

Form No. MGT-13

Report of Scrutinizer

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) 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-382 213.

The Annual General Meeting of the members of Pradip Overseas Limited (the Company) held on Wednesday, the 30th day of September, 2015 at 12.00 noon at 104,105,106, Chancharwadi Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad-382 213.

Dear Sir,

I, **Ravi Kapoor, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the Annual General Meeting of the Equity Shareholders of Pradip Overseas Limited held on Wednesday, the 30th day of September, 2015 at 12.00 noon at 104,105,106, Chancharwadi Vasna, Opp. Zydus Cadila, Sarkhej Bavla Highway, Changodar, Ahmedabad-382 213, submit my report as under:

1. After the time fixed for closing of poll by the Chairman, ballot box kept for polling were locked in my presence with due identification marks placed by me
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Register and Transfer Agent of the Company and the authorizations/proxies lodged with the Company.
3. The result of the poll is as under:

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.

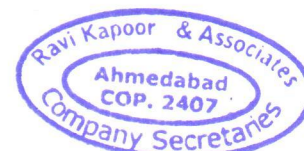
(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	49532	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

Ravi Kapoor



**Ravi Kapoor
&
Associates**

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'Shaival Plaza',
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**Company Secretaries
& Trade Mark Agent**

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) 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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	49532	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	0.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) 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:

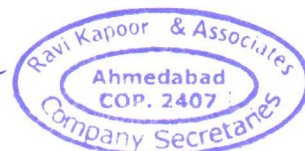
(i) Voted in favour of resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	49532	100

(ii) Voted against the resolution:

Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	00.00

Ravi Kapoor



**Ravi Kapoor
&
Associates**

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**Company Secretaries
& Trade Mark Agent**

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) 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 present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
8	49532	0

(ii) Voted against the resolution:

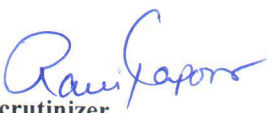
Number of Members present and voting (in person or proxy)	Number of votes cast by them (Shares)	% of total number of valid votes cast
0	0	00.00

(iii) Invalid Votes

Total number of members present and voting (in person or proxy) whose votes were declared invalid	Total number of votes cast by them (Shares)
0	0

4. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorize by the Board for safe keeping.

Thanking you,
Yours faithfully,


Scrutinizer

Name: Ravi Kapoor
Practicing Company Secretary
FCS: 2587; CP: 2407

Place: Ahmedabad
Date: 03/10/2015

