



Pradeep Metals Limited

Manufacturers of Precision Closed Die Forgings

Appendix 11

Compliance Report to be submitted along with the draft Scheme of Arrangement

It is hereby certified that the draft Scheme of Amalgamation of Nami Capital Private Limited (“NCPL” or “Transferor Company”) with Pradeep Metals Limited (“PML” or “Transferee Company”) and their respective Shareholders (“Scheme”), does not, in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and SEBI’s Master Circular no. SEBI/ HO/ CFD/ POD-2/ P/ CIR/ 2023/ 93 dated 20th June 2023 as amended (“SEBI Circular”), including the following:

Sr. No.	Reference	Particulars	Remarks
1	Regulations 17 to 27 of LODR Regulations	Corporate governance requirements	Yes, complied. Corporate Governance Report for the quarter ended December 31, 2024 filed with the Stock Exchanges is attached as <u>Annexure 11</u>
2	Regulation 11 of LODR Regulations	Compliance with securities laws	Yes, complied. The Scheme does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock Exchanges.
Requirements of SEBI Circular			
(a)	Para (I)(A)(2)	Submission of documents to Stock Exchanges	Yes, submitted.
(b)	Para (I)(A)(3)	Conditions for schemes of arrangement involving unlisted entities	Yes, complied.
(c)	Para (I)(A)(4) (a)	Submission of Valuation Report	Yes, complied. Refer Appendix 3A
(d)	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards	Yes, complied. Refer Appendix 10
(e)	Para (I)(A)(9)	Explanatory Statement or notice or proposal accompanying resolution sent	Yes, we will comply with this provision while seeking shareholders’ approval.





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		to shareholders for seeking approval of Scheme	
(f)	Para (I)(A)(10)	Provision of approval of public shareholders through e-voting	Yes, we will comply with this provision while seeking shareholders' approval.

For Pradeep Metals Limited

Abhishek Joshi
Company Secretary & Compliance Officer
ACS: 64446



Mr. Pradeep Goyal
Chairman & Managing Director
DIN: 0008370

Certified that the transactions/ accounting treatment provided in the draft Scheme of Amalgamation involving NCPL and PML and their respective Shareholders ("Scheme"), are in compliance with all the Accounting Standards applicable to a listed entity.

Kavita Choubisa
Chief Financial Officer



Mr. Pradeep Goyal
Chairman & Managing Director
DIN: 0008370

Date: March 17, 2025