



PRADIP OVERSEAS LTD.

Corporate Office : A/601, Narnarayan Complex, Swastik Cross Roads,
Navrangpura, Ahmedabad - 380 009. Gujarat, INDIA.
Phone : 0091-79-26560630, 26431594 Fax : 0091-79-26420408
Website : www.pradipoverseas.com

29th September, 2018

The Manager, The Listing Department, Bombay Stock Exchange Limited Dalal Street , Fort Mumbai 400 001.	The Manager, The Listing Department, National Stock Exchange of India, Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai 400 051.
SCRIP CODE:- 533178	SCRIP SYMBOL : PRADIP

Dear Sir/Madam,

Re : Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Sub: Proceedings of 13th Annual General Meeting held on 29th September, 2018

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we enclose herewith the proceedings of the 13th Annual General Meeting of the members of the Company held on Saturday, 29th September, 2018 at 12:00 noon at the Registered Office of the Company situated at 104, 105, 106 Chacharwadi, Vasna, Opp. Zydus cadila, Sarkhej Bavla Highway, Chanogar, Ahmedabad-382 213.

Kindly take the same on record and acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For, Pradip Overseas Limited

Nigam G. Sathavara

Company Secretary & Compliance Officer

ACS-38915

Encl: a/a.



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**PROCEEDINGS OF 13TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON
SATURDAY, 29TH SEPTEMBER, 2018 AT THE REGISTERED OFFICE OF THE COMPANY AT 104,
105, 106 CHACHARWADI, VASNA, OPP. ZYDUS CADILA, SARKHEJ BAVLA HIGH WAY,
CHANGODAR, AHMEDABAD-382 213 AT 12:00 NOON**

Present

Directors:

Mr. Chetan J. Karia - Whole-time Director

Mr. Vishal R. Karia - Whole-time Director & Chief Financial Karia

Mr. Jivansingh Negi - Independent Director & Chairman of Nomination and
Remuneration Committee, Stakeholder Relationship
Committee, Risk Management Committee

Mr. Gurpur Ramdas Kamath – Independent Director & Chairman of Audit
Committee

Company Secretary : Nigambhai G. Sathavara

Statutory Auditor : Mr. Hashmat Ashwani, Authorised Representative of
Statutory Auditor

Secretarial Auditor : Mr. Ravi Kapoor

Chairman of the Audit Committee and Nomination and Remuneration Committee,
Stakeholders Relationship Committee, Risk Management Committee were present at
the meeting.

34 Members representing 21541052 Equity Shares were present in person at the
meeting.

The Business before the AGM was taken up as requisite quorum was present. Quorum
was also present throughout the meeting.

Due to bad health condition of Mr. Pradip J. Karia, Chairman & Managing Director of
the Company and hence, he is not able to attend the said meeting. Therefore, with
the consent of Board of Directors who were present in the meeting, appointed Mr.
Chetan J. Karia as a Chairman of this meeting.



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- I. Mr. Chetan J. Karia, took the Chair and welcomed members present at the 13th Annual General Meeting.
- II. Mr. Zalpa B. Rathod, Independent Directors were out of station and could not attend the AGM.
- III. The following documents/ Registers of the Company remained open and accessible for inspection during the continuance of the AGM.
 1. Financial Statements for the financial year ended as on 31st March, 2018 and Reports of the Board of Directors and the Auditors.
 2. Register of Directors and Key Managerial Personnel and their Shareholding.
 3. Register of Contract
- IV. Notice dated 29th May, 2018 conveying the 13th Annual General Meeting & the Explanatory Statement and the Report and Accounts for the financial year ended on 31st March, 2018, circulated to the members, were taken as read with the consent of the Meeting.
- V. The Company Secretary briefly covered the items of business before the AGM and enquired from the members present if they required any clarification on them, particularly on the Financial Statements of the Company.
- VI. The Company Secretary drew attention that the Company, pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 and in pursuance to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, had provided the facility of remote e-voting on all the Resolutions forming part of the agenda of the AGM; the period for remote e-voting commenced on Wednesday, 26th September, 2018 at 09:00 a.m. and ended on Friday, 28th September, 2018 at 05:00 p.m. The cut-off date for determining the members who may cast their vote electronically was Saturday, 22nd September, 2018.

The Company has also provided an option to the shareholders who were present at the AGM and who had not been able to cast their vote by remote e-voting, to tender their votes in ballot papers given to them.



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The Company Secretary, thereafter read the Resolutions as follows:

Ordinary Business:

Resolution No.1

"RESOLVED THAT the Statement of Profit & Loss for the year ended on 31.03.2018 and the Balance Sheet as on the said date together with the Auditor's Report, Directors' Report and Secretarial Audit Report thereon be and are hereby considered, approved and adopted."

Resolution No. 2

"RESOLVED THAT Mr. Chetan J. Karia (DIN:-00191790) who retires by rotation and being eligible, offers himself for reappointment, be and is hereby reappointed as rotational Director of the Company."

Special Business:

Resolution No.3:

"RESOLVED THAT pursuant to the provisions of Section 150, 152, 161 and Schedule IV of the Companies Act, 2013 and any other applicable provisions for time being in force, (including any statutory modification(s) or re-enactment thereof), Ms. Zalpa B. Rathod (DIN: 08144926), who has been appointed as an Additional Director of the Company by the Board of Directors w.e.f. 29th May, 2018 and who holds office up to the date of this Annual General meeting and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act, and who is eligible for appointment, be and is hereby appointed as an Independent, Non executive Director, to hold office for five consecutive years for a term upto 28th May, 2023, whose period of office shall not be liable to determine by retirement of directors by rotation."

Resolution No. 4:

"RESOLVED THAT pursuant to the provisions of section 188 of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and as subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the



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Board), to ratify /approve all existing contracts/arrangements/agreements/transactions and to enter into new /further contracts/arrangements/agreements/transactions (including any modifications, alterations or amendments thereto) in ordinary course of business and on arm's length basis with Astha Creations, a 'Related Party' within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

- VII. The Chairman thereafter announced the commencement of casting of vote through ballot paper and on completion of voting, the AGM concluded at 01:00 p.m.
- VIII. Mr. Ravi Kapoor, Practicing Company Secretary was appointed as the scrutinizer to scrutinize the e-voting process and conduct poll process.
- IX. E-voting and Poll results will be displayed on the website of the Company will be submitted with the stock exchange in terms of provisions of Regulation of LODR.

Thanking you,

Yours truly,

For, Pradip Overseas Limited

Nigam G. Sathavara

Company Secretary and Compliance Officer

Membership No.:- A38915