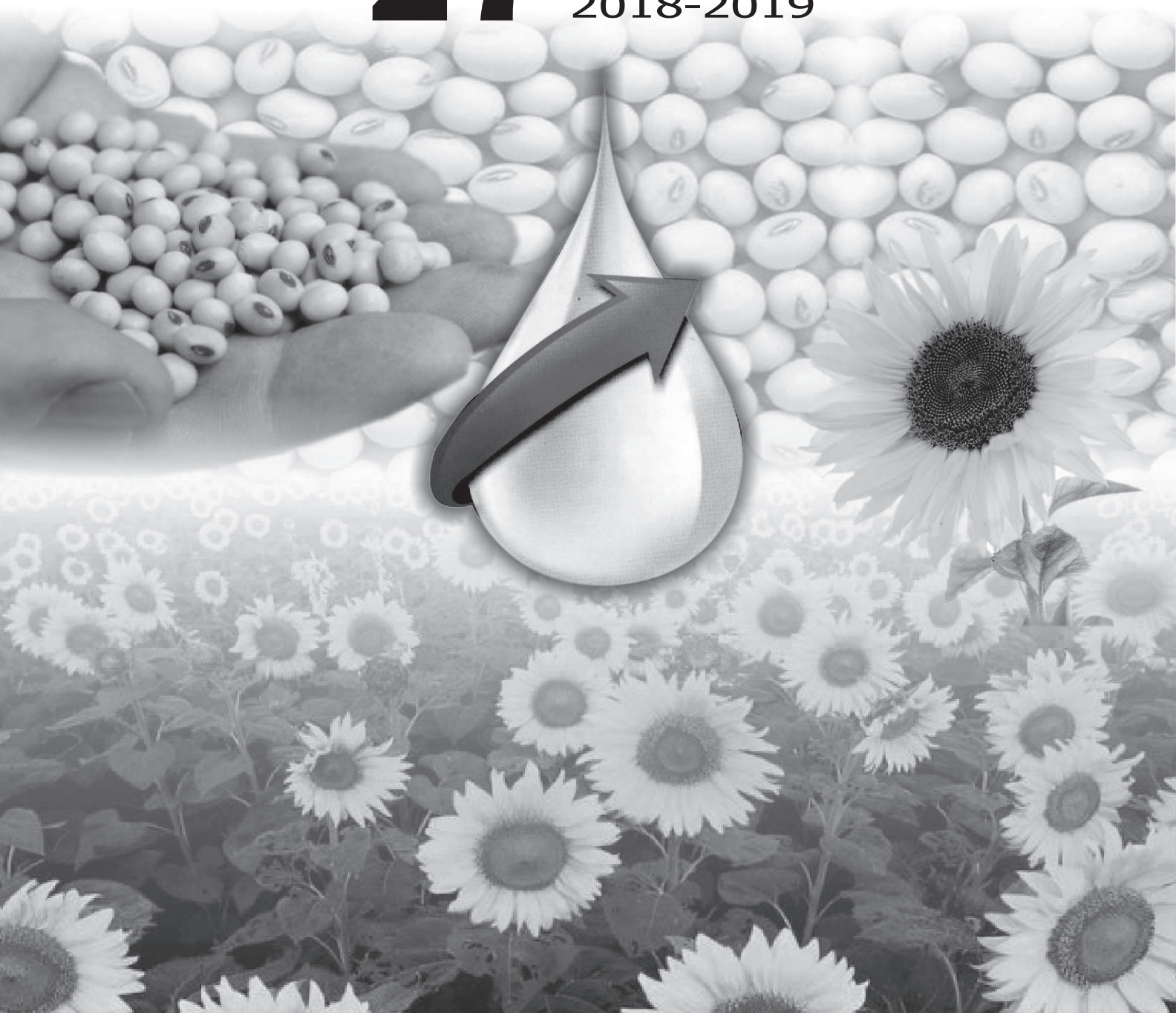




PDOIL

POONA DAL AND OIL INDUSTRIES LTD.

27th Annual Report
2018-2019



BOARD OF DIRECTORS

Pradip P. Parakh	Managing Director
Rakesh Singh	Whole Time Director
Shankar Jagtap	Whole Time Director resigned w.e.f. 31.01.2019
Mayur s. Ghule	Non Executive Independent Director
Ligy George	Non Executive Independent Director
Kewalchand M. Muthiyan	Non Executive Independent Director

REGISTERED AND CORPORATE OFFICE

Registered Office:

E-2,Kurkumbh, MIDC, Tal-Daund, Dist-Pune 412208
Tel No. 0217235901 Fax : 0217235902

Corporate Office:

71/A,Industrial Estate,Hadapsar,Pune 411013

LOCATION OF PLANTS

Gat No. 366, Kesharnagar, At Post Shikrapur,
Tal- Shirur, Dist. Pune - 412208
Maharashtra, India.

E 2, Kurkumbh MIDC, Kurkumbh, Tal. Daund,
Dist. Pune - 412208
Maharashtra, India.

BANKERS

Central Bank of India, Pune
Corporation Bank, Pune

SECRETARIAL AUDITOR

Ms. Trupti Chendake and Associates

Company Secretaries
Flat no 1A,Trio Chambers, Near Renuka Swaroop Girls High school,
Sadashiv Peth, Pune - 411030

STATUTORY AUDITOR

M/s. Bora N S & Co.

Chartered Accountant
11,Swojas House,1159, Sadashiv Peth,
Near Hatti Ganpati, Pune - 411030

REGISTRARS & TRANSFER AGENTS

Sharex Dynamic (India) Private Limited

C-101,247 Park
LBS Marg, Vikhroli West,
Mumbai 400083
mail:support@sharexindia.com
Phone: (022) 28515606, 28515644





NOTICE IS HEREBY GIVEN THAT THE TWENTY SEVENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY THE 22ND DAY OF AUGUST, 2019 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-2, KURKUMBH, MIDC, TAL-DAUND, DIST-PUNE- 412208 TO TRANSACT THE FOLLOWING BUSINESS.

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

1. To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2019 and the Statement of Profit and Loss Account for the year ended as on that date together with the Directors' Report and the Auditors' Report thereon and annexure thereto
2. To appoint a Director in place of Mr. Rakesh Singh (DIN: 06987619) who retires by rotation and being eligible offers himself for reappointment.
3. Appointment of Auditor

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. BORA N S & Co, Chartered Accountants, Pune (Firm Registration No. 148087W/168182), be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this ensuing Annual General Meeting till the conclusion of next Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and out of pocket expenses incurred by them for the purpose of audit of the accounts of the Company for the years ending March 31, 2020.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

4. **Approval of Cost Audit Fees.**

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

"RESOLVED THAT pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 65,000/- plus actual out-of-pocket expenses payable to M. R. Pandit & Associates, Cost Accountants, who are appointed as Cost Auditors by the Board of Directors on 28th May 2019 to conduct audit of the cost accounting records maintained by the Company for the financial year 2019 –2020".

5. **Approval of Related Party Transaction.**

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 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or enactment thereof for the time being in force) and also pursuant to approval of audit Committee, the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the company be and are hereby accorded to the material related party transactions as entered by the Company for the financial year 2019-20 up to value of Rs. 200 Crores (Rupees Two Hundred Crores only) with 'Poona Dal and Besan Mills Private Limited', and Poona Pulses Private Limited and Parakh and Company (Related Parties) and that the Board of Directors of the Company be and are hereby authorized to perform and execute all such deeds,



matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take necessary actions and complete all the legal formalities related thereto.”

6. Ratification of an appointment of Non executive Independent Director

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for an appointment of Mrs. Priyanka Abhay Surana as a Non executive Independent Director:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mrs. Priyanka A. Surana (DIN: 08520999), a non-executive Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a tenure of five years with effect from 25th July, 2019 and whose office shall not be liable to determination by retirement by rotation”.

Corporate Office:
71/A, Hadapsar Industrial Estate,
Pune – 411013

Tel: 020-26816020, 26816024
Fax: 020-26816021
CIN: L15313PN1993PLC070263

Place: Pune
Date: 25th July, 2019

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
POONA DAL AND OIL INDUSTRIES LIMITED**

**Sd/-
PRADIP P. PARAKH
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00053321)**

Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him / herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder.
2. The Instrument appointing the proxy, duly completed, must be deposited at the company's corporate office not less than 48 hours before the commencement of the meeting (on or before 20th August, 2019, 3.00 p.m. IST) a proxy form for AGM is enclosed.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days notice in writing is given to the Company.
5. Only registered Members of the Company may attend and vote at the Annual General Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.



6. The Register of Members and Share Transfer Books will be closed from Wednesday, 14th August, 2019 to Friday 23rd August, 2019 (both days inclusive).
7. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The Company has transferred the unpaid or unclaimed dividends for the financial year 2010-11 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Members who have so far not encashed their Dividend(s) for the above years are advised to submit their claim to Company's Registrars & Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd (R&TA) quoting their folio numbers/DP ID & Client ID.
8. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company (www.pdoil.co.in), as also on the website of the Ministry of Corporate Affairs (www.mca.gov.in). Unclaimed dividend for the FY 2011-12 will fall due for transfer to the said Fund on October 8, 2019. Those Members, who have not encashed their dividends for the FY 2011-12, are requested to claim it from the RTA of the Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the RTA of the Company or may write to the company in this regard.
9. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more as on October 8, 2019 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website www.pdoil.co.in. Shareholders are requested to claim the dividend on these equity shares latest by October 8, 2019 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.
10. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through E-mail. You can do this by updating your email address with your depository participant.
11. To support the 'Green Initiative' by the Ministry of Corporate Affairs (MCA), members are requested to register their email ids with R&TA to enable the documents to be send electronically. Hard copy of the Twenty Seventh Annual Report will be supplied to only those members who have not registered their email ids.
12. As per SEBI notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TA.
13. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, no shares can be transferred if it is in physical form w.e.f. 1st April, 2019. Members can contact the Company or it's R&TA (Sharex Dynamic (India) Private Limited) for assistance in this regard.
14. Members holding shares in physical form and interested in availing nomination facility may obtain necessary application from Company's R&TA. Members holding shares in electronic form may give nomination request to their respective DP directly.
15. IN COMPLIANCE WITH THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THERE UNDER, THE MEMBERS ARE PROVIDED WITH THE FACILITY TO CAST THEIR VOTE ELECTRONICALLY, THROUGH THE E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL), ON ALL THE RESOLUTIONS SET FORTH IN THIS NOTICE. ELECTRONIC COPY OF THE NOTICE OF THE



AGM OF THE COMPANY INTER ALIA INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORIES FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE NOTICE OF THE AGM OF THE COMPANY *INTER ALIA* INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT IN THE PERMITTED MODE. THE DETAILS AND PROCEDURES FOR E-VOTING ARE ATTACHED WITH THE ANNUAL REPORT.

16. The cut-off date (record date) shall be 14th August, 2019. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 14th August, 2019 may refer instructions kit attached to the notice for e-voting
17. The e-voting period commences on Monday 19th August, 2019 (9.00 IST) and ends on Wednesday, 21st August, 2019 (5.00 IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. A separate communication is being sent to the Members to avail of the e-voting facility.
18. All relevant documents referred in the Notice shall be open for inspection by the members at the Corporate Office of the Company during the normal business hours (10.30 A.M to 6 P.M) on all working days (except Saturday and Sunday) up to the date of Annual General Meeting of the Company.
19. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019 AND THE BALANCE SHEET AS AT THAT DATE ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST SEVEN (7) DAYS BEFORE THE DATE OF THE MEETING TO ENABLE THE COMPANY TO FURNISH THE INFORMATION.
20. The Members, who have voted electronically, are not eligible to vote by ballot paper at the meeting. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through ballot paper shall be considered invalid.
21. Ms. Trupti Anandrao Chendake, Practicing Company Secretary is appointed as Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.
22. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two working days of passing of the resolutions at the Twenty Seventh Annual General Meeting of the Company on 22nd August, 2019 and communicated to the Stock Exchanges where the shares of the Company are listed.
23. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 4 to 5 set out above are annexed to and forms part of this notice. The relevant details as required Regulation 36(6) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Secretarial Standards 2 on General Meetings of persons seeking an appointment as a director forms part of Management's Discussion and Analysis, which forms part of Director's Report (Annexure II) and members are advised to refer the same.
24. The Shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, Passport, Aadhar card or Driving license to enter the AGM hall

**Explanatory Statement****(Pursuant to Section 102 of the Companies Act, 2013)**

As required under section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated 25th July, 2019

Item No.4

Directors, Company has appointed the Cost Auditor for the financial year 2019-20. However as per provisions of section 148 of the Companies Act, 2013 and rule 14 of the Companies (Audit and Auditors) Rules, 2014, it required to approve the professional fees, which has decided by the Board of Directors for Cost Audit for the financial year 2019-20. During the year Board has approved the professional fee of Rs.65,000/- plus of out of pocket expenses for cost audit of cost accounts and records maintained by the company. Accordingly your company proposes to ratify the said professional fees of Rs. 65,000/- plus of out of pocket expenses for cost audit by way of an Ordinary Resolution. The Resolution seeks approval of members. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

Item No.5

Section 188 of the Companies Act, 2013 read with Rules 15 of the Companies (Meeting of Board and Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 has also prescribed seeking of shareholder's approval for material related party transactions.

All the proposed transactions with M/s. Poona Dal and Besan Mills Private Limited, Poona Pulses Private Limited and Parakh and Company (Related Party – As promoters of all entities are common) up to a value of Rs. 200 Crores for sale and purchases of finished goods and raw material during the financial year 2019-20 put up for approval of the members. Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the transactions are material in nature and require the approval of the unrelated shareholders of the company by an ordinary resolution.

All the related party transactions were approved by the audit Committee at its respective meetings from time to time and recommended by the Board of Directors to the unrelated shareholders of the company for their approval.

The Board recommends this resolution set out in item no. 5 of this notice for approval of the members.

None of the directors and key managerial personnel of the company and their relatives is concerned or interested.

Item No. 6

Ms. Priyanka Abhay Surana, a graduate in Science, joined the Board of Directors of the Company as on 25th July, 2019 and possesses expertise in technical and quality control operations. She has varied experience in handling Quality Control, Standard measurement and testing. The Board considers that Mrs. Priyanka Surana's association as a lady Independent Director will be beneficial to the Company to better synergy of operations.

Hence, it is recommended to avail services of Mrs. Priyanka A. Surana as an Independent Director and accordingly, your Directors commend adoption of the resolution at item no. 6 except Mrs. Priyanka A. Surana, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financial or otherwise, the resolution set out at Item No.6. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015

Corporate Office:
71/A, Hadapsar Industrial Estate,
Pune – 411013

Tel: 020-26816020, 26816024
Fax: 020-26816021
CIN: L15313PN1993PLC070263

Place: Pune
Date: 25th July, 2019

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
POONA DAL AND OIL INDUSTRIES LIMITED**

**Sd/-
PRADIP P. PARAKH
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00053321)**



PROCEDURE FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Twenty Seventh Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for members voting electronically are as under:

- (i) The voting period begins on 19th August, 2019 at 9.00 a.m. and ends on 21st August, 2019 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 14.08.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. <p>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.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If 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)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Poona Dal And Oil Industries Limited on which you choose to vote.



- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (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 and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 should be mailed to 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 favor of the Custodian, if any, should be uploaded in PDF format in the 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Routemap to the Venue

