

COMPANY SECRETARY

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 venue of 14th Annual General Meeting (AGM) of Pradip Overseas Limited held on Monday, 30th September, 2019 at 104, 105, 106, Chancharwadi, Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Tal. Sanand, Ahmedabad- 382 213 at 12:00 Noon.

I, Ashish Shah, a Company Secretary in practice, have been appointed by the Board of Directors of Pradip Overseas Limited (the Company) as the Scrutinizer for the purpose of scrutinizing the remote e-voting and Poll at venue of AGM and ascertaining the requisite majority, on the resolutions contained in the notice to the 14th AGM of the members of the Company, held on Monday, 30th September, 2019 at 104, 105, 106, Chancharwadi, Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Tal. Sanand, Ahmedabad- 382 213 at 12:00 Noon.

The Notice dated 28th May, 2019 along with the explanatory 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 AGM 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 14th 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 remote e-voting system provided by Central Depository Services (India) Limited (CDSL), the authorized agency to provide remote e-voting facilities, engaged by the Company.

The Company has also provided Poll at venue of AGM to the Shareholders present at the AGM and who had not cast their vote earlier through remote e-voting facility.



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

Remote E-Voting:

- (i) The remote e-voting period remained open from Friday, 27th September, 2019 (9.00 A.M.) to Sunday, 29th September, 2019 (05.00 P.M.)
- (ii) The members of the Company as on the "cut-off" date i.e. Monday, 23rd September, 2019 were entitled to vote on the resolutions (Items Number 1 to 5 as set out in Notice of AGM 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 remote 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 places 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.



COMPANY SECRETARY

Item No. 1- Ordinary Resolution

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2019, including reports of the Auditor 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	31003482	43	31002450	100	2	1032	Negligible	Nil	Nil
Poll at the AGM	5946	5	5946	100	Nil	Nil	Nil	Nil	Nil
Total	31009428	48	31008396	100	2	1032	Negligible	Nil	Nil

Item No. 2- Ordinary Resolution

To appoint Mr. Pradip J. Karia (DIN: - 00123748), 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	31003482	42	31000150	99.99	3	3332	0.01	Nil	Nil
Poll at the AGM	5946	5	5946	100	Nil	Nil	Nil	Nil	Nil
Total	31009428	47	31006096	99.99	3	3332	0.01	Nil	Nil



COMPANY SECRETARY

Item No. 3- Special Resolution

To re-appoint Mr. Jivansingh Gangasingh Negi (DIN: 01656455) as an Independent Director of the Company for a second term of 5 years.

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	31003482	42	31000150	99.99	3	3332	0.01	Nil	Nil
Poll at the AGM	5946	5	5946	100	Nil	Nil	Nil	Nil	Nil
Total	31009428	47	31006096	99.99	3	3332	0.01	Nil	Nil

Item No. 4- Special Resolution

To re-appoint Mr. Gurpur Ramdas Kamath (DIN: 02234255), who will attain the age of 75 years, as an Independent Director of the Company for a second term of 5 years.

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	31003482	43	31002450	100	2	1032	Negligible	Nil	Nil
Poll at the AGM	5946	5	5946	100	Nil	Nil	Nil	Nil	Nil
Total	31009428	48	31008396	100	2	1032	Negligible	Nil	Nil



Item No. 5 - Ordinary Resolution

Approval of Related Party Transactions with Astha Creations

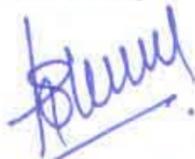
Voting Method	Total Valid Votes	Votes in favour of the Resolution			Votes against the Resolution			Invalid Votes	
		No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of Shares	% of total number of valid votes cast	No. of Folios	No. of shares
Remote E-Voting	6427163	32	6420831	99.90	5	6332	0.10	Nil	Nil
Poll at the AGM	5946	5	5946	100	Nil	Nil	Nil	Nil	Nil
Total	6433109	37	6426777	99.90	5	6332	0.10	Nil	Nil

- For this resolution, 8 shareholders holding 24576319 equity shares abstained from e-voting.

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

Thanking you ,

Yours faithfully,



Name: Ashish Shah
Practicing Company Secretary- Scrutinizer
FCS: 5974; COP: 4178

Date: 30.09.2019
Place: Ahmedabad



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

