



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

30th September, 2019.

Corporate Relationship Department, BSE LIMITED 1ST Floor, New Trading Plaza, Rotunda Building, P.J. Towers, Dalal Street, Fort Mumbai - 400 001.	The Asst. Vice President, Listing Department, National Stock Exchange of India Ltd., Exchange Plaza, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051.
Scrip Code: 533178	Scrip Symbol: PRADIP

Dear-Sir,

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

Sub: Proceedings of 14th Annual General Meeting held on 30th September, 2019

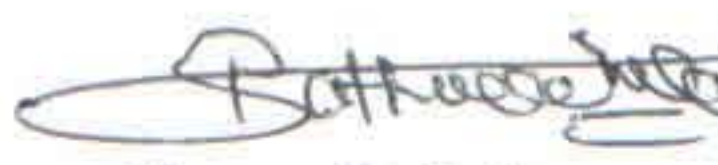
Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we enclose herewith the proceedings of the 14th Annual General Meeting of the members of the Company held on Monday, 30th September, 2019 at 12:00 noon at the Registered 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





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**PROCEEDINGS OF 14TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON
MONDAY, 30TH SEPTEMBER, 2019 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 Committe

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

Company Secretary : Nigambhai G. Sathavara

Statutory Auditor : Mr. Nimeshbhai Bhavsar, Authorised Representative of
Statutory Auditor

Secretarial Auditor : Mr. Ashish Shah

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

34 members representing 20370287 Equity Shares were present in person at the
meeting. Pursuant to Section 103 of the Companies Act, 2013 the requisite quorum in
order to constitute valid meeting was present at the meeting and therefore, the
business before the AGM was taken up. The said 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



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the consent of Board of Directors who were present in the meeting, appointed Mr. Chetan J. Karia as a Chairman of this Annual General Meeting.

- I. Mr. Chetan J. Karia, took the Chair and welcomed members present at the 14th 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, 2019 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 28th May, 2019 conveying the 14th Annual General Meeting & the Explanatory Statement and the Report and Accounts for the financial year ended on 31st March, 2019, 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 read with 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 Friday, 27th September, 2019 at 09:00 a.m. and ended on Sunday, 29th September, 2019 at 05:00 p.m. The cut-off date for determining the members who may cast their vote electronically was Monday, 23rd September, 2019.





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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.

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 31.03.2019 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. Pradip J. Karia (DIN:-00123748) 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 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Jivansingh Gangasingh Negi (DIN: 01656455), Independent, Non-executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) years, commencing from 28th May, 2019 to 27th May, 2024".



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Resolution No. 4:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (the Act), and the Rules made thereunder, read with Schedule IV of the Act and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gurpur Ramdas Kamath (DIN: 02234255), Independent, Non-Executive Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in the Act and Listing Regulations, and who is eligible for re-appointment and in respect of whom based on his evaluation of performance, the Nomination and Remuneration Committee has recommended his re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of 5 (Five) years, commencing from 28th May, 2019 to 27th May, 2024."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Mr. Gurpur Ramdas Kamath (DIN: 02234255) on attaining the age of 75 (seventy five) years on 20.11.2019, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5 years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018."

"RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution"





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Resolution No. 5:

"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 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 not at 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 all the Board of Directors of the Company be and are 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.





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- VIII. Mr. Ashish Shah, 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