effect of such interest in so far as it is different from the interests of other persons: NIL

3. DETAILS OF ANY OUTSTANDING DEPOSITS:

a. Amount Outstanding: NIL

b. Date of acceptance: NIL

c. Total amount accepted: NIL

d. Rate of interest: NIL

e. Total number of depositors: NIL

f. Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved; NIL

g. Any waiver by the depositors, of interest accrued on deposits: NIL

4. FINANCIAL POSITION OF THE COMPANY

a. Profits of the company, before and after making provision for tax for the three financial years immediately preceding the date of issue of circular or advertisement;

Amount in Rs.

| Financial year ended on | Profit before tax | Profit after Tax |
|-------------------------|-------------------|------------------|
| 31/03/2018 | 35,52,10,235 | 26,05,54,686 |
| 31/03/2019 | 89,81,24,354 | 63,83,06,174 |

The figures as at March 31, 2018 are for the period November 6, 2017 to March 31, 2018 i.e. from the date of incorporation till March 31, 2018. Details mentioned are for two

years as the Company was incorporated on November 06, 2017.

b. Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid or interest paid)*

| Financial Year ended on | 31.03.2019 | (From 06.11.2017 to 31.03.2018) |
|-------------------------|------------|---------------------------------|
| Dividend Declared | 25% | 40%(pro-rata basis) |
| Interest Coverage Ratio | 4.51 Times | 3.71 Times |

*Details mentioned are for two years as the Company was incorporated on November 06, 2017.

c. A summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of issue of circular or advertisement;

Amount in Rs.

| Assets | 31/03/2019 | 06/11/2017 to 31/03/2018 |
|--------------------------------|----------------|--------------------------|
| Non-Current Assets | 98,19,46,143 | 92,61,54,980 |
| Current Assets | 4,94,85,14,741 | 4,24,52,95,313 |
| Total | 5,93,04,60,884 | 5,17,14,50,293 |
| Liabilities | | |
| Share Capital | 33,77,05,990 | 20,26,23,390 |
| Other Equity | 1,49,71,60,792 | 1,02,64,23,920 |
| Non-Current Liabilities | 13,15,17,974 | 45,82,90,253 |
| Current Liabilities | 3,96,40,76,128 | 3,48,41,12,730 |
| Total | 5,93,04,60,884 | 5,17,14,50,293 |

*Details mentioned are for two years as the Company was incorporated on November 06, 2017.

d. Audited Cash Flow Statement for the three years immediately preceding the date of issue of circular or advertisement;

Amount in Rs.

| Particulars | 31/03/2019 | 06/11/2017 to 31/03/2018 |
|--|----------------|--------------------------|
| Net cash flow from operating activities | 63,66,31,408 | (37,44,39,739) |
| Net cash used in Investing Activities | (12,53,79,547) | (11,15,36,646) |
| Net cash used in Financing Activities | (56,53,03,125) | 64,03,34,945 |
| Net increase/ (decrease) in Cash and Cash Equivalents | (5,40,51,264) | 15,43,58,560 |
| Cash and Cash Equivalents as at the start of the year | 27,33,97,542 | 11,90,38,982 |
| Cash and Cash Equivalents as at the end of the year | 21,93,46,278 | 27,33,97,542 |

e. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company. No change in Accounting Policies.

Note: The figures for the Financial Year ended 31st March, 2019 are not strictly comparable to the Financial period ended 31st March, 2018 since the figures for the Financial period ended 31st March, 2018 were for the period from 6th November 2017 to 31st March 2018.

5. A DECLARATION BY THE DIRECTORS THAT -

a. The company has not accepted any deposits from incorporation till date and hence provisions of Section 73 and the rules made thereunder are not applicable till the date.

b. The board of directors have satisfied themselves fully with respect to the affairs and prospects of the company and that they are of the opinion that having regard to the estimated future financial position of the company, the company will be able to meet its liabilities as and when they become due and that the company will not become insolvent within a period of one year from the date of issue of the circular or advertisement;

c. The company has complied with the provisions of the Act and the rules made thereunder;

d. The compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the Central Government;

e. The deposits were not accepted by the company from the date of its incorporation.

f. In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.

g. The deposits shall be used only for the purposes indicated in the Circular or circular in the form of advertisement;

h. The deposits accepted by the company are unsecured and rank paripassu with other unsecured liabilities of the company.

Date

Place : Pune

By order of the Board of Directors
Of P. N. GADGIL & SONS LIMITEDGovind Vishwanath Gadgil
Chairman & Whole Time Director
(DIN00616617)

Certificate of the Statutory Auditor

The Board of Directors

P. N. Gadgil & Sons Limited

Abhiruchi Mall, S.No.59 /1-C,

Wadgaon (BK), Sinhgad Road,

Pune 411041

Ref : Certificate annexed to Form DPT-1 pursuant to Rule 4 of the Companies (Acceptance of Deposits) Rules, 2014, as amended.

1. This certificate is issued in accordance with the terms of the letter dated 29th July, 2018 wherein P. N. Gadgil & Sons Limited (the "Company") having its registered office at Abhiruchi Mall, S.No.59 /1-C, Wadgaon (BK), Sinhgad Road, Pune 411041, has requested us to issue a certificate in compliance of the second proviso to Rule 4 of the Companies (Acceptance of Deposits) Rules, 2014, as amended (the "Rules").

2. As per the provisions of Rule 4 of the Rules, every Company intending to invite deposit from its members is required to issue a circular to all its members in Form DPT-1 attached with a certificate of the statutory auditor of the Company, stating that the Company has not committed default in the repayment of deposits or in the payment of interest on such deposits accepted either before or after the commencement of the Companies Act, 2013 (the "Act"). Further, in case a Company had committed a default in the repayment of deposits accepted either before or after the commencement of the Act or in the payment of interest on such deposits, a certificate of the statutory auditor of the Company is required to be attached to the Form DPT-1, stating that the Company had made good the default and a period of five years has lapsed since the date of making good the default as the case may be.

3. The Management is responsible for the adherence with the relevant provisions of the Act read with the relevant Rules relating to the acceptance of deposits by the Company and particularly with respect to ensuring that there are no defaults in the repayment of deposits and payment of interest on such deposits accepted either before or after the commencement of the Act. This responsibility includes the design, implementation and maintenance of internal control relevant to the compliance of the second proviso to Rule 4 of the Rules.

4. Pursuant to the requirements of the second proviso to Rule 4 of the Rules, our responsibility is to certify that the Company has not committed default in the repayment of deposits or in the payment of interest on such deposits accepted either before or after the commencement of the Act. Further, it is our responsibility to certify that, in case a Company had committed a default in the repayment of deposits accepted either before or after the commencement of the Act or in the payment of interest on such deposits, the Company had made good the default and a period of five years has lapsed since the date of making good the default as the case may be.

5. Based on the Audit Report issued for the Financial Year 2017-18 and 2018-19, we hereby certify that the Company has not accepted any deposits with the meaning of Section 73 to 76 of the Act and The Companies Rules, 2014 (as amended), since its incorporation. However, customer's deposits were transferred from the erstwhile partnership firm to the Company, in accordance with the requirements of Chapter XXI of the Act. Such deposits have been fully repaid by the Company before 31st March, 2018.

6. With respect to the financial year ended March 31, 2019, we have examined the books of account and other relevant records and documents maintained by the Company, the information and explanations provided to us by the Management and the audited financial statements of the Company for the year ended March 31, 2019, on which we have issued an unmodified opinion vide our report dated April 30, 2019. Our audit of these financial statements was conducted in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

7. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) issued by the Institute of Chartered Accountants of India and Standards on Auditing specified under Section 143(10) of the Act which includes the concept of test check and materiality. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.

8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Service Engagements.

9. Based on our examination as above, and according to the information, explanations and representations provided to us by the Management of the Company, we hereby certify that the Company has not accepted any deposits from the date of its incorporation i.e. 6th November, 2017 to 31st March, 2019, and not committed default in the repayment of deposits or in the payment of interest.

10. This certificate has been issued at the request of the Company solely for the purpose of submission of our certificate along with the Form DPT-1 with Registrar of Companies pursuant to Rule 4 of the Companies (Acceptance of Deposits) Rules, 2014, as amended, and should not be used by any other person or for any other purpose without our prior written consent. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For Shah & Taparia
Chartered Accountants
Firm Registration Number 109463WSd/-
Ramesh Pipalawa
Partner
Membership Number 103840
Place: Mumbai
Date: August 30, 2019
UDIN: 19103840AAAJK7211

Manager to the scheme : Company Secretary - P. N. Gadgil & Sons Limited

This Circular is issued on the authority and in the name of the Board of Directors of the Company. The text hereof has been approved by the Board of Directors at its Meeting held on August 6, 2019, and a copy thereof, signed by a majority of Directors of the Company, has been filed with the Registrar of Companies, Maharashtra.