

SHWETA GOKARN & CO.
COMPANY SECRETARIES

Office No. 53, Gautam Complex, Sector 11, CBD Belapur, Navi Mumbai, - 400614. Maharashtra, India.
shweta@cssg.in | +91 2227565166 | www.cssg.in

Scrutinizer's Report on Postal Ballot

September 14, 2015

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

Scrutinizer's Report on Postal Ballot including voting by electronic means in respect of passing of the resolution contained in the Notice dated July 3, 2015 through Postal Ballot

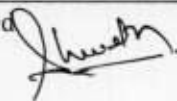
Dear Sir,

I, Shweta Gokarn, Proprietor, Shweta Gokarn & Co., Company Secretaries, have been appointed as a Scrutinizer by the Board of Directors of Pradeep Metals Limited (the Company) for scrutinizing Postal Ballot voting, including voting by electronic means in respect of the passing of the resolutions contained in the Notice dated July 3, 2015 through Postal Ballot.

The Management is responsible to ensure the compliance with requirements of the relevant provisions of (i) the Companies Act, 2013 and Rules made thereunder and (ii) the Listing Agreement with the Stock Exchanges, relating to Postal Ballot voting including voting by electronic means. My responsibility as a scrutinizer, is to make a Scrutinizer's Report of the votes cast by the Members, for the resolutions contained in the Notice dated July 3, 2015, based on the reports generated from the e-voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for e-voting and scrutiny of the physical ballots received till the time fixed for closing of the voting process i.e. till 6 p.m. on September 10, 2015.

I submit my report as under:

1. In accordance with the Notice of the Postal Ballot dated July 3, 2015 dispatched to the shareholders by prescribed modes on August 10, 2015 and the advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2015 published on August 11, 2015, the voting commenced on August 12, 2015 (at 9:00 am IST) and ended on September 10, 2015 (at 6:00 pm IST) for physical ballots as well as e-voting. The e-voting facility was provided by National Securities Depository Limited (NSDL). The votes were unblocked at around 6:30 pm on September 10, 2015 and the e-voting summary statement was downloaded from e-voting website of NSDL (<http://www.evoting.nsd.com>).

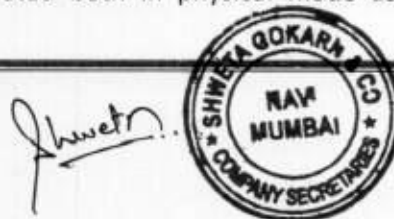


2. The Equity Shareholders holding shares as on July 24, 2015, 'cut-off date', were entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
3. The Register of Ballots entered and prepared in electronic mode showing equity shareholders who have voted 'For' and 'Against' and e-voting results downloaded from the e-voting website of the NSDL are being handed over to the Chairman.
4. After the time fixed for closing of the e-voting, i.e. 6:00 pm on September 10, 2015, a final electronic report of the e-voting was generated by me by accessing the data available to me from the website www.evoting.nsdl.com of National Securities Depository Limited (NSDL), the Authorised Agency to provide e-voting facility. Data regarding the e-votes was diligently scrutinized.
5. The physical ballots received till the time fixed for closing of the Postal Ballot i.e. 6 p.m. on September 10, 2015, were diligently scrutinized and reconciled with the records maintained by the Company/R&TA. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e. on e-voting as well as by physical ballot. Invalid Ballots were marked and segregated and the summary results were prepared. For processing Postal Ballots, necessary technical support was provided by Link Intime India Private Limited, the Register & Transfer Agents of the Company.
6. The result of the scrutiny of the above Postal Ballot voting including voting by electronic means in respect of passing of the resolutions contained in the Notice dated July 3, 2015 through postal ballot is as under:

Total No. of Shareholders as on Cut-off Date	: 5,917		
Total No. of Shares held by them	: 17,270,000		
Duration for submitting of Postal Ballot Forms/E-voting	: August 12, 2015 to September 10, 2015		
Voting Details	By E-Voting	By Postal Ballots	Total Voting
No. of Members who cast their votes	8	71	79
Total No. of shares held by them	4,57,255	1,16,52,457	1,21,11,312
No. of Valid Votes	As per the details provided under each item hereunder		
Abstained/Invalid Votes			

Note:

1. Percentage of votes cast in favour or against the resolutions are calculated based on the Valid Votes cast through E-Voting and Voting by Physical ballot.
2. Invalid Postal Ballots were not taken into account for counting of votes.
3. Votes cast in favour or against has been considered on the basis of number of shares held as on the date reckoned for the purpose of Postal Ballot or the number of shares mentioned in the Postal Ballot whichever is less.
4. There are O (Nil) cases where Members have voted both in physical mode as well as in electronic mode.



Resolution/Agenda wise details of voting:

The details of polling results for each of the item placed for consideration of Members are given below:

Item No. 1

Special Resolution

Authority for borrowing monies in excess of paid up capital and free reserves of the Company, but not exceeding to Rs. 180 Crores.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	4,57,054	3.7742	201	0.0016	0
Postal Ballots	1,16,50,257	96.2059	2,200	0.0183	1,600
Total	1,21,07,311	99.9801	2,401	0.0199	1,600

Result:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 1 of the Postal Ballot Notice dated 3rd July, 2015 has been passed by the Members with requisite majority. The Resolution deemed to be passed as on the date of declaration of the results.

Item No. 2

Special Resolution

Authority for creation of charges/ mortgages etc. on the properties of the Company for an amount not exceeding Rs. 180 Crores.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	4,57,054	3.7745	201	0.0017	0
Postal Ballots	1,16,50,157	96.2098	1,700	0.0140	2,200
Total	1,21,07,211	99.9843	1,901	0.0157	2,200

Result:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 2 of the Postal Ballot Notice dated 3rd July, 2015 has been passed by the Members with requisite majority. The Resolution deemed to be passed as on the date of declaration of the results.

Item No. 3

Special Resolution

Giving Loans/ Guarantees or providing securities for and on behalf of Subsidiary Companies (including overseas subsidiaries) and/or making investments in such Subsidiary Companies (including overseas subsidiaries).

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	4,57,054	3.7745	201	0.0017	0
Postal Ballots	1,16,49,757	96.2065	2,100	0.0173	2,200
Total	1,21,06,811	99.9810	2,301	0.0190	2,200

Result:

As the number of votes cast in favour of the Resolution is more than three times the number of votes cast against, I report that the Special Resolution as set forth in item No. 3 of the Postal Ballot Notice dated 3rd July, 2015 has been passed by the Members with requisite majority. The Resolution deemed to be passed as on the date of declaration of the results.

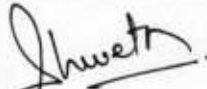
7. The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Place : Navi Mumbai
Date : 14th September, 2015

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

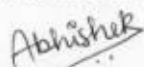


Thanking you,
Yours Sincerely,
For Shweta Gokarn & Co.


Ms. Shweta Gokarn
(Scrutinizer)

Witnesses to the unblocking of e-voting, on September 10, 2015, on closure of e-voting period.

1. Mr. Abhishek Joshi

Signature 

2. Ms. Aneeta Rajput

Signature 