

Report of Scrutinizer

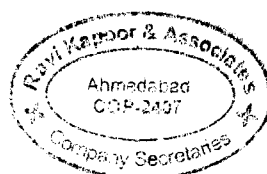
[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
Pradip Overseas Limited
104, 105,106, Chancharwadi, Vasna,
Opp. Zydus Cadila, Sarkhej Bavla Highway,
Tal. Sanand,
Ahmedabad 382 213.

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of
Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 (3)(xi) of
Companies (Management and Administration) Rules, 2014.**

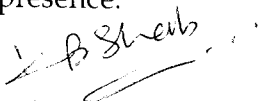
1. I, Ravi Kapoor, Practicing Company Secretary, appointed by the Board of Directors of Pradip Overseas Limited ("the Company") as an Scrutinizer for the purpose of conducting the E-voting process on the below mentioned resolution(s), to be passed at the Annual General Meeting of the Equity Shareholders of the Company to be held on the 30th September, 2014 at Registered office of the Company at 104, 105,106, Chancharwadi , Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Tal. Sanand, Ahmedbad 382 213.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the E-voting process restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" 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 the E-voting facilities, engaged by the Company.

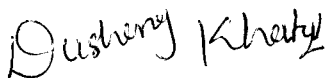


Ravi Kapoor

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

- i. The Company has availed E-voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the shareholders of the Company.
- ii. The Members of the Company as on the "Cut Off" date i.e. 16th September, 2014 were entitled to vote on the resolutions (Items Number 1 to 12 as set out in Notice of AGM of the Company). Resolution no. 1 to 6 set out in AGM notice were not available for E-voting on NSDL E-Voting platform.
- iii. The voting period for E-voting commenced on 24th September, 2014 (09.00 A.M.) to 26th September, 2014 (6.00 P.M.) and the NSDL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, Mr. Kinjal Shah and Mr. Dashang Khatri who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.


Mr. Kinjal Shah


Mr. Dashang Khatri

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1-Special Resolution

Reappointment of Mr. Pradipkumar Jayantilal Karia as Managing Director of the Company and to fix his remuneration:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
18	28,14,256	99.49

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	14,531	0.51

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

Item No. 2- Special Resolution

Reappointment of Mr. Chetankumar Jayantilal Karia as Wholetime Director of the Company and to fix his remuneration.

(I) Voted in favour of resolution:

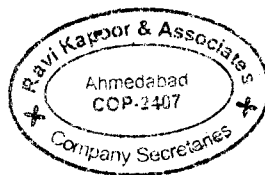
Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
19	28,14,257	99.49

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	14,530	0.51

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.



Ravi Kapoor

Item No. 3-Special Resolution

Reappointment of Mr. Vishalkumar Rameshbhai Karia as Whole time Director and Chief Financial Officer of the Company and to fix his remuneration:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
18	28,14,233	99.49

(II) Voted against the resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
6	14,530	0.51

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

(IV) 1 member has abstained from voting in this resolution.

Item No. 4 -Special Resolution

Authority to the Board to borrow money:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
17	28,13,976	99.48

(II) Voted against the resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	14,811	0.52%

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

Item No. 5- Special Resolution

Authority to the Board to sell, lease or otherwise dispose of undertaking of the Company:

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
18	28,27,076	99.94

(II) Voted against the resolution:

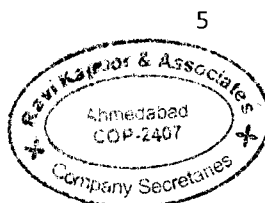
Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
7	1,711	0.06

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

Item No. 6-Special Resolution

To keep Register, index of members, and Copies of Annual Returns of the Companies Act, 2013 together with copies of Certificates and other documents may be required at the office of Registrar and Share Transfer Agent of the Company or any other its office or place within the Ahmedabad City, instead of the Registered Office of the Company:



Ravi Kapoor

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
20	28,27,416	99.96

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
5	1,371	0.04

(III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
NIL	N.A.

Thanking you,
Yours Faithfully,


Scrutinizer

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

Place: Ahmedabad
Date: 29/09/2014

