

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 Saturday, the 29th day of September, 2018 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 Saturday, the 29th day of September, 2018 at 12.00 noon at 104, 105, 106, Chancharwadi, Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad - 382 213.

The Notice dated 29th May, 2018 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:-

Ravi Kapoor


E-Voting:

- (i) The e-voting period remained open from Wednesday, 26th September, 2018 (09:00 a.m.) to Friday, 28th September, 2018 (05:00 p.m.).
- (ii) The members of the Company as on the "cut-off" date i.e. 22nd September, 2018 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 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

Adoption of the Audited Financial Statements of the Company for the Financial year ended 31st March, 2018 including reports of the Auditors and Board of Directors 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	29120786	38	29119546	99.996	2	1240	0.004	Nil	Nil

Ravi Kapoor
Ravi Kapoor & Associates
Ahmedabad
COP-2407
Company Secretaries

Poll at the AGM	1404003	13	1404003	100	Nil	Nil	Nil	Nil	Nil
Total	30524789	51	30523549	99.996	2	1240	0.004	Nil	Nil

Item No. 2 - Ordinary Resolution

Appointment of Mr. Chetan J. Karia (DIN: 00191790), 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			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	29120786	37	29117626	99.99	3	3160	0.01	Nil	Nil
Poll at the AGM	1404003	13	1404003	100	Nil	Nil	Nil	Nil	Nil
Total	30524789	50	30521629	99.99	3	3160	0.01	Nil	Nil

Item No. 3- Ordinary Resolution

Appointment of Ms. Zalpa B. Rathod as an Independent Director of the Company.

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	29120786	37	29117626	99.99	3	3160	0.01	Nil	Nil
Poll at the AGM	1404003	13	1404003	100	Nil	Nil	Nil	Nil	Nil
Total	30524789	50	30521629	99.99	3	3160	0.01	Nil	Nil

Ravi Kapoor



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Company Secretaries
Trade Mark Agent
Insolvency Resolution Professional

Item No. 4 - Ordinary Resolution

Approval of related party transactions with Astha Creations.

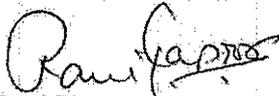
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	5881467	32	5880169	99.98	3	1298	0.02	5	232393 19
Poll at the AGM	867003	12	867003	100	Nil	Nil	Nil	Nil	Nil
Total	6748470	43	6747172	99.98	3	1298	0.02	5	232393 19

- For this resolution, 1 shareholder holding 537000 equity shares abstained from voting.

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: 29/09/2018
 Place: Ahmedabad



Handwritten signature of Mr. Chetan Karia



Countersigned by
 Mr. Chetan Karia
 Chairman of the Meeting
 Pradip Overseas Limited