



Pradeep Metals Limited
Manufacturers of Precision Closed Die Forgings

PML/SE/2018-19/14

20th July, 2018

The Secretary,
BSE Limited
P J Towers,
Dalal Street,
Mumbai-400 001

Dear Sir / Madam,

Sub: Notice of 35th Annual General Meeting and intimation of remote e-voting facility.
Scrip Code: 513532

We wish to inform you that pursuant to the provisions of Section 101 of the Companies Act, 2013, (the Act) and other applicable provisions, if any, the 35th Annual General Meeting (AGM) of the Members of the Company is scheduled to 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 Ordinary and Special business mentioned in the notice convening the AGM. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations) the Company is providing to its Members the facility to cast their vote by electronic means (remote e-voting) on all resolutions set forth in the Notice. The instructions for e-voting are detailed in the said Notice.

In view of the above and pursuant to the provisions of Regulation 30 read with clause 12 of Para A of Part A of Schedule III of the Listing Regulations, we are enclosing herewith the AGM notice for your records. Please acknowledge receipt.

Thanking you,

Yours Truly,
For Pradeep Metals Limited

HARSHAD
BABADE

Harshad Babade
Company Secretary
A51159



Note : This letter is submitted electronically with BSE through its web portal.

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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.

2. 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.
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 Share Transfer Books of the Company will be closed from Tuesday, 7th August, 2018 to Monday, 13th August, 2018 (both days inclusive).
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 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.
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 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.
9. 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*****.



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b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN,your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy

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(PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csshwetagokarn@gmail.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in



ANNEXURE TO THE NOTICE

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

Item no. 2

The Members of the Company, at the 32nd Annual General Meeting held on 11th September, 2015 had approved appointment of Dr. Kewal Krishan Nohria as Non-Executive Director of the Company liable to retire by rotation.

However, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1st April, 2019), provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

In pursuance of the aforesaid provisions, Dr. Kewal Krishan Nohria, Non-Executive Director of the Company, has already attained the age of seventy-five years. His rich and prudent experience in Electrical and Electronics industry and valuable guidance provided from time to time prove worthy and in interest of the Company to continue to avail his considerable expertise and thereby continue his directorship.

Additional details with regard to nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors *inter-se* as stipulated under Listing Regulations, is provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Dr. Kewal Krishan Nohria, 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 the Resolution.

The Board commends passing of the Resolution set out at Item No. 2 of the accompanying notice as Special Resolution.

Item no. 3

Appointment of Mr. Kartick Maheshwari (DIN:07969734), as Independent (Non-Executive) Director

In order to comply with the provisions of Section 149 of the Companies Act, 2013 (the Act) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequent to the resignation tendered by Mr. Raj Kumar Mittal as an Independent Director of the Company on 29th August, 2017, the Board of Directors in its meeting held on 10th November, 2017, appointed Mr. Kartick Maheshwari as an Additional Director of the Company.

As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company, and is eligible for appointment as Director. The Company has received a notice under Section 160(1) of the Act proposing his candidature for the office of Director of the Company.

Mr. Kartick Maheshwari, has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, Mr. Kartick Maheshwari fulfills the conditions specified in the Act and the Rules framed there under for appointment as an Independent Director and is independent of the management.

In accordance with the provisions of Section 149 read with Schedule IV to the Companies Act, 2013, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Kartick Maheshwari be appointed as an Independent Director of the Company for the term of 5 years.

Mr. Kartick Maheshwari holds a degree in Masters in Law from University of Pennsylvania (Philadelphia) and BA, LLB (Hons) from National Law School of India University, Bangalore. He is a Member of Bar Association of West Bengal and a Partner at M/s. Khaitan & Co., a renowned firm of solicitors and advocates and represents private equity firms, sovereign wealth funds and corporate strategic investors. Additional details with regard to nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and

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relationships between Directors *inter-se* as stipulated under Listing Regulations, is provided in the Corporate Governance Report forming part of the Annual Report.

The terms and conditions of appointment of Mr. Kartick Maheshwari are available for inspection by Members at the Registered Office of the Company on all working days (except Sundays and holidays) between 10:00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Kartick Maheshwari, 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 the Resolutions.

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

Item No. 4

The Members of the Company, at the 34th Annual General Meeting held on 21st August, 2017, had approved appointment of Mr. Omprakash Agarwal as Non-Executive Director of the Company, liable to retire by rotation.

However, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1st April, 2019), provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In pursuance of the aforesaid provisions, Mr. Omprakash Agarwal, Non-Executive Director of the Company, has already attained the age of seventy-five years. His rich and prudent experience in Forging and Engineering industry as well as corporate marketing prove worthy and in interest of the Company to continue to avail his considerable expertise and thereby continue his directorship.

Additional details with regard to nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors *inter-se* as stipulated under Listing Regulations, is provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Omprakash Agarwal, 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 the Resolutions.

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

Item No. 5

The Members of the Company, at the 31st Annual General Meeting held on 4th September, 2014 had approved appointment of Mr. Suresh Gopal Vaidya, as an Independent Director of the Company, for a period of five years upto the conclusion of 36th Annual General Meeting of the Company.

However, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (to be effective from 1st April, 2019), provides that no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect.

In pursuance of the aforesaid provisions, Mr. Suresh Gopal Vaidya, Non-Executive and Independent Director of the Company, has already attained the age of seventy-five years. His wide experience in revival of sick units as well as managing profit-making units and valuable guidance provided from time to time prove worthy and in interest of the Company to continue to avail his considerable expertise and thereby continue his directorship till the expiry of present term of his office.

Additional details with regard to nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships between Directors *inter-se* as stipulated under Listing Regulations, is provided in the Corporate Governance Report forming part of the Annual Report.

This Statement may also be regarded as a disclosure under Securities and Exchange Board of India



PRADEEP METALS LIMITED

(Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Suresh Gopal Vaidya, 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 the Resolutions.

The Board commends passing of the Resolution set out at Item No. 5 of the accompanying notice

Item No. 6

The Board of Directors had appointed MKJ & Associates, Cost Accountant (Firm Registration No. 001352), as the Cost Auditor of the Company for conducting the audit of cost records for FY 2017-18. Considering their satisfactory performance, the Board of Directors, on the recommendation of the Audit Committee at its meeting held on 9th May, 2018, approved the appointment of MKJ & Associates, Cost & Management Accountants, (Firm Registration No. 001352), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019 at a remuneration of Rs.1,25,000/- (Rupees One Lakh Twenty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses at actual. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, consent of the Members is sought by passing an Ordinary Resolution, as set out at Item No. 6 of the Notice, for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

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. 6 of the accompanying notice.

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

Sd/-

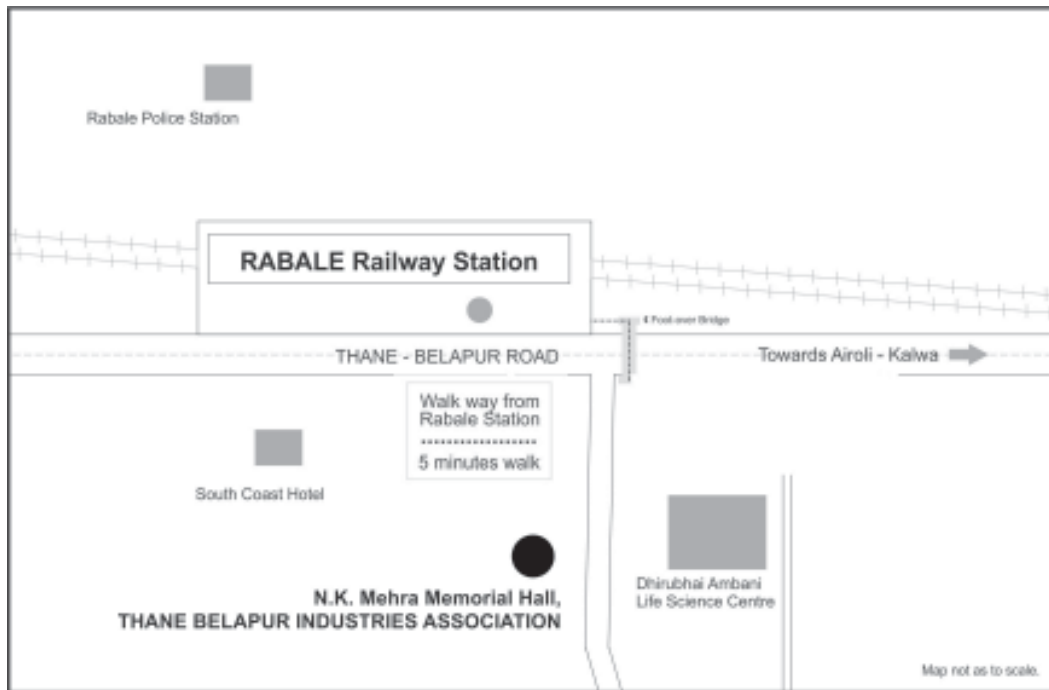
**Harshad Babade
Company Secretary**

Membership No.: A51159

Place: Navi Mumbai

Date: 9th July, 2018

ROUTE MAP FOR VENUE OF A.G.M.



PRADEEP METALS LIMITED

CIN: L99999MH1982PLC026191

Regd. Office : R-205, TTC Industrial Area, MIDC, Rabale, Navi Mumbai 400 701.

Tel: +91-22-27691026 Fax: +91-22-27691123 e-mail: investors@pradeepmetals.com Website: www.pradeepmetals.com

Proxy form

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No. / Client Id:	DP ID No.

I/ We, being the Member(s) holdingshares of Pradeep Metals Limited, hereby appoint

1. Name :	Address:
Signature:	Email ID:

or failing her / him

2. Name :	Address:
Signature:	Email ID:

or failing her / him

3. Name :	Address:
Signature:	Email ID:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company, to be held on Tuesday 14th day of 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr.No.	Resolutions
1.	To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the FY ended 31 st March, 2018, together with the Reports of the Board of Directors and the Auditors thereon.
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
3	To appoint Mr. Kartick Maheshwari (DIN: 07969734) as an Independent Director
4	To continue the appointment of Mr. Omprakash Agarwal (DIN: 00022796) as the Non-Executive Director of the Company
5	To continue the appointment of Mr. Suresh G. Vaidya (DIN: 00220956) as the Independent Director of the Company
6	To approve the remuneration of the Cost Auditors for the financial year ending 31st March, 2019

Signature of Member

Signature of Proxy holder(s)

Signed this

day of

20

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



PRADEEP METALS LIMITED

PRADEEP METALS LIMITED

Regd. Office: R-205, TTC Industrial Area, MIDC,
Rabale, Navi Mumbai 400701 (Maharashtra)
CIN:L99999MH1982PLC026191

35th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID * :

Client ID *:

Folio No.:

No. of Share(s) held:

NAME OF THE SHAREHOLDER :

ADDRESS OF THE SHAREHOLDER :

I hereby record my presence at the 35th Annual General Meeting of the Company at N.K. Mehra Memorial Hall, Thane Belapur Industries Association, P-14, MIDC, opposite Rabale Railway Station, Rabale, Navi Mumbai 400701 on Tuesday, the 14th day of August, 2018 at 3.00 p.m.

Signature of the Shareholder/Proxy
(To be signed at the time of handling over this Slip)

*Applicable for Investors Holding Shares in electronic form.



35th ANNUAL REPORT 2018

Updation of Information of Shareholders' of Pradeep Metals Limited

To,
Link Intime (India) Private Limited,
247, Lal Bahadur Shastri Marg, Surya Nagar,
Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083

Sub: **Updation of Shareholders' Information - Pradeep Metals Limited**

I/We request you to record the following information against my/our Folio No./DP ID/Client ID:

A. General Information:

Folio No./DP ID/Client ID	
Name of the first names Shareholder	
PAN*	
CIN/Registration No.* (Applicable to Corporate Shareholders)	
Tel. No. with STD Code	
Mobile No.	
E-mail ID	

*Self attested photo copy of the document(s) enclosed.

B. Bank Details:

IFSC (11 Digit)	
MICR(9 Digit)	
Bank A/c Type	
Bank A/c No.*	
Name of the Bank	
Bank Branch Address	

*A blank cancelled cheque is enclosed to enable the verification of bank details.

I/We hereby declare that the particulars given above are correct and complete. If the transaction is delayed because of incomplete or incorrect details/information, I/We would not hold the Company/RTA responsible. I/We undertake to inform any subsequent changes in the above particulars as and when the changes take place. I/We understand that the above details shall be maintained till I/We hold the securities under the above mentioned Folio Number.

Place:

Date:

Signature of the Sole/First Holder

Note: Shareholders holding shares in physical mode and having Folio No(s) should provide the above information to our RTA, Link Intime India Private Limited. Shareholders holding Demat shares are required to update their details with the Depository Participant.