

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (3)(xi) of Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
PRADIP OVERSEAS LIMITED
104,105,106, Chancharwadi Vasna,
Opp. Zydus Cadila,
Sarkhej Bavla Highway,
Changodar, Ahmedabad-382213.

Dear Sir,

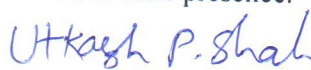
Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(4)(xii) of Companies (Management and Administration) Rules, 2014.

1. I, **Ravi Kapoor, Practicing Company Secretary**, appointed by the Board of Directors of Pradip Overseas Limited, ("the Company") as Scrutinizer for the purpose of conducting the remote E-voting process on the below mentioned resolution(s), passed at the Annual General Meeting of the Equity Shareholders of the Company held on Wednesday, 30th September, 2015 at 104,105,106, Chancharwadi Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad-382 213 at 12:00 noon.
2. The Management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolutions contained in the Notice to the Annual General Meeting (AGM) of the members of the Company. My responsibility as Scrutinizer for the E-voting process restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the E-voting system provided by National Securities Depository Limited (NSDL), the authorized agency to provide the E-voting facilities, engaged by the Company.
3. Further to the above, I submit my report as under:
 - i. The Company has availed E-voting facility offered by National Securities Depository Limited (NSDL) for conducting E-voting by the shareholders of the Company.
 - ii. The Members of the Company as on the "Cut Off" date i.e. Wednesday, 16th September, 2015 were entitled to vote on the resolutions (Items Number 1 to 4 as set out in Notice of AGM of the Company).

- iii. The voting period for E-voting commenced on Sunday, 27th September, 2015 (09.00 a.m.) to Tuesday, 29th September, 2015 (05.00 p.m.) and the NSDL E-voting platform was blocked thereafter and the votes cast under E-voting facilities were then unblocked in the presence of two witnesses, Mr. Mrugesh Pandya and Mr. Utkarsh Shah who were not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.



Mr. Mrugesh Pandya



Mr. Utkarsh Shah

I now submit my Report as under on the result of the E-voting in respect of below Resolutions.

Item No. 1- Ordinary Resolution

- **Adoption of Balance sheet, Statement of Profit and Loss for the year ended on 31st March, 2015 and the report of Directors and Auditors thereon.**

- (I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
46	30386162	100

- (II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
4	1278	0.00

- (III) Invalid Votes

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 2- Ordinary Resolution

- **Appointment of Mr. Chetan J. Karia (DIN: 00191790), Director of the Company who retires by rotation and being eligible offers himself for reappointment.**

- (I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
45	30386090	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
5	1350	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 3- Ordinary Resolution

- **Appointment of M/s. Ashok Dhariwal & Co., Chartered Accountants as a Statutory Auditors and fix their remuneration.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
47	30386180	100

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
3	1260	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Item No. 4- Ordinary Resolution

- **Appointment of Ms. Parulben S. Thakore (DIN 07025547) as an Independent Director.**

(I) Voted in favour of resolution:

Number of Members Voted	Number of votes cast by them (Shares)	% of total number of valid votes cast
45	30386090	100

**Ravi Kapoor
&
Associates**

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E-mail : ravi@ravics.com

**Company Secretaries
& Trade Mark Agent**

(II) Voted against the resolution:

Number of Members Voted)	Number of votes cast by them (Shares)	% of total number of valid votes cast
5	1350	0.00

(III) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

Thanking you,
Yours Faithfully,

Ravi Kapoor

Scrutinizer

Name: Ravi Kapoor

Practicing Company Secretary

FCS: 2587; COP: 2407

Date: 03/10/2015

Place: Ahmedabad

