



PRADEEP METALS LIMITED

PRADEEP METALS LIMITED



BOARD OF DIRECTORS

Pradeep Goyal

Chairman & Managing Director

O. P. Agarwal

Executive Director

R. D. Shroff

R. K. Agarwal

Dinesh Parekh

(w.e.f. 30th April, 2003)

R. K. Mittal

(w.e.f. 30th April, 2003)

BANKERS

Union Bank of India

AUDITORS

S. R. Rege & Co.

Chartered Accountants

REGISTERED OFFICE & WORKS

R-205, TTC Indl. Area, MIDC

Rabale, Navi Mumbai 400 701

Maharashtra

20th ANNUAL REPORT 2003**NOTICE**

NOTICE is hereby given that the Twentieth Annual General Meeting of **PRADEEP METALS LIMITED** will be held at Plot No. R – 205, T.T.C. Industrial Area, M.I.D.C., Rabale, Navi Mumbai–400701, on Friday, the 26th September, 2003, at 3.00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Directors' Report, Auditors Report and Audited Profit and Loss Account for the year ended 31st March, 2003 and the Balance Sheet as at that date.
2. To appoint a Director in the place of Shri R. D. Shroff, who retires by rotation and, being eligible, offers himself for re-appointment.

3. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT in terms of Section 224A of the Companies Act, 1956, M/s. S. R. Rege & Co., Chartered Accountants, be and are hereby re-appointed as Auditors of the Company for the financial year 2003 – 2004 to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration as may be fixed by the Board of Directors."

Special Business :

4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Shri Dinesh Parekh, who was appointed as an Additional Director on 30th April, 2003 in accordance with the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company and holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose his candidature for the office of Director, be and is hereby

appointed as a Director of the Company, liable to retire by rotation."

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT Shri R. K. Mittal, who was appointed as an Additional Director on 30th April, 2003 in accordance with the provisions of Section 260 of the Companies Act, 1956 and the Articles of Association of the Company and holds the office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT the Company do take steps so as to delist the Shares of the Company from The Delhi Stock Exchange Association Limited and The Stock Exchange-Ahmedabad in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Securities) Guidelines, 2003."

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT in terms of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 and in accordance with the provisions of Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs.17,00,00,000/- (Rupees Seventeen Crore), divided into 1,00,00,000 (One Crore) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 10,00,00,000 /- (Rupees Ten Crore) and 7,00,000 (Seven Lacs) Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs. 7,00,00,000/- (Rupees

PRADEEP METALS LIMITED

Seven Crore), to Rs.20,00,00,000/- (Rupees Twenty Crore), divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 13,00,00,000/- (Rupees Thirteen Crore) and 7,00,000 (Seven Lacs) Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs. 7,00,00,000/- (Rupees Seven Crore).

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company as to share capital be and is hereby deleted and in its place, the following Clause 'V' be substituted:

- V. "The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore), divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 13,00,00,000/- (Rupees Thirteen Crore) and 7,00,000 (Seven Lacs) Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs. 7,00,00,000/- (Rupees Seven Crore).

The Company shall have power to increase or reduce the share capital, and to issue Preference Shares, cumulative or non-cumulative, participating in profits or in assets on winding up or non participating, convertible or non convertible, and it may give an option to the holder thereof for subscribing to the Equity Share Capital of the Company and that it may be issued at par, at premium or at discount and/or redeemable at par, at premium or at discount in accordance with the provisions of the Companies Act, 1956 and other applicable laws."

8. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 31(1) of the Companies Act, 1956 and other applicable provisions, if any, the existing Article 4 of the Articles of Association of the

Company be and is hereby deleted and, in its place, the following Article be substituted:

4. "The Authorised Share Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crore), divided into 1,30,00,000 (One Crore Thirty Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 13,00,00,000/- (Rupees Thirteen Crore) and 7,00,000 (Seven Lacs) Preference Shares of Rs.100/- (Rupees One Hundred) each aggregating to Rs. 7,00,00,000/- (Rupees Seven Crore).

The Company shall have power to increase or reduce the Share Capital, and to issue Preference Shares, cumulative or non-cumulative, participating in profits or in assets on winding up or non participating, convertible or non convertible, and it may give an option to the holder thereof for subscribing to the Equity capital of the Company and that it may be issued at par, at premium or at discount and/or redeemable at par, at premium or at discount in accordance with the provisions of the Companies Act, 1956 and other applicable laws."

9. To consider and if thought fit to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION** :

"RESOLVED THAT pursuant to the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 and subject to the Guidelines for Preferential Issues issued under the Securities and Exchange Board of India ("SEBI") (Disclosure & Investor Protection) Guidelines, 2000 ("Guidelines"), the Articles of Association of the Company and subject to such approvals, permissions, consents and/or sanctions as may be necessary from Government of India ("GOI"), Reserve Bank of India ("RBI"), and any other appropriate authority, institution or body and subject also to such terms and conditions as may be prescribed by any of them in granting such approvals, permissions, consents and/or sanctions and agreed to by the Board of Directors of the Company

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(hereinafter called "the Board" which term shall be deemed to include any Committee which the Board may have constituted or hereafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the Company be and is hereby accorded to the Board to issue and offer upto 41,60,000 Equity Shares of the Company for an aggregate face value of Equity Shares not exceeding Rs. 4,16,00,000/- (Rupees Four Crore Sixteen Lacs) i.e. 41,60,000 Equity Shares of Rs. 10/- (Rupees Ten) each, to the following Individuals, Body Corporate, Non-Resident Indians (NRI's) or Overseas Corporate Bodies who are not related or concerned with the Company's promoters group and also not related/concerned among themselves.

- 1) SRI VENKATESHWARA CANS PVT. LTD. - upto 7,60,000 (Seven Lacs Sixty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs.76,00,000/- (Rupees Seventy Six Lacs):
- 2) DELTA INTERNATIONAL LTD. - upto 16,70,000 (Sixteen Lacs Seventy Thousand) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 1,67,00,000 (Rupees One Crore Sixty Seven Lacs)
- 3) SANCHAY HOLDING PVT. LTD. - upto 12,00,000 (Twelve Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 1,20,00,000 (Rupees One Crore Twenty Lacs).
- 4) SHRI HITESH C. HARIA - upto 3,00,000 (Three Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 30,00,000/- (Rupees Thirty Lacs).
- 5) OM GLOBAL SINGAPORE PTE. LTD. - upto 2,30,000 (Two Lacs Thirty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 23,00,000/- (Rupees Twenty Three Lacs).

RESOLVED FURTHER THAT the aforesaid Equity Shares be allotted at a price not less than the higher of :

- (i) the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchange during the six months preceding the "Relevant Date" : or
- (ii) the average price of the weekly high and low of the closing price of the Equity Shares quoted on the Stock Exchange during the two weeks preceding the "Relevant Date".

The "Relevant Date" shall be the date thirty days prior to the date of this meeting.

RESOLVED FURTHER THAT the allotment of Equity Shares pursuant to this resolution shall be completed within a period of three months from the date of passing of this resolution.

RESOLVED FURTHER THAT the provisions relating to restrictions on transferability of Equity Shares as specified in the Guidelines, as may be applicable, shall be adhered to.

RESOLVED FURTHER THAT the Equity Shares so issued and allotted shall rank pari-passu in all respects with the existing Equity Shares of the Company except that they shall be entitled to pro-rata dividend for the financial year in which they are allotted.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, things and matters as may be relevant, usual, proper, incidental or consequential thereto.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to settle any question or difficulty or doubt that may arise, as the Board may in its absolute discretion deem fit in the interest of the Company."

By Order of the Board of Directors

O. P. Agarwal
Executive Director

27th August, 2003

REGISTERED OFFICE:

Plot No. R-205
TTC Industrial Area, MIDC,
Rabale,
Navi Mumbai 400 701.

PRADEEP METALS LIMITED**NOTES:**

- a) A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER. THE PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
- (b) The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956, in respect of business under Items 3, 4, 5 6, 7, 8 and 9 as set out above, is annexed hereto.
- (c) Members are requested to intimate any change in their address to the Company immediately.
- (d) Members who hold shares in identical order of names in more than one Folio are requested to write to the Company to enable consolidation of their holdings in one Folio.
- (e) Members are requested to intimate to the Company, details, if any, required in relation to

this Annual Report atleast 7 (seven) days before the meeting to enable the Management to keep the information ready at the meeting.

- (f) All documents referred to in the accompanying Notice and Explanatory Statement, are open for inspection at the Registered Office of the Company on all working days between 11.00 a.m to 1.00 p.m. upto the date of the Annual General Meeting except on Sundays and other holidays.
- (g) Members/Proxies are requested to bring their copies of the Annual Report to the meeting.
- (h) Registrar and Transfer Agents of the Company are Intime Spectrum Registry Ltd., C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup West, Mumbai 400 078.
- (i) The Company's Equity Shares have been specified by the Securities and Exchange Board of India for settlement in demat form.

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20th ANNUAL REPORT 2003**EXPLANATORY STATEMENT**

Explanatory Statement under Section 173(2) of the Companies Act, 1956 forming part of the Notice dated 27th August, 2003.

Item No. 3 :

Pursuant to Section 224A of the Companies Act, 1956, the appointment / re-appointment of the Auditors is to be made by Special Resolution as more than 25% of the subscribed Share Capital of the Company is held by a public financial institution.

The Board recommends the special resolution for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the resolution.

Item No. 4 :

Shri Dinesh Parekh was appointed as an Additional Director of the Company on 30th April, 2003 by the Board of Directors to hold the office up to the date of this Annual General Meeting.

Shri Parekh is a B.Sc. Graduate with MBA from Oklahoma City University, USA having vast experience in various fields over a period of 20 years. He is a member of various Institutions/Federations and also a Trustee of Mumbai Port Trust. (Detailed particulars are given in annexure attached).

It is in the interest of the Company to continue to have the benefit of his immense experience and valuable advice as a member of the Board.

The Company has received a notice from a member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director.

The Board recommends the resolution for approval of the members.

None of the Directors except Shri Dinesh Parekh is concerned or interested in the resolution.

Item No. 5 :

Shri R. K. Mittal was appointed as an Additional Director of the Company on 30th April, 2003 by the Board of Directors to hold the office up to the date of this Annual General Meeting.

Shri Mittal is a Commerce graduate from Delhi University and a Chartered Accountant with over 30 years experience in the field of banking, financial planning and restructuring, etc.

Shri R.K. Mittal is specialized in corporate finance services. He is also an expert in handling large sized projects in the fields of infrastructure, petrochemicals, pharmaceuticals, chemicals, textiles, metals, engineering, etc. (Detailed particulars are given in annexure attached).

It is in the interest of the Company to continue to have the benefit of his immense experience and valuable advice as a member of the Board.

The Company has received a notice from a member of the Company under Section 257 of the Companies Act, 1956 proposing his candidature for the office of Director.

The Board recommends the resolution for approval of the members.

None of the Directors except Shri R. K. Mittal is concerned or interested in the resolution.

Item No. 6 :

The Company's Equity Shares are currently listed at Mumbai, Ahmedabad and Delhi Stock Exchanges. With the expansion of network of The Stock Exchange, Mumbai (BSE) and extension of the BSE terminals to other cities and towns, the investors have access to online dealings in the Company's Equity Shares across the country. The bulk of the trading in the Company's Shares takes place on the BSE and the quantum of trading in the Company's Share in all other exchanges is miniscule. Further, the listing fees paid/payable to other stock exchanges is higher as compared to quantum of trading taking place in those exchanges. Hence, with a view to reduce cost, the Company is proposing this resolution, which will enable it to delist its Equity Shares from these Stock Exchanges at Ahmedabad and Delhi.

In line with the SEBI regulations and approval, if any, required, the members' approval is being sought by passing a Special Resolution for enabling voluntary delisting of its securities from these two Stock Exchanges. The proposed delisting of Equity Shares of the Company from The Delhi Stock Exchange Association Ltd. and The Stock Exchange, Ahmedabad, as and when it takes place, will not adversely affect

PRADEEP METALS LIMITED



the investors as the Equity Shares will continue to be listed on BSE. The delisting will take place after all the necessary approvals, permissions and sanctions are received. The effective date of delisting will be notified by the respective Stock Exchanges.

The Board recommends the Special Resolution for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the resolution.

Item No. 7 & 8 :

The Company has been declared as a sick industrial Company as per provisions of sub-clause (a) of clause (1) of Section 3 of the Sick Industrial Companies (Special Provisions) Act, 1985.

In order to strengthen the capital structure of the Company and also to comply with one of the terms of Draft Rehabilitation Scheme (DRS) and terms of credit facilities sanctioned by the Union Bank of India, it is proposed to induct funds in the Company by way of issue of Equity Shares. The Authorised Share Capital of the Company is Rs.17,00,00,000 (Rupees Seventeen Crore) and it is to be increased to Rs.20,00,00,000 (Rupees Twenty Crore).

In terms of Section 94 of the Companies Act, 1956, the Authorised Share Capital of the Company may be increased with the consent of the members at the General Meeting and Capital clause 'V' of Memorandum of Association is required to be altered in terms of Section 17 of the Companies Act, 1956, Article 4 of the Articles of Association of the Company is also required to be altered in terms of Section 31 of Companies Act, 1956 with the consent of the members by Special Resolution.

The Board recommends the resolution mentioned in item Nos.7 and 8 for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the resolution.

Item No. 9 :

To meet the financial requirements of the Company, it is essential that the funds should be inducted in the Company by way of Equity Share Capital by private placement. The Company has approached various persons who have indicated their willingness to support the Company by subscribing to the proposed issue of Equity Shares.

The principle terms and conditions of the proposed issue of shares would be as under:

- a) The issue of Equity Shares would comply with the 'Guidelines for Preferential Issues' issued under the SEBI (Disclosure & Investor Protection) Guidelines, 2000.
- b) The number of Equity Shares to be issued shall not exceed 41,60,000 (Forty One Lacs Sixty Thousand).
- c) The price of the Equity Shares shall not be less than the higher of :
 - 1) the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchange during the six months preceding the "Relevant Date" : or
 - 2) the average price of the weekly high and low of the closing price of the Equity Shares quoted on the Stock Exchange during the two weeks preceding the "Relevant Date".

The "Relevant Date" shall be the date thirty days prior to the date of this meeting i.e. 27th August, 2003 for the purpose.
- d) The Equity Shares shall be issued as fully paid up at the time of allotment.
- e) The Equity Shares shall be locked in for the period stipulated under the Guidelines.
- f) The allotment of Equity Shares is proposed to be completed within the period of three months from the date of passing of the Resolution.
- g) The proposed allotment of Equity Shares is to be made to the following Individuals, Body Corporate, Non-Resident Indians (NRI's) or Overseas Corporate Bodies who are not related or concerned with the Company's promoters group and also not related/concerned among themselves.
 - 1) SRI VENKATESHWARA CANS PVT. LTD. - upto 7,60,000 (Seven Lacs Sixty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 76,00,000/- (Rupees Seventy Six Lacs).
 - 2) DELTA INTERNATIONAL LTD. - upto 16,70,000 (Sixteen Lacs Seventy Thousand) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 1,67,00,000 (Rupees One Crore Sixty Seven Lacs)
 - 3) SANCHAY HOLDING PVT. LTD. - upto 12,00,000 (Twelve Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 1,20,00,000 (Rupees One Crore Twenty Lacs).

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- 4) SHRI HITESH C. HARIA - upto 3,00,000 (Three Lacs) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 30,00,000/- (Rupees Thirty Lacs).
 5) OM GLOBAL SINGAPORE PTE. LTD. - upto 2,30,000 (Two Lacs Thirty Thousand) Equity Shares of Rs.10/- (Rupees Ten) each aggregating to Rs. 23,00,000/- (Rupees Twenty Three Lacs).

h) Present and Post Preferential issue shareholding of the Company would be as under:

Name(s)	Shareholding Pattern			
	Present		Proposed	
	Shares	% of existing capital	Shares	% of the expanded capital
Promoter's group	12,92,100	18.33	12,92,100	11.53
Public:				
Others-	57,26,400	81.23	57,26,400	51.08
Sri Venkateshwara Cans Pvt. Ltd.	Nil	Nil	7,60,000	6.77
Delta International Ltd.	Nil	Nil	16,70,000	14.90
Sanchay Holding Pvt. Ltd.	31,500	0.44	12,31,500	10.99
Shri Hitesh C. Haria	Nil	Nil	3,00,000	2.68
OM Global Singapore Pte. Ltd.	Nil	Nil	2,30,000	2.05
Total	70,50,000	100	1,12,10,000	100

- i) M/s. S. R. Rege & Co., Chartered Accountants, Statutory Auditors of the Company have certified that the issue of Equity Shares is being made in accordance with the requirement of the SEBI Guidelines. Copy of the Auditor's Certificate shall be laid before this meeting of the members.
 j) As a result of the proposed allotment, there would be no change either in the Board of Directors of the Company or in control over the Company.

The said resolution is an enabling resolution conferring authority on the Board to cover all present and future contingencies and corporate requirements.

Section 81(1A) of the Companies Act, 1956 provides, inter-alia, that when it is proposed to increase the issued Capital of the Company by allotment of further shares, such further shares shall be offered to the existing members of the Company in the manner laid down in Section 81 unless the members in a meeting decide otherwise.

Accordingly, the consent of the members is being sought pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreements executed by the Company with the various Stock Exchanges in India where the Company's Equity Shares are listed.

The Board recommends the special resolution for approval of the members.

None of the Directors of the Company is in any way concerned or interested in the Resolution.

By Order of the Board of Directors

O.P. Agarwal
Executive Director

27th August, 2003

REGISTERED OFFICE :

Plot No. R – 205,
 T.T.C. Industrial Area,
 M.I.D.C., Rabale, Navi Mumbai – 400 701.

PRADEEP METALS LIMITED**Annexure to the Explanatory Statement Item Nos. 2, 4 & 5**

Details of the Directors seeking appointment/reappointment in the Annual General Meeting to be held on 26th September, 2003

Name of the Director	Shri R.D. Shroff	Shri Dinesh Parekh	Shri R.K. Mittal
Date of Birth	20/10/1933	18/01/1945	05/05/1944
Date of Appointment	31/12/1993	30/04/2003	30/04/2003
Expertise in Specific functional area	Technical and Management Expert	Business Executive and Management Expert	Financial Expert
Qualification	B.Sc (Chemistry), Smaller Company Management Programme, Harvard, USA.	B.Sc, M.B.A from USA	B.Com (Hons), F.C.A.
List of outside Directorship held	Nivi Trading Ltd. Uniphos Agro Industries Ltd. Search Chem Inds. Ltd. Enviro Technology Ltd. Bharuch Enviro Infrastructure Ltd. Shroffs United Chemicals Ltd. Agri Net Solutions Ltd. Unicorn Organics Ltd. United Phosphorus Ltd. Demuric Holdings Pvt. Ltd. Sanguine Holdings Pvt. Ltd. Vyom Finvest Pvt. Ltd. Shroff Envirotral Pvt. Ltd.	Nil	Elegant Marbles & Grani Industries Ltd. Capital Solutions (India) Pvt. Ltd. Vithal Finvest & Consultants Pvt. Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Audit Committee – Member	Shareholders/Investors' Grievances Committee, Chairman	Audit Committee – Chairman Shareholders/Investors' Grievances Committee – Member
Chairman/Member of the Committee of Directors of other companies:-			
a) Audit Committee	Nil	Nil	1
b) Shareholders / Investors' Grievances Committee	Nil	Nil	Nil
c) Remuneration Committee	Nil	Nil	Nil
d) Share Transfer Committee	Nil	Nil	1