

### Consolidated Scrutinizer's Report

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

To,  
The Chairman  
15<sup>th</sup> Annual General Meeting of the Equity Shareholders of  
Pradip Overseas Limited  
Plot No. 104, 105, 106,  
Village: Chancharwadi Vasna,  
Opp. Zydus Cadila, Sarkhej Bavla High Way,  
Tal. Sanand Ahmedabad - 382 213.

**Subject: Consolidated Scrutinizer's Report on voting by Remote E-Voting and E-Voting facility to the shareholders during the 15<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of Pradip Overseas Limited held on Tuesday, October 20, 2020 at 01.30 p.m. through Video Conferencing/ Other Audio Visual Means in respect of the resolutions (businesses) contained in the Notice dated July 23, 2020.**

Dear Sir,

1. I, Ashish Shah, Practicing Company Secretary, appointed by the Board of Directors of Pradip Overseas Limited, ("the Company") as Scrutinizer for the purpose of the Voting through Remote E-Voting and E-Voting facility provided to the shareholders during the AGM conducted through Video Conferencing/ Other Audio Visual means ("VC/OAVM") on the below mentioned resolution(s), proposed at the 15<sup>th</sup> AGM of the members of the Company held on Tuesday, October 20, 2020 at 01.30 p.m. IST, submit my report as under:
2. The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (iii) In terms of the General Circular no. 14/2020, dated 08.04.2020 (EGM Circular -i), General Circular No. 17/2020 dated 13.04.2020 (EGM Circular - ii), General Circular No. 20 /2020 dated 05/05/2020 (AGM Circular - iii) and General Circular No. 22/2020 dated 15/06/2020 (EGM Circular - iv) and (iv) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-Voting facility to the shareholders during the AGM and Remote E-Voting. My responsibilities as a Scrutinizer is restricted to give a consolidated report on the Votes cast by the members for the resolutions (Businesses) contained in the Notice dated July 23, 2020, through Remote E-Voting and through E-Voting facility during the AGM.



- a) The e-voting facility was available to members during AGM & facility was closed after 15 minutes of conclusion of AGM (i.e. at 02.30 p.m.).
- b) The company had appointed Central Depository Services (India) Limited (CDSL) as the Agency for providing E-Voting facility to the shareholders, who had not casted their vote earlier through remote E-Voting facility, to vote during the AGM
- c) We have not found any invalid/incomplete vote in the E-voting system during the AGM.
- d) The remote E-Voting period remained open from Saturday, October 17, 2020, 9.00 a.m. and ended on Monday, October 19, 2020, 05.00 p.m.
- e) The shareholders holding shares as on the "cut off" date i.e. Tuesday, October 13, 2020 were entitled to vote on the proposed resolutions (Items No. 1 to 7 as set out in the Notice of the 15<sup>th</sup> Annual General Meeting of the Company) where it was informed by the Company Secretary during the meeting that resolution No. 3, 4 and 5 which was Re-Appointment of Mr. Pradipkumar Jayantilal Karia (DIN: 00123748) as Managing Director of the Company, Re-Appointment of Mr. Chetankumar Jayantilal Karia (DIN: 00191790) as Whole-time Director of the Company and resolution no 5 for Re-Appointment of Mr. Vishal Rameshbhai Karia (DIN: 00514884) as Whole-time Director of the Company for the period three years with a remuneration of Rs. 5,00,000/- per month, Rs. 4,00,000/- per month and Rs. 3,00,000/- per month respectively. The said resolutions are proposed subject to approval from Banks/ Financial Institutions. I have been informed that till the closer of e-voting facility none of the Banks/ Financial Institutions have given their consent and accordingly, proposed appointments would be made without any remuneration. .
- f) The votes were unblocked on Tuesday, October 20, 2020 at around 02:30 p.m. in the presence of two witnesses who were not in the employment of the Company.

The result of voting by Remote E-Voting and through E-Voting facility during the AGM, in respect of resolutions (businesses) contained in notice dated July 23, 2020 is as under:



### Item No. 1 -Ordinary Resolution:

#### Adoption of the Financial Statement.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	49	31254185	100
Total	49	31254185	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	NIL	NIL
Total	NIL	NIL



## COMPANY SECRETARY

### Item No. 2- Ordinary Resolution

#### Re-appointment of Director retiring by rotation.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	49	31254185	100
Total	49	31254185	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	NIL	NIL
Total	NIL	NIL



### Item No. 3- Special Resolution

**Re-Appointment of Mr. Pradipkumar Jayantilal Karia (DIN: 00123748) as Managing Director of the Company for the period of three years without any remuneration.**

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	49	31254185	100
Total	49	31254185	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	NIL	NIL
Total	NIL	NIL



### Item No. 4- Special Resolution

**Re-Appointment of Mr. Chetankumar Jayantilal Karia (DIN: 00191790) as Whole-time Director of the Company for the period of three years without any remuneration.**

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	49	31254185	100
Total	49	31254185	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	NIL	NIL
Total	NIL	NIL



## COMPANY SECRETARY

### Item No. 5- Special Resolution

**Re-Appointment of Mr. Vishal Rameshbhai Karia (DIN: 00514884) as Whole-time Director of the Company for the period three years without any remuneration.**

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	49	31254185	100
Total	49	31254185	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	NIL	NIL
Total	NIL	NIL



### Item No. 6- Ordinary Resolution

To ratify / approve the related party transactions of the Company.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	40	5535194	100
Total	40	5535194	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	9	25718991
Total	9	25718991



#### Item No. 7- Ordinary Resolution

To ratify / approve the related party transactions of the Company.

(i) Voted in favour of resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	40	5535194	100
Total	40	5535194	100

(ii) Voted against the resolution:

Voting Description	Number of Members who voted	Number of Shares for which votes casted	% of total number of valid votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL	NIL
Remote E- voting	1	72	Negligible
Total	1	72	Negligible

(iii) Invalid/Abstain Votes:

Voting Description	Number of Members who voted	Number of shares for which votes casted
E-Voting by Shareholders through VC/OAVM during the AGM	NIL	NIL
Remote E- voting	9	25718991
Total	9	25718991



The electronic Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Company Secretary of the Company for safe keeping.

**Thanking you**  
Yours faithfully,

ASHISH  
ANANTRAY  
SHAH

Digitally signed by ASHISH ANANTRAY SHAH  
DN: cn=ASHISH ANANTRAY SHAH, o=ASHISH ANANTRAY SHAH, email=ASHISH.ANANTRAY.SHAH@RAVICS.COM, c=IN  
Date: 2020.10.22 13:27:54 +05'30'

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

VISHAL R  
KARIA

Digitally signed by  
VISHAL R KARIA  
Date: 2020.10.22  
13:27:54 +05'30'

**Counter signed by**  
**Mr. Vishal Karia**  
**Chairman**

**Date: 22.10.2020**  
**Place: Ahmedabad**