



PRADEEP METALS LIMITED



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COMPANY INFORMATION

Board of Directors

Mr. Pradeep Goyal	Chairman & Managing Director
Mr. Omprakash Agarwal	Non-Executive Director
Dr. Kewal K. Nohria	Non-Executive Director
Mrs. Neeru Pradeep Goyal	Non-Executive Director
Mr. Suresh G. Vaidya	Independent Director
Mr. Raj Kumar Mittal	Independent Director
Mr. Rajeev D. Mehrotra	Independent Director
Mr. Jaidev R. Shroff	Independent Director

Chief Financial Officer

Mr. Rajeev Dixit (upto 5th August, 2015)
Mr. Akshaya Shah
(from 15th September, 2015 till 20th February, 2016)

DY. Chief Financial Officer

Mr. Dilip Dalvi
(w.e.f. 27th May, 2016)

Company Secretary & Compliance Officer

Mr. Abhinay Kapoor (upto 16th July, 2016)
Ms. Suchita Singh (w.e.f. 16th July, 2016)

Statutory Auditors

N. A. Shah Associates LLP
(formerly known as M/s. N. A. Shah Associates)
Chartered Accountants

Secretarial Auditors

M/s. Shweta Gokarn & Co.
Company Secretaries

Internal Auditors

BDO India LLP

Cost Auditors

M/s. J. J. Paleja & Co.
Cost Accountants

Bankers

Union Bank of India

Registered Office

R-205, MIDC, Rabale, Navi Mumbai 400 701.
Tel: +91-22-27691026 Fax: +91-22-27691123
e-mail: info@pradeepmetals.com, investors@pradeepmetals.com
Website: www.pradeepmetals.com
CIN: L99999MH1982PLC026191

Registrar and Transfer Agent

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078
Tel. +91-22-25946970 Fax: +91-22-25946969 e-mail: rnt.helpdesk@linkintime.co.in



PRADEEP METALS LIMITED

PERFORMANCE AT A GLANCE (STANDALONE)

Rs. in lakhs

Particulars	2015-16	2014-15	2013-14	2012-13	2011-12
Sales & Other Income (Net of Excise Duty)	12,084	13,261	11,542	12,703	11,255
Profit before Interest, Depreciation & Tax	1,580	1,884	1,443	1,398	1,360
Less:- Finance Cost	676	421	331	423	440
Less:- Depreciation	370	258	206	200	181
Less:- Preliminary Expenses Written off	0	0	0	0	3
Less:-Prior period items - (income)/expenses (net)	20	0	0	0	0
Profit Before Tax	514	1205	906	775	736
Less:- Taxation (including MAT & Deferred Tax)	138	422	302	334	153
Profit for the year before Dividend	376	783	604	441	583
Earning per Equity Share of Rs.10/- each (in Rupees)					
(a) Basic	2.17	4.53	3.50	2.62	3.68
(b) Diluted	2.17	4.53	3.50	2.56	3.51
(c) Net Worth	3938	3687	3377	3015	2648

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY THIRD ANNUAL GENERAL MEETING OF PRADEEP METALS LIMITED WILL BE HELD ON THURSDAY, 29TH SEPTEMBER, 2016 AT 3.00 PM AT MONARCH BANQUETS, PLOT NO. 110/111, MIDC, THANE BELAPUR ROAD, NEAR RABALE RAILWAY STATION, RABALE, NAVI MUMBAI 400701 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Board of Directors and Auditors thereon.
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2016, together with the Reports of the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares for the financial year 2015-16.
3. To appoint a Director in place of Mrs. Neeru Goyal (DIN: 05017190), who retires by rotation and, being eligible, offers herself for re-appointment.
4. Ratification of Appointment of Auditors

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rule, 2014, as amended from time to time, the appointment of M/s. N. A. Shah Associates LLP (Registration No.: 116560W/W100149), [formerly known as M/s. N. A. Shah Associates], Chartered Accountants (Firm Registration No. 116560W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Thirty Seventh Annual General Meeting of the Company to be held in the calendar year 2020, be and is hereby ratified and the Board be and is hereby authorized to fix the remuneration payable to the Auditors for the FY 2016-17, as may be recommended by the Audit Committee in consultation with the Auditors."

SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2017.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], M/s. J.J. Paleja & Co., Cost Accountants, Mumbai (Firm Registration No. 100656), appointed by the Board of Directors of the Company on the recommendation of the Audit Committee, to conduct the audit of the cost records of the Company, be paid a remuneration for the financial year ending on 31st March, 2017, of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus Service tax and reimbursement of out of pocket expenses incurred by them in connection of the aforesaid audit."

**By order of the Board of Directors
For PRADEEP METALS LTD**

Place: Navi Mumbai
Date: 6th August, 2016

REGISTERED OFFICE:

R-205, MIDC, Rabale, Navi Mumbai - 400 701
Tel. no. 022-27691026 Fax: 022-27691123
Email: investors@pradeepmetals.com
Website : www.pradeepmetals.com
CIN: L99999MH1982PLC026191

**Sd/-
Suchita Singh
Company Secretary
Membership No.: A43837**



NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than (48) FORTY EIGHT HOURS before the commencement of the meeting viz. upto 3.00 pm on 27th September 2016. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A Proxy Form is annexed to this Notice.

2. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 4 and 5 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), of the person seeking re-appointment as Director under Item No. 3 of the Notice, are also annexed.
3. The Company has appointed Ms. Shweta Gokarn, Practicing Company Secretary (Certificate of Practice Number- 11001) to act as a Scrutinizer, for conducting the remote E-Voting process and to conduct voting/poll at AGM, in a fair and transparent manner.
4. The Register of Members and Transfer Books of the Company will be closed from Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive) for Annual General Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days' notice in writing is given to the Company.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, Electronic Clearing Service (ECS) mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agent i.e. Link Intime India Private Limited (LIPL), C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup West, Mumbai- 400 078, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.
7. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or LIPL, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
8. Members holding shares in physical form are requested to consider converting their holdings in dematerialised form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LIPL for assistance in this regard.
9. Members seeking any information with regard to the Accounts, are requested to write to the Company at investors@pradeepmetals.com at least 7 (seven) days before the Meeting, so as to enable the Management to keep the information ready at the AGM.
10. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. The Notice of the AGM along with the Annual Report for financial year 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.

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12. Members may also note that the electronic copy of the 33rd Annual Report (including the AGM Notice) will also be available on Company's website i.e. www.pradeepmetals.com for their reference.
13. All documents referred to in this Notice and Explanatory Statements are open for inspection at the Registered Office of the Company on all working days, between 10.00 AM and 01.00 PM up to date of the Annual General Meeting except on Sundays and holidays.
14. Members / Proxies/ authorized representatives are requested to bring their copies of the Annual Report to the meeting along with duly filled in attendance slips mentioning therein details of their DP ID and Client ID / Folio No. for attending the meeting.
15. In terms of the applicable provisions of Section 205A and 205C the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund. Those members who have so far not encashed their dividend warrants pertaining to previous financial years are requested to approach the company for the payment thereof as the same will be transferred to Investor Education and Protection Fund (IEPF) pursuant to Section 125 of the Companies Act, 2013 on respective due dates. Kindly note that after such date, the members will have to claim such dividend from such Investor Education and Protection Fund in accordance with the Rules prescribed by the Central Government under the Companies Act, 2013.

The Ministry of Corporate Affairs ("MCA") on May 10, 2012 notified the Investor Education and Protection Fund (Uploading of Information regarding Unpaid and Unclaimed amounts lying with Companies) Rules, 2012 ("IEPF Rules") which is applicable to the Company. The objective of IEPF Rules is to help the shareholder ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof, by post. etc. As per the provisions of the said IEPF Rules, the Company has placed under "Investors Section" on its website www.pradeepmetals.com, the information on dividends which remain with the Company unclaimed as on 11th September, 2015 i.e. date of the last Annual General Meeting. The information is also available on the website of Investor Education and Protection Fund www.iepf.gov.in.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in dematerialized form are requested to submit their PAN details and email address to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details and email address to the Company or LIPL, Registrar and Share Transfer Agent of the Company.
17. The Company's Equity shares are the Scrip which Securities and Exchange Board of India (SEBI) has specified for settlement only in dematerialized form by all investors.
18. Notice is being sent to all Members whose names would appear in the Register of Members as on 19th August, 2016, Directors and Auditors of the Company through email/courier/post.
19. A route map showing directions to reach to the venue of the 33rd Annual General Meeting is given at the end of this notice as per the requirement of Secretarial Standards on General Meeting (SS-2).



PRADEEP METALS LIMITED

VOTING THROUGH ELECTRONIC MEANS

Registered Folio No./DP ID No./ Client ID:	Number of Shares held:
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Dear Member,

Subject: Instructions for e-voting

Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the 33rd Annual General Meeting to be held on Thursday, 29th September, 2016 at 3.00 pm. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The Notice is displayed on the Company's website www.pradeepmetals.com and on the website of NSDL www.nsdl.co.in.

The facility for voting through Polling paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting, shall be able to exercise their right at the AGM through polling paper.

The members who have cast their votes by remote e-voting prior to AGM may also attend AGM but shall not be entitled to cast their vote again.

The detailed instructions for e-voting are given below.

The e-voting facility is available at the link, <https://www.evoting.nsdl.com>

E-voting particulars :

EVEN (E-voting event number)	User ID	Password
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The e-voting facility will be available during the following voting period:

Commencement of e-voting 26 th September, 2016 (9.00 am)	End of e-voting 28 th September, 2016 (5.00 pm)
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During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Please read the instructions printed below before exercising your vote. These details and instructions form an integral part of the Notice for the Annual General Meeting to be held on 29th September, 2016.

Steps for e-voting:

- I. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - i. Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii. Click on Shareholder - Login
 - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly

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- recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii. Select "EVEN" of "PRADEEP METALS LIMITED".
 - viii. Now you are ready for remote e-voting as Cast Vote page opens.
 - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshwetagokarn@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :

EVEN (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.		
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
 - III. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
 - V. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September 2016.
 - VI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September, 2016 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or LIPL, Registrar and Share Transfer Agent. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the toll free no.: 1800-222-990.
 - VII. A Member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling paper.
 - IX. Ms. Shweta Gokarn, Practicing Company Secretary (Membership No. 11001) is appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
 - X. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 - XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 - XII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.



PRADEEP METALS LIMITED

ANNEXURE TO THE NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No: 3

Profile of the Director being re-appointed as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:-

Name of the Director	Mrs. Neeru Goyal
Director Identification Number	05017190
Date of Birth	7 th September, 1958
Date of Appointment	8 th August, 2013 (AGM)
Expertise in Specific Functional Area	Management Expert
Nationality	Indian
Qualification	B.Sc (Chem.), M.A. (Eng. Lit.)
No. of shares held in the Company	5,45,109 Equity Shares (3.16 %)
Directorships held in other companies	Dhanlabh Engineering Works Private Limited Shubh Industrial Park Private Limited S. V. Shah Construction Services Private Limited Rabale Engineering India Private Limited
Chairperson/ Members of the Committee of the Board of Directors of the Company	Chairperson of CSR Committee
Chairman/Member of the Committee of the Board of Directors of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	None

None of the Directors, Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in passing of this Resolution, Except Mrs. Neeru Goyal being retiring Director and Mr. Pradeep Goyal, spouse of Mrs. Neeru Goyal.

The Board commends passing of the Resolution set out at Item No. 3 of the accompanying Notice.

Item No. 4

M/s. N. A. Shah Associates LLP (Registration No: - 116560W/W100149) (formerly known as M/s. N. A. Shah Associates), Chartered Accountants (Firm Registration No. 116560W), were appointed as the Statutory Auditors of the Company for a period of five years at the Annual General Meeting (AGM) of the Company held on 11th September, 2015, to hold office from the conclusion of the Thirty Second AGM till conclusion of the Thirty Seventh AGM to be held in the year 2020. As per provisions of Section 139(1) of the Act, their appointment for the above tenure is subject to ratification by the Members at every AGM. Accordingly, ratification of the Members is being sought for appointment of Statutory Auditors as per the proposal contained in the Resolution set out at Item No. 4 of the Notice.

None of the Directors/Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in passing of this Resolution.

The Board commends passing of the Resolution set out at Item No. 4 of the accompanying Notice.

Item No. 5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. J.J. Paleja & Co. (Firm Registration No. 100656), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017 on a remuneration