



**Pradeep Metals Limited**  
Manufacturers of Precision Closed Die Forgings

30<sup>th</sup> June, 2020

**The Secretary**  
**BSE Limited**  
P J Towers, Dalal Street,  
Mumbai-400 001.

Dear Sir,

**Sub: Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March, 2020**

**Scrip Code: 513532**

Dear Sir/Madam,

Please find enclosed herewith Annual Secretarial Compliance Report for year ended 31<sup>st</sup> March, 2020 as required under SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019.

Kindly take the same on record.

Thanking you,

Yours faithfully,

**For Pradeep Metals Limited**



**Nivedita Nayak**  
**Company Secretary**  
**FCS: 8479**

**SHWETA GOKARN & CO.  
COMPANY SECRETARIES**

1405, 14<sup>th</sup> Floor, Haware Infotech Park, Opp. Four Points Hotel, Sector 30A,  
Vashi, Navi Mumbai 400 614  
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**SECRETARIAL COMPLIANCE REPORT OF PRADEEP METALS LIMITED FOR THE YEAR ENDED MARCH 31, 2020**

I, Ms. Shweta Gokarn, Proprietor of Shweta Gokarn & Co., have examined:

- (a) All the documents and records made available to me and explanation provided by **M/s. Pradeep Metals Limited ("the Listed Entity/Company")**,
  - (b) The filings/ submissions made by the Listed Entity to the stock exchanges,
  - (c) Website of the Listed Entity and
  - (d) Representation letter issued by Management of the Listed Entity
- for the year ended March 31, 2020 ("**Review Period**") in respect of compliance with the provisions of:

- 1. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 2. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the Circulars/Guidelines issued thereunder, have been examined, include: -

- 1. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 2. Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**;
- 3. Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- 4. The Securities and Exchange Board of India (Buy-Back of Securities) Regulations, 2018 **(Not applicable to the Company during the Audit Period)**;
- 5. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the Audit Period)**;
- 6. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the Audit Period)**;
- 7. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not applicable to the Company during the Audit Period)**;
- 8. Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- 9. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- 10. Securities And Exchange Board of India (Depositories and Participants) Regulations, 2018

Based on the above examination, I hereby report that, during the Review Period:

- (a) The Listed Entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder except in respect of matters specified below:-

|                                                                                             |     |
|---------------------------------------------------------------------------------------------|-----|
| <b>Compliance Requirement (Regulations/ circulars/guidelines including specific Clause)</b> | Nil |
| <b>Deviations</b>                                                                           |     |
| <b>Observations/ Remarks of the Practicing Company Secretary</b>                            |     |

- (b) The Listed Entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my examination of those records.

- (c) The following are the details of actions taken against the Listed Entity/ its Promoters/ Directors/ Material Subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

| <b>Sr. No.</b> | <b>Action taken by</b> | <b>Details of violation</b> | <b>Details of action taken E.g. fines, warning letter, debarment, etc.</b> | <b>Observations/ remarks of the Practicing Company Secretary, if any.</b> |
|----------------|------------------------|-----------------------------|----------------------------------------------------------------------------|---------------------------------------------------------------------------|
| Nil            |                        |                             |                                                                            |                                                                           |

- (d) The Listed Entity has taken the following actions to comply with the observations made in previous reports:

| <b>Sr. No.</b> | <b>Observations of the Practicing Company Secretary in the previous reports</b>                                                                                                                                                                                                                  | <b>Observations made in the secretarial compliance report for the year ended...</b> | <b>Actions taken by the Listed Entity, if any</b> | <b>Comments of the Practicing Company Secretary on the actions taken by the Listed Entity</b> |
|----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|---------------------------------------------------|-----------------------------------------------------------------------------------------------|
| 1              | There was delay in reporting of the change in Shareholding of Promoter Group entities, consequent to the merger of two promoter Group entities. (There was no change in the overall percentage of shareholding of the Promoter Group pre-post merger - case being similar to inter-se-transfer). | Financial year ended on 31 <sup>st</sup> March, 2019                                | Noted for future compliance                       | Satisfactory                                                                                  |

UDIN: A030393B000389829

Place: Navi Mumbai  
Date: June 29<sup>th</sup>, 2020



For Shweta Gokarn & Co.  
Company Secretaries

Ms. Shweta Gokarn  
ACS: 30393 | CP No: 11001

**Note:** This report is to be read with our letter of even date which is annexed herewith and forms an integral part of this report.

**ANNEXURE TO SECRETARIAL COMPLIANCE REPORT**

**The Members,**  
**Pradeep Metals Limited,**  
R-205, MIDC Rabale,  
Navi Mumbai – 400 701

My report of even date is to be read along with this letter. This is to state that:

- a. Maintenance of secretarial/compliance records under all applicable SEBI Laws, Rules and Regulations is the responsibility of the management of the Company. My responsibility is to express an opinion on these records based on my audit.
- b. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial/compliance records. I believe that the processes and practices I followed provided a reasonable basis for my opinion.
- c. The compliance of the provisions of SEBI laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
- d. Wherever required, I have obtained and relied on the Management representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company.
- e. The Secretarial Compliance Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**Place: Navi Mumbai**  
**Date: June 29<sup>th</sup>, 2020**



**For Shweta Gokarn & Co.**  
**Company Secretaries**

**Ms. Shweta Gokarn**  
**ACS: 30393 | CP No: 11001**