

## SCRUTINIZER'S REPORT

To,  
The Chairman  
**PRADIP OVERSEAS LIMITED**  
104,105,106, Chancharwadi Vasna,  
Opp. Zydus Cadila,  
Sarkhej Bavla Highway,  
Changodar, Ahmedabad-382213

Dear Sir,

**Subject : Consolidated Scrutinizer's Report on Remote E-voting pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Poll at the AGM venue pursuant to Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 at the Annual General Meeting of M/s. Pradip Overseas Limited held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 12 noon at 104,105,106, Chancharwadi Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad-382 213**

I, Ravi Kapoor, a Company Secretary in practice, have been appointed by the Board of Directors of M/s. Pradip Overseas Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the remote e-voting and poll at the Annual General Meeting (AGM) venue and ascertaining the requisite majority, on the resolutions contained in the notice to the Annual General Meeting (AGM) of the members of the Company, held on Wednesday, the 30<sup>th</sup> day of September, 2015 at 12.00 noon at 104,105,106, Chancharwadi Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad-382 213.

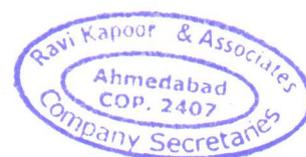
The Notice dated 9<sup>th</sup> June, 2015 along with the statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting on the resolutions contained in the Notice of Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the voting process is restricted to presenting a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained", in respect of the resolutions stated below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities, engaged by the Company.

The Company had also provided poll at the AGM venue facility to the Shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

Further to the above, I submit my report as under:-

*Ravi Kapoor*



**E-Voting:**

- (i) The e-voting period remained open from Sunday, 27<sup>th</sup> September, 2015 (9:00 a.m.) to Tuesday, 29<sup>th</sup> September, 2015 (5:00 p.m.).
- (ii) The members of the Company as on the "cut-off" date i.e. 16<sup>th</sup> September, 2015 were entitled to vote on the resolutions (items no. 1 to 4 as set out in the notice of the Annual General Meeting of the Company).
- (iii) The votes cast under remote e-voting facility were thereafter unblocked in presence of two witnesses, who were not in employment of the Company.
- (iv) The Corporate members, who had participated in the remote e-voting, had provided the scanned copy of the resolution passed at the Board of Directors for authorization to exercise their votes through e-voting.

**Poll:**

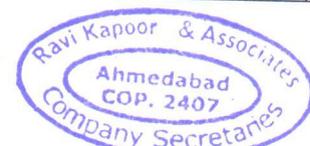
- (i) The Company had provided the facility for voting through ballot or polling paper at the AGM and members, who have not cast their vote by remote e-voting, was allowed to exercise their right to vote at the meeting.
- (ii) The polling papers in Form MGT-12 as per the Companies (Management and Administration) Rules, 2014 were distributed to the Shareholders present. The shareholders cast their votes in one ballot box kept at convenient place at the venue.
- (iii) The locked ballot box was subsequently opened before me, in presence of two witnesses, who were not in employment of the Company and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the Company.

**Item No. 1- Ordinary Resolution**

**Adoption of Balance sheet, Statement of Profit and Loss for the year ended on 31<sup>st</sup> March, 2015 and the report of Directors and Auditors thereon.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	30387440	46	30386162	100	4	1278	0.00	0	0
Poll at the AGM	49532	8	49532	100	0	0	0.00	0	0
<b>Total</b>	<b>30436972</b>	<b>54</b>	<b>30435694</b>	<b>100</b>	<b>4</b>	<b>1278</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

*Ravi Kapoor*



**Item No. 2- Ordinary Resolution**

**Appointment of Mr. Chetan J. Karia (DIN: 00191790), Director of the Company who retires by rotation and being eligible offers himself for reappointment.**

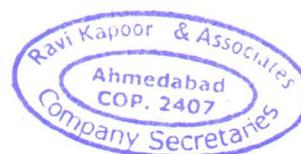
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	30387440	45	30386090	100	5	1350	0.00	0	0
Poll at the AGM	49532	8	49532	100	0	0	0.00	0	0
<b>Total</b>	<b>30436972</b>	<b>53</b>	<b>30435622</b>	<b>100</b>	<b>5</b>	<b>1350</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

**Item No. 3- Ordinary Resolution**

**Appointment of M/s. Ashok Dhariwal & Co., Chartered Accountants as a Statutory Auditors and fix their remuneration.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	30387440	47	30386180	100	3	1260	0.00	0	0
Poll at the AGM	49532	8	49532	100	0	0	0.00	0	0
<b>Total</b>	<b>30436972</b>	<b>55</b>	<b>30435712</b>	<b>100</b>	<b>3</b>	<b>1260</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

*Ravi Kapoor*



**Item No. 4- Ordinary Resolution**

**Appointment of Ms. Parulben S. Thakore (DIN 07025547) as an Independent Director.**

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares
Remote E-Voting	30387440	45	30386090	100	5	1350	0.00	0	0
Poll at the AGM	49532	8	49532	100	0	0	0.00	0	0
<b>Total</b>	<b>30436972</b>	<b>53</b>	<b>30435622</b>	<b>100</b>	<b>5</b>	<b>1350</b>	<b>0.00</b>	<b>0</b>	<b>0</b>

Thanking you,  
Yours Faithfully,

*Ravi Kapoor*

Scrutinizer

Name: Ravi Kapoor  
Practicing Company Secretary  
FCS: 2587; COP: 2407

Date: 03/10/2015  
Place: Ahmedabad

