



**PRADIP**  
**OVERSEAS LTD.**



**15<sup>th</sup>**  
**ANNUAL REPORT**  
**2019-20**

**CORPORATE INFORMATION****Board of Directors:**

Shri Pradipkumar J. Karia  
 Shri Chetan J. Karia  
 Shri Vishal R. Karia  
 Shri J.S. Negi  
 Shri G.R. Kamath  
 Ms. Zalpa B. Rathod

**Audit Committee :**

Mr. Gurpur Ramdas Kamath  
 Mr. Jivansingh Negi  
 Mr. Pradip J. Karia  
 Ms. Zalpa Bakulsinh Rathod

**Stakeholders Relationship Committee:**

Mr. Jivansingh Negi  
 Mr. Gurpur Ramdas Kamath  
 Mr. Pradip J. Karia  
 Ms. Zalpa Bakulsinh Rathod

**Nomination and Remuneration Committee:**

Mr. Jivansingh Negi  
 Mr. Gurpur Ramdas Kamath  
 Ms. Zalpa Bakulsinh Rathod

**Risk Management Committee:**

Mr. Jivansingh Negi  
 Mr. Pradip J. Karia  
 Mr. Gurpur Ramdas Kamath  
 Ms. Zalpa Bakulsinh Rathod

**Chief Financial Officer:**

Mr. Vishal R. Karia

**Company Secretary:**

Mr. Nigam Sathavara

**Statutory Auditors:**

M/s. Vijay Moondra & Co.,  
 Chartered Accountants,  
 (Registration No. 112308W)  
 201-202, 'Sarap'  
 Opp. Navjivan Press, Ashram Road,  
 Ahmedabad - 380 014.

**Registered Office:**

Plot No. 104, 105, 106,  
 Village : Chancharwadi Vasna,  
 Opp. Zydus Cadila, Sarkhej Bavla High Way,  
 Tal. Sanand Ahmedabad - 382  
 Gujarat, India.

**Website:**

[www.pradipoverseas.com](http://www.pradipoverseas.com)

**Investor Services Email Id:**

[investor@pradipoverseas.com](mailto:investor@pradipoverseas.com)

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## NOTICE

**Notice** is hereby given that the **15<sup>th</sup>** Annual General Meeting (“AGM”) of the Members of **PRADIP OVERSEAS LIMITED** will be held on Tuesday 20<sup>th</sup> October, 2020 at 01:30 P.M. through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of the Financial Statement**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31<sup>st</sup> March, 2020 and the Reports of the Board of Directors and the Auditors thereon.

#### **2. Re-appointment of Director retiring by rotation**

To appoint a Director in place of Mr. Vishal Rameshbhai Karia [DIN: 00514884] who retires by rotation and being eligible, offers him self for re-appointment.

### **SPECIAL BUSINESS:**

#### **3. Re-Appointment of Mr. Pradipkumar Jayantilal Karia (DIN: 00123748) as Managing Director of the Company for the period of three years.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and in pursuance to the Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of Banks / Financial Institutions / Asset Reconstruction Company, the consent of the Company be and is hereby accorded to the terms of the re-appointment of Mr. Pradipkumar Jayantilal Karia (DIN:00123748) as Managing Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2023, on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice and initiated by the Chairman for identification and that he be paid remuneration by way of salary, perquisites, allowances and commission as approved by the Board of Directors of the Company and as recommended by the Nomination and Remuneration Committee and set out in the Explanatory Statement annexed hereto”.

“**RESOLVED FURTHER THAT** the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, as may be agreed by the Board of Directors and Mr. Pradipkumar Jayantilal Karia.”

#### **4. Re-Appointment of Mr. Chetankumar Jayantilal Karia (DIN: 00191790) as Whole-time Director of the Company for the period of three years.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, and in pursuance to the Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of Banks / Financial Institutions / Asset Reconstruction Company, the consent of the Company be and is hereby accorded to the terms of the re-appointment of Mr. Chetankumar Jayantilal Karia (DIN:00191790) as Wholetime Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> September, 2020 to 31<sup>st</sup> August, 2023, on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice and initiated by the Chairman for identification and that he be paid remuneration by way of salary, perquisites, allowances and commission as approved by the Board of Directors of the Company and as recommended by the Nomination and Remuneration Committee and set out in the Explanatory Statement annexed hereto”.

**NOTICE (Contd....)**

**“RESOLVED FURTHER THAT** the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, as may be agreed by the Board of Directors and Mr. Chetankumar Jayantilal Karia.”

**5. Re-Appointment of Mr. Vishal Rameshbhai Karia (DIN: 00514884) as Wholetime Director of the Company for the period three years.**

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and in pursuance to the Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and subject to approval of Banks / Financial Institutions / Asset Reconstruction Company, the consent of the Company be and is hereby accorded to the terms of the re-appointment of Mr. Vishal Rameshbhai Karia (DIN:00514884) as Whole time Director of the Company for a period of 3 (Three) years with effect from 1<sup>st</sup> October, 2020 to 30<sup>th</sup> September, 2023, on the terms and conditions of appointment and remuneration as set out in the explanatory statement annexed to the Notice and initiated by Chairman for identification and that he be paid remuneration by way of salary, perquisites, allowances and commission as approved by the Board of Directors of the Company and as recommended by the Nomination and Remuneration Committee and set out in the Explanatory Statement annexed hereto”.

**“RESOLVED FURTHER THAT** the Board of Directors and the Nomination and Remuneration Committee be and are hereby severally authorized to alter and vary such terms of reappointment and remuneration so as not to exceed the limits specified in the Schedule V to the Companies Act, 2013, as may be agreed by the Board of Directors and Mr. Vishal Rameshbhai Karia.”

**6. To ratify / approve the related party transactions of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 188(1)(a) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and as subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board), to ratify / approve all existing contracts / arrangements / agreements / transactions and to enter into new / further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto) for purchase and sale of goods with Astha Creations, a 'Related Party' within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for aggregate amount not exceeding ₹ 50.00/- cr p.a. for a period of 5 years (from the financial year 2020-21 to 2024-25) as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts.

**“RESOLVED FURTHER THAT** any one of Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company.”



## **NOTICE (Contd....)**

**7. To ratify / approve the related party transactions of the Company.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of section 188(1)(d) of the Companies Act, 2013 read with Companies (Meeting of Board and Its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment thereof for the time being in force) and as subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee of the Board), to ratify /approve all existing contracts / arrangements / agreements / transactions and to enter into new / further contracts / arrangements / agreements / transactions (including any modifications, alterations or amendments thereto) for rendering or availing services with Astha Creations, a 'Related Party' within the meaning of the Act and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for aggregate amount not exceeding ₹ 60.00/- cr p.a. for a period of 5 years (from the financial year 2020-21 to 2024-25) as more particularly enumerated in the explanatory statement annexed to this notice on such terms and conditions as defined in the related party contracts.

**"RESOLVED FURTHER THAT** any one of the Directors of the Company be and is hereby authorized to do or cause to be done all such acts, deeds and things, settle any queries, difficulties, doubts that may arise with regard to any transactions with the related party, make such changes to the terms and conditions as may be considered necessary or desirable in order to give effect to this resolution in the best interest of the Company."

**By Order Of the Board of Directors  
For, PRADIP OVERSEAS LIMITED**

**Sd/-  
(Pradip J. Karia)  
Chairman and Managing Director  
DIN:00123748**

**Place:** Ahmedabad

**Date:** 23<sup>rd</sup> July, 2020

**NOTES:**



## **NOTICE (Contd....)**

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 5<sup>th</sup> May, 2020 read with circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020 (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 (“SEBI Circular”), has permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company will be held through VC / OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only. The detailed procedure for participating in the meeting through VC/OAVM is annexed herewith.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. Body Corporates whose Authorised Representatives are intending to attend the Meeting through VC / OAVM are requested to send to the Company on the Email Id [nigam@pradipoverseas.com](mailto:nigam@pradipoverseas.com), a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through e-voting.
6. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a pre-requisite and pursuant to General Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, General Circular No.17/2020 dated 13<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs followed by General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020, physical attendance of the Members is not required. Hence, Members will have to attend and participate in the ensuing AGM through VC / OAVM.
7. In compliance with the aforesaid MCA Circulars and SEBI Circular, Notice of the AGM inter-alia, indicating the process and manner of voting through electronic means along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website i.e. [www.pradipoverseas.com](http://www.pradipoverseas.com), website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com) respectively and on the website of Central Depository Services Limited (CDSL) at [www.evotingindia.com](http://www.evotingindia.com).
8. Those members whose email id are not registered can get their email Id registered as follow:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by contacting our Registrar & Transfer Agent alongwith details of folio number and attaching a self-attested copy of PAN card and the same to be forwarded on [ahmedabad@linkintime.co.in](mailto:ahmedabad@linkintime.co.in).
  - b) Members holding shares in demat mode are requested to register / update their email addresses with their respective Depository Participant.
9. Details as required in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per Secretarial Standard-2, in case of the Directors seeking appointment/re-appointment at the Annual General Meeting, are furnished as annexure to the Notice. The Directors have furnished the consent/declarations for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules made thereunder.
10. The Members can join the AGM through VC / OAVM mode 15 minutes before and after the scheduled time

**NOTICE (Contd....)**

of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1000 Members on a first come first served basis. This will not include large Members (Members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

11. Members who wish to inspect the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 and relevant documents referred to in this Notice of AGM and explanatory statement on the date of AGM in electronic mode can send an email to [nigam@pradipoverseas.com](mailto:nigam@pradipoverseas.com) or [investor@pradipoverseas.com](mailto:investor@pradipoverseas.com).
12. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
13. Pursuant to the provisions of Section 91 of the Companies Act, 2013, read with Rule 10 of Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 42 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Register of members and share transfer books of the Company will remain closed from Tuesday, 13<sup>th</sup> October, 2020 to Tuesday, 20<sup>th</sup> October, 2020 (both the days inclusive).
14. Pursuant to Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, Members are entitled to make a nomination in respect of shares held by them in physical form. Shareholders desirous of making a nomination are requested to send their requests in the prescribed Form No. SH-13 and for cancellation / variation in nomination in the prescribed Form No. SH-14 to the Registrar and Transfer Agent of the Company i.e. M/s Link Intime India Private Limited.
15. Members who hold shares in physical form in multiple folios, in identical names or joint holding in the same order of names are requested to send share certificates to Registrar & Share Transfer Agent of the Company, for consolidation into a single folio.
16. As per Securities and Exchange Board of India (SEBI) Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8<sup>th</sup> June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30<sup>th</sup> November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1<sup>st</sup> April, 2019 unless the securities are held in the dematerialized form with the depositories. With the said changes which came into effect from 1<sup>st</sup> April, 2019, Equity Shares of the Company shall be eligible for transfer only in dematerialized form. Therefore, the Members are requested to take action to dematerialize their physical Equity Shares of the Company promptly.
17. The members, holding shares in physical form, are requested to intimate any change in their addresses or bank details to the Company or its Registrar and Transfer Agent (RTA) viz. Link Intime India Private Limited, C 101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai - 400083. Those holding shares in dematerialized form may intimate any change in their addresses or bank details / mandates to their Depository Participants (DP) immediately. The Company or its RTA can't act on any request directly received from any member holding shares in dematerialized form for any change in such details. Such changes are to be advised only to the DP of the members.
18. Members desiring any information relating to the accounts are requested to write to the Company at least 14 (fourteen) days before the AGM so as to enable the management to keep the information available at the AGM.
19. **Information and other instruction relating to E-voting:**



**NOTICE (Contd....)****Voting through electronic means**

- A) In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and sub clause (1) & (2) of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide Members facility to exercise their right to vote at the 15<sup>th</sup> AGM by electronic means ("e-voting") and business may be transacted through remote e-voting services. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the agency to provide e-voting facility. The facility of casting votes by a Member using remote e-voting system as well as e-voting on the date of the AGM will be provided by CDSL.
- B) The Members who have cast their vote by remote-voting prior to the Meeting may also attend the Meeting but shall not be entitled to cast their vote again.
- C) The remote e-voting period commences on Saturday, 17<sup>th</sup> October, 2020 (9:00 IST) and ends on Monday, 19<sup>th</sup> October, 2020 (17:00 IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 13<sup>th</sup> October, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, a Member shall not be allowed to change it subsequently.
- D) The process and manner for e-voting as mentioned below.
- The Company has entered into the agreement with CDSL for facilitating remote e-voting for AGM. The members should follow the following steps to cast their votes electronically:

**Voting Process:**

- (i) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID:
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. For Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you have forgotten the password, then enter the User ID and the image verification code and click on "FORGOT PASSWORD" and enter the details as prompted by the system.
- (vi) If you are a first time user follow the steps given below:

**For Members holding shares in Demat Form and Physical Form**

<b>PAN</b>	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on the Attendance Slip indicated in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.



**NOTICE (Contd....)**

- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for remote e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN **200905065** for the relevant 'PRADIP OVERSEAS LIMITED' for which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xviii) **Note for Non – Individual Shareholders and Custodians:**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [nigam@pradipoverseas.com](mailto:nigam@pradipoverseas.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



## **NOTICE (Contd....)**

**Contact Details:**

**Mr. Rakesh Dalvi, Manager (CDSL),**

**Central Depository Services India Limited**

A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds,

N M Joshi Marg, Lower Parel (East), Mumbai - 400013.

Tel : +91-22-23058542 or +91-22-23058543

Email id : [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

20. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, October 13, 2020.
21. Any person, who acquires shares of the Company and become Member of the Company after dispatch of Notice of AGM and holding shares as of the cut-off date i.e Tuesday, October 13, 2020, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
22. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through electronic voting system.
23. The facility for voting during the AGM will also be made available. Members present in the AGM through VC and who have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system during the AGM.
24. Mr. Ashish Shah (Membership no. FCS 5974), and proprietor of M/s. Ashish Shah & Associates, Practicing Company Secretaries, has been appointed as the Scrutinizer for providing facility to the Members of the Company to scrutinize the voting by electronic voting system and remote e-voting process in a fair and transparent manner.
25. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit within the stipulated time, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
26. The Chairman or any other Director authorized in this behalf shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the results of the voting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.pradipoverseas.com](http://www.pradipoverseas.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the results are declared by the Chairman or any other Director so authorised. Simultaneously, the same will also be communicated to the BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.
27. The resolutions shall be deemed to be passed on the date of the Meeting, subject to the same being passed with requisite majority.
28. **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ON E-VOTING SYSTEM:-**
  1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
  2. Only those shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
  3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
  4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.