

DCS/AMAL/RG/R37/3698/2025-26

July 15, 2025

To,  
The Company Secretary,  
**Pradeep Metals Limited**  
R-205, MIDC, Rabale,  
TTC Industrial Area, Navi Mumbai,  
Maharashtra, 400701

**Sub: Scheme of Amalgamation of Nami Capital Private Limited with Pradeep Metals Limited and their respective shareholders.**

We refer to your application for scheme of arrangement between Nami Capital Private Limited (“NCPL”) / “Transferor Company”) and Pradeep Metals Limited (“PML”) / “Transferee Company”) and their respective shareholders and creditors under section 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act 2013 and rules made thereunder filed with the Exchange under Regulation 37 of SEBI LODR Regulations, 2015, read with SEBI Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023, and Reg. 94(2) of SEBI LODR Regulations, 2015.

In this regard, SEBI vide its Letter dated July 15, 2025, has inter alia given the following comment(s) on the said scheme of Arrangement:

1. “The proposed composite Scheme of Arrangement shall be in compliance with the provisions of Regulation 11 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.”
2. “The Entity shall disclose all details of ongoing adjudication & recovery proceedings, prosecution initiated, and all other enforcement action taken, if any, against the Company, its promoters and directors, before Hon'ble NCLT and shareholders, while seeking approval of the scheme.”
3. “The Entity shall ensure that additional information, if any, submitted by the Company after filing the scheme with the stock exchange, from the date of receipt of this letter, is displayed on the websites of the listed company and the stock exchanges.”
4. “The entities involved in the proposed scheme shall not make any changes in the draft scheme subsequent to filing the draft scheme with SEBI by the Stock Exchange(s), except those mandated by the regulators/ authorities/ tribunal.”
5. “The Entities shall ensure compliance with the SEBI circulars issued from time to time.”
6. “The entity is advised that the information pertaining to all the Unlisted Companies involved, if any, in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.”

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7. "The Entity shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."
8. "The Entity shall ensure that the Statutory Auditor's final certificate confirming the compliance of the accounting treatment as specified in Para A(5) of Part-I of SEBI Master Circular, be placed before the Committee of Independent Directors, and any revised recommendation, if arising therefrom, is appropriately circulated to shareholders at the time of seeking their approval to the scheme."
9. "The entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders."
10. "The entity is advised to ensure that the following additional disclosure to the public shareholders as a part of explanatory statement or notice or proposal accompanying resolution to be passed to be forwarded by the company to the shareholders while seeking approval u/s 230 to 232 of the Companies Act 2013, to enable them to take an informed decision in the matter:
  - i. A simple explanation of the scheme of arrangement
  - ii. The rationale and objectives underlying the proposed scheme,
  - iii. A detailed explanation of the impact of the scheme on shareholders, including any dilution or change in rights,
  - iv. A cost-benefit analysis outlining the anticipated benefits versus associated costs of the scheme,
  - v. Latest financials of Pradeep Metals Limited (PML) and Nami Capital Private Limited (NCPL) not older than 6 months from the date of NOC of Stock Exchange should be updated on the Website and same also to be disclosed in the explanatory statement.
  - vi. Promoter-wise and aggregate shareholding details of the promoter and promoter group in PML, before and after the scheme, and the change in public shareholding,
  - vii. Details of Registered Valuer issuing Valuation Report and Merchant Banker issuing Fairness opinion, Summary of methods considered for arriving at the Share Exchange Ratio and Rationale for using above methods.
  - viii. Details of Revenue, PAT and EBIDTA of PML and NCPL for last 3 years.
  - ix. Pre and Post scheme shareholding of PML and NCPL as on the date of notice of Shareholders meeting along with rationale for changes, if any, occurred between filing of Draft Scheme to Notice to shareholders.
  - x. Value of Assets and liabilities of NCPL that are being transferred to PML and post-merger balance sheet of PML.
  - xi. Disclose all pending actions against the entities involved in the scheme its promoters/directors/KMPs and possible impact of the same on PML to the shareholders.
  - xii. Conditions imposed by lenders, if any, may be disclosed to the public shareholders along with the impact of same on the scheme.
11. The entity is advised that the details of the proposed scheme under consideration as provided by the Company to the Stock Exchange shall be prominently disclosed in the notice sent to the Shareholders.

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12. The entity is advised that the proposed shares to be issued in terms of the "Scheme" shall mandatorily be in demat form only
13. The entity is advised that the "Scheme" shall be acted upon subject to the applicant complying with the relevant clauses mentioned in the scheme document.
14. No changes to the draft scheme except those mandated by the regulators/ authorities / tribunals shall be made without specific written consent of SEBI.
15. The entity is advised that the observations of SEBI/Stock exchanges shall be incorporated in the petition to be filed before NCLT and the company is obliged to bring the observations to the notice of NCLT.
16. The Companies shall ensure that applicable additional information, if any, to be submitted to SEBI along with draft scheme of arrangement as advised by email dated July 15, 2025, shall form part of disclosures to the shareholders.
17. The entity is advised to comply with the all applicable provisions of the Companies Act, 2013, rules and regulations issued thereunder including obtaining the consent from the creditors for the proposed scheme.

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- i. To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- ii. To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- iii. To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Please note that the submission of documents / information, in accordance with the circular to SEBI / Exchange should not any way be deemed or construed that the same has been cleared or approved by SEBI / Exchange. SEBI / Exchange does not take any responsibility either for the financial soundness of any scheme or for the correctness of the statements made or opinions expressed in the document submitted.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the Master circular no. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated June 20, 2023.

Kindly note that as required under Regulation 37 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or

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for any contravention of Rules, Byelaws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities.

Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

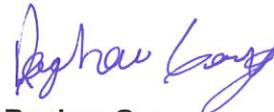
In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019, issued to the company.

Yours faithfully,



**Ashok Kumar Singh**  
Deputy Vice President



**Raghav Garg**  
Deputy Manager