



Pradeep Metals Limited
Manufacturers of Precision Closed Die Forgings

March 03, 2025

To,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Scrip Code: **513532**

Dear Sir/Madam,

Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In terms of requirement of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI LODR**”), it is informed that the Board of Directors at their Meeting held on March 03, 2025, based on the recommendations of the Independent Directors’ Committee and Audit Committee, has considered and approved a Scheme of Amalgamation of Nami Capital Private Limited (“**NCPL**” or “**Transferor Company**”) with Pradeep Metals Limited (“**PML**” or “**Transferee Company**” or “the Company”) and their respective Shareholders (“**the Scheme**”) presented under Sections 230 to 232 read with Section 66 and other relevant provisions of the Companies Act, 2013 (“**the Act**”) and the Rules framed thereunder. Further, the Board has been given authorisation to file the Scheme along with relevant disclosures, documents, certifications, and undertakings with the Stock Exchange.

The Scheme, inter-alia, provides for –

- a) Amalgamation of Nami Capital Private Limited with Pradeep Metals Limited; and
- b) Other consequential and related matters.



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The Scheme is subject to receipt of approvals of Shareholders and Creditors of the Companies involved and approval of other regulatory authorities as may be required, including those of the BSE Limited, Securities and Exchange Board of India, the National Company Law Tribunal, Mumbai Bench (“NCLT”) and other regulatory authorities, as applicable.

The required details in terms of the above regulations read with read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 alongwith Circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023 issued by the Securities and Exchange Board of India are enclosed as **Annexure 1**.

You are requested to kindly take the above information on record.

Thanking you,

For **Pradeep Metals Limited**

Abhishek Joshi
Company Secretary & Compliance Officer
ACS: 64446

Encl: As above



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Annexure 1

Disclosures regarding the proposed Scheme of Amalgamation

Sr. No.	Particulars	Details				
a)	Name of the entities forming part of the amalgamation/merger, details in brief such as size, turnover, etc	Transferee Company: Pradeep Metals Limited (“PML”)				
		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Authorised capital (As on January 31, 2025)</td> <td style="width: 40%;">Equity Share Capital 1,85,00,000 Equity Shares of Rs. 10/- each</td> </tr> <tr> <td></td> <td>Preference Share Capital 5,50,000 Equity Shares of Rs. 100/- each</td> </tr> </table>	Authorised capital (As on January 31, 2025)	Equity Share Capital 1,85,00,000 Equity Shares of Rs. 10/- each		Preference Share Capital 5,50,000 Equity Shares of Rs. 100/- each
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			Preference Share Capital 5,50,000 Equity Shares of Rs. 100/- each			
		Paid-up share capital (As on January 31, 2025)	1,72,70,000 Equity Shares of Rs. 10/- each*			
		Turnover (FY 2023-24)	Rs. 256.27 Crores			
		Net Profit (FY 2023-24)	Rs. 18.13 Crores			
		<i>*Transferor Company holds 59.03% paid up share capital of the Transferee Company.</i>				
		Transferor Company: Nami Capital Private Limited (“NCPL”)				
		<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Authorised capital (As on January 31, 2025)</td> <td style="width: 40%;">Equity Share Capital 3,50,000 Equity Shares of Rs. 10/- each</td> </tr> <tr> <td></td> <td>Preference Share Capital 20,65,000 Preference Shares of Rs. 100/- each</td> </tr> </table>	Authorised capital (As on January 31, 2025)	Equity Share Capital 3,50,000 Equity Shares of Rs. 10/- each		Preference Share Capital 20,65,000 Preference Shares of Rs. 100/- each
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	Preference Share Capital 20,65,000 Preference Shares of Rs. 100/- each					
Paid-up share capital (As on January 31, 2025)	Equity Share Capital 1,63,684 Equity Shares of Rs. 10/- each					
	Preference Share Capital 5,00,000 Preference Shares of Rs. 100/- each partly paid-up to the extent of Rs. 16/- each.					
Turnover (FY 2023-24)	Rs. 7.23 Crores					
Net Profit (FY 2023-24)	Rs. 1.66 Crores					
b)	Whether the transaction would fall	In terms of General Circular No. 30/2014 dated July 17, 2014, issued by the Ministry of Corporate Affairs, the proposed				



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	<p>within the related party transactions? If Yes, whether the same is done at “Arm’s Length”</p>	<p>amalgamation would not be considered as related party transaction (‘RPT’). However, the present transaction may be deemed to be a RPT under the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other related rules and regulations (as amended from time to time).</p> <p>For Amalgamation of NCPL with PML, the consideration will be discharged on an “arm’s length basis”. The share exchange ratio for the Shares to be allotted to the Shareholders of Transferor Company is based on an independent share exchange ratio report provided by Mr. Shreyansh M Jain (IBBI/RV/03/2019/12124). Further, Kunvarji Finstock Private Limited, a SEBI registered Category - I Merchant Banker, has also issued a fairness opinion on the share exchange ratio. The aforementioned Share Exchange Ratio Report and Fairness Opinion have duly been considered by the Independent Directors’ Committee, Audit Committee and the Board of Directors of PML.</p> <p>The Companies involved in the Scheme have following relationship with each other–</p> <ul style="list-style-type: none">• NCPL holds 59.03% of the paid-up share capital in PML
c)	Area of Business of the entity(ies)	<p>Pradeep Metals Limited is engaged in the business of (i) manufacture and sale of metal forgings and castings, automotive and machinery parts, tools, pipe fittings; and (ii) business of design, development, manufacture, supply, dealing, operating, trading, overhaul, repair, maintenance and service of all kinds of defence and non-defence systems.</p> <p>Nami Capital Private Limited is engaged mainly in the business of (i) trading in steel metals and (ii) trading and investing in quoted and unquoted securities.</p>
d)	Rationale for the Amalgamation/ Merger	<p>The Amalgamation of the Transferor Company with the Transferee Company is sought to be undertaken to achieve the following benefits.</p>



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		<ul style="list-style-type: none">i. Simplification of the group structure and consolidation of legal entities;ii. Reducing the number of legal entities, resulting into lesser administrative and regulatory compliances;iii. Simplification of the shareholding structure and reduction of shareholding tiers thereby providing greater transparency in relation to the Promoters' direct engagement with the Transferee Company;iv. Improved allocation of capital and optimization of cash flows contributing to the overall growth prospectus of the combined entity;v. Creation of a larger asset base by consolidation of the assets and facilitation of access to better financial resources; andvi. Enable greater / enhanced focus of the management on the business; andvii. Creating enhanced value for shareholders and allow a focused strategy in operations, which would be in the best interest of all its shareholders, creditors and all other stakeholders.
e)	In case of cash consideration - amount or otherwise share exchange ratio;	<p>There is no cash consideration involved in the scheme.</p> <p>Based upon the Share Exchange Ratio Report, the Fairness Opinion and the recommendations received from the Independent Directors' Committee and the Audit Committee, the Board has approved the Scheme for the transfer and vesting of NCPL into the Company, in consideration for which the Company will issue and allot to the Shareholders of NCPL its Equity Shares of the face value of Rs. 10 (Rupees Ten only) each, credited as fully paid up in the Company, without any further act or deed, due to operation of law and upon this Scheme becoming effective in the following manner:</p>



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		<p>For the Equity Shareholders:</p> <p><i>“19,007 (Nineteen Thousand and Seven) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid up of the Transferee Company, for every 300 (Three Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid up held in the Transferor Company.”</i></p> <p>For the Preference Shareholders:</p> <p><i>“1 (One) Equity Share of Rs.10/- (Rupees Ten only) each fully paid up of the Transferee Company, for every 17 (Seventeen) Preference Shares of Rs.100/- (Rupees Hundred only) partly paid up with Rs.16/- (Rupees Sixteen only) held in the Transferor Company. The exchange ratio has been computed in proportion to the paid-up value of Preference Shares in the Transferor Company.”</i></p>																
f)	Brief details of change in shareholding pattern (if any) of listed entity	<p>Prior to the Scheme being effective, NCPL, along-with the other Promoters, is holding the following number of Shares in the Company:</p> <table border="1" data-bbox="616 1205 1461 1485"> <thead> <tr> <th>Name of the shareholder</th> <th>No. of Shares held</th> <th>Face value (Rs.)</th> <th>Shareholding (%)</th> </tr> </thead> <tbody> <tr> <td>Nami Capital Private Limited</td> <td>1,01,94,456</td> <td>10</td> <td>59.03%</td> </tr> <tr> <td>Pradeep V Goyal</td> <td>15,76,400</td> <td>10</td> <td>9.13%</td> </tr> <tr> <td>Neeru P Goyal</td> <td>9,19,927</td> <td>10</td> <td>5.33%</td> </tr> </tbody> </table> <p>Post effectiveness of the Scheme, the Shares held by NCPL in the Company shall get cancelled. The Company shall its issue Shares based on the Share Exchange Ratio report to the respective Shareholders of NCPL.</p>	Name of the shareholder	No. of Shares held	Face value (Rs.)	Shareholding (%)	Nami Capital Private Limited	1,01,94,456	10	59.03%	Pradeep V Goyal	15,76,400	10	9.13%	Neeru P Goyal	9,19,927	10	5.33%
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Pradeep V Goyal	15,76,400	10	9.13%															
Neeru P Goyal	9,19,927	10	5.33%															



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		The revised shareholding of the Promoters in the Company shall appear as follows:			
		Name of the shareholder	No. of Shares held	Face value (Rs.)	Shareholding (%)
		Pradeep V Goyal	38,54,832	10	22.06%
		Neeru P Goyal	90,41,379	10	51.74%
		TOTAL	1,28,96,211	10	73.80%
