



Pradeep Metals Limited

Manufacturers of Precision Closed Die Forgings

PML/SE/2017-18/18

23rd August, 2017

The Secretary,
BSE Limited
P J Towers,
Dalal Street,
Mumbai-400 001

Dear Sir / Madam,

Sub: Voting Results – 34TH Annual General Meeting (AGM) held on 21st August, 2017.
Scrip Code: 513532

In continuation to our letter dated 22nd August, 2017 bearing ref. no. PML/SE/2017-18/17, thereby submitting the proceedings of the 34th Annual General Meeting (AGM) of the Members of the Company held on 21st August, 2017 we submit herewith the following:

1. Voting results as required Pursuant to Regulation 44(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations), as **Annexure I**.
2. Consolidated Report of Scrutinizer M/s. Shweta Gokarn & Co., Company Secretaries on Remote e-voting conducted between 9.00am on Friday, 18th August, 2017 till 5.00pm on Sunday, 20th August, 2017 and poll conducted at the venue of the 34th AGM of the Company held on 21st August, 2017 as **Annexure II**.

The results along with the Scrutinizers Report are being uploaded on the website of the Company and also on the website of National Securities Depository Limited (NSDL).

Thanking you,

Yours Truly,
For Pradeep Metals Limited

Suchita Singh
Suchita Singh
Company Secretary
A43837



Encl: as above

PRADEEP METALS LIMITED

34TH ANNUAL GENERAL MEETING HELD ON 21ST AUGUST, 2017

Date of 34th Annual General Meeting	:	21st August, 2017
Record Date for E-voting	:	14th August, 2017
Total No. of Shareholders on Record Date	:	5,737
No. of shareholders present in the Meeting either through Person or Proxy		
Promoters and Promoter Group	:	4
Public	:	41
No. of shareholders present in the Meeting either through Video Conferencing		
Promoters and Promoter Group	:	0
Public	:	0



Pradeep Metals Limited								
Resolution Number			1					
Resolution Required : (Ordinary)			To receive, consider and adopt a. the Audited Financial Statements of the Company for the FY ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon. b. Audited Consolidated Financial Statements for the FY ended 31st March, 2017, together with the Reports of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



Pradeep Metals Limited								
Resolution Number			2					
Resolution Required : (Ordinary)			Re-appointment of Mr. Omprakash Agarwal (DIN:00022796), who retires by rotation, as a Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



Pradeep Metals Limited								
Resolution Number			3					
Resolution Required : (Ordinary)			Ratification of appointment of N.A. Shah Associates LLP (Reg. No. 116560W/W100249), Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



Pradeep Metals Limited								
Resolution Number			4					
Resolution Required : (Ordinary)			Appointment of Mr. Jayavardhan Dhar Diwan (DIN:01565319), as a Director of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



Pradeep Metals Limited								
Resolution Number			5					
Resolution Required : (Ordinary)			Appointment of Mr. Jayavardhan Dhar Diwan (J1565319), as an Independent Director of the Company for a term of 5 years, w.e.f.13th May, 2017 till 12th May, 2022.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



Pradeep Metals Limited								
Resolution Number			6					
Resolution Required : (Special)			Re-appointment of Mr. Pradeep Goyal as the Chairman and Managing Director of the Company, for a period of 3 (Three) years commencing from 17th December, 2017 till 16th December, 2020 and remuneration payable.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



Pradeep Metals Limited								
Resolution Number			7					
Resolution Required : (Ordinary)			Approval of Remuneration to MKJ & Associates, Cost and Management Accountants for the financial year ending 31st March, 2018.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	12468869	0	0.0000	0	0	0.0000	0.0000
	Poll		12468869	100.0000	12468869	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		12468869	100.0000	12468869	0	100.0000	0.0000
Public Institutions	E-Voting	13100	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	4788031	254	0.0053	254	0	100.0000	0.0000
	Poll		1387224	28.9727	1387224	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1387478	28.9780	1387478	0	100.0000	0.0000
Total		17270000	13856347	80.2336	13856347	0	100.0000	0.0000



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
(FORM NO. MGT-13)

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

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

Scrutinizer's Report on remote E-voting conducted during 18th August, 2017 (9.00 AM) to 20th August, 2017 (5.00 PM) and Poll conducted at the 34th Annual General Meeting of Pradeep Metals Limited held on 21st August, 2017.

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 13th May, 2017, for the purpose of scrutinizing the votes by Members of the Company by electronic means through the remote e-voting services provided by National Securities Depositories Limited (NSDL) and physical votes casted at the 34th Annual General Meeting (AGM) of the Equity Shareholders of Pradeep Metals Limited held on 21st August, 2017 at 03:00 PM at Monarch Banquets, Plot No. 110/111, MIDC, Thane Belapur Road, Near Rabale Railway Station, Rabale, Navi Mumbai- 400701.

The Management is responsible to ensure the compliance with requirements of the relevant provisions of the Companies Act, 2013 and Rules made thereunder relating to voting through electronic means (i.e. by remote e-voting and voting by poll using physical poll papers at the AGM) for the resolutions contained in Notice to the 34th AGM of the Equity Shareholders of the Company.

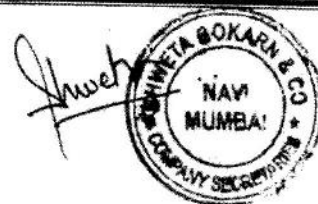
My responsibility as a scrutinizer for the voting process by Members (through electronic mode i.e. remote E-voting and by poll papers at AGM) is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions contained in the Notice of 34th AGM held on 21st August, 2017, based on the reports generated from e-voting system provided by National Securities Depositories Limited (NSDL), the authorized agency engaged by the Company to provide e-voting facilities for remote e-voting, till the time fixed for closing of the voting process i.e. till 5:00 pm on 20th August, 2017 and scrutiny of the poll papers deposited in ballot box at the time of Annual General Meeting.

I hereby submit my report as under:

1. A Notice dated 13th May, 2017, convening 34th 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 21st August, 2017.

Report of Scrutinizer- 34th AGM of Pradeep Metals Limited

Page 1

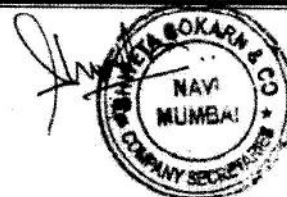


2. The Shareholders of the company holding shares as on the "cut-off" date of 14th August, 2017, were entitled to vote on the proposed resolutions as set out at item Nos. 1 to 7 in the Notice of the 34th AGM of Pradeep Metals Limited.
3. The voting period for e-voting commenced on Friday, 18th August, 2017 at 9:00 AM and ended on Sunday, 20th August, 2017 at 5:00 PM and the NSDL e-voting platform was blocked thereafter.
4. 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.
5. At the time of Annual General Meeting, held on 21st August, 2017, after the announcement of poll by the Chairman, one box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in the presence of Mr. Abhishek Joshi and Ms. Neha Surana 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.
7. The polling papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
8. The combined results of the voting i.e. votes casted on the remote e-voting services provided by NSDL and physical voting at the 34th Annual General Meeting are as under:

Total No. of Shareholders as on Cut-off Date	: 5737		
Total No. of Shares held by them	: 17,270,000		
Duration of E-voting	: 18 th August, 2017 (9.00 AM) to 20 th August, 2017 (5.00 PM)		
Voting Details	By E-Voting	By Poll at AGM	Total Voting
No. of Members who cast their votes	4	41	45
Total No. of shares held by them	254	13,856,103	13,856,357
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 Poll Papers were not taken into account for counting of votes.
3. Votes cast in favour or against have been considered on the basis of number of shares held as on the date reckoned for the purpose of voting or the number of shares mentioned in the Polling Papers whichever is less.
4. There are NIL cases where Members have voted both in physical mode as well as in electronic mode.



RESOLUTION/AGENDA WISE DETAILS OF VOTING

ITEM NO. 1

Ordinary Resolution:

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Reports of the Board of Directors and Auditors thereon.
- b. the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017, together with the Report of the Auditors thereon.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.

ITEM NO. 2

Ordinary Resolution:

Re-appointment of Mr. Omprakash Agarwal (DIN: 00022796), who retires by rotation, as a Director of the Company.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.

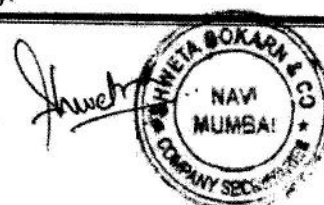
ITEM NO. 3

Ordinary Resolution:

Ratification of Appointment of N. A. Shah Associates LLP (Registration No. 116560W/W100149), Chartered Accountants as Statutory Auditors of the Company & fixing their remuneration.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.



SPECIAL BUSINESS

ITEM NO. 4

Ordinary Resolution:

Appointment of Mr. Jayavardhan Dhar Diwan (DIN:01565319) as Director of the Company.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.

ITEM NO.5

Ordinary Resolution:

Appointment of Mr. Jayavardhan Dhar Diwan (DIN: 01565319) as an Independent Director of the Company for a term of 5 years, with effect from 13th May,2017 up to 12th May, 2022.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.

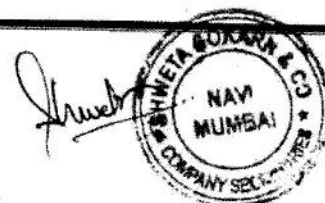
ITEM NO. 6

Special Resolution:

Re-appointment of Mr. Pradeep Goyal (DIN: 00008370) as the Chairman and Managing Director of the Company, for a period of 3 (Three) years commencing from 17thDecember, 2017 to 16thDecember, 2020

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.



ITEM NO. 7

Ordinary Resolution:

Approval of Remuneration to MKJ & Associates, Cost & Management Accountants, Mumbai (Firm Registration No. 001352), the Cost Auditors for Financial year ending 31st March, 2018.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	% of total valid votes	No.	% of total valid votes	Nos.
E-voting	254	0.001	0	0	0
Poll taken at AGM	13,856,093	99.999	0	0	10
Total	13,856,347	100%	0	0	10

Based on the above, the Resolution has been passed unanimously.

9. A list of Equity Shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is provided to the Company in soft copy.
10. The polling papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours Sincerely,

Place : Navi Mumbai
Date : August 22, 2017

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



For Shweta Gokarn & Co.

[Signature]
Ms. Shweta Gokarn
(Scrutinizer)

Witness

[Signature]
Mr. Abhishek Joshi

[Signature]
Ms. Neha Surana

[Signature]
Mr. Pradeep Goyal
Chairman (DIN:00008370)