



Pradeep Metals Limited

Manufacturers of Precision Closed Die Forgings

Appendix 13

Brief details of the Companies involved in the Scheme of Arrangement

Particulars	Pradeep Metals Limited (“PML” or “Transferee Company”)	Nami Capital Private Limited (“NCPL” or “Transferor Company”)
Name of the company	Pradeep Metals Limited	Nami Capital Private Limited
Date of Incorporation & details of name changes if any	22 nd January 1982	11 th October 1994
Registered Office	R-205. TTC Industrial Area, MIDC – Rabale, Post Ghansoli, Navi Mumbai, Maharashtra, India, 400701	Plot No. PAP-R-302,303,304,305 TTC Industrial Area, MIDC – Rabale, Navi Mumbai, Maharashtra, India, 400701
Brief particulars of the Scheme	Scheme of Amalgamation amongst Nami Capital Private Limited (“NCPL” or “Transferor Company”) and Pradeep Metals Limited (“PML” or “Transferee Company”) under section 230 to 232 read with Section 66 and other relevant provisions of the Companies Act, 2013 and the Rules framed thereunder	
Rationale for the Scheme	<p>The Amalgamation of the Transferor Company with the Transferee Company is sought to be undertaken to achieve the following benefits.</p> <ol 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; and 	

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	vi. Enable greater / enhanced focus of the management on the business; and vii. 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.	
Date of resolution passed by the Board of Director of the company approving the scheme.	3 rd March 2025	3 rd March 2025
Date of meeting of the Audit Committee in which the draft scheme has been approved.	3 rd March 2025	3 rd March 2025
Appointed Date	“Appointed Date” means the Effective Date or such other date as may be fixed or approved by the NCLT or such other competent authority.”	
Name of Exchanges where securities of the company are listed.	BSE Limited	-
Nature of Business	The Transferee Company is engaged mainly 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.	The Transferor Company is engaged in business of (i) trading in steel metals and (ii) trading and investing in quoted and unquoted securities.



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Capital before the scheme. (No. of equity shares as well as capital in rupees)	As on 31 st December 2024, the Issued, subscribed & Paid-up share capital of the Transferee Company is Rs. 17,27,00,000/- (being 1,72,70,000 equity shares of Rs. 10/-)	As on 31 st January 2025 Subscribed & Paid-up share capital of the Transferor Company is Rs. 96,36,840/- (being 1,63,684 equity shares of Rs. 10/- each and 5,00,000 preference shares of Rs. 100 each party paid-up with Rs. 16/-)
No. of shares to be issued	1,03,99,884 Equity Shares of Rs. 10/-	N/A
Cancellation of shares on account of cross-holding, if any	1,01,94,456 Equity Shares of Rs. 10/-	N/A
Capital after the scheme (No. of equity shares as well as capital in rupees)	Rs. 17,47,54,280 (being 1,74,75,428 Equity Shares of Rs. 10/- each)	N/A
Net Worth Pre and Post (Rs. in Crores)	As on 31 st December 2024 Pre: 134.43 Post: 150.78	As on 31 st January 2025 Pre: 17.10 Post: Not Applicable
	*Net Worth is computed in accordance with section 2(57) of the Companies Act, 2013	
Valuation by independent Chartered Accountant – Name of the valuer/valuer firm and Registration No.	Mr. Shreyansh M Jain – Registered Valuer Registration No. – (IBBI/RV/03/2019/12124)	Mr. Shreyansh M Jain – Registered Valuer Registration No. – (IBBI/RV/03/2019/12124)



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Methods of valuation and value per share arrived under each method with weight given to each method, if any. In Rs.)	Approach	PML		Approach	NCPL	
		Value per equity share (in Rs.)	Weight		Value per equity share (in Rs.)	Weight
	Cost/Asset Approach – Net Asset Value Method (i)	NA	0%	Cost/Asset Approach – Net Asset Value Method (i)	17,228.13	100%
	Income Approach – Discounted Cash Flow Method (ii)	263.04	50%	Income Approach – Discounted Cash Flow Method (ii)	NA	0%
	Market Approach – Comparable Companies Method (EV/EBITDA) (iii)	261.91	25%	Market Approach – Comparable Companies Method (EV/EBITDA) (iii)	NA	0%
	Market Approach – Market Price Method (iii) (A) (Refer Note – 1)	271.92	25%	Market Approach – Market Price Method (iii)	NA	0%
Fair value per share	271.92			17,228.13		
Exchange ratio	N/A			<i>For the Equity Shareholders:</i> <i>“19,007 (Nineteen Thousand and Seven) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid up of the Transferee Company,</i>		

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		<p>for every 300 (Three Hundred) Equity Shares of Rs.10/- (Rupees Ten only) each fully paid up held in the Transferor Company."</p> <p>For the Preference Shareholders:</p> <p>"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."</p>
Names of Merchant Banker giving fairness opinion	Kunvarji Finstock Private Limited	N/A
Shareholding pattern	Provided below for a ready reference:	

Particulars	Pradeep Metals Limited (As on 31 st December 2024)			
	Pre-Scheme		Post-Scheme	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,26,90,783	73.48%	1,28,96,211	73.80%
Public	45,79,217	26.52%	45,79,217	26.20%
Custodian	-	-	-	-
TOTAL	1,72,70,000	100%	1,74,75,428	100%

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No. of Shareholders	5919	5918		
	Nami Capital Private Limited (As on 31st January 2025)			
Particulars	Pre-Scheme		Post-Scheme	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	1,63,684	100%	-	-
Public	-	-	-	-
Custodian	-	-	-	-
TOTAL	1,63,684	100%	-	-
No. of Shareholders	2	Nil		



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Names of the Promoters (with PAN nos.) (as at December 31, 2024)	(1) Nami Capital Private Limited - AAACR9200N (2) Mr. Pradeep Vedprakash Goyal - AASPG9498G (3) Mr. Neeru Pradeep Goyal - ADKPG7980L	(1) Mr. Pradeep Vedprakash Goyal - AASPG9498G (2) Mr. Neeru Pradeep Goyal - ADKPG7980L																																																
Names of the Board of Directors (with DIN and PAN nos.) (as at December 31, 2024)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">Sr. No</th> <th style="width: 40%;">Name</th> <th style="width: 15%;">DIN</th> <th style="width: 40%;">PAN</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Pradeep Vedprakash Goyal</td> <td>00008370</td> <td>AASPG9498G</td> </tr> <tr> <td>2.</td> <td>Mr. Jayavardhan Dhar Diwan</td> <td>01565319</td> <td>AIAPD9525H</td> </tr> <tr> <td>3.</td> <td>Mrs. Nandita Nagpal Vohra</td> <td>06962408</td> <td>AAKPV6390A</td> </tr> <tr> <td>4.</td> <td>Mr. Kartick Maheshwari</td> <td>07969734</td> <td>AERPM7397F</td> </tr> <tr> <td>5.</td> <td>Mr. Abhinav Goyal</td> <td>08786430</td> <td>AJTPG5761E</td> </tr> <tr> <td>6.</td> <td>Mr. Kewal Krishan Nohria</td> <td>00060015</td> <td>AACPN8340G</td> </tr> <tr> <td>7.</td> <td>Mrs. Neeru Pradeep Goyal</td> <td>05017190</td> <td>ADKPG7980L</td> </tr> <tr> <td>8.</td> <td>Mr. Advait Kurlekar</td> <td>00808669</td> <td>ACBPK7438H</td> </tr> </tbody> </table>	Sr. No	Name	DIN	PAN	1.	Mr. Pradeep Vedprakash Goyal	00008370	AASPG9498G	2.	Mr. Jayavardhan Dhar Diwan	01565319	AIAPD9525H	3.	Mrs. Nandita Nagpal Vohra	06962408	AAKPV6390A	4.	Mr. Kartick Maheshwari	07969734	AERPM7397F	5.	Mr. Abhinav Goyal	08786430	AJTPG5761E	6.	Mr. Kewal Krishan Nohria	00060015	AACPN8340G	7.	Mrs. Neeru Pradeep Goyal	05017190	ADKPG7980L	8.	Mr. Advait Kurlekar	00808669	ACBPK7438H	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 5%;">Sr. No</th> <th style="width: 40%;">Name</th> <th style="width: 15%;">DIN</th> <th style="width: 40%;">PAN</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>Mr. Pradeep Vedprakash Goyal</td> <td>00008370</td> <td>AASPG9498G</td> </tr> <tr> <td>2.</td> <td>Mrs. Neeru Pradeep Goyal</td> <td>05017190</td> <td>ADKPG7980L</td> </tr> </tbody> </table>	Sr. No	Name	DIN	PAN	1.	Mr. Pradeep Vedprakash Goyal	00008370	AASPG9498G	2.	Mrs. Neeru Pradeep Goyal	05017190	ADKPG7980L
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Please specify the relation among the companies involved in the scheme, if any	The Transferor Company holds 1,01,94,456 equity shares of Rs. 10 each, fully paid-up, in the Transferee Company, representing about 59.03% of total issued, subscribed and paid-up share capital of the Transferee Company																																																	

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Details regarding change in management control in listed or transferee company seeking listing if any	No change in management control	N/A
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List of Promoters of Pradeep Metals Limited:

Sr. No	Name	PAN
1.	Nami Capital Private Limited	AAACR9200N
2.	Mr. Pradeep Vedprakash Goyal	AASPG9498G
3.	Mrs. Neeru Pradeep Goyal	ADKPG7980L



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List of Board of Directors of Pradeep Metals Limited:

Sr. No	Name	DIN	PAN	Designation
1.	Mr. Pradeep Vedprakash Goyal	00008370	AASPG9498G	Managing Director
2.	Mr. Jayavardhan Dhar Diwan	01565319	AIAPD9525H	Director
3.	Mrs. Nandita Nagpal Vohra	06962408	AAKPV6390A	Director
4.	Mr. Kartick Maheshwari	07969734	AERPM7397F	Director
5.	Mr. Abhinav Goyal	08786430	AJTPG5761E	Director
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7.	Mrs. Neeru Pradeep Goyal	05017190	ADKPG7980L	Director
8.	Mr. Advait Kurlekar	00808669	ACBPK7438H	Director



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