



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

Date : 5th September, 2015

To, Dy. General Manager BSE Limited Corporate Relation Department, P.J. Towers, Dalal Street, Fort, Mumbai - 400 001	To, The Manager, National Stock Exchange Limited Mumbai
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Dear Sir/ Madam,

Sub.: Proceedings of 10th Annual General Meeting held on 30th September, 2015

Ref. :Scrip ID: INE495J01015 Scrip Code: BSE : 533178 NSE :PRADIP

In accordance with Clause No. 35B of the Listing Agreement, we write to inform you that the Company had provided E-Voting facility to members of the Company at the 10th Annual General Meeting of the Company held 30th September, 2015 and also provided facility for voting through Ballot paper in the AGM, those holders who could not vote through E Voting.

We enclose the consolidated Report of the Scrutinizer containing the agenda wise Results/details in the prescribed format of the Remote e-voting conducted during the period from 27th September, 2015 (9.00 a.m.) to 29th September, 2015(5.00 p.m.) and voting conducted during AGM by way of physical Ballot process.

As per the Scrutinizer's Report, all the resolutions set out in the Notice of 10th AGM have been duly approved by the shareholders with requisite majority.

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

Yours Sincerely,

For, Pradip Overseas Limited

Mr. Chetan J. Karia
Chairman of the Meeting
(DIN 00191790)

Encl: a/a.

CIN No.: L17290GJ2005PLC046345



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**PROCEEDINGS OF 10TH ANNUAL GENERAL MEETING OF THE
COMPANY HELD ON 30TH, SEPTEMBER, 2015 AT THE REGISTERED
OFFICE OF THE COMPANY AT 104,105,106, CHANCHARWADI, VASNA,
OPP. ZYDUS CADILA, SARKHEJ BAVLA HIGH WAY, AHMEDBAD 382213
AT 12.00 NOON.**

Present

Directors:

1. Mr. Chetan J. Karia
2. Mr. Vishal R. Karia
3. Mr. Jivansingh Negi
4. Ms. Parulben S. Thakore

Company Secretary: Mr. Kaushik B. Kapadia

Secretarial Auditor: Mr. Ashish Shah representative of Mr. Ravi Kapoor,
Scrutiniser

Chairman of the Nomination and Remuneration Committee & Stake holder
Relationship Committee were present at the meeting.

35 Members representing 2,13,69,046 Shares were present in person at the
meeting.

- I. Mr. Chetan J. Karia took the Chair and welcomed members present at the
10th Annual General Meeting.
- II. The business before the AGM was taken up as quorum was present.
Quorum was also present throughout the Meeting.
- 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, 2015
including the Consolidated Financial, Statements for the said financial
year, and Reports of the Board of Directors and the Auditors.
 2. Register of Directors and Key Managerial Personnel and their
Shareholding.

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3. Register of Contracts

- IV. The Notice dated 9th June, 2015 conveying the 10th AGM & the Explanatory Statement and the Report and Accounts for the financial year ended 31st March, 2015, circulating to the members, were taken as read with the consent of the Meeting.
- V. The Chairman 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 Chairman drew attention that the Company, pursuant to the provisions of the Companies Act, 2013, 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 27th September, 2015 (9.00 a.m.).

The chairman advised that those who had not been able to cast their votes by remote e-voting, may avail the facility of voting through ballot paper provided at the AGM venue once the resolutions as per agenda are read.

The Chairman thereafter read the Resolutions as follows

Ordinary Business:

Resolution no. 1 :

RESOLVED THAT the Balance sheet of the Company as on 31st March, 2015 and the Profit & Loss Account for the year ended on that date together with the notes thereon and report of the Directors' and Auditors thereon be and are hereby considered, approved & adopted.

Resolution no. 2 :

RESOLVED THAT Mr. Chetan Karia (DIN 00191790), retire by rotation, being eligible and offer himself for reappointment, be and is hereby reappointed as rotational Director of the Company.

Resolution no. 3 :

RESOLVED THAT M/s Ashok Dhariwal & Co., Chartered Accountants be and are hereby appointed as an Auditors of the Company to hold the office from the conclusion of this Annual General Meeting

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to the conclusion of next Annual General Meeting to Audit the accounts of the Company for the year 2014-15 at a remuneration as may be decided by the Board of Directors of the Company.

Resolution no. 4 :

"RESOLVED THAT pursuant to the provisions of Section 152, 161 and any other applicable provisions, if any, of the Companies Act, 2013 and any rules made thereunder read with Schedule IV to the Act and clause 49 of the Listing Agreement, Ms. Parulben S. Thakore (holding DIN 07025547), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. March 28, 2015 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 up to 30th September, 2020, whose period of office shall not be liable to determine by retirement of directors by rotation".

- VII. The Chairman thereafter announced the commencement of casting of vote through ballot paper and on completion of voting, the AGM concluded at 1.00 p.m.
- VIII. The Scrutinizers report dated 3rd October, 2015, containing results of remote e-voting and voting conducted at AGM venue was presented to the Chairman, in terms of which all resolutions were passed with requisite majority. Results of the same is attached and also posted on the web site of the Company.

For, Pradip Overseas Limited

Mr. Chetan J. Karia
Chairman of the Meeting
(DIN 00191790)

Encl: Annexure