



Pradeep Metals Limited

35th ANNUAL REPORT

2017 - 2018

35th ANNUAL REPORT 2018

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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Pradeep Goyal	Chairman and Managing Director
Dr. Kewal K. Nohria	Non-Executive Director
Mr. Omprakash Agarwal	Non-Executive Director
Mrs. Neeru Pradeep Goyal	Non-Executive Director
Mr. Suresh G. Vaidya	Independent Director
Mr. Raj Kumar Mittal	Independent Director (upto 29 th August, 2017)
Mr. Jaidev R. Shroff	Independent Director
Mr. Jayavardhan Dhar Diwan	Independent Director (w.e.f. 13 th May, 2017)
Mr. Kartick Maheshwari	Additional Director (Independent)(w.e.f. 10 th Nov, 2017)

Chief Financial Officer

Mr. Rakesh Agarwal
(upto 12th May, 2018)

Company Secretary and Compliance Officer

Ms. Suchita Singh (upto 21st Feb, 2018)
Mr. Harshad Babade (w.e.f. 9th May, 2018)

Dy. Chief Financial Officer

Mr. Dilip Dalvi
(w.e.f. 9th May, 2018)

Statutory Auditor

N. A. Shah Associates LLP
Chartered Accountants

Secretarial Auditor

Shweta Gokarn & Co.
Company Secretaries

Internal Auditor

BDO India LLP

Cost Auditor

MKJ & Associates
Cost and Management 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-101, 247 Park, L.B.S. Marg, Vikhroli (W), Mumbai 400 083.
Tel: +91-22-49186270; Fax: +91-22-49186060
Email: rnt.helpdesk@linkintime.co.in

**PRADEEP METALS LIMITED****PERFORMANCE AT A GLANCE (STANDALONE)**

(Rs. in lakhs)

PARTICULARS	2017-18	2016-17	2015-16	2014-15	2013-14
Sales and Other Income (Net of Excise Duty)	14,460	12,338	12,084	13,261	11,542
Profit before Interest, Depreciation and Tax	2,210	1,762	1,580	1,884	1,443
Less: Finance Cost	621	550	676	421	331
Less: Depreciation	416	432	370	258	206
Less: Preliminary Expenses Written off	0	0	0	0	0
Less: Prior period items - (income) / expenses (net)	0	0	20	0	0
Profit Before Tax	1,173	779	514	1,205	906
Less: Taxation (including MAT and Deferred Tax)	353	264	138	422	302
Profit for the year before Dividend	820	515	376	783	604
Earnings per Equity Share of Rs.10/- each (in Rupees)					
a. Basic	4.74	2.98	2.17	4.53	3.5
b. Diluted	4.74	2.98	2.17	4.53	3.5
c. Net Worth (Rs. In lakhs)	5,232	4,419	3,929	3,687	3,377

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY FIFTH ANNUAL GENERAL MEETING OF PRADEEP METALS LIMITED WILL BE HELD ON TUESDAY, 14th AUGUST, 2018 AT 3.00 PM AT N.K. MEHRA MEMORIAL HALL, THANE BELAPUR INDUSTRIES ASSOCIATION, P-14, MIDC, OPPOSITE 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, 2018, together with the Reports of the Board of Directors and Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018, together with the Reports of the Auditors thereon.

SPECIAL BUSINESS:

2. To re-appoint Dr. Kewal Krishan Nohria (DIN: 00060015) as the Non-Executive Director of the Company, who retires by rotation and who has attained the age of seventy-five years, being eligible, offers himself for re-appointment

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 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1st April, 2019) and on recommendation of the Nomination and Remuneration Committee of the Company, Dr. Kewal Krishan Nohria (DIN: 00060015), Non-executive Director of the Company, who retires by rotation in terms of Section 152 of the Companies Act, 2013 and who has attained the age of seventy-five years, being eligible and upon his consent to continue his Directorship, be and is hereby re-appointed as Non-Executive Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint Mr. Kartick Maheshwari (DIN: 07969734) as an Independent Director

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Kartick Maheshwari (DIN:07969734), who was appointed as an Additional Director of the Company by the Board of Directors in accordance with provisions of Section 161(1) of the Act on 10th November, 2017 and who holds office only upto the date of this Annual General Meeting, be and is hereby appointed as an Independent Director of the Company, for a period of five consecutive years.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

4. To continue the appointment of Mr. Omprakash Agarwal (DIN: 00022796) as the Non-Executive Director of the Company.

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 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations



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and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1st April, 2019) and on recommendation of the Nomination and Remuneration Committee of the Company, Mr. Omprakash Agarwal (DIN: 00022796), Non-executive Director of the Company appointed on 21st August, 2017, who has attained the age of seventy-five years and upon his consent to continue further, approval of the members be and is hereby accorded to continue his directorship, liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. To continue the appointment of Mr. Suresh Gopal Vaidya (DIN: 00220956) as the Independent Director of the Company.

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 Sections 149 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1st April, 2019) and on recommendation of the Nomination and Remuneration Committee of the Company, Mr. Suresh Gopal Vaidya (DIN: 00220956), Independent Director of the Company appointed on 4th September, 2014 for a period of 5 years upto the conclusion 36th Annual General Meeting of the Company, who has attained the age of seventy-five years and upon his consent to continue further, approval of the members be and is hereby accorded to continue his directorship till the expiry of his present term of office, not liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019.

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], MKJ & Associates, Cost & Management Accountants, Mumbai (Firm Registration No. 001352), 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 for the financial year ending 31st March, 2019, be paid a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes 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: 9th July, 2018

REGISTERED OFFICE:

R-205, MIDC, Rabale, Navi Mumbai - 400 701

Tel: +91-22-27691026 Fax: +91-22-27691123

Email: investors@pradeepmetals.com

Website : www.pradeepmetals.com

CIN: L99999MH1982PLC026191

**Sd/-
Harshad Babade
Company Secretary
Membership No. A51159**

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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.**

The instrument appointing the proxy, in order to be effective, must be deposited at the Registered Office of the Company, duly completed, signed and stamped not less than **(48) FORTY EIGHT HOURS** before the commencement of the meeting viz. upto 3.00 pm on 12th August 2018. Proxies / authorizations submitted on behalf of limited companies, body corporate, societies etc., must be supported by appropriate resolutions/authority, as applicable.

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. A Member holding more than 10% of the total share capital of the Company may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. A Proxy Form is annexed to this Notice.

- The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out all material facts relating to Special Business to be transacted at the meeting is annexed herewith and the same should be taken as part of this Notice. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, of the person seeking appointment / re-appointment as Director, are also annexed.
 - 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.
 - The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, 7th August, 2018 to Monday, 13th August, 2018 (both days inclusive).
 - 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.
 - Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code, IFSC Code, 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 101, 247 Park, LBS Marg, Vikhroli (West) Mumbai 400 083, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to LIPL.
- The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit PAN to their depository participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to LIPL.
- 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.
 - Members holding shares in physical form are requested to consider converting their holdings in dematerialized 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.
 - Members seeking any information with regard to the Accounts, are requested to write to the Company at investors@pradeepmetals.com at least 10 (Ten) 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 2017-18 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. The Notice is being sent to all Members whose names would appear in the Register of Members as on Friday, 6th July, 2018 and to the Directors and Auditors of the Company.
12. Members may note that the electronic copy of the 35th 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. Members wishing to claim dividends that remain unclaimed are requested to correspond with the Registrar and Share Transfer Agents or to the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years will be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.
16. The Company's Equity shares are the Script which Securities and Exchange Board of India (SEBI) has specified for settlement only in dematerialized form by all investors.
17. A route map showing directions to reach to the venue of the 35th Annual General Meeting is given at the end of this notice as per the requirement of Secretarial Standards on General Meeting (SS-2).
18. To support 'Green Initiative', Members who have not registered their email addresses are requested to register the same with DPs /LIPL.

Updation of Members' Details:

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Companies Act, 2013 requires the Company/Registrars and Transfer Agents to record additional details of Members, including their Permanent Account Number (PAN) details, e-mail address, Bank Account details for payment of Dividend etc. Further, the Securities and Exchange Board of India has mandated submission of PAN by every participant in the Securities market.

A form for capturing the above details is appended to the AGM notice. Members holding shares in physical format are requested to submit the filled-in form to the Company or its Registrar and Transfer Agents. Members holding shares in electronic format are requested to submit the details of their respective Depository Participants.

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VOTING THROUGH ELECTRONIC MEANS

Registered Folio No./DP ID No./ Client ID:	Number of Shares held:
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Instructions for e-voting are as under:

- I. 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 35th Annual General Meeting to be held on Tuesday, 14th August, 2018 at 3.00 pm, by electronic means and the business may be transacted through e-voting services. 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.pradeepmentals.com and on the website of NSDL www.nsdl.co.in.
- II. 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.
- III. 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.
- IV. The remote e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
11th August, 2018 (9.00 am)	13th August, 2018 (5.00 pm)

During this period, Members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th August, 2018, 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, they 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 14th August, 2018.

V. The process and manner for remote e-voting are as under:

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.