

SHWETA GOKARN & CO.
COMPANY SECRETARIES

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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 8th September, 2015 (9.00 hours) to 10th September, 2015 (17.00 Hours) and Poll conducted at the 32nd Annual General Meeting of Pradeep Metals Limited held on 11th September, 2015.

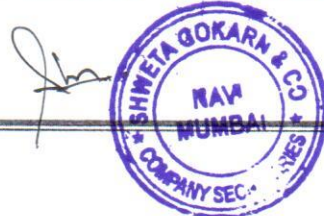
I, Shweta Gokarn of Shweta Gokarn & Co, Company Secretaries, had been appointed as the Scrutinizer vide resolution passed by the Board of Directors of Pradeep Metals Limited, at its meeting, held on 3rd July, 2015, for the purpose of scrutinizing the votes by Members of the Company by electronic means through the remote e-voting services provided by National Securities Depositories Limited (NSDL) and physical votes casted at the 32nd Annual General Meeting (AGM) of the Equity Shareholders of Pradeep Metals Limited held on 11th September, 2015, 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 32nd 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 32nd AGM held on 11th September, 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 remote e-voting and scrutiny of the poll papers till the time fixed for closing of the voting process i.e. till 5:00 pm on September 10, 2015.

I hereby submit my report as under:

1. A Notice dated 3rd July, 2015, convening 32nd 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 11th September, 2015.



2. The Shareholders of the company holding shares as on the "cut-off" date of 5th September, 2015, were entitled to vote on the proposed resolutions as set out at item Nos. 1 to 6 in the Notice of the 32nd AGM of Pradeep Metals Limited.
3. The voting period for e-voting commenced on Tuesday, 8th September, 2015 at 9:00 am and ended on Thursday, 10th September, 2015 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 11th September, 2015, 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. Aneeta Rajput 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 32nd Annual General Meeting are as under:

Total No. of Shareholders as on Cut-off Date	: 5899		
Total No. of Shares held by them	: 17,270,000		
Duration of E-voting	: September 8, 2015 to September 10, 2015		
Voting Details	By E-Voting	By Poll at AGM	Total Voting
No. of Members who cast their votes	2	48	50
Total No. of shares held by them	210	13045432	13045642
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 2 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:

Adoption of the Audited Statement of Profit and Loss for the year ended 31st March, 2015 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and the Auditors thereon.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	210	0.0016	0	N.A.	0
Poll taken at AGM	13,045,212	99.9984	0	N.A.	220
Total	13,045,422	100.00	0	N.A.	220

Based on the above, the Resolution has been passed with requisite majority.

ITEM NO. 2

Ordinary Resolution:

Declaration of Dividend on Equity Shares.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	210	0.0016	0	N.A.	0
Poll taken at AGM	13,045,212	99.9984	0	N.A.	220
Total	13,045,422	100.00	0	N.A.	220

Based on the above, the Resolution has been passed with requisite majority.

ITEM NO. 3

Ordinary Resolution:

Re-appointment of Dr. Kewal K. Nohria, who retires by rotation.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	210	0.0016	0	N.A.	0
Poll taken at AGM	13,045,212	99.9984	0	N.A.	220
Total	13,045,422	100.00	0	N.A.	220

Based on the above, the Resolution has been passed with requisite majority.



ITEM NO. 4

Ordinary Resolution:

Appointment of M/s. N.A. Shah Associates, Chartered Accountants as Statutory Auditors of the Company in place of retiring Auditors M/s. S. R. Rege & Co.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	210	0.0016	0	0	0
Poll taken at AGM	13045112	99.9983	100	0.0007	220
Total	13045322	99.9999	100	0.0007	220

Based on the above, the Resolution has been passed with requisite majority.

ITEM NO. 5

Ordinary Resolution:

Approval of Remuneration to the Cost Auditors.

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	210	0.0016	0	N.A.	0
Poll taken at AGM	13,045,212	99.9984	0	N.A.	220
Total	13,045,422	100.00	0	N.A.	220

Based on the above, the Resolution has been passed with requisite majority.

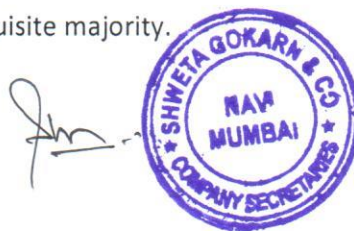
ITEM NO. 6

Special Resolution:

Adoption of new set of Articles of Association of Company

Manner of Voting	Votes in Favour of the Resolution		Votes against the Resolution		Abstained/ Invalid Votes
	Nos.	%	No.	%	Nos.
E-voting	210	0.0016	0	N.A.	0
Poll taken at AGM	13,045,212	99.9984	0	N.A.	220
Total	13,045,422	100.00	0	N.A.	220

Based on the above, the Resolution has been passed with requisite majority.



9. 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.
10. 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.

Thanking you,
Yours Sincerely,

Place : Navi Mumbai
Date : 14th September, 2015

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



For Shweta Gokarn & Co.

Ms. Shweta Gokarn
(Scrutinizer)