



महाराष्ट्र MAHARASHTRA

2024

CW 441428

ज्या कारणासाठी ज्यांनी मुद्रांक स्वरेदी केला त्यांनी त्याच कारणासाठी मुद्रांक स्वरेदी केल्यापासून ६ महिन्यात वापरणे बंधनकारक आहे.

अनुक्र. 7542 दि. 30 DEC 2024 मु.शु.रक्कम- 500/- CW=6000

दस्तावा प्रकार- Agreement

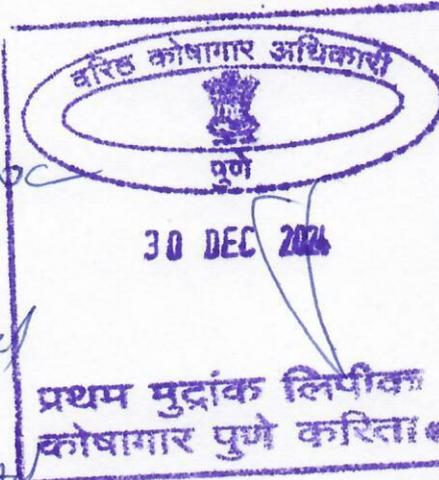
दस्ता नोंदणी करणार आहे/नाही/बांध/नाही.-

मिळकतीचे सर्तक-

मुद्रांक विकत घेणाऱ्याचे नाव- P.N Gadgil & Sons Ltd

दुसऱ्या पक्षाकराचे नाव- Gadgilan Bk Pune - 9

हस्ते व्यक्तीचे नांव व पत्ता- PNGS Reva Diamond Shivaji Magile Jewellery Ltd



Shivaji
मुद्रांक विकत घेणाऱ्याची सही

श्री. एन. के. राऊत

परवाना क्र. 2209948

मार्गिकबाग, पुणे-411004

This Stamp paper is a part and parcel of Franchise Agreement entered between PNGS Reva Diamond Jewellery Limited ("Reva") and P. N. Gadgil and Sons Limited ("PNGSL") as on 1st Day of February 2025





महाराष्ट्र MAHARASHTRA

2024

31AB 939999

जब कारणासाठी ज्यांनी मुद्रांक खरेदी केला त्यांनी त्याच कारणासाठी मुद्रांक खरेदी केल्यापासून 6 महिन्यात वापरणे बंधनकारक आहे.

अनु.क्र. 17542 दि. 30 DEC 2024 मु.शु.संक्रम-5001100-6001

दस्तावा प्रकार- Agreement

दस्त नोंदणी सन्धार दुरुहेत का? होय/नाही.-

मिळवणीचे वर्णन-

मुद्रांक विकत घेणाऱ्याचे नांव व पत्ता- P. N. Gadgil & Sons Ltd
Wadgaon B.K. pune

दुरुच्या पक्षाकराचे नांव- PNAS Reva Diamond Jewellery Ltd

इस्ते व्यक्तीचे नांव व पत्ता- Shivaji Nagle



Shivaji
मुद्रांक विकत घेणाऱ्याची सही

मौ. एन. के. राजत
परवाना क्र. 2209948
माणिकवाण, पुणे-411049



Ch. v. Umm



FRANCHISE AGREEMENT

THIS FRANCHISE AGREEMENT (the "Agreement/Franchise Agreement/Principle Agreement") is entered at Pune on this 1st day of February, 2025

BY AND BETWEEN

PNGS Reva Diamond Jewellery Limited, a company incorporated under Indian Companies Act 2013 having CIN - U32111PN2024PLC236494, holding PAN - AAPCP2937H, having official email ID accounts@revabypng.com, having its registered office at 2nd Floor, Abhiruchi Mall, S. No 59/1 C, Wadgaon Bk, Sinhagad Road, Pune – 411041 (hereinafter referred to as "Reva")

AND

P. N. Gadgil and Sons Limited, a company incorporated under Indian Companies Act, 2013, having CIN - U36911PN2017PLC173262, holding PAN - AAJCP5227G, having official email ID accounts@pngsl.com, having its registered office at 4th Floor, Abhiruchi Mall, S. No 59/1 C, Wadgaon Budruk, Sinhagad Road, Pune – 411041, (hereinafter referred to as "PNGSL")

PNGSL & Reva are collectively referred to as the 'Parties' and individually referred to as a 'Party'

Whereas PNGSL is engaged in the business of manufacturing and trading of gold and silver articles and ornaments. PNGSL is well known name in market and has brought several selling outlets in the state of Maharashtra and other states in India.

And whereas the promoters of PNGSL decided to start a company which will predominantly deal in diamond jewellery, platinum jewellery and related stones and for that purpose formed the company which is known as PNGS Reva Diamond Jewellery Limited.

And whereas Reva found it commercially viable to use the selling infrastructure and overall logistics already set up by PNGSL whose quality and services are acclaimed by the customers in general, decided to use the space, manpower, electricity, furniture, security, billing software provided by PNGSL.

And whereas after deliberation and considering the various aspects pertaining to the arrangement as referred herein above PNGSL agreed to provide the space as well as various logistical services by charging commission on net sales ("net sales" shall be defined as the total revenue derived from the sale of goods, excluding any taxes, discounts, or forwarding charges, if any) made at PNGSL's selling locations (Shop-in-Shop, "SIS" locations) present in Maharashtra & other states in India.

And whereas Reva looking at the business interest agreed on certain terms & conditions pertaining to such logistical services provided by PNGSL.

Terms and conditions of for this Franchise Agreement will be as follows -



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1. PNGSL shall make the various infrastructure facilities, including branches and selling outlets (more specifically stated in Annexure A herein below) available to be used by Reva for a period of 10 years from 1st February 2025 till 31st January 2035, attached to and forming part of this Agreement.
2. PNGSL shall provide:
 - a. The adequate place for display of the products sourced by Reva
 - b. Adequate manpower to showcase and display the products of Reva to the intending customers, giving him all the information as may be required.
 - c. The space provided shall have adequate illumination so as to attract the customer.
 - d. Suitable furniture for display & storage of the products of Reva shall be provided by PNGSL. (Any Special / specific display is required, then the same will be sourced by Reva)
 - e. All security and safety measures implemented by PNGSL shall also be extended to Reva, ensuring equal protection and safeguards for both Parties.
 - f. The transportation and logistics currently utilized by PNGSL shall also be made available to Reva if required.
 - g. PNGSL shall provide access to the digital online sales platform as required by Reva.
3. Commission payable by Reva to PNGSL for the products sold by Reva for the price as decided by Reva at the Shops / Outlets / SIS of PNGSL will be as per the below table –
(Commission will always be calculated on net sales amount)

Method 1 – FOCO Model

Particulars (Product Type)	Commission Percentage Normal Season	Commission Percentage At Festive Season
Diamond Products -		
Diamond Component	12.5%	12.5%
Gold Component	NIL	NIL
Labour / Making Charges	10%	10%
Platinum Products -		
Diamond Component	12.5%	12.5%
Platinum Component	NIL	NIL
Gold Component	NIL	NIL
Labour / Making Charges	10%	10%
Color Stones (includes all Categories of Stones)	12.5%	12.5%

In case of sale against exchange, above mentioned (i.e. Method 1 – FOCO Model) commission percentage will be reduced by 50% on exchange sale value.



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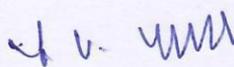
Method 2 – FOFO Model*(All amounts are in Rupees)*

Particulars (Product Type)	Item Amount	Mark-down Amount	Selling Price (FOFO)
Diamond Products -			
<i>Diamond Component</i>	100	12.5	87.50
<i>Gold Component</i>	100	0	100
<i>Labour / Making Charges</i>	100	40	60
Platinum Products -			
<i>Diamond Component</i>	100	12.5	87.50
<i>Platinum Component</i>	100	0	100
<i>Gold Component</i>	100	0	100
<i>Labour / Making Charges</i>	100	40	60
Color Stones (includes all Categories of Stones)	100	50	50

4. The parties to this agreement will adhere to the legal compliance as may be contemplated under provisions of all applicable laws, including but not limited to Income Tax Act and Goods and Services Tax.
5. PNGSL shall raise a debit note to Reva for the mutually agreed amount corresponding to the advertisement and marketing costs incurred by PNGSL for SIS locations.
6. In addition to the commission payable as mentioned in Clause 3, REVA shall bear a mutually agreed percentage of the common and consolidated expenditure incurred by PNGSL for advertising the products of both parties. It may differ from event to event and shall be reduced to writing as and when such occasion arises upon mutual agreement between the Parties.
7. In case of branch expansions made by PNGSL, at that time Parties will execute separate addendum for inclusion of that particular branch to be part of this Franchise Agreement for which terms and conditions will be same including that of commission rates.
8. Any changes in terms, conditions or clauses of this Franchise Agreement can be communicated by parties through their official email ID. Any such communication sent will be considered as amendment or addendum to this Franchise agreement, upon mutual agreement between the Parties. As of the date of this agreement, the security deposit amount is NIL. However, Reva reserves the right, to call for a security deposit at any time in the future. Upon such a request, PNGSL agrees to provide a security deposit amount within a reasonable time frame.

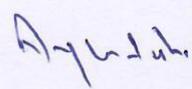
IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed on the day year first above written.

For - P.N. Gadgil & Sons Ltd



Authorised Signatory

For - PNGS Reva Diamond Jewellery Limited



Authorised Signatory

Annexure A

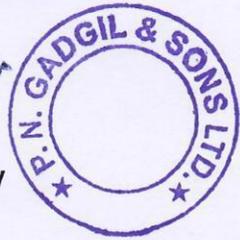
Details of various branches & selling outlets of P. N. Gadgil and Sons Ltd to provide infrastructure facilities to PNGS Reva Diamond Jewellery Limited

Sr. No	Branch Name	Detailed Address	Type of Commission Model
1	Amravati	1 st Floor, 07, J. K. Tower, Mudholkar Peth, Nr.Rajpeth, Badnera Road, Pragane, Amravati, Amravati, Maharashtra - 444601	Method 1 (FOCO)
2	Aundh	01, 01, Westend Center-1, Reliance Mart, Aundh, Pune, Maharashtra - 411007	Method 1 (FOCO)
3	Badlapur	Ground Floor, Sr. No. 15, Shop No. 1 To 4, Lotus Apartment, Near HDFC Bank, Badlapur, Thane, Maharashtra - 421503	Method 1 (FOCO)
4	Beed	01, 01, Prakash Heights, Subhash Road, Beed, Beed, Maharashtra - 431122	Method 1 (FOCO)
5	Bhosari	2 nd Floor, C-2, KBG Classic, Pune-Nashik Road, Bhosari, Pune, Maharashtra - 411039	Method 1 (FOCO)
6	Chinchwad	1, Shop No. 4, 5, 6, Gokhale Vrindavan Building No A, Deulwada, Chinchwad, Pimpri Chinchwad, Pune, Maharashtra - 411033	Method 1 (FOCO)
7	Dhule	Lane No. 4, 01, Bafna House, Parola Road, Dhule, Dhule, Maharashtra - 424001	Method 1 (FOCO)
8	Dombivli	Shop No. 3, Laxmibaug Estate, Near S.V.C.Bank, Phadke Road, Dombivli East, Thane, Maharashtra - 421201	Method 1 (FOCO)
9	Jalgaon	Near Bahinabai Garden, Ring Road, Jalgaon, Jalgaon, Maharashtra - 425001	Method 1 (FOCO)
10	Kothrud	Happy Colony, Lane No 1, Dahanukar Colony, Karve Road, Kothrud, Pune, Pune, Maharashtra - 411038	Method 1 (FOCO)
11	Mumbai	01, 01, Ravindra Natya Mandir, Rachana Sansad College, Prabhadevi West, Mumbai, Mumbai, Maharashtra - 400025	Method 1 (FOCO)
12	Nandurbar	Raghuvanshi Complex, Pardeshi Pura, Next to SBI In Touch, Nandurbar, Nandurbar, Maharashtra - 425412	Method 1 (FOCO)
13	Narayangaon	Near IDBI Bank, Varulwadi Grampanchyat, Narayangaon, Pune, Maharashtra - 410504.	Method 1 (FOCO)
14	Nashik	01, 3,4,5, Agora Commercial Complex, Canada Corner, Sharanpur Road, Nashik, Nashik, Maharashtra - 422002	Method 1 (FOCO)
15	Nashik Road	Ground Floor, Shop No 02, Star Zone Mall, Nashik-Pune National Highway, Nasik, Nashik, Maharashtra - 422214	Method 1 (FOCO)
16	Dharashiv	Sun And Ocean Complex, Ram Nagar, Opp. Police Line, Osmanabad, Osmanabad, Maharashtra - 413501	Method 1 (FOCO)
17	Pandharpur	Rajlaxmi Market, Station Road, Pandharpur, Solapur, Maharashtra - 413304	Method 1 (FOCO)
18	Parbhani	Maheshwari Building, Near Rr Petrol Pump, Basmat Road, Parbhani, Parbhani, Maharashtra - 431401	Method 1 (FOCO)
19	Phaltan	Ground Floor, Shop No. 1, Pushp Complex, Plot No. 47/48, City Sr. No. 6483 A/B, Opposite Namjoshi Petrol	Method 1 (FOCO)

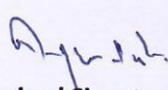


		Pump, Laxmi Nagar, Phaltan, Satara, Maharashtra - 415523	
20	Sangamner	152/151, 2, Navin Nagar, Sangamner, Ahmednagar, Maharashtra - 422605	Method 1 (FOCO)
21	Satara	01, 01, New English School Road, Rajpath, Satara, Satara, Maharashtra - 415002	Method 1 (FOCO)
22	Satara Road	01, 01, Mudra, Above D Mart, Satara Road, Pune, Pune, Maharashtra - 411037	Method 1 (FOCO)
23	Shirdi	Ground Floor, Shop No. 67, Opposite Sai Baba Samadhi Mandir, Hotel City Point, Shirdi, Ahmednagar, Maharashtra - 423109	Method 1 (FOCO)
24	Shirur	Revenue Colony, Next To Sharad Bank, Shirur, Pune, Maharashtra - 412210	Method 1 (FOCO)
25	Sinhagad Road	2 nd Floor, 59/C1, Abhiruchi Mall, Sinhagad Road, Wadgaon Budruk, Pune, Maharashtra - 411041	Method 1 (FOCO)
26	Solapur	35 C S No. 8306/5, H No. 40, Dufferin Chowk, Railway Lines, Solapur, Solapur, Maharashtra - 413001	Method 1 (FOCO)
27	Wardha	Dhablia Bhuvan, Ingole Chowk, Near Ganesh Mandir, Main Road, Wardha, Wardha, Maharashtra - 442001	Method 1 (FOCO)
28	Vadodara	Trisha Square, Sudha Nagar Society, Jetalpur Road, Vadodara, Vadodara, Gujarat - 390020	Method 1 (FOCO)
29	Gulbarga	Ground Floor, CTTS 3449, City Center, Gazipura Main Road, Kalaburagi (Gulbarga), Karnataka - 585101	Method 1 (FOCO)
30	Viman Nagar	PNG Sons Phoenix Market City, Lower Ground Floor, Viman Nagar, Nagar Road, Pune	Method 2 (FOFO)
31	Thane Gokhale Road – PNGSL shop	Shop No 2, 3, 4, 5 Ground floor of Srushti Prime, City Survey No 34, Gokhale Road, Naupada, Thane (W), Mumbai 400602	Method 1 (FOCO)
32	Talegaon	Shop No. 6, Bhegade Business Centre, Maruti Mandir Road, Panchvati Colony, Maval, Tukaram Nagar, Talegaon Dabhade, Maharashtra - 410507	Method 1 (FOCO)
33	Laxmi Road – PNGSL Shop	Shop No 3 of Ground Floor, Entire First & Second Floor of Nanal Niwas, CTS No 606, Sadashiv Peth, Kunte Chowk, Laxmi Road, Pune - 411030	Method 1 (FOCO)

For - P.N. Gadgil & Sons Ltd



 Authorised Signatory

For - PNGS Reva Diamond Jewellery Limited



 Authorised Signatory



महाराष्ट्र MAHARASHTRA

2024

DM 779384

या करणासाठी ज्यांनी मुद्रांक रबरेटी केला त्यांनी त्याच करणासाठी मुद्रांक रबरेटी करवावातुन दुसऱ्याज्यात वापरणे बंधनकारक आहे.

अनुक्र. 3569 दि. 10 JUN 2025 मु.शु.रक्कम-500+100=600/-

वस्तुना प्रकार: Agreement

दस्त जोडणी करणार आहेत का? होय/नाही.-

मिळवणीचे बर्तावण

मुद्रांक विकत घेणाऱ्याचे नांव व पत्ता: PNGS Reva Diamond Jewellery Limited Wadgaon Bk, Pune

दुसऱ्या पक्षाकडचे नांव: P.N. Gadgil & Sons limited हस्ते व्यक्तीचे नांव व पत्ता: Surat Khadka

Sayan
मुद्रांक विकत घेणाऱ्याची सही

सौ. एन. के. राऊत
परवाना क्र. 2209948
माणिकवाण, पुणे-411004



This Stamp paper is a part and parcel of Amendment No 01 entered between PNGS Reva Diamond Jewellery Limited ("Reva") and P. N. Gadgil and Sons Limited ("PNGSL") as on 26th Day of June 2025



Chir...

Agp. Sub





महाराष्ट्र MAHARASHTRA

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ज्या कारणासाठी ज्यांनी मुद्रांक खरेदी केला त्यांनी त्याच कारणासाठी मुद्रांक खरेदी केल्यापासून ६ महिन्यात वापरणे बंधनकारक आहे.

अनु.क्र. 3569 दि. 0 JUN 2025 मु.शु.रक्कम- 500 + 100 = 600/-

वस्त्याचे प्रकार- Agreement

वस्त नोंदणी करणारा अहवाल कोणता होय/नाही.-

मिळकतीची वर्षांदाद

मुद्रांक विकत घेणाऱ्याचे नांव व पत्ता- PNGS Reva Diamond Jewellery Limited Wadgaon Bk, Pune

दुराऱ्या पक्षाकरिता नांव- P.N. Gadgil & Sons Limited

हस्तावृत्तीचे नांव व पत्ता- Suwat Khadka

Suwat

मुद्रांक विकत घेणाऱ्याची सही

सौ. एन. के. सऊदा

परवाना क्र. 2209948

माजिकबाग, पुणे-४११०५९

Reva



This Stamp paper is a part and parcel of Amendment No 01 entered between PNGS Reva Diamond Jewellery Limited ("Reva") and P. N. Gadgil and Sons Limited ("PNGSL") as on 26th Day of June 2025



U. V. V. V.

Reva Ltd.



Amendment No 01

To the Franchise Agreement dated 1st February 2025, (hereinafter referred to as "Principal Agreement")

Now this Amendment No 1 (hereinafter referred to as "Amendment No 01") is executed

BY AND BETWEEN

PNGS Reva Diamond Jewellery Limited, a company incorporated under Indian Companies Act 2013 having CIN - U32111PN2024PLC236494, holding PAN - AAPCP2937H, having official email ID accounts@revabypng.com, having its registered office at Abhiruchi Mall, S. No 59/1 C, Wadgaon Bk, Sinhagad Road, Pune – 411041 (hereinafter referred to as "Reva")

AND

P. N. Gadgil and Sons Limited, a company incorporated under Indian Companies Act, 2013, having CIN - U36911PN2017PLC173262, holding PAN - AAJCP5227G, having official email ID accounts@pngsl.com, having its registered office at 4th Floor, Abhiruchi Mall, S. No 59/1 C, Wadgaon Budruk, Sinhagad Road, Pune – 411041, (hereinafter referred to as "PNGSL")

PNGSL & Reva are collectively referred to as the 'Parties' and individually referred to as a 'Party'

Now this Amendment No 01 is hereby mutually agreed by and between the parties hereto as below- All the Terms & conditions mentioned in Franchise Agreement dated 1st February 2025 will be same except for the –

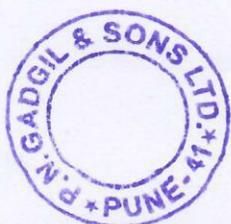
- **Clause No 3 – Commission Payable** – Revised terms under FOFO model with effective from 1st July 2025 are as follows –

There will not be any change in terms under FOFO Model, Mark down sale will happen as per below table

Method 2 – FOFO Model

(All amounts are in Rupees)

Particulars (Product Type)	Item Amount	Mark-down Amount	Selling Price (FOFO)
Diamond Products -			
Diamond Component	100	12.5	87.50
Gold Component	100	0	100
Labour / Making Charges	100	40	60
Platinum Products -			
Diamond Component	100	12.5	87.50
Platinum Component	100	0	100
Gold Component	100	0	100
Labour / Making Charges	100	40	60
Colour Stones (includes all Categories of Stones, Pearl, Coral etc.)	100	50	50



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- **Clause No 3 – Commission Payable – Revised terms under FOCO model –**
Commission payable by Reva to PNGSL for the products sold by Reva for the price as decided by Reva at the Shops / Outlets / SIS of PNGSL during Normal season as well as during Festive Season are as follows –
(Commission will always be calculated on net sales amount i.e. before taxes amount)

Method 1 – FOCO Model

Particulars (Product Type)	Commission Percentage For the period from 1-July-25 to 31-July-2025	Commission Percentage From 01-August- 2025 onwards
Diamond Products -		
Diamond Component	10%	6%
Gold Component	NIL	NIL
Labour / Making Charges	10%	10%
Platinum Products -		
Diamond Component	10%	6%
Platinum Component	NIL	NIL
Gold Component	NIL	NIL
Labour / Making Charges	10%	10%
Colour Stones (includes all Categories of Stones, Pearl, Coral etc.)	10%	6%

In case of sale against exchange, above mentioned (i.e. Method 1 – FOCO Model) commission percentage will be reduced by 50% on exchange sale value.

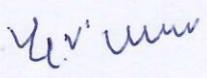
(Net Sales = Gross sales less all types of discounts offered less sales return if any)

The rate of commission payable by Reva to PNGSL can be changed by parties as mutually agreed upon between from time to time.

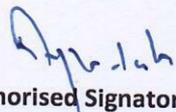
IN WITNESS WHEREOF the parties hereto have caused this Agreement to be executed on the day year first above written.

For P.N. Gadgil & Sons Limited

For PNGS Reva Diamond Jewellery Limited


Authorised Signatory




Authorised Signatory

