

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) Rule, 2014]

The circular or circular in the form of advertisement shall contain the following:

1. GENERAL INFORMATION:

Sr. No.	Particulars	Details																
1	Name of the company; CIN Address of the Company; Website of the Company; Contact details of the company	Gabriel India Limited L34101PN1961PLC015735 29th Milestone, Pune-Nashik Highway, Village Kuruli, Tal. Khed, Pune – 410501, www.gabrielindia.com, 02135-610757																
2	Date of incorporation of the company	24th February, 1961																
3	Business carried on by the company and its subsidiaries with the details of the branches or units, if any	Company's factories are located at Pune, Nashik, Hosur, Khandsa, Parwanoo, Dewas, Sanand, Aurangabad and Malur.																
4	Brief particulars of the management of the company	The company is managed by Mr. Manoj Kolhatkar, Managing Director, subject to superintendence, direction and control of the Board of Directors																
5	Names, addresses, DIN and occupations of the directors																	
	Name	Address	DIN	Occupation														
	Mrs. Anjali Anand	1, Sri Aurobindo Marg, Hauz Khas, New Delhi – 110016	02082840	Non-Executive Chairperson														
	Mr. Manoj Kolhatkar	C-8, Kapil Malhar, S. NO. 184-188, Baner, Pune – 411045	03553983	Managing Director														
	Mr. Rohit Philip	11-A, Cuffee Parade, Colaba, Mumbai – 400005	06625425	Company Executive														
	Mr. Pradipta Sen	304 Tower 2, The Palms, South City 1, Gurgaon - 122001	00051758	Professional														
	Mr. Atul Khosla	Saroj Villa Officers colony, Off Rajgrah Road, Dist. Solan, Himachal Pradesh – 173212	02674215	Professional														
	Mr. Aditya Vij	3/27, Shanti Niketan, New Delhi - 110021	03200194	Professional														
6	Management's perceptions of risk factors	Auto Sector can be impacted due to market demands, government policies, national and international economic conditions, and companies cashflows can be impacted due to above said conditions or occurrence of any force majeure event.																
7	Details of default, including the amount involved, duration of default and present status, in repayment of- i) Statutory dues; ii) Debentures and interest thereon; iii) Loan from any bank or financial institution and interest thereon.	Nil Nil Nil																
8	PARTICULARS OF THE DEPOSIT SCHEME a) Date of passing of resolution in the general meeting authorizing the invitation of such deposits; b) Type of deposits, i.e., whether secured or unsecured; c) Amount which the company can raise by way of deposits as per the Act and the rules made there under, and d) 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 e) amount of deposit proposed to be raised and amount of deposit repayable within the next twelve months; f) Terms of raising of deposits: Duration, Rate of interest, mode of payment and repayment; g) Proposed time schedule mentioning the date of opening of the scheme and the time period for which the circular or advertisement is valid; a) Date of passing of board resolution; b) Reasons or objects of raising the deposits; c) Credit rating obtained; d) Name of the Credit Rating Agencies, e) Rating obtained, f) Meaning of the rating obtained, g) Date on which rating was obtained. h) Extend of deposit insurance: Name of the insurance Company, term of the insurance coverage, duration of coverage, extend of coverage, procedure for claim in case of default etc. i) Short particulars of the charge created or to be created for securing such deposits, if any; 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.	8th August, 2014 Unsecured 770.31 MINR 94.87 MINR Amt proposed to be raised – 300 MINR Amt to be repaid in twelve months - 64.66 MINR <table border="1"> <thead> <tr> <th>Duration</th> <th>Rate of Interest</th> <th>Mode of payment</th> <th>Mode of repayment</th> </tr> </thead> <tbody> <tr> <td>1 year</td> <td>8.5%</td> <td>Cheque</td> <td>Warrant</td> </tr> <tr> <td>2 year</td> <td>9.0%</td> <td>Cheque</td> <td>Warrant</td> </tr> <tr> <td>3 year</td> <td>9.5%</td> <td>Cheque</td> <td>Warrant</td> </tr> </tbody> </table> 31st July, 2015 The scheme is valid till next Annual General Meeting or 30th September, 2016 whichever is earlier 20th May, 2015 Working Capital Requirements of the Company Yes CRISIL FAA-/ Positive The degree of safety regarding timely payment of interest and principal is strong December 2, 2014 *Deferred till 31st March, 2016 vide MCA Notification No. 1/8/2013-CL-V dated 31st March, 2015. Not applicable No	Duration	Rate of Interest	Mode of payment	Mode of repayment	1 year	8.5%	Cheque	Warrant	2 year	9.0%	Cheque	Warrant	3 year	9.5%	Cheque	Warrant
Duration	Rate of Interest	Mode of payment	Mode of repayment															
1 year	8.5%	Cheque	Warrant															
2 year	9.0%	Cheque	Warrant															
3 year	9.5%	Cheque	Warrant															

2. DETAILS OF ANY OUTSTANDING DEPOSITS

- a) Amount outstanding: Rs. 94.87 Million as on 31st March, 2015
b) Date of acceptance: Accepted of different dates
c) Total amount acceptance: Rs. 94.87 Million
d) Rate of interest:

CUMULATIVE INTEREST COMPOUNDED QUARTERLY		
1 year	2 years	3 years
8.5%	9.0%	9.5%
NON-CUMULATIVE INTEREST PAYABLE QUARTERLY – only for 3 years 9.5%		

- e) Total number of depositors: 2215
f) Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors: No
g) Any waiver by the depositors, of interest accrued on deposits: No

3. FINANCIAL POSITION OF THE COMPANY

a. 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:

*profit before tax after extraordinary items

(Rs. in Million)

Accounting year ended	Profit before tax	Profit after tax	Equity Amount	Dividend %
March 31, 2013	411.8	381.3	107.73	75
March 31, 2014	557.6	426.0	122.02	85
March 31, 2015	835.5	600.2	**64.6	105

b. 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

(Rs. in Million)

LIABILITIES	As at March 31, 2015	As at March 31, 2014	ASSETS	As at March 31, 2015	As at March 31, 2014
Share Capital	143.7	143.7	Fixed Assets	2,707.6	2,796.5
Reserves & Surplus	3,214.1	2,708.1	Investments	0.2	0.2
Secured Loans	36.7	3.2	Current Assets	3,475.4	3,081.6
Unsecured Loans	130.0	656.6			
Current Liabilities & Provisions	2,553.8	2,271.4			
Deferred Tax	104.9	95.5			
TOTAL	6,183.3	5,878.4	TOTAL	6,183.3	5,878.4

c. Audited cash flow statement for the three years immediately preceding the date of issue of circular or advertisement;

Cash Flow Statement

For the year ended 31 March, 2015

(Rs. In Million)

Particulars	For the year ended 31 March, 2015	For the year ended 31 March, 2014	For the year ended 31 March, 2013
A. Cash flow from operating activities:			
Net Profit before tax	835.48	557.58	411.80
<i>Adjustments for:</i>			
Depreciation and amortisation and impairment	311.32	270.73	272.78
(Profit) / Loss from sale of assets	0.95	3.05	1.55
Finance costs	54.80	89.96	122.89
Interest income	(7.51)	(12.00)	(9.21)
Dividend income	(0.07)	(0.06)	(0.04)
Operating profit / (loss) before working capital changes	1,194.97	909.26	799.77
Changes in working capital:			
Adjustments for (increase) / decrease in Working Capital:			
Inventories	41.06	(54.09)	109.44
Trade Receivables	(370.04)	(145.21)	57.75
Loans and advances	(60.74)	75.78	(34.60)
Other Current Assets	(22.36)	35.45	(6.93)
Other Provisions	75.14	103.01	110.92
Trade payables and Other Liabilities	286.23	10.81	81.69
Cash generated from operations	(50.71)	25.75	318.27
Net income tax (paid) / refunds	(215.90)	(136.76)	(39.38)
Net cash flow from / (used in) operating activities (A)	928.36	798.25	1,078.66
B. Cash flow from investing activities			
Purchase of fixed assets	(340.85)	(395.66)	(688.84)
Decrease / (increase) in Capital work in progress	93.64	(60.73)	64.26
Decrease / (increase) in Capital advances	(3.80)	(57.09)	54.01
Proceeds from sale of fixed assets	(0.95)	4.24	(1.55)
Decrease/ (increase) in inter-corporate deposits given	-	(20.00)	(20.00)
Decrease/ (increase) in earmarked bank balances	(0.36)	(1.12)	(0.54)
Interest received	6.62	14.18	9.11
Dividend received	0.07	0.06	0.04
Net cash flow from / (used in) investing activities (B)	(245.63)	(476.12)	(583.51)
C. Cash flow from financing activities			
Proceeds / (Repayment) of long term borrowings	27.53	(1.39)	(139.49)
Proceeds / (Repayment) from fixed deposits from public	(64.78)	(66.81)	56.47
Proceeds / (Repayment) of short term borrowings (net)	(435.84)	(27.72)	(172.28)
Interest paid	(58.25)	(86.97)	(135.10)
Dividend paid	(134.89)	(113.80)	(85.64)
Corporate dividend tax paid	(25.13)	(19.04)	(13.98)
Net cash flow from / (used in) financing activities (C)	(691.36)	(315.73)	(490.02)
Net Increase in Cash & Cash Equivalents (A+B+C)	(8.63)	6.40	5.13
Cash and cash equivalents as at Opening	39.76	33.36	28.21
Cash and cash equivalents as at Closing	31.13	39.76	33.36
Cash and cash equivalents consists of:			
Cash-in-Hand	0.80	0.68	0.44
With Scheduled Banks			
In Current Accounts	30.33	39.08	32.92
Total	31.13	39.76	33.36

d. Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company: NIL

4. A DECLARATION BY THE DIRECTORS THAT-

- The company has not defaulted in the repayment of deposits accepted either before or after the commencement of the Act or payment of interest there on;
- 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;
- The company has complied with the provisions of the act and the rules made there under;
- The compliance with the Act and the rules does not imply that repayment of deposits is guaranteed by the central Government;
- The deposits accepted by the company before the commencement of the Act would be repaid as per the maturity schedule and until they are repaid, they shall be treated as unsecured and ranking paripassu with other unsecured liabilities.
- In case of any adverse change in credit rating, depositors will be given a chance to withdraw deposits without any penalty.
- The deposits shall be used only for the purposes indicated in the circular or circular in the form of advertisement;
- The deposits accepted by the company (other than the secured deposits, if any, aggregate amount of which to be indicated) are unsecured and rank paripassu with other unsecured liabilities of the company

Mrs. Anjali Anand
DIN 02082840

Mr. Manoj Kolhatkar
DIN 03553983

Mr. Rohit Philip
DIN 06625425

Mr. Atul Khosla
DIN 02674215

Mr. Pradipta Sen
DIN 00051758

Mr. Aditya Vij
DIN 03200194



GABRIEL

Gabriel India Limited

Gabriel India Limited

Registered Office: 29th, Milestone, Pune Nashik Highway, Village Kuruli, Taluka Khed, Pune 410 501.
Tel: 02135-610757 Fax: 02135-610796
Mumbai Office: 10, Prasad Chambers, Opera House, Mumbai 400 004, Tel. 022-23610538

APPLICATION FORM FOR FIXED DEPOSIT SCHEMES

Dear Sirs,
I/We the under signed apply for the placement/renewal of the Fixed Deposit Scheme as under (Please write in block letters and tick (✓) the appropriate box)

Brokers Stamp	CODE		

Telephone No.			

Amount of deposit : Minimum amount is Rs. 10,000 only
(Additional amount in multiples of Rs. 1,000/- only)

Rs. _____
(Rupees _____)

Amount Paid by :

Cheque Cheque No. _____

Draft Draft No. _____

Drawn on _____
(Bank) Date _____

Renewal F.D.R. No. _____

DEPOSIT SHOULD BE IN THE NAME (S) OF : (IN BLOCK LETTERS)

First Name Middle Name Surname

Mr./Mrs./Miss. _____

Guardian's Name (In case of minors)

Mr./Mrs./Miss. _____

Joint Holder's Name (s)

Mr./Mrs./Miss. _____

Mr./Mrs./Miss. _____

FOR OFFICE USE ONLY
Date of Realisation of the cheque (Day-Month-Year)

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CUMULATIVE SCHEME I	NON CUMULATIVE SCHEME II
Period of Deposit	Period of Deposit
<input type="checkbox"/> 12 Months <input type="checkbox"/> 24 Months <input type="checkbox"/> 36 Months	<input type="checkbox"/> 36 Months
Rate of Interest	Rate of Interest
8.5% 9.0% 9.5%	9.5%
Interest Payable	Interest Payable
<input type="checkbox"/> on Maturity	<input type="checkbox"/> on Quarterly
Interest Compounded	
<input type="checkbox"/> on Quarterly	

Address of the First Applicant

Telephone No. _____ Pin _____
(Please ensure Pincode is entered)

PAN/GIR NO. (*copy to be enclosed)

Bank Name	Account No	IFSC Code	MICR Code

*Cancelled cheque copy to be enclosed.

DECLARATION
I/We hereby declare that the amount being deposited herewith is not out of any funds acquired by me/us by borrowing or accepting deposits from any other person(s).
I/We declare that the first-named Depositor mentioned in our application is the beneficial owner of this deposit and as such he/ she should be treated as the payee for the purpose of deduction of tax at source under Section 194A of the Income Tax Act, 1961.
I/We have read and agree to abide by the attached terms and conditions governing the deposit.
I/We declare that what is stated in this application is true and correct.

Signature of the Applicant(s)

1. _____

2. _____

3. _____

Status of Depositor: Resident Indian

Category of Depositor: Employee Others

Shareholder Folio No. : _____

Deposit to be repaid to :

Sole / First Applicant

Either or survivor

Any one or survivor

Payment of Interest : By Post

The Deposit is : New

Particulars of other deposits, if any :

FDR No. (s) _____

FOR OFFICE USE ONLY
RENEWAL F.D.R NO.

NAME AND ADDRESS OF NOMINEE

NAME AND ADDRESS OF NOMINEE

Co. Code	F.D.R. No	Card Code	Code

TERMS AND CONDITIONS GOVERNING THE FIXED DEPOSIT SCHEMES

1. a) **Scheme "I"** - CUMULATIVE 1 year, 2 years, 3 years – interest @ 8.5%, 9.0% and 9.5% per annum respectively, compounded on quarterly basis and payable on maturity.
Scheme "II" – NON CUMULATIVE 3 years – interest @ 9.5% respectively payable quarterly.
The minimum deposit is Rs. 10, 000 – for one, two and three years. Additional Amount will be accepted in multiples of Rs. 1000.
b) The shareholder and Employees of the company would be given 0.5% additional interest provided that the applications are received directly by the company.
2. Interest will be calculated from the date of realization of the cheque/ draft and will cease on the date of maturity as mentioned in the Fixed Deposit receipt.
The company is not bound to send intimation to the depositors regarding the maturity of the deposits. Excess interest paid if any, under any circumstances will be recovered from subsequent payment of interest or from the principal.
To prevent fraudulent encashment of interest warrants, applicants are required to furnish their details of bank Account number of the first named Depositor.
3. Payment of interest will be made by A/C payee cheques or ECS, Interest warrants will be payable at par at Ahmedabad, Allahabad, Amritsar, Bangalore, Bhopal, Bhubaneswar, Chandigarh, Chennai, Cochin, Coimbatore, Eranakulam, Guwahati, Hyderabad, Jaipur, Jalandhar, Kanpur, Kolkata, Lucknow, Ludhiana, Mumbai, Nagpur, Nasik, New Delhi, Patna, Pune, Rajkot, Surat and Vadodra. Repayment of deposits outside Mumbai will be made by demand drafts without deduction of bank charges or cheque payable at par.
4. Premature withdrawal may be allowed but solely at the discretion of the company and for the purpose of premature withdrawal interest will be paid on such deposits as per provisions of the companies (Acceptance of Deposits) Rules, 2014. The company also reserves the right to make premature payments of fixed deposits at its discretion at any point of time.
5. Income Tax will be deducted at source from the interest wherever applicable as per statutory requirements. Income Tax will not be deducted, if appropriate certificates provided in Income Tax – Act, 1961 is furnished to the registrars to the fixed deposit scheme.
6. Application should be made in prescribed form and lodged with the offices of the company at Pune and Mumbai or the offices of Registrar i.e. Link Intime India Pvt. Ltd.
7. Application should be accompanied by A/c payee cheque / Demand Draft drawn in favor of "Gabriel India Limited" and it should be payable at Mumbai. Outstation cheques will not be accepted. Depositors outside Mumbai can send demand draft after deducting bank charges incurred by them.
8. Deposits will be accepted only from resident individuals in single or joint names but not exceeding three in numbers.
9. Scheme once selected will hold good till maturity. Where the scheme choice is not indicated in the application form or is inappropriate, the company reserves the right to accept it "Under Non-cumulative 3 years".
10. In the case of deposits in joint names all correspondence will be addressed to that persons whose name appears first on the Deposit Receipt. All cheques / drafts to payment of interest and repayment of deposit will also be drawn in favour of the first named depositor irrespective of option for repayment exercised by the depositor. Any discharge given by such person for payment of interest and repayment of deposit shall be valid and binding on all the joint holders.
11. In the event of death of the first joint holder and subject to specific instruction to the contrary the repayment of deposit and the payment of interest will be made to the person first in the order of the survivors of presentation of Death Certificate without reference to the heirs and / or legal representative of the deceased.
In the event of death of the sole depositor, the fixed deposit amount together with the interest due thereon, will be paid to the legal representative(s) of the deceased on production of proper representation such as probate of the Will, Succession Certificate or Letter of Administration granted by a Court of Competent Jurisdiction.
12. Fixed Deposit Receipts Will be forwarded to the depositor by post / courier.
13. In the event of the loss or mutilation of deposit receipt, the Company may at its discretion issue a duplicate receipt upon receiving an indemnity Bond of Rs 200/- from the depositor(s) in a form prescribed by the Company and all expenses in this regard will be borne by the depositor(s).
14. Deposit will not be renewed automatically upon maturity unless expressly applied by filing in the prescribed application form at least 30 days before the date of maturity solely at the option of the Company.
15. Deposit receipts will be not transferable.
16. The deposit receipt duly discharged should be sent either to the Registered Office of the Company or to the Registrars of the Company to the deposit Scheme at least 30 days before the date of maturity to enable the Company to renew or refund the deposit as the case may be on the due date. In the case of renewal, a fresh application form duly filled in should accompany the said discharge receipt. The application form can be obtained from the Company's office or from the officers of the Managers to the Deposit Scheme.
17. The company will not recognise or accept any lien on fixed deposit and / or interest thereon.
18. The company reserves the right to reject any application for a fresh deposit or for renewal without assigning any reason.
19. Deposit(s) Renewal(s) / Repayment(s) / interest will be subject to the condition set out herein above and further subject to the Companies (Acceptance of Deposits) Rules, 2014 for the time being in force.
20. The Company reserves the right to repay the deposit before the date of maturity.
21. The Company reserves the right to alter or amend without notice any of the conditions mentioned herein above.
22. All communication with regard to Fixed Deposits should be addressed to the Registrars to the Fixed Deposits Scheme M/s Link Intime India Pvt. Ltd. C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (west), Mumbai - 400078, Phone – 022-25946960, Fax – 022-25946969
23. All unclaimed interest, refund, overdue and unclaimed deposits for more than seven years, shall be transferred by the company to the credit of Investors Education & Protection fund established by the Govt. of India, and no claim from a depositor shall lie against the company in respect of such claims.