



Pradeep Metals Limited
Manufacturers of Precision Closed Die Forgings

Appendix 17

Confirmation from Pradeep Metals Limited

To,
The General Manager,
Department of Corporate Services,
BSE Limited,
P.J. Towers, Dalal Street,
Mumbai - 400 001

Dear Madam/ Sir,

Re.: 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”), presented under Section 230-232 read with Section 66 and other applicable provisions of the Companies Act, 2013.

We hereby confirm that:

- a) The proposed Scheme to be presented to any Court or Tribunal does not in any way violate or override or circumscribe the provisions of the SEBI Act, 1992, the Securities Contracts (Regulation) Act, 1956, securities contract (Regulations) Rules, 1957, RBI Act, The Depositories Act, 1996, Companies Act, 2013, the rules, regulations and guidelines made under these Acts, the provisions as explained in Regulation 11 of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 and the requirements of SEBI circulars and BSE Limited.
- b) In the explanatory statement to be forwarded by the Company to the shareholders u/s 230 of the Companies Act 2013, it shall disclose:
 - i) the pre and post amalgamation (expected) capital structure and shareholding pattern;
 - ii) the “fairness opinion” obtained from an independent merchant banker on valuation of assets/ shares done by the valuer for the Company and unlisted Companies;
 - iii) Information about unlisted companies involved in the scheme as per the format provided for abridged prospectus of the SEBI ICDR Regulations, if applicable;
 - iv) The Complaint report as per Annexure III; and
 - v) The observation letter issued by the stock exchanges.



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- c) The draft scheme of Amalgamation together with all documents mentioned in Part – I(A)(8)(a) of SEBI Master Circular no. SEBI/ HO/ CFD/ POD-2/ P/ CIR/ 2023/ 93 dated 20th June 2023 has been disseminated on Company's website as per Website link given hereunder:
<https://www.pradeepmetals.com/>
- d) As per Clause 10.2 of the draft scheme, in the event that the said New Equity Shares to be issued result in fractional entitlements, the Board of Directors of the Transferee Company round off such fractional entitlements into the nearest whole number integer: a fraction of less than half shall be rounded down to the nearest lower whole number integer and a fraction of half or more shall be rounded up to the nearest higher whole number integer.
- e) The listed Company shall submit to the designated stock exchange a report from its Audit Committee and the Independent Directors certifying that the listed entity has compensated the eligible shareholders, within a period of 90 days from the date of allotment as per the draft scheme submitted to SEBI. Both the reports shall be submitted within 7 days of compensating the Shareholders.
- f) The Company shall disclose the observation letter of the Stock Exchange on its website within 24 hours of receiving the same.
- g) The Company shall obtain Shareholders' approval by way of special resolution passed through e-voting. Further, the Company shall proceed with the draft scheme only if the vote cast by the Public Shareholders in favor of the proposal is more than the number of votes cast by Public Shareholders against it.
- h) The documents filed by the Company with the Exchange are same/ similar/ identical in all respect, which have been filled by the Company with Registrar of Companies/SEBI/Reserve Bank of India, wherever applicable.
- i) There will be no alteration in the Share Capital of the unlisted Transferor Company from the one given in the draft Scheme of Amalgamation.
- j) None of the Promoters or Directors of the Companies involved in the scheme is a fugitive economic offender.

For Pradeep Metals Limited

Abhishek Joshi



Abhishek Joshi
Company Secretary & Compliance Officer
ACS: 64446

Date: March 17, 2025

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