



GILLANDERS ARBUTHNOT AND COMPANY LIMITED



CIN: L51909WB1935PLC008194

C-4, Gillander House, Netaji Subhas Road, Kolkata – 700001 (West Bengal)

Phone No.033-2230-2331(6 Lines), Fax : 033- 2230-4185

E-mail: gillander@gillandersarbuthnot.com, Website: www.gillandersarbuthnot.com

FORM DPT - 1

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 : **GILLANDERS ARBUTHNOT AND COMPANY LIMITED**
CIN : L51909WB1935PLC008194
Address of Registered Office : C-4, Gillander House, Netaji Subhas Road, Kolkata – 700001
Website : www.gillandersarbuthnot.com
Contact details of the company : Phone: 033- 2230-2331(6 Lines)
Fax : 033- 2230-4185, E-mail : gillander@gillandersarbuthnot.com
- b. Date of incorporation of the company : 1st February, 1935
- c. Business carried on by the company and its subsidiaries with the details of branches or units, if any ;
- The Company carries on the following businesses through it's four Divisions :-
- 1) Textile** – Manufacture and sale of yarn and fabric made out of Cotton and Man-made Fibre viz., Acrylic, Polyester, Viscose Staple and Blends thereof.
 - 2) Engineering (MICCO)** – Manufacture and sale of Steel Structural, Pipes and Equipments and Designing, Supplying, Erection and Commissioning of projects on turnkey basis.
 - 3) Tea** – Manufacture and sale of Tea.
 - 4) Property** – Letting out property on rent .
- The Company has the following subsidiaries :-
The Company has a wholly owned direct foreign subsidiary by the name Gillanders Holdings (Mauritius) Limited, having its registered office at 6th Floor, Tower A, 1 Cyber City, Ebene, Mauritius. The Company also has step down foreign subsidiary by the name Naming'omba Tea Estates Limited, P.O. Box – 2, Thyolo, Malawi, which is engaged in growing and processing of Tea and Macadamia .
 - The Company has Branches/ Offices at Angul, Ballari, Bhihwar, Delhi, Jagdalpur, Kadma, Kanpur, Ludhiana, Mumbai, Raigad, Salem, Surat and Visakhapatnam.
- Details of Units**
- Tea Estates / Factories:**
 - Bejjan Tea Estate, Post Office: Makum Junction, District : Tinsukia, Assam, Pin – 786170
 - Gorunga Tea Estate, Post Office: Golaghat, District : Golaghat, Assam, Pin – 785621
 - Arun Tea Estate, Post Office: Dhekiajuli, District: Sonitpur, Assam, Pin – 784110
 - Borkatonee Tea Estate, Post Office: Golaghat, District : Golaghat, Assam, Pin – 785621
 - Dooria Tea Estate, Post Office: Golaghat, District : Golaghat, Assam, Pin – 785621
 - Dherai Tea Estate, Post Office: Dhekiajuli, District : Sonitpur, Assam, Pin – 784110
 - Taipoo Tea Estate, Post Office: Bagdogra, District : Darjeeling, West Bengal, Pin – 734422
 - Gairkhata Tea Estate, Post Office: Gairkhata, District : Jalpaiguri, West Bengal, Pin – 735212
 - Textile Division :**
GIS Cotton Mill, 47, G. T. Road, Champdany, P.O. – Baidyabati, Dist.-Hooghly, West Bengal, Pin – 712222
- d. **Brief particulars of the management of the company :**
The affairs of the Company are managed by the Managing Director and Executive Director & Chief Executive Officer of the Company with the assistance of a team of competent technical, commercial and professional executives subject to the overall superintendence, control and direction of the Board of Directors of the Company.

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

Sl. No.	Name	Address	Occupation	DIN
1.	Shri A. K. Kothari Chairman	"Kothari Niwas", 6B, Penn Road, Alipore, Kolkata – 700 027	Industrialist	00051900
2.	Smt. P. D. Kothari	"Kothari Niwas", 6B, Penn Road, Alipore, Kolkata – 700 027	Industrialist	00051860
3.	Shri N. Pachisia	Orbit Regency, Flat No. – 9B, 29A, Ballygunge Park, Kolkata – 700 019	Entrepreneur	00233768
4.	Shri A. Baheti	Merlin North Star, 70, P. C. Ghosh Road, Lake Town, Kolkata-700 048	Professional	08094824
5.	Shri K. Ashok	6B, Chakolas Enclave, Block E, Thevera Ferry Road, Thevera P.O. Ernakulam, Kerala-682013	Retired Executive	02272068
6.	Shri C. R. Prayag	C-3/62, Orchid Harmony, Applewood Township, Spring Road, Ahmedabad-380058	Professional	08463106
7.	Shri Mahesh Sodhani Managing Director	Block-B, P-79, Lake Town, Kolkata -700 089	Company Executive	02100322
8.	Shri Manoj Sodhani Executive Director & CEO	Block-B, P-79, Lake Town, Kolkata - 700089	Company Executive	02267180

f. **Management's perception of risk factors :** Company has obtained Credit Rating "CARE BBB(FD); Positive from CARE Ratings Limited dated 15.03.2022. Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.

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

- Statutory dues
 - Debentures and interest thereon
 - Loan from any bank or financial institution and interest thereon
- } No Default by the Company

2. PARTICULARS OF THE DEPOSIT SCHEME

- a. Date of passing of board resolution : **12th August, 2022**
- b. Date of passing of resolution in the general meeting authorizing the invitation of such deposits : **12th August, 2022**
- c. Type of deposits, i.e., whether secured or unsecured : **Unsecured**
- d. I. Amount which the company can raise by way of deposits as per the Act and the rules made thereunder
- | | From Shareholders | From Public | Total |
|-------------------|-------------------|-----------------|-----------------|
| From Shareholders | ₹ 1,102.97 Lacs | | |
| From Public | | ₹ 2,757.42 Lacs | |
| Total | | | ₹ 3,860.39 Lacs |
- II. Aggregate of deposits actually held on the last day of the immediately preceding financial year ended on 31st March, 2022
- | | From Shareholders | From Public | Total |
|-------------------|-------------------|-----------------|-----------------|
| From Shareholders | ₹ 463.24 Lacs | | |
| From Public | | ₹ 1,534.20 Lacs | |
| Total | | | ₹ 1,997.44 Lacs |
- III. Aggregate of deposits actually held on the date of issue of the advertisement under the Companies (Acceptance of Deposits) Rules, 2014 amount outstanding after payment till 11.08.2022 stands at
- ₹ 1,955.68 Lacs as on 12.08.2022
- IV. Amount of deposit proposed to be raised **Upto ₹ 3,192 Lacs (as per rating obtained from CARE Ratings Ltd. dated 15.03.2022) subject to limit as per 2 (d)(i) above.**
- V. Amount of deposit repayable within the next twelve months under the Companies (Acceptance of Deposits) Rules, 2014 **₹ 1,955.68 Lacs (between 12.08.2022 to 11.08.2023)**
- e. **Terms of rising deposits :**
Duration and Rate of Interest

FIXED DEPOSIT (Non Cumulative)

Period	Rate of Interest	Interest Payable
1 Year	8.00%	Half Yearly
2 Years	8.25%	-Do-

- **Mode of payment and repayment :** By Cheque
 - **Other Terms**
- Deposits will be accepted for amount in multiples of ₹ 10,000 (Rupees Ten thousand only) subject to a minimum of ₹ 1,00,000 (Rupees One lakh only) for periods and rates as specified above.
 - The Company will issue Certificates on 31st March of each year and on maturity of deposits for interest accrued specifying the amount of tax deducted at source, if any.
 - No Brokerage will be paid on Deposits received.
 - Application for deposit must be made only on Company's prescribed form.
 - Application form is also available in the Company's website.
 - Repayment of Deposit before maturity but not earlier than 6 (six) months from the date of deposit shall be at the discretion of the Company. In the event of the Company agreeing to repay a deposit prior to the date of its maturity, the rate of payment of interest on such deposit shall be in accordance with the provisions of Companies (Acceptance of Deposits) Rules, 2014 as amended from time to time. In case of premature repayment the difference between the interest paid, and the interest calculated pursuant to this clause shall be deducted from the amount to be refunded.
 - Nomination facility is available.
 - Proposed time schedule mentioning the date of opening of the Scheme : **On or after 10th October, 2022**
 - the time period for which the advertisement is valid : This circular in the form of advertisement issued shall be valid until the expiry of six months from the date of closure of the financial year 2022-2023 or until the date on which the financial statement is laid before the company in annual general meeting or, where the annual general meeting for 2023 has not been held, the latest day on which that meeting should have been held in accordance with the provisions of the Act, whichever is earlier.
 - Reasons or objects of raising the deposits : To meet the business requirements of the Company
 - Credit rating obtained :
 - Name of the Credit Ratings Agencies, CARE Ratings Limited
 - Rating obtained, 'CARE BBB (FD) '[Triple B (Fixed Deposit)] : Positive
 - Meaning of the rating obtained Instruments with this rating are considered to have moderate degree of safety regarding timely servicing of financial obligations. Such instruments carry moderate credit risk.
 - Date on which rating was obtained Rating obtained on 15.03.2022
 - Short particulars of the charge created : Not Applicable
or to be created for securing such deposits, if any
 - Any financial or other material interest : The Directors, Promoters and Key of the director, promoters or key Managerial Personnel of the Company managerial personnel in such deposits has financial Interest in fixed deposits and the effect of such interest in so of the Company to the extent of their far as it is different from the interests respective fixed deposits, if any, and is of other persons. no way different from the interest of other persons.

3. DETAILS OF ANY OUTSTANDING DEPOSITS

- Amount Outstanding : ₹ 1,955.68 Lacs as on 12.08.2022
(after payment till 11.08.2022)
- Date of acceptance* : From 20.10.2019 to 25.06.2021 under the Companies (Acceptance of Deposits) Rules, 2014
- Total amount accepted : ₹ 1,955.68 Lacs
- Rate of interest : 10.00% & 10.25%
- Total number of depositors : 251 Nos. Depositors (671 Nos. Deposits)
- Default, if any, in repayment of deposits and payment of interest thereon, if any, including number of depositors, amount and duration of default involved. : There is no default in repayment of deposits and payment of interest thereon.
- Any waiver by the depositors, of interest accrued on deposits. : No case of waiver
*excluding date of unclaimed deposit

4. FINANCIAL POSITION OF THE COMPANY

a) PROFITS, DIVIDENDS AND INTEREST COVERAGE RATIO :

	₹ in Lakhs		
For the year ended on	31.3.2020	31.3.2021	31.3.2022
Profit/(loss) Before Tax	(1,780.19)	(974.44)	1,330.05
Profit/(loss) After Tax	(1,780.19)	(974.44)	1,390.64
Dividend declared on Equity Shares	-	-	-
Interest coverage ratio			
(Cash profit after tax plus interest paid)	0.95	1.07	2.17

b) SUMMARY OF THE FINANCIAL POSITION OF THE COMPANY FOR THE THREE AUDITED BALANCE SHEETS

Assets	₹ in Lakhs		
	As at 31.3.2020	As at 31.3.2021	As at 31.3.2022
NON-CURRENT Assets			
Property, Plant and Equipment	32,707.11	23,325.62	23,182.62
Capital Work-in-Progress	688.81	595.42	374.62
Intangible Assets	41.20	34.97	25.50
Investment in Subsidiary	791.15	3,562.59	3,562.59
Financial Assets			
i) Investments	1,264.69	288.44	172.82
ii) Other Financial Assets	629.66	521.95	711.21
Non-Current Tax Asset (Net)	848.84	589.34	711.95
Other Non-Current Assets	37.90	15.54	30.46
CURRENT ASSETS			
Biological Assets other than bearer Plants	-	57.26	47.33
Inventories	14,204.24	8,686.70	10,945.73
Financial assets			
i) Investments	399.71	521.44	134.95
ii) Trade Receivables	7,644.76	5,373.26	3,355.93
iii) Cash & Cash Equivalents	190.93	166.82	60.94
iv) Bank balances other than above	2,258.39	524.34	321.19
v) Loans	144.76	57.37	9.06
vi) Other Financial Assets	6,730.99	6,707.91	5,441.72
Other Current Assets	4,310.67	2,792.74	2,605.08
Total Assets	72,893.81	53,821.71	51,693.70
Equity & Liabilities	As at 31.3.2020	As at 31.3.2021	As at 31.3.2022
EQUITY			
Equity Share Capital	2,134.23	2,134.23	2,134.23
Other Equity	22,658.35	21,512.15	23,035.04
NON-CURRENT LIABILITIES			
Financial Liabilities			
i) Borrowings	9,595.58	4,726.36	4,560.99
ii) Lease Liabilities	-	12.51	-
iii) Other Financial Liabilities	1,162.26	650.78	605.53
Provisions	187.37	124.18	117.05
CURRENT LIABILITIES			
i) Borrowings	16,038.36	12,276.99	8,413.76
ii) Lease Liabilities	-	11.37	12.51
iii) Trade Payables			
Total outstanding dues to Micro Enterprise and Small Enterprise	38.47	103.18	52.02
Total outstanding dues of creditors other than Micro Enterprise and Small Enterprise	11,996.21	6,264.04	6,445.02
iv) Other Financial Liabilities	5,738.79	2,881.96	2,810.81
Provisions	2,747.94	2,567.98	2,580.12
Other Current Liabilities	596.25	555.98	926.62
Total Equity and Liabilities	72,893.81	53,821.71	51,693.70

c) Audited Cash Flow Statement for the last three financial years ₹ in Lakhs

Particulars	₹ in Lakhs		
	As at 31.3.2020	As at 31.3.2021	As at 31.3.2022
A Cash Flow From Operating Activities	5,533.55	6,557.99	5,865.87
B Cash Flow From Investing Activities	1,268.54	8,076.85	58.28
C Cash Flow From Financing Activities	(6,853.31)	(14,658.95)	(6,030.03)
Net Increase/(decrease) In Cash And Cash Equivalents [A+B+C]	(51.22)	(24.11)	(105.88)
Cash & Cash Equivalents on Opening Date	242.15	190.93	166.82
Cash & Cash Equivalents transferred as per Scheme of Arrangement	-	-	-
Cash & Cash Equivalents on Closing Date	190.93	166.82	60.94
	(51.22)	(24.11)	(105.88)

d) Following change in the accounting policies during the last three financial years has taken place:

- During the financial year 2019-2020, the company has adopted Ind-As 116 "Leases".
- **It is hereby declared 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 on such deposits and where a default had occurred, the company made good the default and a period of five years had lapsed since the date of making good the default;
 - 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 thereunder;
 - 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 have been repaid (or will be repaid along with interest as and when due and until they are repaid, they shall be treated as unsecured and ranking pari passu 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 in the form of advertisement;
 - the deposits accepted by the company are unsecured and rank pari passu with other unsecured liabilities of the company.

This circular in the form of advertisement (DPT-1) is as per the format prescribed under Companies (Acceptance of Deposits) Amendment Rules, 2018, and is duly approved by the Board of Directors at their meeting held on 12th August, 2022. Copy of this circular in the form of advertisement (DPT-1) is being filed with the Ministry of Corporate Affairs for registration. This is issued on the authority and in the name of the Board of Directors of the Company.

By Order of the Board

For GILLANDERS ARBUTHNOT AND COMPANY LIMITED

KOLKATA
Dated :12th August, 2022

(Rajat Arora)
Company Secretary