

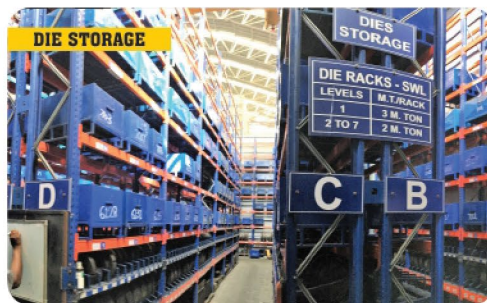
Pradeep Metals Limited

39th ANNUAL REPORT

2021 - 2022

Publicly listed on BSE
39 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 (upto 30th November, 2021)
Mr. Abhishek Joshi (w.e.f. 1st December, 2021)

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	2021-22	2020-21	2019-20	2018-19	2017-18
Sales and Other Income (Net of GST)	21,283	14,364	17,829	17,611	14,551
Profit before Interest, Depreciation, Exceptional Items and Tax	3,094	2,187	3,159	2,815	2,210
Less: Finance Cost	440	382	615	693	621
Less: Depreciation	583	540	498	444	416
Less: Exceptional items	135	308	348	-	-
Profit before Tax	1,936	958	1,699	1,678	1,173
Less: Taxation	512	339	410	484	353
(including MAT and Deferred Tax)					
Profit for the year before Dividend	1,424	618	1,289	1,194	819
Earnings per Equity Share of Rs.10/- each (in Rs.)					
a. Basic	8.25	3.58	7.46	6.91	4.74
b. Diluted	8.25	3.58	7.46	6.91	4.74
c. Net Worth (Rs. in Lakhs)	9,241	7,986	7,341	6,398	5,232

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NOTICE

NOTICE IS HEREBY GIVEN THAT THE THIRTY NINTH ANNUAL GENERAL MEETING OF PRADEEP METALS LIMITED WILL BE HELD ON SATURDAY, 30TH JULY, 2022 AT 2:00 P.M. THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL 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, 2022, 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, 2022, together with the Reports of the Auditors thereon.
2. To confirm the payment of Final Dividend on Equity Shares for the Financial Year ended 31st March, 2022.
3. To appoint a Director in place of Mr. Abhinav Goyal (DIN: 08786430), who retires by rotation and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To re-appoint Mr. Kartick Maheshwari (DIN: 07969734) 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 a **Special 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. Kartick Maheshwari (DIN: 07969734) be and is hereby re-appointed as an Independent Director of the Company for his second term of five years w.e.f. 10th November, 2022 upto 9th November, 2027."

5. **To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2023.**

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. Umesh Vinayak Kakule & Associates, Cost & Management Accountants, Mumbai (Firm Registration No. 001351), 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, 2023, 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 with the aforesaid audit."

6. To ratify/approve the remuneration payable to Mr. Abhinav Goyal holding office or place of profit.

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

“RESOLVED THAT pursuant to Sections 188, 177 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for holding office or place of profit by Mr. Abhinav Goyal, Director of the Company, in Dimensional Machine Works, LLC, Houston, USA (DMW), 100% Step Down Subsidiary of the Company for payment of remuneration to him by DMW in Foreign Currency exceeding Indian Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) per month during the Financial Years from 2022-23 to 2024-25, subject to limits as more particularly specified below and in the relevant Explanatory Statement annexed to the Notice of this Meeting:

- Monthly Remuneration payable shall not exceed USD 15,000 (Equivalent to Rs. 11.00 Lakhs approx) plus HRA not exceeding USD 6,000 (Equivalent to Rs. 4.50 Lakhs approx) or rent free accommodation in lieu therefore.

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.”

7. To ratify/approve the remuneration payable to Mrs. Neha Goyal holding office or place of profit.

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

“RESOLVED THAT pursuant to Sections 188, 177 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded for holding office or place of profit by Mrs. Neha Goyal, wife of Mr. Abhinav Goyal, Director of the Company, in Dimensional Machine Works, LLC, Houston, USA (DMW), 100% Step Down Subsidiary of the Company and payment of remuneration to her by DMW for drawing remuneration in Foreign Currency exceeding Indian Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month during the Financial Years from 2022-23 to 2024-25, subject to limits as more particularly specified below and in the relevant Explanatory Statement annexed to the Notice of this Meeting:

- Monthly Remuneration payable shall not exceed USD 15,000 (Equivalent to Rs. 11.00 Lakhs approx)

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.”

8. To approve revision in remuneration of Mr. Pradeep Goyal, Chairman and Managing Director of the Company (DIN: 00008370).

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

“RESOLVED THAT in the partial modification of the Special Resolution dated 25th September, 2020 and pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions of the Companies Act, 2013 (herein after referred to as “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 V,

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consent of the Members be and is hereby accorded for partial revision of remuneration payable to Mr. Pradeep Goyal, Chairman and Managing Director of the Company (DIN: 00008370), as follows:

1. Increase in the incentive pay from maximum of Rs. 25.00 Lakhs per annum to maximum of Rs. 52.23 Lakhs for Financial Year 2021-22 and subject to maximum of Rs. 55.00 Lakhs for Financial Year 2022-23

The revised salary, allowance and perquisites will be as under:

(i)	Basic Salary	From 17.12.2020 to 16.12.2021	Rs. 108.00 Lakhs
		From 17.12.2021 to 16.12.2022	Rs. 120.00 Lakhs
		From 17.12.2022 to 16.12.2023	Rs. 132.00 Lakhs
(ii)	Incentive Pay	Subject to maximum of Rs. 52.23 Lakhs for Financial Year 2021-22 and subject to maximum of Rs. 55.00 Lakhs for Financial Year 2022-23, to be decided by the Board of Directors / Nomination and Remuneration Committee depending on performance of the Company. (increased from Rs. 25.00 Lakhs per annum)	
(iii)	Perquisites (Including Allowances)		
(iv)	Leave Travel Allowance	The yearly payment in the form of allowance shall be equivalent to one month's basic salary	
(v)	Magazines/ Books Allowance	Rs. 50,000/- per annum	
(vi)	Gas/Electricity/ Maintenance Allowance	Rs. 96,000/- per annum	
(vii)	Medical Reimbursement	Expenditure incurred by the Chairman and Managing Director and his family	
(viii)	Club Fees	Actual Fees for maximum of two clubs. Admission fee and Life Membership fees will not be paid by the Company.	
(ix)	Leave	As per uniformly applicable rules for all the employees of the Company.	
(x)	Encashment of leave	As per uniformly applicable rules for all the employees of the Company.	
(xi)	Car with Driver	For use on the Company's business	
(xii)	Telephone	At residence and cellular phones. Personal long-distance calls to be charged and recovered by the Company.	

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, where in any Financial Year during the currency of the term of Mr. Pradeep Goyal as the Chairman and Managing Director, the Company has no profits or its profits are inadequate, he shall be paid the remuneration stated above as "Minimum Remuneration" in the respective Financial Year(s) even if the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof (hereinafter referred as "the Board") be and is hereby also authorized to amend, alter, modify or otherwise vary the aforesaid terms and conditions/or remuneration of Mr. Pradeep Goyal, Chairman and Managing Director of the Company, within the overall limits under the Act and as stated above herein, from time to time.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to obtain necessary Regulatory approvals (if applicable), to accept any modification to the aforesaid terms of remuneration of Chairman and Managing Director and to do all such other acts, deeds, matters and things as it may in absolute discretion deem fit for the purpose of giving effect to this resolution, including to delegate powers of the Board granted by this resolution to any Committee of Directors, or any Director or Secretary of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion it may think necessary, expedite or desirable; to settle any question that may arise in relation thereto in order to give effect to the foregoing resolution.”

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

**Sd/-
Abhishek Joshi
Company Secretary & Compliance Officer
ACS: 64446**

Place: Navi Mumbai
Date: 1st June, 2022

REGISTERED OFFICE:

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Navi Mumbai - 400 701
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