38TH ANNUAL REPORT OF PRADHIN LIMITED

(FORMERLY KNOWN AS BHAGWANDAS METALS LIMITED)

(F.Y 2019-2020)

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CORPORATE INFORMATION

Name of Company	Pradhin Limited (Formerly Known as Bhagwandas Metals Limited)
CIN	L15100TN1982PLC009418
Financial Year	2019-2020
Registered Office	No. 54 (Old No. 61), Sembudoss Street, Chennai-600001, Tamil Nadu, India
Corporate Office	203 S.F. Soliter FP-182, SP-182/D, T.P.S-14, B/s. Vaibhav Apartment-2, Opp. Bombay Garage, Shahibaug, Ahmedabad- 380004, Gujarat, India
Phone No.	044-25233049, 044-42113801
Fax No.	91-44-25223644
Email ID	info.pradhin@gmail.com
Website	www.pradhin.com

Board of Directors (as on 31/08/2020)

Sr. No.	Name of Director	DIN	Designation
1.	Ajay Chaudhari	00266186	Managing Director
2.	Ashish Desai	01556047	Whole Time Director
3.	Mita Desai	01435940	Non-Executive Woman Director
4.	Nilav Divyang Mehta	06857378	Non-Executive Director
5.	Dhaval Manubhai Barot	07466154	Independent Director
6.	Samirkumar Mukundhbhai Mehta	08388582	Independent Director

Board Committees (as on 31/08/2020)

Audit Committee

Sr. No.	Name of Director	Designation in Committee	Nature of Directorship
1.	Dhaval Manubhai Barot	Chairman	Independent Director
2.	Samirkumar Mukundhbhai Mehta	Member	Independent Director
3.	Ajay Chaudhari	Member	Managing Director

Nomination and Remuneration Committee

Sr. No.	Name of Director	Designation in Committee	Nature of Directorship
1.	Samirkumar Mukundhbhai Mehta	Chairman	Independent Director
2.	Dhaval Manubhai Barot	Member	Independent Director
3.	Mita Desai	Member	Non-Executive Woman Director

Stakeholders Relationship Committee

Sr. No.	Name of Director	Designation in Committee	Nature of Directorship
1.	Dhaval Manubhai Barot	Chairman	Independent Director
2.	Samirkumar Mukundhbhai Mehta	Member	Independent Director
3.	Mita Desai	Member	Non-Executive Woman Director

Company Secretary & Compliance Officer	Jinal Nalinbhai Patel (Upto 14/02/2020) Email ID: Jinalpatel1225@gmail.com Utsav Sumantkumar Bhavsar (w.e.f 15/02/2020) Email ID: info.pradhin@gmail.com
Chief Financial Officer	Sunil Kaluram Inani Email ID: sunilinani86@gmail.com
Statutory Auditors	M/s. RMJ & Associates Chartered Accountants (Firm Registration No. W100281) Address: A/8, 6th Floor, Safal Profitaire, Corporate Road, Prahlad Nagar, Ahmedabad – 380 015
Bankers	The Karur Vysya Bank Limited Indian Overseas Bank Punjab National Bank
Registrar & Share Transfer Agent	M/s. Cameo Corporate Services Limited (CIN: U67120TN1998PLC041613) Address: "Subramanian Building" No.1, Club House Road, Chennai-600002, Tamil Nadu, India Email ID: cameo@cameoindia.com

NOTICE OF 38TH ANNUAL GENERAL MEETING

Notice is hereby given that the (38th) Thirty Eighth Annual General Meeting of Pradhin Limited (Formerly Known as Bhagwandas Metals Limited) will be held on **TUESDAY, SEPTEMBER 29, 2020** at **11:00 A.M (IST)** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
2. To appoint a Director in place of Mr. Nilav Divyang Mehta, (DIN: 06857378), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT Mr. Nilav Divyang Mehta, (DIN: 06857378), who retires by rotation from the Board of Directors pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company."

Special Business:

3. Payment of Managerial Remuneration under Section 197 of the Companies Act, 2013.

   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 second proviso to Sub-Section (1) of Section 197 of the Companies Act, 2013 ("the Act") as amended vide Companies (Amendment) Act, 2017 effective from September 12, 2018 and all other applicable provisions, if any, of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members be and is hereby accorded for payment of managerial remuneration for the Financial Year 2020-21 and all subsequent Financial Years, in excess of the limits prescribed under the second proviso to Sub-Section (1) of Section 197 of the Act as under:

   i. exceeding five per cent (5%) of net profits of the Company calculated in accordance with Section 198 of the Act ("Net Profits") to any one Managing Director or Whole Time Director or Manager;
   ii. where there is more than one Managing Director or Whole Time Director, exceeding ten per cent (10%) of the Net Profits of the Company to all such Directors and Manager; and

iii. exceeding one percent (1%) of Net Profits of the Company to all Directors who are neither Managing Director nor Whole Time Director of the Company

RESOLVED FURTHER THAT the total managerial remuneration payable by the Company to its Directors, including Managing Director and Whole-time Director, in respect of any Financial Year shall not exceed eleven per cent (11%) of the net profits of the Company for that Financial Year computed in the manner laid down in Section 198 of the Act except as may be authorized by the Company in general meeting, subject to the provisions of Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this Resolution."

Notes:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 05, 2020 read with circulars dated April 08, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide circular dated May 12, 2020 ("SEBI Circular") have permitted the holding of the Annual General Meeting ("the Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), MCA Circulars and SEBI Circular, the Meeting of the Company is being held through VC / OAVM.
2. A Statement pursuant to Section 102(1) of the Act ("Explanatory Statement") relating to the Item No. 3 relating to Special Businesses to be transacted at the Meeting is annexed hereto.
3. A Member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his/ her behalf and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars and SEBI Circular, the AGM will be held through VC/OAVM and the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the Meeting and hence the Proxy Form is not annexed to this Notice.
4. Pursuant to Section 113 of the Act representatives of Corporate Members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the Meeting to be conducted through VC/ OAVM. Corporate Members intending to attend the Meeting through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF/ JPG Format) if any, authorizing its representative to attend and vote

on their behalf at the Meeting. The said Resolution/Authorisation shall be sent to the Company by email through its registered email address, i.e. info.pradhin@gmail.com

5. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the Meeting along with the Annual Report for FY 2019-20 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 for FY 2019-20 will also be available on website of the Company, i.e. www.pradhin.com, website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, and on the website of the CDSL www.evotingindia.com

6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 12.

7. Members attending the Meeting through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

8. Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode during business hours on all days except Saturdays, Sundays and public holidays up to the date of the AGM. Members can inspect the same by sending an email to the Company at info.pradhin@gmail.com

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of Members and the Share Transfer Book of the Company will remain closed from Wednesday, September 23, 2020 to Tuesday, September 29, 2020 (both days inclusive) for the purpose of Annual General Meeting.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, to their Depository Participants ("DPs") in case the shares are held by them in dematerialized form and to the Registrar and Share Transfer Agents of the Company i.e. Cameo Corporate Services Limited in case the shares are held by them in physical form.

11. Members seeking any information/desirous of asking any questions at the Meeting with regard to the accounts or any matter to be placed at the Meeting are requested to send email to the Company at info.pradhin@gmail.com at least 7 days before the Meeting. The same will be replied by the Company suitably.

12. Information and other instructions relating to e-voting are as under:

    I. Pursuant to the provisions of Section 108 and other applicable provisions of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Regulations, MCA Circulars and SEBI Circular the Company is pleased to provide its Members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means.

II. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e- voting facility to the Members.

III. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member/ beneficial owner (in case of electronic shareholding) as on the cut-off date, i.e., Tuesday, September 22, 2020. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

IV. 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, i.e., Tuesday, September 22, 2020, only shall be entitled to avail the facility of e-voting.

V. Members who are holding shares in physical form or who have not registered their email address with the Company/Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date, i.e. Tuesday, September 22, 2020; such Member may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or may temporarily get their email registered with the Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited, by clicking the link: https://cameoindia.com/ and following the registration process as guided thereafter. Post successful registration of the email, the members would get a confirmation on their email id. In case of any queries, members may contact Company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited through website https://cameoindia.com/

It is further clarified that for permanent registration of Email address, Members are required to register their Email address in respect of Electronic holdings with their concerned Depository Participant(s) and in respect of Physical Holdings with the Company's Registrar and Share Transfer Agent M/s Cameo Corporate Services Limited by sending an E-mail at cameo@cameoindia.com or at Companies 's email id info.pradhin@gmail.com by following due procedure.

However, if a Member is already registered with CDSL for e-voting then existing User ID and password can be used for casting vote.

VI. The Board of Directors of the Company has appointed CS Bunty Hudda of M/s. Bunty Hudda and Associates, Practicing Company Secretary (ACS 31507, C.P.No. 11560), Ahmedabad as scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VII. The Scrutinizer, after scrutinizing the votes, will, not later than forty eight hours from the conclusion of the Meeting; make a consolidated scrutinizer's report which shall be placed on the website of the Company, i.e. www.pradhin.com and on the website of CDSL. The results shall simultaneously be communicated to the Stock Exchanges.

VIII. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, September 29, 2020.

IX. Information and other instructions relating to e-voting are as under:

(i) The remote e-voting facility will be available during the following period:

Commencement of e-voting: From 9:00 a.m. (IST) on Saturday, September 26, 2020. End of e-voting: Up to 5:00 p.m. (IST) on Monday, September 28, 2020. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of the aforesaid period.

(ii) The Members who have cast their vote by remote e-voting prior to the Meeting may also attend/ participate in the Meeting through VC / OAVM but shall not be entitled to cast their vote again.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on "Shareholders" module.

(v) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company OR Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can login at https://www.cdslindia.com from Login-Myeasi using your login credentials. Once you successfully login to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.

Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of the "PRADHIN LIMITED".

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against --the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.