

REPORT OF SCRUTINIZER

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rule, 2014]

To,
The Chairman,
Pradeep Metals Limited,
R-205, MIDC, Rabale,
Navi Mumbai - 400 701

Sub: Scrutinizer's Report on E-voting conducted pursuant to the provision of Section 108 of Companies Act, 2013, ("the Act") read with Rule 20 of the Companies(Management and Administration) Rules, 2014 and physical ballot forms received from the shareholders who do not have access to E-voting.

I, Shweta Gokarn of Shweta Gokarn & Co, Company Secretaries, had been appointed as the Scrutinizer vide resolution passed by the Board of Directors of Pradeep Metals Limited, at its meeting, held on 3rd July, 2014, for the purpose of scrutinizing the votes by Members of the Company by electronic means through the e-voting services provided by National Securities Depositories Limited (NSDL) and physical votes casted at the 31st Annual General Meeting (AGM) of the Equity Shareholders of Pradeep Metals Limited held on 4th September, 2014, at Monarch Banquets, Plot No. 110/111, MIDC, Thane Belapur Road, Near Rabale Railway Station, Rabale, Navi Mumbai 400701

I submit my report as under:

1. A Notice dated 3rd July, 2014, convening Annual General Meeting (AGM) of the Company along with the Statement setting out material facts under section 102 of the Act, was sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 4th September, 2014.
2. The Company has availed the e-voting facilities offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.
3. The Shareholders of the company holding shares as on the "cut-off" date of 1st August 2014, were entitled to vote on the proposed resolutions as set out at item Nos. 1 to 14 in the Notice of the 31st AGM of Pradeep Metals Limited.
4. The voting period for e-voting commenced on Friday, 29th August, 2014 at 9:00 a.m. and ended on Saturday, 30th August, 2014 at 6:00 p.m. and the NSDL e-voting platform was blocked thereafter.

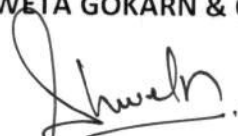
5. I reviewed the e-voting process and downloaded the e-votes voted through e-voting services provided by NSDL in the presence of two witnesses not in the employment of the Company.
6. At the time of Annual General Meeting, held on 4th September, 2014, after the time fixed for closing of the poll by the Chairman, a ballot box kept for polling was locked in my presence with due identification marks placed by me.
7. The locked ballot box was subsequently opened in my presence and polling papers were diligently scrutinized. The polling papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
9. The combined results of the voting i.e. votes casted on the e-voting services provided by NSDL and physical voting at the 31st Annual General Meeting are attached herewith bearing Page Nos. 3 to 13.
10. A Compact Disc (CD) containing a list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
11. The polling papers and all other relevant records were sealed and handed over to the Company Secretary/ Director authorized by the Board for safe keeping.

Place : Navi Mumbai
Date : 5th September, 2014

ACS No.: 30393
C.P. No.: 11001



FOR SHWETA GOKARN & CO.


MS. SHWETA GOKARN

Resolution/Agenda wise details of voting

I. Ordinary Resolution No. 1:-

Adoption of Audited Balance sheet and statement of profit and loss for the year ended 31st March, 2014 together with the reports of board of directors and the auditors thereon.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast (shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

II. Ordinary Resolution No. 2 :-

Declaration of Dividend on Equity Shares.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%



(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast (shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

III. Ordinary Resolution No. 3 :-

Re-appointment of Mr. Om Prakash Agarwal, who retires by rotation, but being eligible, offers himself for re-appointment

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.



(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

IV. Ordinary Resolution No. 4 :-

Appointment of M/s. S. R. Rege & Co, Chartered Accountants as Auditors of the Company.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	5	50	100%
Physical	34	12441388	100%
Total	39	12441438	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347



V. Ordinary Resolution No. 5:-

Appointment of Mr. Raj Kumar Mittal as an Independent Director

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast (shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

VI. Ordinary Resolution No. 6:-

Appointment of Mr. Suresh G. Vaidya as an Independent Director

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast (shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

VII. Ordinary Resolution No. 7:-

Appointment of Mr. Rajeev D. Mehrotra as an Independent Director.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.



(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

VIII. Ordinary Resolution No. 8:-

Appointment of Mr. Jaidev R. Shorff as an Independent Director

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	5	50	100%
Physical	34	12441388	100%
Total	39	12441438	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347



IX. Ordinary Resolution No. 9:-

Approval of Remuneration to the Cost Auditors.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	5	50	100%
Physical	34	12441388	100%
Total	39	12441438	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast (shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

X. Special Resolution No. 10:-

Appointment of Mr. Pradeep Goyal as Chairman and Managing Director of the Company

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	32	10781988	100%
Total	38	10782048	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast (shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

XI. Special Resolution No. 11:-

Authority for borrowing monies in excess of paid up capital and free reserves of the Company but not exceeding to Rs. 150 Crores.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.



(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

XII. Special Resolution No. 12:-

Authority for creation of charges/mortgages etc on the properties of the Company for an amount not exceeding Rs. 150 Crores.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	34	12441388	100%
Total	40	12441448	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347



XIII. Ordinary Resolution No. 13:-

Approval for payment of commission to the Directors of the Company (other than Directors from the Promoters' Group).

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6	60	100%
Physical	33	11646375	100%
Total	39	11646435	100%

(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

XIV. Special Resolution No. 14:-

Approval to enter into contracts with Pradeep Metals Ltd. New York, USA, 100% subsidiary of the Company.

(i) Voted in Favour of resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	6		100%
Physical	32	10781988	100%
Total	38	10782048	100%



(ii) Voted against the resolution:

	Number of members voted through electronic voting system and physical mode	Number of votes cast (shares)	% of total number of valid votes cast
E-Voting	0	0	N.A.
Physical	0	0	N.A.
Total	0	0	N.A.

(iii) Invalid Votes

	Total number of members whose vote were declared invalid	Total number of votes cast(shares)
E-Voting	0	N.A.
Physical	10	538347
Total	10	538347

Thanking you,
Yours Sincerely,

Place : Navi Mumbai
Date : 5th September, 2014

ACS No.: 30393
C.P. No.: 11001



FOR SHWETA GOKARN & CO.


MS. SHWETA GOKARN
(SCRUTINIZER)