



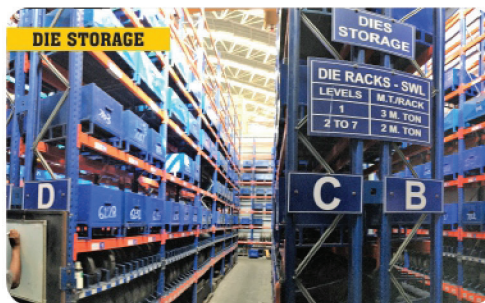
Pradeep Metals Limited

38th ANNUAL REPORT

2020 - 2021

Publicly listed on BSE
38 years in the forging business
Consistent Quality
Quick tool development
Low-volume High mix customized parts
All facilities under one roof
Highly qualified technical support

factory



our product range



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COMPANY INFORMATION

BOARD OF DIRECTORS

Mr. Pradeep Goyal	Chairman and Managing Director
Dr. Kewal Krishan Nohria	Non-Executive Director
Mrs. Neeru P. Goyal	Non-Executive Director
Mr. Abhinav Goyal	Non-Executive Director
Mr. Suresh G. Vaidya	Independent Director
Mr. Jayavardhan Dhar Diwan	Independent Director
Mr. Kartick Maheshwari	Independent Director
Ms. Nandita Nagpal Vohra	Independent Director

Chief Financial Officer

Ms. Kavita Choubisa Ojha

Company Secretary and Compliance Officer

Ms. Nivedita Nayak

Statutory Auditors

N. A. Shah Associates LLP
Chartered Accountants

Secretarial Auditors

Shweta Gokarn & Co.
Company Secretaries

Internal Auditors

MGB & Co. LLP
Chartered Accountants

Cost Auditors

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

PERFORMANCE AT A GLANCE (STANDALONE)

(Rs. in lakhs)

PARTICULARS	2020-21	2019-20	2018-19	2017-18	2016-17
Sales and Other Income (Net of Excise Duty/GST)	14,364	17,829	17,611	14,551	12,757
Profit before Interest, Depreciation, Exceptional Items and Taxes	2,187	3,159	2,815	2,210	1,762
Less: Finance Cost	382	615	693	621	550
Less: Depreciation	540	498	444	416	432
Less: Exceptional items	308	348	-	-	-
Profit before Tax	958	1,699	1,678	1,173	779
Less: Taxation (including MAT and Deferred Tax)	339	410	484	353	265
Profit for the year before Dividend	618	1,289	1,194	819	515

Earnings per Equity Share of Rs.10/- each (in Rs.)

a. Basic	3.58	7.46	6.91	4.74	2.98
b. Diluted	3.58	7.46	6.91	4.74	2.98
c. Net Worth (Rs. In lakhs)	7,986	7,341	6,398	5,232	4,419

NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY EIGHTH ANNUAL GENERAL MEETING OF PRADEEP METALS LIMITED WILL BE HELD ON FRIDAY, 13th AUGUST, 2021 AT 3.00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIOVISUAL MEANS (“VC”/“OAVM”) FACILITY 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, 2021, 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, 2021, together with the Reports of the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended 31st March, 2021.
3. To appoint a Director in place of Mrs. Neeru P. Goyal (DIN: 05017190), who retires by rotation and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint Mr. Jayavardhan Dhar Diwan (DIN: 01565319) as an Independent Director for a Second Term of five years.**

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

“**RESOLVED THAT** in accordance with the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the rules made thereunder read with Schedule IV of the Companies Act, 2013, and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof for the time being in force), and on recommendation of the Nomination and Remuneration Committee of the Company, Mr. Jayavardhan Dhar Diwan (DIN: 01565319) be and is hereby re-appointed as an Independent Director of the Company for his second term of five years w.e.f. 13th May, 2022 upto 12th May, 2027.

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

5. **To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2022.**

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 thereof for the time being in force), M/s. MKJ & Associates, Cost & Management Accountants, Mumbai (Firm Registration No. 001352), re-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, 2022, 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.”

6. Alteration in Object Clause of the Memorandum of Association 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 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to necessary approval(s), if any, from the competent authorities, the clause III (A) of the Memorandum of the Company dealing with the Main Objects to be pursued by the Company, be amended by inserting following new clauses after sub-clause III (A) 4 of the Memorandum of Association of the Company:

‘III (A) 5. To undertake and carry on the business of design, development, manufacture, supply, dealing, operating, trading, overhaul, repair, maintenance and service of all kinds of defence and non-defence systems; weapon systems, surveillance equipment, communication equipment, electronic warfare equipment, boats, armaments, armour material, unmanned military vehicles, vessels, aircraft and systems (including advanced armour/ballistic material and systems), simulators and devices and components or structures thereof for defence and non-defence applications including but not limited to mines, torpedoes, guns, mortars (including self-propelled), rockets, missiles, launchers (including rocket launchers), gun or gun parts/components, similar projectiles launched from land, air or sea whether operated manually or remotely (with or without explosives), detonators & similar devices and all related equipment for use by armed forces whether based on the proprietary designs and drawings of the armed forces or Ministry of defence, prototypes, assemblies, sub-assemblies, parts, components, accessories, fitments to any & all such devices/equipment, electronic systems, composite systems and sub systems including software and manufacture, dealing in all kinds of vehicles, whether armoured or un-armoured and all types of hydraulic machines, armaments, machine tools and machinery of any other description for use by armed forces and to acquire, promote the Companies with similar objects and providing training in aforesaid activities.’

‘III (A) 6. To engage in Buy, Buy and Make and Make categories of projects and any other type of programs floated or to be floated by the Government of India or its instrumentalities and for that purpose seek appropriate registration and affiliation with the associated authorities.’

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to necessary approval(s), if any, from the competent authorities, the existing Clause III (B) containing the “Objects Incidental or Ancillary to the attainment of Main Objects” containing sub-clause nos. 5 to 45 be and is hereby re-grouped in New Clause III (B) “Matters which are necessary for furtherance of the Objects specified in Clause III(A)” and shall be re-numbered as sub-clause nos. 7 to 47 .

RESOLVED FURTHER THAT the existing Clause III(C) containing “Other Objects” having sub-clause nos. 46 to 48 be and is hereby deleted in entirety and be merged with Clause III (B) and shall be re-numbered as sub-clause nos. 48 to 50.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the clause III (B) of the Memorandum of the Company dealing with “Matters which are necessary for furtherance of the Objects specified in Clause III (A)” be and is hereby amended by inserting following new clauses after sub-clause III (B) 50 of the Memorandum of Association of the Company:

‘III (B) 51. To apply for purchase or by any other means, acquire and protect, prolong and renew any patents, patent rights, brevets invention, licenses, protection and concessions which appear likely to be advantageous or useful to the Company to use and turn to account and to manufacture under or grant licences or privileges in respect of the same and to spend money in experimenting upon and testing and in improving or inventions or rights which the company may acquire or propose to acquire.’

‘III (B) 52. To acquire from any person, firm or body corporate whether in India or elsewhere, technical information, know-how, processes, engineering, manufacturing and operating data, plans, lay outs and

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blueprints useful for the design, erection and operation of plant required for any of the businesses of the Company and to acquire any grant or licence and other rights and benefits in the foregoing matters and things.'

'III (B) 53. To negotiate and enter into agreements and contracts, with foreign individuals, Companies, corporations, and any other organisations or entities for technical, financial or any other assistance or collaboration for carrying out all or any of the objects of the Company or for the purpose of activating research and development of manufacturing projects on the basis of know-how, financial participation or technical collaboration and acquire necessary formulates and patent rights for furthering the objects of the Company.'

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted Committee be and is hereby authorized to do all acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

RESOLVED FURTHER THAT the Board of Directors of the Company or any of its duly constituted Committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment."

Place: Navi Mumbai
Date: 27th May, 2021

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

REGISTERED OFFICE:

R-205, MIDC, Rabale, Navi Mumbai - 400 701
Tel. no. +91-22-27691026 Fax:+91-22-27691123
Email: investors@pradeepmetals.com
Website: www.pradeepmetals.com
CIN: L99999MH1982PLC026191

Sd/-
Nivedita Nayak
Company Secretary & Compliance Officer
FCS: 8479

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 8th April, 2020, Circular No.17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 5th May, 2020 and Circular No. 02/2021 dated 13th January, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting can be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. An explanatory statement pursuant to Section 102 (1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
4. 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 the AGM, in a fair and transparent manner.

5. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 6th August, 2021 to Thursday, 12th August, 2021 (both days inclusive).
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2020-21 have been also uploaded on the website of the Company at www.pradeepmetals.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020 and MCA Circular No. 2/2021 dated 13th January, 2021.
11. 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.
12. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
13. **REGISTRATION OF BANK EMAIL ID AND BANK ACCOUNT DETAILS:**
 - a) In case the Shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.
 - b) In case the Shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and/or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed: