

## SCRUTINIZER'S REPORT

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: 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 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 Friday, the 29<sup>th</sup> day of September, 2017 at 12:00 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 Friday, the 29<sup>th</sup> day of September, 2017 at 12.00 noon at 104, 105, 106, Chancharwadi, Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad - 382 213.

The Notice dated 30<sup>th</sup> May, 2017 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 Security 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:-

### **E-Voting:**

- (i) The e-voting period remained open from Tuesday, 26<sup>th</sup> September, 2017 (09:00 a.m.) to Thursday, 28<sup>th</sup> September, 2017 (05:00 p.m.).

*Ravi Kapoor*



- (ii) The members of the Company as on the "cut-off" date i.e. 22<sup>nd</sup> September, 2017 were entitled to vote on the resolutions (items no. 1 to 6 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 a 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**

To receive, consider and adopt the Balance Sheet as on 31<sup>st</sup> March, 2017 and the Profit and Loss Account for the year ended on that date along with Directors' Report and Auditors' Report thereon.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	30479949	46	30472917	99.98	3	7032	0.02
Poll at the AGM	54727	6	54727	100	0	0	0.00
<b>Total</b>	<b>30534676</b>	<b>52</b>	<b>30527644</b>	<b>99.98</b>	<b>3</b>	<b>7032</b>	<b>0.02</b>

- For this resolution, 1 shareholder holding 10163 equity shares abstained from e-voting.

*Ravi Kapoor*



**Item No. 2 - Ordinary Resolution**

To appoint Mr. Vishal R. Karia (DIN: 00514884), as a Director of the Company, who retires by rotation and being eligible, offer himself for reappointment.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	30479949	45	30470917	99.97	4	9032	0.03
Poll at the AGM	54727	6	54727	100	0	0	0.00
<b>Total</b>	<b>30534676</b>	<b>51</b>	<b>30525644</b>	<b>99.97</b>	<b>4</b>	<b>9032</b>	<b>0.03</b>

- For this resolution, 1 shareholder holding 10163 equity shares abstained from e-voting.

**Item No. 3- Ordinary Resolution**

To appoint M/s. Vijay Moondra & Co., Chartered Accountants, Ahmedabad (Firm Registration No. 112308W/M No. 119398), as the Statutory Auditors of the Company.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	30479949	47	30472989	99.98	2	6960	0.02
Poll at the AGM	54727	6	54727	100	0	0	0.00
<b>Total</b>	<b>30534676</b>	<b>53</b>	<b>30527716</b>	<b>99.98</b>	<b>2</b>	<b>6960</b>	<b>0.02</b>

- For this resolution, 1 shareholder holding 10163 equity shares abstained from e-voting.

**Item No. 4 - Ordinary Resolution**

To re-appoint Mr. Pradeepkumar Jayantilal Karia (DIN: 00123748) as Managing Director of the Company.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	30479949	45	30470917	99.97	4	9032	0.03
Poll at the AGM	54727	6	54727	100	0	0	0.00
<b>Total</b>	<b>30534676</b>	<b>51</b>	<b>30525644</b>	<b>99.97</b>	<b>4</b>	<b>9032</b>	<b>0.03</b>

*Ravi Kapoor*  


**Item No. 5- Ordinary Resolution**

To re-appoint Mr. Chetan J. Karia (holding DIN: 00191790) as Whole-time Director of the Company.

Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		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
Remote E-Voting	30477449	44	30468417	99.97	4	9032	0.03
Poll at the AGM	54727	6	54727	100	0	0	0.00
<b>Total</b>	<b>30532176</b>	<b>50</b>	<b>30523144</b>	<b>99.97</b>	<b>4</b>	<b>9032</b>	<b>0.03</b>

- For this resolution, 2 shareholders holding 12663 equity shares abstained from e-voting.

**Item No. 6 - Ordinary Resolution**

To re-appoint Mr. Vishal R. Karia (DIN: 00514884) as Whole-time Director and Chief Financial Officer of the Company.

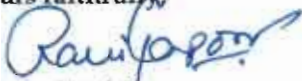
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution		
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast
Remote E-Voting	30490112	46	30481080	99.97	4	9032	0.03
Poll at the AGM	54727	6	54727	100	0	0	0.00
<b>Total</b>	<b>30544839</b>	<b>52</b>	<b>30535807</b>	<b>99.97</b>	<b>4</b>	<b>9032</b>	<b>0.03</b>

All the resolutions have been passed with requisite majority.

The data sheet relating to e-voting/Poll at the AGM venue and other related papers/registers, records are handed over to the Chairman/Secretary of the Company.

Thanking you,

Yours faithfully,



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

Date: 29/09/2017  
 Place: Ahmedabad

