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NOTICE

NOTICE IS HEREBY GIVEN THAT THE FORTY SECOND ANNUAL GENERAL MEETING OF PRADEEP METALS LIMITED WILL BE HELD ON SATURDAY, 9th AUGUST, 2025 AT 3:00 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, 2025, 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, 2025, together with the Reports of the Auditors thereon.
2. To declare Dividend on Equity Shares for the Financial Year ended 31st March, 2025.
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.
4. **To consider appointment of M/s. KKC & Associates LLP, Chartered Accountants (Firm Registration Number: 105146W/W100621) for a term of five years as the Statutory Auditors of Company.**

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 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby appoints M/s. KKC & Associates LLP, Chartered Accountants (Firm Registration Number: 105146W/W100621), as the Statutory Auditors of the Company for a term of five (5) consecutive years, to hold the office from the conclusion of this Annual General Meeting until the conclusion of Forty Seventh Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors in consultation with the Statutory Auditors of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company, including the Audit Committee and/or any other person(s) authorised by the Board or Audit Committee in this regard, be and is/are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof.”

SPECIAL BUSINESS:

5. **To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2026.**

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), Mr. Vishesh Naresh Patani, Cost & Management Accountants, Mumbai (Firm Registration Number: 101108), 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, 2026, be paid a remuneration of Rs. 1,35,000/- (Rupees One Lakh and Thirty-Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses incurred by them in connection of the aforesaid audit.”

6. To consider appointment of M/s. Shweta Gokarn & Co., Practicing Company Secretaries as Secretarial Auditors for a 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 pursuant to the provisions of Section 204, and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 as amended, Regulation 24A and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of the Audit Committee and approval of the Board of Directors of the Company, consent of the Members be and is hereby accorded to appoint M/s. Shweta Gokarn & Co., Practicing Company Secretaries (Firm Registration Number: S2012MH186500), as Secretarial Auditors of the Company for a term of five (5) consecutive years, to hold office from the conclusion of 42nd Annual General Meeting (“AGM”) till the conclusion of 47th AGM of the Company, to conduct secretarial audit of the Company from FY2025-26 to FY2029-30 at such remuneration as may be determined by the Board of Directors of the Company, based on the recommendation of the Audit Committee.

RESOLVED FURTHER THAT Board of Directors of the Company, including the Audit Committee and/or any other person(s) authorised by the Board or Audit Committee in this regard, be and is/are hereby authorised on behalf of the Company to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper or expedient including filing of the requisite forms or submission of documents with any Authority for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereof.”

7. To 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 Shareholders be and is hereby accorded for holding office or place of profit by Mr. Abhinav Goyal (DIN: 08786430), Director of the Company, in Dimensional Machine Works LLC, Houston, USA (DMW), Wholly-Owned Step Down Subsidiary of the Company and 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 2025-26 to 2027-28, subject to limits as more particularly specified below and in the relevant Explanatory Statement annexed to the Notice of this Meeting:

(i)	Basic Salary and Allowances	USD 23,100 per Month (Equivalent to Rs. 19.74 Lakhs*)
(ii)	Employer’s Contribution towards Social Security Tax and Medicare Tax	Employer’s Contribution towards Social Security Tax and Medicare Tax on the Salary shall be at the prevailing rates from time to time. (Currently the Employer is required to contribute 6.2% and 1.45% of the Salary, towards Social Security Tax and Medicare Tax, respectively.)
(iii)	Car and its expenses	For use of the Company's business

*Exchange rate as on 31st March, 2025 – Rs. 85.475

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally 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.”

8. To 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 Shareholders 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), Wholly-Owned Step Down Subsidiary of the Company and payment of remuneration to her by DMW in Foreign Currency exceeding Indian Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month during the Financial Years from 2025-26 to 2027-28, subject to limits as more particularly specified below and in the relevant Explanatory Statement annexed to the Notice of this Meeting:

(i)	Basic Salary and Allowances	USD 16,500 per Month (Equivalent to Rs. 14.10 Lakhs*)
(ii)	Employer's Contribution towards Social Security Tax	Employer's Contribution towards Social Security Tax on the Salary shall be at the prevailing rates from time to time. (Currently the Employer is required to contribute 6.2% of the Salary towards Social Security Tax.)
(iii)	Car and its expenses	For use of the Company's business

*Exchange rate as on 31st March, 2025 – Rs. 85.475

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally 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: 22nd May, 2025

REGISTERED OFFICE:

R-205, MIDC, Rabale,
Navi Mumbai - 400 701

Tel. no. +91-22-27691026

Email: investors@pradeepmetals.com Website: www.pradeepmetals.com

CIN: L99999MH1982PLC026191

NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its circular dated 5th May, 2020, read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars) (collectively referred to as 'MCA Circulars') has permitted convening the Annual General Meeting ('AGM'/'Meeting') through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), without the physical presence of the Shareholders at a common venue.

In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations'), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

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 Shareholders is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Company has appointed Ms. Shweta Gokarn, Practicing Company Secretary (Certificate of Practice Number – 11001/Peer Review Registration: 1693/2022) 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 relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations, 2015"), and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM, forms part of the Corporate Governance Report. The Directors have furnished the requisite consents and declarations for their re-appointment.
6. The Notice of the AGM, along with the Annual Report for the Financial Year 2024–2025, is being sent electronically to those Members whose email IDs are registered with the Company or with National Securities Depository Limited and Central Depository Services (India) Limited, collectively referred to as the 'Depositories'. [SEBI Circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024, collectively referred as "SEBI Circulars"].

Additionally, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, 2015, a letter providing the weblink to the Annual Report for the Financial Year 2024–2025 will be sent to those Shareholder(s) who have not registered their email addresses with the Company, Depositories, Depository Participants, or the Registrar and Transfer Agent ('RTA').

7. The Shareholders 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 Shareholders 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 restrictions on account of first come first served basis.
8. The attendance of the Shareholders attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

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9. 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 MCA Circulars, the Company is providing facility of remote e-Voting to its Shareholders 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 Shareholder using remote e-Voting system as well as voting on the date of the AGM will be provided by NSDL.
10. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD /CMD1/CIR/P/2020/79 dated 12th May 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 2nd May, 2022 and subsequent circulars dated 5th January, 2023, 7th October, 2023 and 3rd October, 2024 issued by Securities Exchange Board of India (collectively referred to as 'SEBI Circulars'), the Notice of the AGM along with the Integrated Annual Report for FY 2024-25 is being sent by electronic mode to those Shareholders whose e-mail addresses are registered with the Company/Depositories.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pradeepmetals.com. The Notice can also be accessed from the Website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
12. Shareholders may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividend paid or distributed by a Company on or after 1st April, 2020 shall be taxable in the hands of Shareholders. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. To enable us to determine the appropriate TDS rate as applicable, Shareholders are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India
Shareholders not having PAN/Valid PAN	20% or as notified by the Government of India

* As per the Finance Act, 2021, Section 206AB has been inserted effective 1st July, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid Section.

However, no tax shall be deducted on the dividend payable to resident individual Shareholders if the total dividend to be received by them during financial year 2025-26 does not exceed ₹5,000, and also in cases where Shareholders provide Form 15G / Form 15H (Form 15H is applicable to resident individual shareholders aged 60 years or more) subject to conditions specified in the IT Act. Resident Shareholders may also submit any other document as prescribed under the IT Act to claim a lower / nil withholding of tax. PAN is mandatory for Shareholders providing Form 15G / 15H or any other document as mentioned above.

For non-resident Shareholders, taxes are required to be withheld in accordance with the provisions of

Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20%** (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident Shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA), read with Multilateral Instrument (MLI) between India and the country of tax residence of the Shareholders, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident Shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian income tax authorities duly attested by the shareholders or details as prescribed under rule 37BC of the Income-tax Rules, 1962.
- Copy of the Tax Residency Certificate for financial year 2024-25 obtained from the revenue or tax authorities of the country of tax residence, duly attested by Shareholders.
- Self-declaration in Form 10F.
- Self-declaration by the Shareholders of having no permanent establishment in India in accordance with the applicable tax treaty.
- Self-declaration of beneficial ownership by the non-resident Shareholder.
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by the Shareholders.

** As per the Finance Act, 2021, Section 206AB has been inserted effective 1st July, 2021, wherein higher rate of tax (twice the specified rate) would be applicable on payment made to a Shareholder who is classified as 'Specified Person' as defined under the provisions of the aforesaid section. However, in case a non-resident Shareholder or a non-resident Foreign Portfolio Investor (FPI) / Foreign Institutional Investor (FII), higher rate of tax as mentioned in Section 206AB shall not apply if such non-resident does not have a permanent establishment in India.

For all Shareholders:

The aforementioned forms for tax exemption can be downloaded from the website of MUFG Intime India Private Limited. The URL for the same is as under:

<https://web.in.mpms.mufg.com/client-downloads.html>- On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below

<https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html>.

On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection
6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of MUFG Intime India Private Limited should be done on or before **Record date for the dividend, i.e. 1st August, 2025**, in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/ deduction shall be considered after **August 1, 2025, 6:00 PM**. The Company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of activities.

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Shareholders may note that in case the tax on said dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible.

All communications/ queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited to its email address rnt.helpdesk@in.mpms.mufg.com

13. Shareholders 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. Shareholders 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.
14. Shareholders holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Shareholders holding shares in physical mode are requested to update their email addresses with the Company's RTA, MUFG Intime India Private Limited at rnt.helpdesk@in.mpms.mufg.com, to receive copies of the Annual Report 2024-25 in electronic mode. Shareholders may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of Shares held	Procedure	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, MUFG Intime India Private Limited either by email to rnt.helpdesk@in.mpms.mufg.com or by post to C 101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai - 400083.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share Capital and Debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4
	The forms for updating the above details are available at - https://www.pradeepmetals.com/furnishing-of-pan-kyc-details-and-nomination-by-holders-of-physical-securities/	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

15. Since the AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.

16. 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 are to be followed:
 - i. Kindly log in to the website of our RTA, MUFG Intime India Private Ltd., <https://in.mpms.mufg.com/> under Investor Services > Email/Bank detail Registration - fill in the details and upload the required documents and submit. OR
 - ii. **In the case of Shares held in Demat mode:**
The Shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.
17. Securities of listed Companies would be transferred in dematerialized form only w.e.f. 1st April, 2019. In view of the same, Shareholders holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Shareholders can contact the Company's RTA for assistance in this regard.
18. SEBI has issued a circular dated 19th March, 2025, titled "Harnessing DigiLocker as a Digital Public Infrastructure for Reducing Unclaimed Assets in the Indian Securities Market" to address the issue of unclaimed financial assets. This initiative enables investors to store and access information of their demat and mutual fund holdings through DigiLocker, a key Digital Public Infrastructure, benefiting investors and their families.

Shareholders can also appoint Data Access Nominees within the DigiLocker application. In case of an unfortunate event of demise of Shareholder, the nominees will be provided read only access to the DigiLocker account, ensuring that essential financial information is accessible to legal heirs. For details, you may refer the above mentioned circular at https://www.sebi.gov.in/legal/circulars/mar-2025/harnessingdigilocker-as-a-digitalpublic-infrastructure-forreducing-unclaimedassets-in-the-indian-securitiesmarket_92769.html.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Wednesday, 6th August, 2025 at 09:00 A.M. and ends on Friday, 8th August, 2025 at 05:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Shareholders whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 2nd August, 2025, may cast their vote electronically. The voting right of Shareholders shall be in proportion to their share in the paid-up Equity Share Capital of the Company as on the cut-off date, being 2nd August, 2025.

How do I vote electronically using NSDL e-Voting system?





The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

Type of shareholders	Login Method
	<p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also link provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
<p><u>Important note: Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.</u></p> <p><u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.</u></p>	
Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Shareholders facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Shareholders facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual Meeting for Shareholders other than Individual Shareholders holding securities in demat mode and Shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices 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 Shareholders 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*****.
b) For Shareholders 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 Shareholders 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. Password details for Shareholders other than Individual Shareholders 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, please follow steps mentioned below in **process for those Shareholders whose email ids are not registered.**

5. 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.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding Shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 etc.
 - d) Shareholders can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. 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 (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 shweta@shwetagokarn.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Suketh Shetty at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@pradeepmetals.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@pradeepmetals.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively, Shareholder/Members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Shareholders, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Shareholders may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “Join meeting” menu against company name. You are requested to click on VC/OAVM link placed under **Join Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Shareholders who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Shareholders are encouraged to join the Meeting through Laptops for better experience.
3. Further Shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@pradeepmetals.com. The same will be replied by the company suitably.
6. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@pradeepmetals.com. The same will be replied by the company suitably.

The Scrutinizer shall, immediately after the conclusion of voting at the 42nd AGM, first count the votes cast during the 42nd AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the 42nd AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company (www.pradeepmetals.com) and on the website of NSDL (www.evoting.nsdl.com.) immediately. The result will also be displayed on the Notice Board of the Company at its Registered Office. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the date of the 42nd AGM i.e. 9th August, 2025.

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ANNEXURE TO THE NOTICE

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

Item No. 4

To consider appointment of M/s. KKC & Associates LLP, Chartered Accountants (Firm Registration Number: 105146W/W100621) for a term of five years as the Statutory Auditors of Company

In accordance with the provisions of Section 139(2) of the Companies Act, 2013, and other applicable regulations, the Statutory Auditors of the Company, M/s N.A. Shah Associates LLP (Firm Registration No. 116560W/W100149), Chartered Accountants, will complete their second term as Statutory Auditors at the conclusion of the ensuing Annual General Meeting (AGM) in 2025.

It is proposed to appoint M/s. KKC & Associates LLP (Firm Registration Number: 105146W/W100621) as the Statutory Auditors of the Company for a term of five (5) consecutive years from conclusion of the 42nd AGM of the Company until the conclusion of the 47th AGM with the approval of the Shareholders. The remuneration would be mutually agreed, subject to the approval of Audit Committee.

At its Meeting held on 22nd May, 2025, the Board of Directors, considering their expertise and experience and based on the recommendation of the Audit Committee, has proposed to appoint M/s. KKC & Associates LLP as the Statutory Auditors of the Company.

Brief Profile of the Statutory Auditors

M/s. KKC & Associates LLP (formerly known as Khimji Kunverji & Co. LLP) is an 85-year-old Mumbai based firm having branch offices at Bengaluru, Pune and Ahmedabad. Their team comprises over 350+ dedicated professionals guided by 17 partners and serve a wide spectrum of clients, including multinational companies (MNCs), large corporations, small and medium-sized enterprises (SMEs), and owner managed businesses.

Proposed Remuneration

The remuneration to be paid would be mutually agreed, subject to the approval of the Audit Committee and Board. The term of the appointment of the Statutory Auditors is for a period of five (5) years.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written confirmation from M/s. KKC & Associates LLP and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. KKC & Associates LLP, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends passing of the Resolution set out at Item No. 4 of the accompanying Notice as **Ordinary Resolution**.

Item No. 5**To approve the remuneration of the Cost Auditors for the Financial Year ending 31st March, 2026:**

The Board of Directors, on the recommendation of the Audit Committee, at its Meeting held on 22nd May, 2025 approved the re-appointment of Mr. Vishesh Naresh Patani, Cost and Management Accountants (Firm Registration No. 101108), to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026 at a remuneration of Rs. 1,35,000/- (Rupees One Lakh and Thirty-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 Shareholders is sought by passing an Ordinary Resolution, as set out at Item No. 5 of the Notice, for the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the Resolution set out at Item No. 5 of the accompanying Notice as **Ordinary Resolution.**

Item No. 6**To consider appointment of M/s. Shweta Gokarn & Co., Practicing Company Secretaries as Secretarial Auditors for a term of five years:**

The Board of Directors of the Company at their Meeting held on 22nd May, 2025, based on the recommendation of the Audit Committee, approved appointment of M/s. Shweta Gokarn & Co., Practicing Company Secretaries, a peer reviewed firm (Firm Registration No. S2012MH186500) as Secretarial Auditors of the Company, in accordance with the provisions of Section 204 of the Act read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 24A of the SEBI Listing Regulations and other applicable provisions, if any, for a term of Five (5) consecutive years, to hold office from the conclusion of 42nd AGM till the conclusion of 47th AGM of the Company, to conduct secretarial audit from FY 2025-26 to FY 2029-30, subject to approval of the Members of the Company at the AGM.

Established in 2012, M/s. Shweta Gokarn & Co., is a multi-dimensional Practicing Company Secretaries firm based in Vashi, Navi Mumbai, specializing in the areas of Company Law, Securities Laws, Foreign Exchange Management Act, Foreign Contribution Regulation Act (FCRA), Anti-Money Laundering laws (AML) and IPR.

The proposed remuneration for carrying out secretarial audit for FY 2025-26 is ₹2,50,000/- (Rupees Two Lakhs Fifty Thousand Only) plus reimbursement of out of pocket expenses, if any, and applicable taxes thereon, and for subsequent year(s) of their term, such remuneration as determined by the Board, based on the recommendation of the Audit Committee.

Further, the Board of Directors of the Company has authorized the Managing Director of the Company to determine fees for statutory certifications and other professional services in consultation with M/s. Shweta Gokarn & Co., Secretarial Auditor of the Company.

M/s. Shweta Gokarn & Co., Practicing Company Secretaries, has given their consent to act as Secretarial

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Auditors of the Company and holds a valid Peer Review certificate issued by the Peer Review Board of the Institute of Company Secretaries of India ("ICSI") as required under Regulation 24A of the SEBI Listing Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends passing of the Resolution set out at Item No. 6 of the accompanying Notice as **Ordinary Resolution**.

Item No. 7

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

Mr. Abhinav Goyal (DIN: 08786430), Non-Executive Director of the Company, is employed with Dimensional Machine Works LLC, Wholly Owned Step Down Subsidiary of Company (SDS).

He is son of Mr. Pradeep Goyal, Chairman & Managing Director and Mrs. Neeru Goyal, Non-Executive Non-Independent Director of Company, who are also the Promoters.

Mr. Abhinav Goyal is acting as President of the SDS and looking after production and marketing activities. and warehousing, administration and marketing activities of Pradeep Metals Limited Inc., USA, a Wholly Owned Subsidiary (WOS).

He is highly qualified and has been looking after the activities of the SDS and WOS since April, 2015.

The remuneration paid to him since the FY 2022-23 by the SDS is as follows:

YEAR	Amount (Rs. in lakhs)	AMOUNT (in USD)
2022-23	161.13	2,00,000.00
2023-24	182.78	2,20,673.18
2024-25	192.65	2,25,000.10

The summarized financial performance of DMW for last 3 years is appended below:

(USD in Thousands)

	2022-23	2023-24	2024-25
Total Revenue	4,283.28	5,189.31	3,982.99
EBIDTA	324.42	449.16	129.46
Profit/(Loss) before Tax	93.66	349.16	29.46

The operations of the SDS are expected to improve substantially during the coming years.

It is now proposed to revise the limits of remuneration payable to Mr. Abhinav Goyal by SDS, for a period of 3 years from 1st April, 2025 to 31st March, 2028, in the following manner, which shall be based on the performance and commensurate with the increase in remuneration payable to Senior Management and Key Managerial Personnel of the Company:

Basic Salary and Allowances	USD 23,100 per Month (Equivalent to Rs. 19.74 Lakhs*)
Social Security Tax and Medicare Tax	Employer's Contribution towards Social Security Tax and Medicare Tax on the Salary shall be at the prevailing rates from time to time. (Currently the Employer is required to contribute 6.2% and 1.45% of the Salary, towards Social Security Tax and Medicare Tax, respectively.)
Car and its expenses	For use of the Company's business

***Exchange rate as on 31st March, 2025 – Rs. 85.475**

The remuneration payable to him exceeds the threshold of Rs. 2.50 Lakhs per month, prescribed under the Companies Act, 2013 w.r.t. holding of place of profit by the related party in the Company or its Subsidiaries.

It is to be noted that the approval is sought for the aforementioned upper limit of remuneration payable and the Nomination and Remuneration Committee, Audit Committee and Board of Directors shall be entitled to recommend and finalize the actual annual remuneration payable to Mr. Goyal for the respective financial year, basis the financial performance of the Company and its Subsidiaries.

The revised limits of remuneration have been approved and recommended by the Nomination and Remuneration Committee as well as the Audit Committee.

Please find below information pursuant to the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 pertaining to the Disclosure obligations of listed entities in relation to Related Party Transactions:

1.	Type, material terms and particulars of the proposed transaction	Remuneration paid to Mr. Abinav Goyal by Dimensional Machine Works LLC, Wholly Owned Step down Subsidiary Company (SDS).
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mr. Abhinav Goyal is a Non-Executive Non-Independent Director of the Company and related to Mr. Pradeep Goyal Chairman & Managing Director and Mrs. Neeru Goyal Non-Executive Non-Independent Director, who are also Promoters of the Company
3.	Tenure of the proposed transaction;	1 st April, 2025 to 31 st March, 2028
4.	Value of the proposed transaction	Basic Salary and Allowances - USD 23,100 per Month (Equivalent to Rs. 19.74 Lakhs*) Employer's Contribution towards Social Security Tax and Medicare Tax - Employer's Contribution towards Social Security Tax and Medicare Tax on the Salary shall be at the prevailing rates from time to time. (Currently the Employer is to contribute 6.2% and 1.45% of the Salary, towards Social Security Tax and Medicare Tax, respectively.)

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		Car and its expenses - For use of the Company's business *Exchange rate as on 31st March, 2025 – Rs. 85.475
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	0.76% of Consolidated Turnover of Rs. 31,186.13 Lakhs for FY 2024-25 of the Company. 7.03% of Standalone Turnover of Rs. 3,370.45 Lakhs for FY 2024-25 of the SDS.
6.	Justification as to why the RPT is in the interest of the listed entity;	Mr. Abhinav Goyal is employed as President with the SDS since May 1, 2015. Mr. Goyal is a Bachelor of Science (Computer Engineering) from California Polytechnic State University, San Luis Obispo, CA and MBA from Corneil University. Mr. Goyal has worked with CISCO Systems, CSC Consulting as consultant for 4 years. Mr. Goyal has been working on strategic planning, production and marketing operations of SDS. SDS has now planned to diversify its activities towards other engineering products and has been able to develop new customers for engineering products, in which Mr. Abhinav Goyal has played a significant role.

Except Mr. Abhinav Goyal, Mr. Pradeep Goyal and Mrs. Neeru Goyal, 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 recommends passing of the Resolution set out at Item No. 7 of the accompanying Notice for approval of the Members as a **Special Resolution**.

Item No. 8

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

Mrs. Neha Goyal is employed with Dimensional Machine Works LLC, Wholly Owned Step down Subsidiary of Company (SDS).

She is wife of Mr. Abhinav Goyal, Non-Executive Non-Independent Director and relative of Mr. Pradeep Goyal, Chairman & Managing Director and Mrs. Neeru Goyal, Non-Executive Non-Independent Director of Company, who are also the Promoters.

Mrs. Neha Goyal is acting as Accounting, HR, Purchase Officer and looking after accounting, HR and Recruitment activities of the SDS.

She also looks after accounting, HR and Recruitment activities of Pradeep Metals Limited Inc., USA, a Wholly Owned Subsidiary (WOS).

She is highly qualified and has been looking after the activities of the SDS since April, 2015.

The remuneration paid to her since the FY 2022-23 by the SDS is as follows:

YEAR	Amount (Rs. in lakhs)	AMOUNT (in USD)
2022-23	100.71	1,25,000.00
2023-24	125.91	1,52,019.27
2024-25	132.71	1,55,000.04

The summarized financial performance of DMW for last 3 years is appended below: (USD in Thousands)

	2022-23	2023-24	2024-25
Total Revenue	4,283.28	5,189.31	3,982.99
EBIDTA	324.42	449.16	129.46
Profit/(Loss) before Tax	93.66	349.16	29.46

The operations of the SDS are expected to improve substantially during the coming years.

It is now proposed to revise the limits of remuneration payable to Mrs. Neha Goyal by SDS, for a period of 3 years from 1st April, 2025 to 31st March, 2028, in the following manner, which shall be based on the performance and commensurate with the increase in remuneration payable to Senior Management and Key Managerial Personnel of the Company:

Basic Salary and Allowances	USD 16,500 per Month (Equivalent to Rs. 14.10 Lakhs*)
Employer's Contribution towards Social Security Tax	Employer's Contribution towards Social Security Tax on the Salary shall be at the prevailing rates from time to time. (Currently the Employer is to contribute 6.2% of the Salary towards Social Security Tax)
Car and its expenses	For use of the Company's business

***Exchange rate as on 31st March, 2025 – Rs. 85.475**

The remuneration payable to her exceeds the threshold of Rs. 2.50 Lakhs per month, prescribed under the Companies Act, 2013 w.r.t holding of place of profit by the related party in the Company or its Subsidiaries.

It is to be noted that the approval is sought for the aforementioned upper limit of remuneration payable and the Nomination and Remuneration Committee, Audit Committee and Board of Directors shall be entitled to recommend and finalize the actual annual remuneration payable to Mrs. Goyal for the respective financial year, basis the financial performance of the Company and its Subsidiaries.

The revised limits of remuneration have been approved and recommended by the Nomination and Remuneration Committee as well as the Audit Committee.

Please find below information pursuant to the SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 pertaining to the Disclosure obligations of listed entities in relation to Related Party Transactions:

1.	Type, material terms and particulars of the proposed transaction	Remuneration paid to Mrs. Neha Goyal by Dimensional Machine Works, LLC, 100% Step down Subsidiary Company (SDS).
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Mrs. Neha Goyal is wife of Mr. Abhinav Goyal, Non-Executive Non-Independent Director and relative of Mr. Pradeep Goyal, Chairman & Managing Director and Mrs. Neeru Goyal, Non-Executive Non-Independent Director of Company, who are also the Promoters

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3.	Tenure of the proposed transaction;	1 st April, 2025 – 31 st March, 2028
4.	Value of the proposed transaction	<p>Basic Salary and Allowances - USD 16,500 per Month (Equivalent to Rs. 14.10 Lakhs*)</p> <p>Employer's Contribution towards Social Security Tax at the prevailing rates from time to time. (Currently the Employer is required to contribute 6.2% of the Salary, towards Social Security Tax)</p> <p>Car and its expenses - For use of the Company's business</p> <p>*Exchange rate as on 31st March, 2025 – Rs. 85.475</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction:	<p>0.54% of Consolidated Turnover of Rs. 31,186.13 Lakhs for FY 2024-25 of the Company.</p> <p>5.02% of Standalone Turnover of Rs. 3,370.45 Lakhs for FY 2024-25 of the SDS.</p>
6.	Justification as to why the RPT is in the interest of the listed entity;	<p>Mrs. Neha Goyal is employed with SDS as Accounting, HR, and Purchase Officer.</p> <p>Mrs. Goyal is BSc. Business Administration (Finance Concentration) from Carnegie Mellon University, Tepper School of Business, Pittsburgh, USA and MSc. Risk Management and Financial Engineering from Imperial College Business School, London, UK.</p> <p>She looks after warehousing activities of SDS as well as WOS.</p>

Except Mr. Pradeep Goyal, Mrs. Neeru P. Goyal, and Mr. Abhinav Goyal, being relatives of Mrs. Neha Goyal, 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.

By order of the Board of Directors

For Pradeep Metals Limited

Sd/-

Abhishek Joshi

Company Secretary & Compliance Officer

Membership No: A64446

Place: Navi Mumbai

Date: 22nd May, 2025