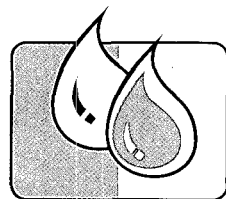
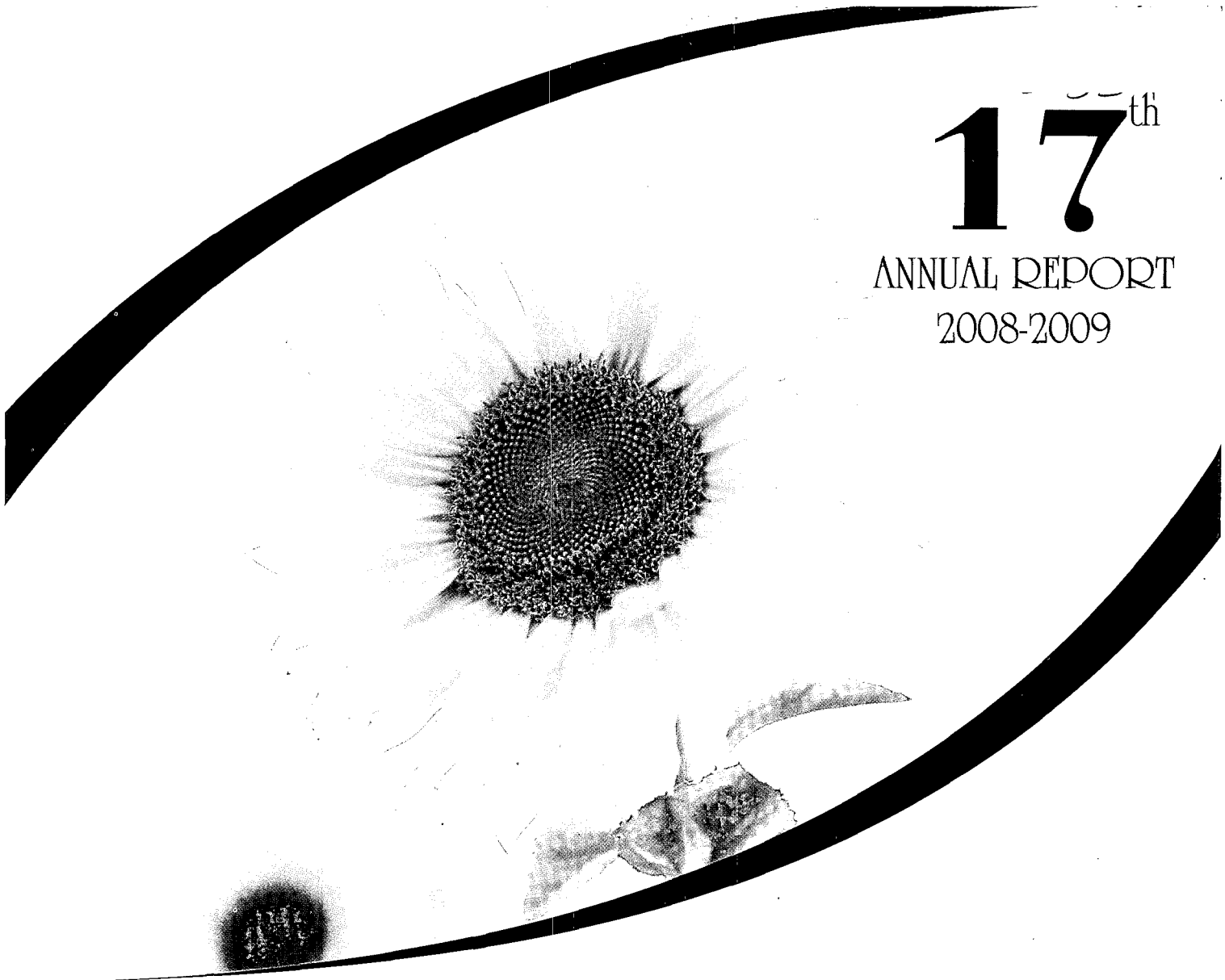


17<sup>th</sup>

ANNUAL REPORT

2008-2009



**PDOIL**

**POONA DAL AND OIL INDUSTRIES LTD.**

## **BOARD OF DIRECTORS**

Mr. Sunil D. Parakh	Chairman
Mr. Pradip P. Parakh	Managing Director
Mr. Mahendra S. Mehta	Director
Mr. Jitendra H. Palnitkar	Director
Mr. Pankaj C. Baldota	Works Director
Mr. Rajendra D. Shetiya	Works Director
Mr. Shailesh C. Doshi	Works Director

## **REGISTERED AND CORPORATE OFFICE**

103/104, Industrial Estate, Hadapsar  
Pune 411 013

## **LOCATION OF PLANTS**

Gat No. 285/286, Nanekarwadi  
Chakan, Tal. Khed, Dist. Pune 410 501,  
Maharashtra, India

Gat No. 366 Shikrapur  
Tal. Shirur, Dist. Pune 412 208,  
Maharashtra, India

E 2, Kurkumbh MIDC  
Kurkumbh, Tal. Daund, Dist. Pune - 413 801  
Maharashtra, India

## **BANKERS**

Central Bank of India, Pune  
Corporation Bank, Pune

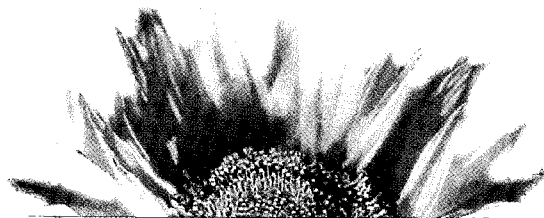
## **AUDITORS**

**M/s. M. Z. Gandhi & Co.** (Chartered Accountants)  
103, Ekta Complex, Sadashiv Peth, Pune 411 030.

## **REGISTRARS & TRANSFER AGENTS**

*(for Demat & Physical Shares)*

**SHAREX DYNAMIC (INDIA) PVT. LTD.**  
Unit 1, Luthra Ind. Premises, Safed Pool,  
Andheri Kurla Road, Andheri (E),  
MUMBAI 400 072





---

---

**POONA DAL AND OIL INDUSTRIES LTD. PDOIL**

NOTICE IS HEREBY GIVEN THAT THE SEVENTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 26TH SEPTEMBER 2009 AT 03.00 P.M. AT 71/A, HADAPSAR INDUSTRIAL ESTATE, PUNE- 411 013 TO TRANSACT THE FOLLOWING BUSINESS.

**ORDINARY BUSINESS**

- 1) To receive, consider and adopt the Balance Sheet as at 31st March, 2009 and the Profit and Loss account for the year ended as on that date together with the Directors' Report and the Auditors' Report thereon.
- 2) To Declare a dividend
- 3) To appoint a Director in place of Mr. Mahendra S. Mehta who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Mr. Jitendra H. Palnitkar who retires by rotation and being eligible offers himself for reappointment.
- 5) To appoint auditors and to fix their remuneration

**SPECIAL BUSINESS**

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

"RESOLVED THAT, pursuant to Sections 198, 269, 309 and other applicable provisions if any of The Companies Act 1956, subject to the approval of the members in general meeting and subject to such other approvals as may required, the Company hereby accord its approval to the re-appointment of Mr. Pradip P. Parakh as Managing Director of the Company for the period of two years with effect from 1<sup>st</sup> July 2009 upon terms and condition set forth hereafter with liberty to the Board to alter and vary the terms and conditions of the appointment and so as not to exceed the limits specified in schedule XIII of the Companies Act 1956 or any amendments thereto"

Salary: Rs. 30000/- per month

The Managing director shall not be liable for retirement by rotation

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

"RESOLVED THAT pursuant to Sections 198, 269, 309 Schedule XIII and other applicable provisions if any of the Companies Act, 1956 subject to the approval of the members in General Meeting and subject to such other approvals as may be required, Mr. Pankaj C. Baldota be and he is hereby re-appointed as Works Director for a period of two years with effect from 1st July 2009 upon the terms and conditions set out hereinafter with liberty to the Board to alter and vary the terms and conditions of the appointment and also as not to exceed the limits specified in the Companies Act 1956 or any amendments thereto as may be made applicable to the company from time to time."

**DUTIES AND FUNCTIONS**

- The functioning of the Works Director shall be subject to the superintendence and control of the Board of Directors.
- The Works Director shall be responsible for the day to day management of the company's Factory located at 366, Keshar Nagar, Tal – Shirur, Dist - Pune
- Matters relating to availment of finance and loan matters shall be decided by the Board of Directors and not by the Works Director.
- For the purposes of the Factories Act 1948, the Works Director shall be deemed to be the occupier and notices in this regard shall be given to the Chief Inspector of Factories.

- The Works Director may be empowered to hire staff and workmen upto the level of Ten Workmen but he shall not be entitled to vary the terms of service or dismiss from service any staff or workmen without the consent of the Board of Directors.

#### REMUNERATION

Salary : Rs. 25000/- per month

RESOLVED FURTHER that the appointment as Works Director shall cease upon him ceasing to be a director; he may however continue in employment at the pleasure of the Board of Directors of the Company."

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

RESOLVED THAT pursuant to sections 198, 269, 309 schedule XIII and other applicable provisions if any of the Companies Act, 1956 subject to the approval of the members in General Meeting and subject to such other approvals as may be required, Mr. Rajendra D. Shetiya be and he is hereby re-appointed as Works Director for a period of two years with effect from 1<sup>st</sup> July 2009 upon the terms and conditions set out hereinafter with liberty to the Board to alter and vary the terms and conditions of the appointment and also as not to exceed the limits specified in the Companies Act 1956 or any amendments thereto as may be made applicable to the company from time to time."

#### DUTIES AND FUNCTIONS

- The functioning of the Works Director shall be subject to the superintendence and control of the Board of Directors.
- The Works Director shall be responsible for the day to day management of the company's Factory located at Gat Nos. 285/286, Chakan, Taluka – Khed, Pune - 410501
- Matters relating to availment of finance and loan matters shall be decided by the Board of Directors and not by the Works Director.
- For the purposes of the Factories Act 1948, the Works Director shall be deemed to be the occupier and notices in this regard shall be given to the Chief Inspector of Factories.
- The Works Director may be empowered to hire staff and workmen upto the level of Ten Workmen but he shall not be entitled to vary the terms of service or dismiss from service any staff or workmen without the consent of the Board of Directors.

#### REMUNERATION

Salary : Rs. 25000/- per month

RESOLVED FURTHER that the appointment as Works Director shall cease upon him ceasing to be a director; he may however continue in employment at the pleasure of the Board of Directors of the Company."

For and on behalf of the Board of Directors

Place: Pune  
Date: 25th July 2009

SUNIL D. PARAKH  
CHAIRMAN



**Notes:**

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead and the proxy need not be a member of the Company. The instrument appointing the proxy should however be deposited not later than 48 hours before the commencement of the meeting at the registered office of the Company.
2. The Register of members and share transfer books will be closed from 16th September 2009 to 26th September 2009, (both days inclusive).
3. Dividend as and when declared, will be paid to those members whose names will appear on the Register of Members on 26th September 2009
4. Correspondence pertaining to shares and requests for dematerialization/ transfer of shares may kindly be forwarded direct to the Registrars and Share Transfer Agents, Sharex Dynamic (India) Pvt. Ltd.
5. Explanatory statements pursuant to Section 173(2) of the Companies Act, 1956 are annexed to and form part of this notice.
6. Members who are interested in availing nomination facility may obtain necessary application from Sharex Dynamic (India) Pvt. Ltd.

---

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956**

**ITEM 6 OF THE NOTICE**

The term of the office Mr. Pradip P. Parakh as Managing Director expired on 22<sup>nd</sup> July 2009 and at the board meeting held on 25<sup>th</sup> July 2009, he was re-appointed as Managing Director for a further period of two years with the effect from 1<sup>st</sup> July 2009, subject to approval of the members in general meeting. Mr. Pradip P. Parakh possesses vast experience and expertise in the business which has been beneficial to the Company. Mr. Pradip P. Parakh would be paid a salary of Rs. 30000/- per month and will not be liable for retirement by rotation. This explanatory statement may also be treated as an abstract pursuant to section 302 of the Companies Act, 1956.

Your Directors commend the adoption of the resolution as proposed.

Except Mr. Pradip P. Parakh none of the other Directors may be deemed to be concerned in or interested in the resolution as proposed

**ITEM 7 & 8 OF THE NOTICE**

It is proposed to reappoint Mr. Pankaj C. Baldota and Mr. Rajendra D. Shetiya as Works Directors for a fresh period of two years effective from 1st June 2009. The working results of the company particularly the division at 366, Keshar Nagar, Tal – Shirur, Dist – Pune and Gat Nos. 285/286, Chakan, Taluka – Khed, Pune – 410501 showed marked improvements during their tenure and your directors are confident that their reappointment would be greatly beneficial to the Company.

Your Directors commend the adoption of the resolution at item No. 6 & 7

None of the other Directors may be deemed to be concerned or interested in the resolution as proposed.

For and on behalf of the Board of Directors

Place: Pune  
Date: 25th July 2009

SUNIL D. PARAKH  
CHAIRMAN

## DIRECTORS' REPORT

Your Directors have pleasure in presenting the Seventeenth Annual Report together with the Audited Accounts of your company for the year ended 31st March 2009.

### REVIEW OF PERFORMANCE

	(Rs. In Lakhs)	
	2008-2009	2007-2008
Sales	35899.94	43739.66
Profit before tax	303.15	589.33
Profit after tax	203.15	399.33

### OPERATIONS

The operations have resulted in a sales turnover of Rs. 35899.94 Lakhs compared with Rs. 43739.66 Lakhs in the previous year. Profit after tax was Rs. 203.15 Lakhs compared with Rs. 399.33 Lakhs in the previous year. In line with recessionary trends, adverse market conditions prevailed and taken together with rise in cost of inputs, margins have been affected resulting in a lower profit after tax. Notwithstanding the above, your directors have decided to maintain the rate of dividend at 9% on the paid up equity share capital.

### CURRENT YEAR'S WORKING:

Current Years' working has also been affected by adverse trends and it is hoped that with the projected turnaround in the economy as a whole, positive effects will be felt in the company's results

### DIRECTORATE

During the period under review, Mr. Pankaj C. Baldota and Mr. Rajendra D. Shetiya were re-appointed as works directors of the company, subject to the approval of the members in general meeting. It is also proposed to re-appoint Mr. Pradip p. Parakh as Managing Director for a further period of two years with effect from 1<sup>st</sup> July 2009. Mr. Mahendra S. Mehta and Mr. Jitendra H. Palnitkar retire at the ensuing annual general and are eligible for re-appointment. Necessary resolutions for appointment/ re- appointment of directors are being proposed in the notice convening the Seventeenth Annual General Meeting.

### DIRECTORS' RESPONSIBILITY STATEMENT

While preparing the annual financial statements, the Company has adhered to the following :

- (i) in the preparation of the said financial statements the company has followed the applicable accounting standards referred to in Section 211(3-C) of the Companies Act, 1956
- (ii) company has followed the said Accounting Standards and applied them consistently and has made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at 31st March 2009 and of the profit of the company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (iv) the directors have prepared the financial statements on a going concern basis."



## **AUDITORS**

The term of Office of the auditor M/s. M. Z. Gandhi & Co., Chartered Accountants expire at the conclusion of the ensuing Annual General Meeting and they are eligible for reappointment.

## **DEPOSITS**

The company has not accepted any deposits from the public as envisaged under Section 58A of the Companies Act 1956 and the rules made thereunder.

## **INFORMATION UNDER SECTION 217 OF THE COMPANIES ACTS, 1956.**

- Conservation of Energy: - please see annexure- A
- Technology Absorption - Not applicable
- Foreign Exchange earnings and outgo

Foreign Exchange Earnings:	Rs. Nil
CIF Value of imports:	Rs. 11799.92 lakhs

## **PARTICULARS OF EMPLOYEES**

None of the employees of the company was in receipt of remuneration as specified in Section 217(2A) of the Companies Act, 1956 and the rules made thereunder.

## **HEALTH AND SAFETY PERFORMANCE**

Awareness for health and safety is being created.

## **CORPORATE GOVERNANCE**

The report on Management's discussion and Analysis and Report on Corporate Governance are forming part of this Report and are annexed as Annexure II and Annexure III. As required by the listing agreement, an Auditors' Report on Corporate Governance is also attached to the said report.

## **CASH FLOW STATEMENT**

As required under Clause 32 of the listing agreement, a cash flow statement is attached to the Balance Sheet along with the auditors' certificate.

## **ACKNOWLEDGEMENTS**

The Directors acknowledge with thanks the help and co-operation rendered by the Bankers of the company, employees of the company at all levels and also the support of the shareholders of the company.

For and on behalf of the Board of Directors

Place: Pune  
Date: 25th July 2009

SUNIL D PARAKH  
CHAIRMAN

Total energy consumption &amp; energy consumption per unit of production as per Form - A:

## FORM - A

	As at 31.03.2008	As at 31.03.2009
<b>A. POWER AND FUEL CONSUMPTION:</b>		
1) Electricity		
a) Purchased	2369788	2215473
Unit-KWh		
Rs.Laks	135.42	108.29
MD and other charges		
Total Charges	135.42	108.29
Rate / Unit Rs.	5.71	4.89
2) Coal		
Quantity – mts	920.375	2307.73
Total Cost Rs. Lakhs	31.63	104.48
Average Rate - Rs/mts	3437.10	4527
3) Others		
Quantity – mts	5143.525	5692.595
Total Cost Rs. Lakhs	54.36	117.27
Average Rate - Rs/mts	1056.92	2060
<b>B. CONSUMPTION PER UNIT OF PRODUCTION</b>		
Electricity – kwh	38.43 Kwh/ MT	37.54Kwh/MT
Coal	14.92 Kg/MT	39.11Kg / MT
Other	83.41 Kg/MT	96.47Kg/MT





## REPORT ON MANAGEMENT'S DISCUSSIONS AND ANALYSIS

- **Industry structure and developments**

The products of the company fall into two segments namely oil and food grains. The oil industry consists of several players, both organized and unorganized. Severe recessionary conditions in previous years have taken a toll of some of these players and as mentioned in the previous annual report, the oil industry continues to be in the grip of a severe recession, which may persist for a year or two. Both oil and food grains depend to a large extent on the monsoons and a favorable monsoon would have a significant impact on both the industries.

- **Opportunities and threats**

The products of the company are largely agro based and performance would depend to a large extent on the vagaries of the monsoon. A serious threat to the oil division is the availability of imported edible oil at comparatively lower prices, which continues to have a significant impact on the prospects of the company. However the company is able to sustain profitability by strict adherence to quality and standards.

- **Segment-wise or product-wise performance**

**OIL DIVISION** : Sales of the Oil Division were Rs. 24421.09 lakhs compared with Rs. 20287.31 lakhs in the previous year. The increase in sales is on account of increase in margins.

**AGRO DIVISION** : Sales were Rs. 11478.84 lakhs, compared with Rs. 23452.35 lakhs in the previous year.

- **Outlook**

The future outlook particularly in the area of food grains is encouraging. However, given international trends, the oil division may come under some pressure, on account of low margins prevalent.

- **Internal control systems and their adequacy**

The company has adequate internal control systems with appropriate controls and checks. Effective measures are taken to ensure that all assets of the company are protected and all transactions are recorded in conformity with accepted accounting principles. As stated in the report of the board, it is implementation of systems, particularly cost control measures that has resulted in the increased profitability. The internal audit department regularly conducts review of the financial and operating controls in all areas of the Company's operations including transaction checks and significant issues, if any, are brought to the attention of the audit committee.

- **Discussions on financial performance with respect to operational performance.**

Sales during the year was Rs 35899.94 lakhs compared with Rs. 43739.66 lakhs in the previous year. Profit before tax was Rs. 303.15 lakhs compared with the previous year figure of Rs. 589.33 lakhs; The borrowings by Company have not had significant impact on profits.

- **Material developments in Human Resources/Industrial Relations Front including number of people employed.**

The company continues to focus on its core values of quality, integrity, leadership, and respect for people. Relations between the company and the employees continue to be cordial at all locations.

- **Appointment / Re-appointment of Directors :**

Disclosure required under Clause 49 of the Listing Agreement in respect of Directors seeking appointment / re-appointment at the Seventeenth Annual General Meeting :

<b>Mr. Mahendra S. Mehta</b>	
Date of birth	: 05.05.1963
Date of appointment	: 23.08.1995
Expertise in specific functional areas	: Expertise in finance & Taxation
Qualification	: B. Com, LLB, FCA
Number of shares held in the Equity Capital of the Company	: 4600
Directorships in other companies	: Chordia Food Products Limited. MSM Securities Private Limited Nian Tech Park Pvt. Ltd.
Committee / executive positions held in other companies	: NIL

<b>Mr. Jitendra H. Palnitkar</b>	
Date of birth	: 03.04.1966
Date of appointment	: 30.06.2005
Expertise in specific functional areas	: Expertise in finance & Taxation
Qualification	: B. Com, LLB, FCA
Number of shares held in the Equity Capital of the Company	: NIL
Directorships in other companies	: NIL
Committee / executive positions held in other companies	: NIL

<b>Mr. Pradip P. Parakh</b>	
Date of birth	: 07.05.1955
Date of appointment	: 30.06.2005
Expertise in specific functional areas	: Expertise in processing of Edible oil
Qualification	: B. Com
Number of shares held in the Equity Capital of the Company	: NIL
Directorships in other companies	: NIL
Committee / executive positions held in other companies	: NIL

<b>Mr. Pankaj C. Baldota</b>	
Date of birth	: 17.10.1971
Date of appointment	: 29.09.1997
Expertise in specific functional areas	: Expertise in processing & Manufacturing of Besan & other Flour Products
Qualification	: B. Com
Number of shares held in the Equity Capital of the Company	: NIL
Directorships in other companies	: NIL
Committee / executive positions held in other companies	: NIL

<b>Mr. Rajendra D. Shetiya</b>	
Date of birth	: 11.11.1957
Date of appointment	: 29.09.1997
Expertise in specific functional areas	: Expertise in processing of Edible oil
Qualification	: B. Com
Number of shares held in the Equity Capital of the Company	: NIL
Directorships in other companies	: NIL
Committee / executive positions held in other companies	: NIL

**REPORT ON CORPORATE GOVERNANCE**

(pursuant to Clause 49 of the listing agreement)

**MANDATORY REQUIREMENTS****1. A BRIEF STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE**

Corporate governance has several key elements viz., Shareholders, employees, creditors, government and society at large. The three key aspects of corporate governance are accountability, transparency and equality of treatment to stakeholders. In this context, the company's philosophy on Corporate Governance is:

- To have systems in place which will allow sufficient freedom to the Board of Directors and Management to take decisions towards the progress of the company and to innovate while remaining within a framework of effective accountability
- To provide transparent corporate disclosures and high quality accounting practices
- Timely and proper dissemination of material prices, sensitive information and ensure insiders do not transact in securities of the Company till such information is made public
- To adopt good Corporate Governance policies that will contribute to the efficiency of the enterprise, creation of wealth for the shareholders and country's economy

**2. BOARD OF DIRECTORS**

The Board of Directors as on the date of this report consists of seven directors of whom the Managing Director and three works directors are in whole time employment of the company. The other directors are Non- Executive Directors of the company.

The details are furnished hereunder;

Sr. No.	Names of the Directors	Executive/ Non Executive Director	Promoter/Independent/ Nominee Director
1	Mr. Sunil D Parakh	Chairman and Non- Executive Director	Promoter Director
2	Mr. Pradip P Parakh	Managing Director	Independent Director
3	Mr. Mahendra S Mehta	Non- Executive Director	Independent Director
4	Mr. Jitendra H. Palnitkar	Non- Executive Director	Independent Director
5	Mr. Rajendra D. Shetiya	Works Director	Independent Director
6	Mr. Pankaj C. Baldota	Works Director	Independent Director
7	Mr. Shailesh C. Doshi	Works Director	Independent Director

**Board Meetings:**

During the year 2008-2009 Board Meetings were held on 22<sup>nd</sup> May 2008, 28<sup>th</sup> June 2008, 26<sup>th</sup> July 2008, 18<sup>th</sup> October 2008, 06<sup>th</sup> December 2008, 30<sup>th</sup> January 2009, 18<sup>th</sup> March 2009. Attendance of each Director at the Board Meetings held during the financial year 2008-2009 and at the last Annual General Meeting is furnished hereunder:

Sr. No.	Names of the Director	Board Meetings		Last Annual General Meeting	
		Held	Attended	Attended	Not Attended
1	Mr. Sunil D. Parakh	7	7	Yes	NA
2	Mr. Pradip P. Parakh	7	7	Yes	NA
3	Mr. Mahendra S. Mehta	7	6	Yes	NA
4	Mr. Jitendra H. Palnitkar	7	5	Yes	NA
5	Mr. Rajendra D. Shetiya	7	5	Yes	NA
6	Mr. Pankaj C. Baldota	7	5	Yes	NA
7	Mr. Shailesh C. Doshi	7	5	Yes	NA

Number of other Company Boards or Board Committees in which each of the Directors of the Company is a Member or Chairperson, as on 31st March 2009

Sr. No.	Names of the Director	Other Boards		Other Board Committees	
		Number	Member/Chairperson	Number	Member/Chairperson
1	Mr. Sunil D Parakh	4	Member	NIL	NA
2	Mr. Pradip P Parakh	Nil	Nil	NIL	NA
3	Mr. Mahendra S Mehta	3	Member	NIL	NA
4	Mr. Jitendra H. Palnitkar	Nil	Nil	NIL	NA
5	Mr. Rajendra D Shetiya	Nil	Nil	NIL	NA
6	Mr. Pankaj C. Baldota	Nil	Nil	NIL	NA
7	Mr. Shailesh C. Doshi	Nil	Nil	NIL	NA

### 3. AUDIT COMMITTEE

Audit Committee of the Board was constituted during 2000 -2001 and is functioning effectively, without interruption. The terms of reference of the Audit Committee are:

To undertake periodical review of Company's operations and more particularly in the following areas:

- Financial performance of the Company
- Payment of dues to institutions, both interest and principal
- Payment of Government dues, such as customs duties, excise duties, sales tax, income tax.
- Inter Corporate investments
- Policies relating to award of contracts, purchase and sale of raw materials, finished goods, etc.
- Overview of different items of expenditure incurred by the Company, with particular reference to whether they are extravagant or lavish and whether any diversion of funds, not directly relating to the affairs of the Company, has taken place and
- To do such other act, deeds or things, as may be necessary from time to time, to fulfil the objectives aforementioned.

During the year, 2008- 2009, the Audit Committee consisted of three independent Directors. Attendance of each Director at the Audit Committee Meeting held during the financial year 2008- 2009, is furnished hereunder:

Sr. No.	Names of the Directors	Position	Audit Committee Meeting	
			Held	Attended
1	Mr. Mahendra S. Mehta	Chairman/Director	4	4
2	Mr. Jitendra H. Palnitkar	Director	4	4
3	Mr. Rajendra D. Shetiya	Works Director	4	4



#### 4. REMUNERATION COMMITTEE/ REMUNERATION TO DIRECTORS

The Remuneration Committee of the Board, consisted of the following independent Directors during the year under review:

- Mr. Mahendra S. Mehta - Director
- Mr. Jitendra H. Palnitkar - Director
- Mr. Rajendra D. Shetiya - Works Director

##### ➤ Remuneration to Non Whole time Directors :

At present no remuneration is being paid to Non Whole time Directors either by way of commission or by way of sitting fees.

##### ➤ Remuneration to Managing Director and Works Director :

Remuneration to Managing Director and Works Director is approved by the Board of Directors within the ceilings prescribed under Schedule XIII to the Companies Act, 1956. The same is also approved by the Members of the Company in General Meeting.

No Sitting Fee is paid to the Managing Director and Works Directors.

Remuneration to Managing Director and Works Directors for the financial year 2008-2009 is as under:

Managing Director	Salary
Mr. Pradip P . Parakh	Rs. 30000/- p.m.
Works Directors	
1) Mr. Pankaj C. Baldota	Rs. 25000/- p.m.
2) Mr. Rajendra Shetiya	Rs. 25000/- p.m.
3) Mr. Shailesh C Doshi	Rs. 22000/- p.m.
Total Salary	Rs. 102000/- p.m.

#### 5. SHARE TRANSFER AND SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

Name of non-executive Director heading the committee	: Mr. Mahendra Mehta
Name and designation of Compliance Officer	: Mr. Atish M. Patil
Number of shareholder complaints received during 2008-2009	: During the year under review, all the complaints received were satisfactory redressed, in time.
Number not solved to the satisfaction of shareholders	: Nil
Number of pending share transfers as on March 31, 2009	: No share transfers were pending for transfer as on the said date.

#### 6. GENERAL BODY MEETINGS

The Last three Annual General Body Meetings were held at 103/104 Hadadpsar Industrial Estate, Pune- 411013 on, 23rd September 2006, 22nd September 2007 and 30<sup>th</sup> September 2008. In these meetings, there were Special Resolutions relating to appointment/ re-appointment of whole-time directors and payment of remuneration to them .

**7. DISCLOSURES**

Details of related parties are given in Note No. 9 (Schedule 12) to the accounts. Employees of the company have been encouraged to air their views to the audit committee and other constituent committees of the board

**8. COMPLIANCE WITH MANDATORY REQUIREMENTS**

The Company complies with all mandatory requirements of Corporate Governance contained in SEBI Guidelines and Listing Agreement.

**9. MEANS OF COMMUNICATION**

Currently, the audited and Un-audited Financial Results are published in news papers, in accordance with the listing guidelines. They are usually published in "Free Press Journal and Dainik Nav Shakti. Management's Discussion and Analysis Report is forming part of Directors' Report to Shareholders. (The company is also in the process of having a web site designed, specifically keeping in mind the dissemination of information to shareholders).

**10. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT**

Management's discussion and Analysis Report is made part of the annual report and attached to the Directors' Report to shareholders

**11. CEO/CFO CERTIFICATION**

CEO/CFO Certification as stipulated by clause 49 of the listing agreement was placed before the board of directors at the meeting held on 25<sup>th</sup> July 2009

**12. CODE OF CONDUCT**

The board has laid down a code of conduct for all Board members and Senior Management Executives of the company.

**CEO DECLARATION**

I Pradip Parakh, Managing Director of Poona Dal and Oil Industries Ltd hereby declare that Board Members and senior Management Executives have affirmed compliance with the code of conduct laid down by the board of directors

Pune  
Date 25<sup>th</sup> July 2009

SD/- Pradip Parakh  
Managing Director

---

**13. COMPLIANCE CERTIFICATE OF THE AUDITORS**

Certificate of Statutory auditors has been obtained on the compliance of conditions of Corporate Governance in deference to Clause 49 of the listing agreement and the same is annexed. Copy of the same is furnished to the Stock Exchanges as required.

**14. SECRETARIAL AUDIT REPORTS**

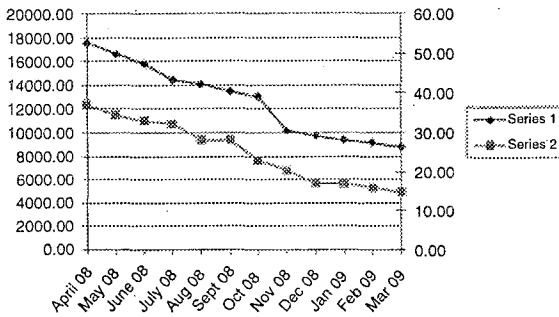
Quarterly Secretarial Audit Reports on reconciliation of the total admitted capital with NSDL/CSDL and the totals issued and listed capital, were furnished to the Stock Exchanges on the following dates:

For the Quarter ended	Furnished on
30.06.2008	11.07.2008
30.09.2008	11.10.2008
31.12.2008	09.01.2009
31.03.2009	15.04.2009



**15. GENERAL SHAREHOLDER INFORMATION**

AGM : Date, time and venue	:	Saturday, 26 <sup>th</sup> September 2009 03.00 p.m. At : 71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013			
Financial Calendar (tentative and subject to change)	:	June	2009	Audited results for the year ended 31.03.2009	
		July	2009	Unaudited results for the quarter ended 30.06.2009	
		September	2009	Annual General Meeting	
		October	2009	Unaudited results for the quarter ended 30.09.2009 with half yearly audited limited review report	
		January	2010	Unaudited results for the quarter ended 31.12.2009	
Date of Book closure	:	16 <sup>th</sup> September 2009 to 26 <sup>th</sup> September 2009, (both days inclusive)			
Dividend Payment Date	:	On or after 26 <sup>th</sup> September 2009, but before the statutory time limit of 30 days from the date of declaration.			
Listing on Stock Exchanges and Stock Code	:	1	The Stock Exchange, Mumbai Phiroze Jeejeebhoy Towers, Dalal Street, MUMBAI – 400 001.	519359	
		2	The Pune Stock Exchange Shivlila Chamber, 752, Sadashiv Peth, Kumthekar Road, PUNE – 411 030.	NIL	
		3	Cochin Stock Exchange P.O. Box No. 3529, Veekshanam Road, Eranakulam, COCHIN – 682 035. (Kerala State)*	NIL	
Payment of Annual Listing Fees to the Stock Exchanges	:	Listing Fee has been paid to all the Stock Exchanges, in which the Company's Equity Shares are listed, upto year ending March 31, 2009 except Cochin Stock Exchanges where the company has already applied for delisting. The process of delisting from the Cochin Stock Exchange is at an advanced stage.			
Demat ISIN	:	The ISIN allotted to the Company's Equity Shares is : INE809E01018			
Market Price Data	:	Month	Highest Rs.	Lowest Rs.	Volume No. of Sh.
High, low and volume during each month in the last financial year ended 31 <sup>st</sup> March 2009		April 2008	34.50	24.50	27235
		May	37.00	27.30	57361
		June	33.00	22.40	19643
		July	28.00	21.00	12552
		August	32.35	22.10	8047
		September	28.00	21.00	20385
		October	23.00	16.25	18624
		November	20.35	13.85	13088
		December	16.88	13.00	3195
		January 2009	16.00	14.90	1644
		February	17.00	14.75	5085
		March	14.70	13.21	1504

Performance, in comparison to broad based indices, such as BSE Sensex, etc.	 <p>The graph shows two data series from April 2008 to March 2009. Series 1 (left axis, 0.00 to 20000.00) starts at approximately 18000.00 in April 08 and ends at approximately 10000.00 in March 09. Series 2 (right axis, 0.00 to 60.00) starts at approximately 50.00 in April 08 and ends at approximately 10.00 in March 09. Both series exhibit a consistent downward trend with minor fluctuations.</p>																																																		
Registrar and Transfer Agents	<p>SHAREX DYNAMIC (INDIA) PVT. LTD. Unit – 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), MUMBAI – 400 072 (For both Physical and Demat Forms)</p>																																																		
Share Transfer System	<p>Registrars and Transfer Agents : The company has appointed SHAREX DYNAMIC (INDIA) PVT. LTD., at Unit-1, Luthra Indl. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072 for handling the Share Transfer work. All the transfers received are processed at the office of Registrar and Share Transfer Agent and are approved by the Share Transfer and Investor grievances committee. Shares Transfers are registered and returned within 30 days from the date of lodgment, if documents are complete in all respect.</p>																																																		
Distribution of shareholding as on March 31, 2009	<table border="1"> <thead> <tr> <th>No. of Equity Shares held</th> <th>No. of Holders</th> <th>% of Holders</th> <th>Total Amount</th> <th>% of Amount</th> </tr> </thead> <tbody> <tr> <td>Upto – 5000</td> <td>3986</td> <td>89.86</td> <td>7617740</td> <td>13.35</td> </tr> <tr> <td>5001 – 10000</td> <td>278</td> <td>6.27</td> <td>2377760</td> <td>4.17</td> </tr> <tr> <td>10001 – 20000</td> <td>65</td> <td>1.47</td> <td>961420</td> <td>1.68</td> </tr> <tr> <td>20001 – 30000</td> <td>37</td> <td>0.83</td> <td>963780</td> <td>1.69</td> </tr> <tr> <td>30001 – 40000</td> <td>15</td> <td>0.34</td> <td>560600</td> <td>0.98</td> </tr> <tr> <td>40001 – 50000</td> <td>21</td> <td>0.47</td> <td>1007350</td> <td>1.76</td> </tr> <tr> <td>50001 – 100000</td> <td>14</td> <td>0.32</td> <td>1056550</td> <td>1.85</td> </tr> <tr> <td>100001 and above</td> <td>20</td> <td>0.45</td> <td>42534800</td> <td>74.52</td> </tr> <tr> <td></td> <td>4436</td> <td>100.00</td> <td>57080000</td> <td>100.00</td> </tr> </tbody> </table>	No. of Equity Shares held	No. of Holders	% of Holders	Total Amount	% of Amount	Upto – 5000	3986	89.86	7617740	13.35	5001 – 10000	278	6.27	2377760	4.17	10001 – 20000	65	1.47	961420	1.68	20001 – 30000	37	0.83	963780	1.69	30001 – 40000	15	0.34	560600	0.98	40001 – 50000	21	0.47	1007350	1.76	50001 – 100000	14	0.32	1056550	1.85	100001 and above	20	0.45	42534800	74.52		4436	100.00	57080000	100.00
No. of Equity Shares held	No. of Holders	% of Holders	Total Amount	% of Amount																																															
Upto – 5000	3986	89.86	7617740	13.35																																															
5001 – 10000	278	6.27	2377760	4.17																																															
10001 – 20000	65	1.47	961420	1.68																																															
20001 – 30000	37	0.83	963780	1.69																																															
30001 – 40000	15	0.34	560600	0.98																																															
40001 – 50000	21	0.47	1007350	1.76																																															
50001 – 100000	14	0.32	1056550	1.85																																															
100001 and above	20	0.45	42534800	74.52																																															
	4436	100.00	57080000	100.00																																															
Pattern of Shareholding as on March 31, 2009	<table border="1"> <thead> <tr> <th>Category</th> <th>No. of Shares</th> <th>% of share holders</th> </tr> </thead> <tbody> <tr> <td>Promoters</td> <td>4021609</td> <td>70.46</td> </tr> <tr> <td>FII's, NRIs, OCBs</td> <td></td> <td></td> </tr> <tr> <td>Mutual Funds,</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Insurance</td> <td>Nil</td> <td>Nil</td> </tr> <tr> <td>Indian Public</td> <td>1587353</td> <td>27.81</td> </tr> <tr> <td>Companies and Banks</td> <td>87235</td> <td>1.53</td> </tr> <tr> <td>Any other (Foreign companies) FII's</td> <td>11803</td> <td>0.21</td> </tr> <tr> <td>TOTAL :</td> <td>5708000</td> <td>100.00</td> </tr> </tbody> </table>	Category	No. of Shares	% of share holders	Promoters	4021609	70.46	FII's, NRIs, OCBs			Mutual Funds,	Nil	Nil	Insurance	Nil	Nil	Indian Public	1587353	27.81	Companies and Banks	87235	1.53	Any other (Foreign companies) FII's	11803	0.21	TOTAL :	5708000	100.00																							
Category	No. of Shares	% of share holders																																																	
Promoters	4021609	70.46																																																	
FII's, NRIs, OCBs																																																			
Mutual Funds,	Nil	Nil																																																	
Insurance	Nil	Nil																																																	
Indian Public	1587353	27.81																																																	
Companies and Banks	87235	1.53																																																	
Any other (Foreign companies) FII's	11803	0.21																																																	
TOTAL :	5708000	100.00																																																	





---

---

**POONA DAL AND OIL INDUSTRIES LTD. PDOIL**

Dematerialisation of shares and liquidity	:	About 4771760 equity shares in the paid-up Capital of the company was dematerialised as on 31 <sup>st</sup> March 2009. The company has not issued any GDRs/ADRs/Warrants or any convertible instruments
Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	:	Not Applicable
Plant Locations	:	1. Gat No. 285/286 Nanekarwadi, Alandi-Phata, Dist. – Pune 2. 366, Keshar Nagar, Shikrapur, Tal – Shirur, Dist – Pune 3. E 2, MIDC Kurkumbh, Tal Daund Dist Pune 413801
Address for correspondence	:	103/104, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013  Phone – 020 – 26816020/24 Fax No. 020 – 26816021                      and  to the Registrar and Share Transfer agents at the following address: SHAREX DYNAMIC (INDIA) PVT. LTD. Unit – 1, Luthra Indl. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), MUMBAI – 400 001

**AUDITORS' CERTIFICATE REGARDING CORPORATE GOVERNANCE  
TO THE MEMBER OF POONA DAL AND OIL INDUSTRIES LIMITED, PUNE**

We have examined the compliance of conditions of corporate governance by Poona Dal and Oil Industries Ltd., for the year ended on 31.03.2009, as stipulated in clause 49 of the Listing Agreement of the said company with Stock Exchanges.

The Compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of corporate governance as stipulated in the above mentioned Listing Agreement.

We state that generally no investor Grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors Grievance Committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

FOR M/S. M. Z. GANDHI & CO.  
CHARTERED ACCOUNTANTS

Place : Pune  
Date : 25<sup>th</sup> July, 2009

M. Z. GANDHI  
PROPRIETOR



## AUDITORS REPORT

To

The Members,  
Poona Dal and Oil Industries Limited,  
Pune

We have audited the accompanying Balance Sheet of Poona Dal and Oil Industries Ltd., as at 31st March, 2009 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements and related schedules are the responsibility of the company's management. Our responsibility is to express an opinion on this financial statement based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.

### We report that :

1. We have obtained all the information and explanations, which to the best of our knowledge and belief, were necessary for the purpose of our audit;
2. In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of these books;
3. The Balance Sheet and Profit and Loss Account dealt with by the report are in agreement with the books of account.
4. In our opinion, the Profit and Loss Account and the Balance Sheet comply with the accounting standards referred to in section 211(3C) of the Companies Act, 1956, to the extent applicable.
5. On the basis of the written representation received from the Directors as on March 31, 2009, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on March 31, 2009 from being appointed as a director in terms of clause (g) of sub section (1) of section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the accounts give the information as required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
  - i) in the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2009.
  - ii) in the case of Profit & Loss Account of the Profit for the year ended 31st March 2009.
  - iii) in the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

As required by the Companies (Auditor's Report) Order, 2003, as amended by Companies (Auditor's Report) amendment order 2004 issued by the Central Government of India, in terms of Section 227(4A) of the Companies Act, 1956 and on the basis of such checks of the books and records of the Company as were considered appropriate and as per the information and explanations given to us during the course of our audit we further report that :-

- i) a) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets
- b) During the year, the Company has carried out physical verification of fixed assets under a phased programmed of verification at reasonable intervals, which, in our opinion, is reasonable. No material discrepancies were

noticed on such verification.

- c) During the year, company has not disposed of any substantial/ major part of the fixed assets.
- ii) a) The company is maintaining proper records of inventory. We are informed that the physical verification of inventory has been conducted during the year at reasonable intervals by the management. No material discrepancies were noticed on physical verification of inventory as compared to book records.  
b) The procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
- iii) a) The company had not taken unsecured loan, from the company or firm, listed in the register maintained under section 301 of the Companies Act, 1956 and from the companies under the same management.  
b) The company has not granted loans secured or unsecured to the companies firms or other parties in which directors are interested.  
c) In our opinion and according to the information and explanations given to us, the terms and conditions on which secured or unsecured loans has been granted by the company (including employees) are prima facie not prejudicial to the interest of the company.  
d) According to the explanations and information given to us, the parties (including employees) to whom loans and advances in the nature of interest free loans have been given by the company are repaying the principle amount as stipulated.
- iv) In our opinion and according to the information and explanation given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchase of inventory and fixed assets and for the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control.
- v) In respect of transaction entered in the register maintained in pursuance of section 301 of the Companies Act, 1956, each of such transactions in excess of Rs. Five Lakhs in respect of any party, in our opinion, the transactions have been made at prices which are prima facie reasonable having regard to the prevailing market prices at the relevant time.
- vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the year from the public within the meaning of the provisions of sections 58A and 58AA of the Companies Act, 1956 and rules made there under. Hence, the clause (vi) of the order is not applicable.
- vii) In our opinion, the company has in general an internal audit system, which commensurate with the size of the company and nature of its business.
- viii) We have been informed that the Central Government has not prescribed maintenance of cost records under section 209(1)(d) of the Companies Act, 1956.
- ix) a) According to the information and explanations given to us and on the basis of the records produced before us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, VAT, Customs Duty, Service Tax, and other material statutory dues applicable to it.  
b) According to the information and explanations given to us no undisputed amounts payable in respect of Income Tax, Wealth Tax, VAT, Custom Duty, Service Tax, were in arrears as at 31st March, 2009 for a period of more than six months from the date they became payable.
- x) The company does not have accumulated losses. The company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.



---

---

**POONA DAL AND OIL INDUSTRIES LTD. PDOIL**

- xi) In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of dues to a financial institution, bank.
- xii) The company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- xiii) The company is not a chit fund or nidhi/mutual benefit fund society, therefore provisions of clause 4(xiii) of the Companies (Auditors Report) Order, 2003, are not applicable to the company.
- xiv) According to the information and explanations given to us, the company is not dealing in or trading in shares, securities. Accordingly the provisions of clause 4(xiv) of the Companies (Auditors Report) Order, 2003, are not applicable to the company.
- xv) According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from banks and financial institutions.
- xvi) On the basis of our examination of the cash flow statement and overall examination of the Balance Sheet, we report that the funds raised on short-term basis have not been used for long term investments and no long-term funds have been used to finance short-term assets.
- xvii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Companies Act, 1956 during the year.
- xviii) The company has not issued debentures during the financial year and hence, the provisions of clause 4(xviii) of Companies (Auditors Report) Order, 2003 are not applicable to the company.
- xix) The company has not raised any money by public issues during the year.
- xx) On the basis of our examination and according to the information and explanation given to us, no fraud on or by the company, has been noticed or reported during the course of our audit.

M/s. M. Z. Gandhi & Co.  
Chartered Accountants

Place : Pune  
Date : 27<sup>th</sup> June, 2009

CA Mahendra Gandhi  
Proprietor

**BALANCE SHEET AS AT 31ST MARCH, 2009**

	Schedule No.	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
<b>I. SOURCES OF FUNDS :</b>			
<b>1 Shareholder's Fund</b>			
a) Share Capital	1	57080000	57080000
b) Reserve and Surplus	2	81386288	67166263
<b>2 Loan Funds</b>			
a) Secured Loans	3	53226398	90041703
b) Unsecured Loans	4	80000000	80000000
<b>TOTAL</b>		<b>271692686</b>	<b>294287966</b>
<b>II. APPLICATION OF FUNDS :</b>			
<b>1 Fixed Assets</b>	<b>5</b>		
a) Gross Block		275249760	263295085
b) Less : Depreciation		176757763	162659008
c) Net Block		98491997	100636077
<b>2 Current Assets, Loans &amp; Advances</b>	<b>6</b>	<b>421860338</b>	<b>546516554</b>
Less : Current Liabilities and Provisions	7	248659649	352864665
Net Current Assets		173200689	193651889
<b>TOTAL</b>		<b>271692686</b>	<b>294287966</b>

As per our attached report of even date  
M/s. M. Z. Gandhi & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

CA Mahendra Gandhi  
Proprietor

Sunil Parakh  
Chairman

Pradip Parakh  
Managing Director

Place : Pune  
Date : June 27, 2009

Place : Pune  
Date : June 27, 2009



**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	Schedule No.	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
<b>INCOME</b>			
Sales		3589994000	4373966495
Increase/(Decrease) in Stock	8	31909630	-6775044
Other Income	9	15468745	15113704
<b>TOTAL</b>		<b>3637372375</b>	<b>4382305155</b>
<b>EXPENDITURE</b>			
Manufacturing & Other Expenses	10	3581457470	4298319388
Financial Overheads	11	10384854	9432627
Depreciation	5	14098756	14839552
Directors Remuneration		1116000	780000
<b>TOTAL</b>		<b>3607057079</b>	<b>4323371567</b>
<b>Profit before Tax</b>		<b>30315295</b>	<b>58933589</b>
Less : Provision for Tax		10000000	19000000
<b>Profit after Tax</b>		<b>20315295</b>	<b>39933589</b>
Less : Short Provision of Tax of earlier year W/off		0	3941475
Brought forward Profit of previous year		58565810	29638963
Amount available for appropriation		78881105	65631077
Proposed Dividend		5137200	5137200
Dividend Tax		873067	873067
Fringe Benefit Tax		85000	55000
Transfer To General Resesrve		1000000	1000000
Balance Carried to Balance Sheet		71785838	58565810
		<b>78881105</b>	<b>65631077</b>

As per our attached report of even date  
M/s. M. Z. Gandhi & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

CA Mahendra Gandhi  
Proprietor

Sunil Parakh  
Chairman

Pradip Parakh  
Managing Director

Place : Pune  
Date : June 27, 2009

Place : Pune  
Date : June 27, 2009

**SCHEDULES FORMING PART OF THE ACCOUNTS**

Schedule Nos. '1' to '12' annexed to and forming part of the Balance Sheet as at 31st March 2009

	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
<b>SCHEDULE "1" : SHARE CAPITAL</b>		
<b>AUTHORISED :</b>		
60,00,000 (P.Y. 60,00,000) Equity Shares of Rs. 10/- each	60000000	60000000
<b>ISSUED SUBSCRIBED AND PAID UP</b>		
57,08,000 (P.Y. 57,08,000) Equity Shares of Rs. 10/- each	57080000	57080000
<b>TOTAL</b>	<b>57080000</b>	<b>57080000</b>
<b>SCHEDULE "2" : RESERVE AND SURPLUS</b>		
Opening Balance	8600450	7600450
Add Transfer During The Year	1000000	1000000
	9600450	8600450
Profit and Loss Account Balance	71785838	58565810
<b>TOTAL</b>	<b>81386288</b>	<b>67166260</b>
<b>SCHEDULE "3" : SECURED LOANS</b>		
<b>Cash Credit from bank</b>	<b>28226398</b>	<b>58166703</b>
Against hypothecation of stock of Raw Material, Finished Goods & Book Debts.		
<b>Term Loan</b>	<b>25000000</b>	<b>31875000</b>
(Loan from Bank amount repayable within One year Rs.75 lakhs.)		
	<b>53226398</b>	<b>90041703</b>
<b>SCHEDULE "4" : UNSECURED LOANS</b>		
Others	80000000	80000000
<b>TOTAL</b>	<b>80000000</b>	<b>80000000</b>





**SCHEDULE "5" : FIXED ASSETS**

Asset	Gross Block			Depreciation			Net Block		
	As at 01.04.08	Addition	Deletion	As at 31.03.09	Up to 01.04.08	For the year	Total 31.03.09	As at 31.03.08	As at 31.03.09
Land	6372169	2373640	0	8745809	0	0	0	6372169	8745809
Building	42871383	2252769	0	45124152	21372368	2317689	23690057	21499015	21434095
Plant & Machinery	199923679	5287114	0	205210793	132974478	10506932	143481410	79110604	61729383
Computer	557759	315927	0	873686	304134	167802	471936	361457	401750
Elect. Equip & Instruments	4363637	38435	0	4402072	2157992	307496	2465488	2205645	1936584
Furniture	2975537	474212	0	3449749	1163103	387767	1550870	1398678	1898879
Car / jeep	1195162	934348	0	2129510	590819	191590	782409	604343	1347101
Truck	3513900	0	0	3513900	3137145	113026	3250172	1865171	263728
Motor Cycle	41230	0	0	41230	2528	5933	8461	8461	32769
Air Conditioner	295193	32915	0	328108	202926	17288	220214	134650	107894
Office Equipment	570439	218749	0	789188	409972	43286	453258	223457	335930
Lab Equipment	272507	0	0	272507	250941	3000	253941	21566	18566
Weighing Scale	342490	26566	0	369056	92600	36948	129549	280423	239507
<b>TOTAL</b>	<b>263295085</b>	<b>11954675</b>	<b>0</b>	<b>275249760</b>	<b>162659007</b>	<b>14098756</b>	<b>176757763</b>	<b>114085639</b>	<b>98491996</b>
Previous year	255525093	7769992	0	263295085	147819457	14839551	162659008	107705636	100636077

	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
<b>SCHEDULE "6" : CURRENT ASSETS, LOANS &amp; ADVANCES</b>		
<b>A) Current Assets</b>		
<b>Inventories</b>	136573627	267006098
(Cost or Market Price Whichever is less)		
<b>Sundry Debtors</b>		
(Unsecured, Considered good)		
less than 6 months	147704789	197117987
<b>Cash and Bank Balances</b>		
Cash on hand	3143239	1625601
In Current Account	15407261	24626720
In Deposit Accounts	76860128	15139000
<b>B) Loans and Advances</b>		
Advances	37195945	35153424
Prepaid Expenses	670581	720177
Deposit	4304768	5127547
<b>TOTAL</b>	<u>421860338</u>	<u>546516554</u>

**SCHEDULE "7" : CURRENT LIABILITIES & PROVISIONS**

<b>A) Current Liabilities</b>		
Sundry Creditors	207824335	313068959
Other Liabilities	5685047	14730439
<b>B) Provisions</b>		
Provision for Taxation	29000000	19000000
Fringe Benefit Tax	140000	55000
Proposed Dividend	5137200	5137200
Dividend Tax	873067	873067
<b>TOTAL</b>	<u>248659649</u>	<u>352864665</u>



	As at 31.03.2009 Rupees	As at 31.03.2008 Rupees
<b>SCHEDULE "8" :</b>		
<b>INCREASE/(DECREASE) IN STOCK OF FINISHED/SEMI FINISHED GOODS</b>		
Stock as on 31st March 2009	107648186	75738556
Less : Stock as on 1st April 2009	75738556	82513600
<b>INCREASE/(DECREASE) IN STOCK</b>	<u>31909630</u>	<u>-6775044</u>

**SCHEDULE "9" : OTHER INCOME**

Other Miscellaneous Receipt	64753	327945
Bank Interest received [TDS Rs.3242504/- (P.Y.2654548/-)]	15403992	14785759
<b>TOTAL</b>	<u>15468745</u>	<u>15113704</u>

**SCHEDULE "10" : MANUFACTURING AND OTHER EXPENSES**

1 Material Cost	3468373955	4177296088
2 Power and Fuel	33004669	22142067
3 Other Manufacturing Expenses	13924948	11841920
4 Payments to and Provisions for Employees	12523211	12045765
5 <b>Operational and other Expenses</b>		
a) Lease Rent	50000	50000
b) Rent, Rates and Taxes	508933	464763
c) Repairs to Machinery	7038242	4032505
d) Repairs to Other Assets	4692874	2817092
e) Insurance	3529704	3703680
f) Stationery, Printing, Advertising, Postage and Telephone etc.	1495176	1422024
g) Other Production Expenses	36315759	62503484
<b>TOTAL</b>	<u>3581457471</u>	<u>4298319388</u>

**SCHEDULE "11" : FINANCIAL OVERHEADS**

Bank Interest	4337788	5165714
Bank Charges & Commission	6047066	4266913
<b>TOTAL</b>	<u>10384854</u>	<u>9432627</u>

**SCHEDULE "12" :****NOTES TO ACCOUNTS****1 ACCOUNTING POLICIES**

- 1.1 **FIXED ASSETS** : Gross Block of Fixed Assets are stated at cost. Cost comprise the basic price, Excise Duty and any attributable cost for bringing the asset to its working condition for its intended use.
- 1.2 **DEPRECIATION** : Depreciation on Fixed Assets has been provided on WDV method at the rates and in the manner specified in Schedule XIV of the Companies Act, 1956.
- 1.3 Mercantile System of Accounting is followed.
- 1.4 Inventories
- a. Finished Goods are valued at cost or Market Price whichever is less.
- b. Raw Material and packing Material are valued at Cost. Inventories has been taken as valued & certified by management
- 1.5 Gratuity has been accounted for on payment basis.

	2008-2009	2007-2008
2 Expenditure incurred on Employees in respect of remuneration aggregating not less that Rs.24,00,000/- (Previous year Rs. 24,00,000/-) for the financial year or Rs. 2,00,000/- (Previous year Rs. 2,00,000/-) per month when employed for a part of the year.	Nil	Nil
Number of Employees	Nil	Nil
3 Estimated amount of Contracts remaining to be executed on Capital account and provided for	Nil	Nil
4 Additional information pursuant to the provisions of paragraph 4, 4C & 4D of part II of Schedule VI of the Companies Act, 1956.		

	2008-2009			2007-2008	
4.1 Material Cost	Unit	Qty.	Value	Qty.	Value
Oil	MT	50472.592	2339567866	48340.793	1912547988
Others		269.730	4206109	0.000	0
Pulses	MT	57065.535	1124599980	116486.389	2264748100
			3468373955		4177296088

**4.2 Information of goods produced**

## a) Licensed &amp; Installed Capacity

Refinery	MT	135000.000	—	135000.000	—
Solvent	MT	90000.000	—	90000.000	—
Vanaspati	MT	30000.000	—	30000.000	—
Pulses	MT	45625.000	—	45625.000	—



**POONA DAL AND OIL INDUSTRIES LTD. PDOIL**

b) Production (MT)

**AGRO DIV**

Processed Pulses	MT	4931.394	—	7726.567	—
Processed Pulses Flour	MT	2098.001	—	2333.975	—
Others	MT	1446.542	—	2405.083	—

**OIL DIV**

Oil	MT	49567.025	—	46946.459	—
By Products	MT	698.700	—	—	—
Others	MT	267.325	—	2255.883	—

c) Opening and Closing Stock of Finished Goods

**AGRO DIV**

**Opening Stock**

Pulses	MT	0.000	0	655.680	11146560
Processed Pulses	MT	157.000	3813000	1808.650	25629750
Processed Pulses Flour	MT	10.500	262500		
Others	MT	188.000	940000	124.256	1013680

**Closing Stock**

Pulses	MT	355.200	9150600	0.000	0
Processed Pulses	MT	—	—	157.000	3813000
Others	MT	—	—	198.500	1202500

		2008 - 2009		2007 - 2008	
OIL DIV	Unit	Qty.	Value	Qty.	Value
<b>Opening Stock</b>					
Oil	MT	1211.414	70723056	979.454	42928029
By Products & Others	MT	0.000	0	0.000	0
<b>Closing Stock</b>					
Oil	MT	2163.092	98497586	1211.414	70723056
By Product & Others	MT	0.000	0	0.000	0
4.3 Sales (Oil Div.)					
Oil	MT	48615.347	2430997963	46914.008	2020403876
By Products	MT	698.700	6568925	0.000	0
Others	MT	267.325	4543060	1269.210	8327343.29
	<b>TOTAL</b>		<b>2442109948</b>		<b>2028731220</b>
<b>Sales (Agro Div.)</b>					
Pulses	MT	48807.976	999037691	96160.265	1975430825
Processed Pulses	MT	3311.295	82474215	17679.665	307234260
Processed Pulses Flour	MT	2090.150	53168058	2300.050	50172980
Others	MT	1634.542	13204087	2192.515	12397211
	<b>TOTAL</b>		<b>1147884051</b>		<b>2345235276</b>

Note : Oil & Pulses production includes goods traded directly by the company.

5	CIF Value of Imports Rs. 11799.92 Lakhs (P.Y. Rs. 17231.86 Lakhs)		
6	FOB Value of Export Rs.Nil (P.Y. Rs. Nil Lakhs)		
7	Expenditure in Foreign Currency - Nil (P.Y. - Nil)		
8	Payment to Auditors	<b>2008-2009</b>	<b>2007-2008</b>
	Audit Fees	209570	191012
	Tax Audit Fees	66180	56180

**9 Related Party Disclosures**

As per Accounting Standard - 18 issued by the Institute of Chartered Accountants of India, the Company's related party disclosed as below

**i. Particulars of Associate Companies / Firms**

<b>Name of Related Party</b>	<b>Nature of Relationship</b>
1 Poona Dal & Besan Mills Pvt. Ltd.	Associate Company
2 Poona Flour & Foods	Associate Firm
3 Parakh and Company	Associate Firm
4 Poona Roller Flour Mills Ltd.	Associate Company

**ii. Key Management Personnel**

<b>Name</b>	<b>Relationship</b>
1 Sunil D. Parakh	Chairman
2 Pradip Parakh	Managing Director
3 Pankaj C. Baldota	Works Director
4 Rajendra D. Shetiya	Works Director
5 Shailesh C. Doshi	Works Director

**Related Party Transactions**

	<b>Associate Company</b>	<b>Associate Firms</b>
<b>Poona Roller Flour Mills Ltd.</b>		
Sales OF Raw / Finished Material	Rs. 225961359	-
Purchases of Raw / Finished Materials	Rs. 19656362	-

10 There are no Small Scale Industrial Undertakings to whom amounts are outstanding for more than 30 days.

11 The previous year figures have been regrouped and/or reclassified wherever necessary.

**SIGNATURE TO SCHEDULE 1 TO 12**

As per our attached report of even date  
M/s. M. Z. Gandhi & Co.  
Chartered Accountants

For and on behalf of the Board of Directors

CA Mahendra Gandhi  
Proprietor

Sunil Parakh  
Chairman

Pradip Parakh  
Managing Director

Place : Pune  
Date : June 27, 2009

Place : Pune  
Date : June 27, 2009

**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2009**

(RS. IN LAKHS)

	2008-2009	2007-2008
A) Cash Flow From Operating Activities		
Net Profit before tax and Extra Ordinary Items	303.15	589.34
Interest Paid	(+ 43.38)	(+ 51.66)
Depreciation	(+ 140.99)	(+ 148.40)
Income Tax	(-) 100.00	(-) 190.00
Proposed Dividend	(-) 51.37	(-) 51.37
Dividend Tax	(-) 8.73	(-) 8.73
Fringe Benefit Tax	(-) 0.85	(-) 0.55
	(+ 23.42)	(-) 50.59
Operating Profit before Working Capital changes	(+ 326.57)	(+ 538.75)
Increase/Decrease in Trade & Other Receivables	(+ 684.44)	(-) 572.04
Increase/Decrease in Inventories	(+ 1304.32)	(-) 1403.58
Increase/Decrease in Trade Payables	(-) 1142.90	(+ 118.60)
Cash inflow from Operations	(+ 1172.43)	(-) 1318.27
Less : Taxes Paid	(-) 101.15	(-) 197.05
Less : Short Provision of Taxation w/off	0.00	(-) 39.41
Cash from Operating activities before extraordinary item	(+ 1071.28)	(-) 1554.73
Extraordinary item	-	-
Net Cash from operating activities	(+ 1071.28)	(-) 1554.73
B) Cash flow from Investing Activities		
Outflow : Acquisition of Fixed Assets	(-) 119.55	(-) 77.70
Inflow : Sale of Investments	0.00	-
Net Cash from/(used) in Investing Activities	(-) 119.55	(-) 77.70
C) Cash flow from Financing Activities		
Outflow : Repayment of Secured Loans	(-) 368.15	(-) 56.25
Outflow : Repayment of Unsecured Loans	(-) 800.00	(-) 800.00
Inflow : Secured Loans	0.00	(+ 581.67)
Inflow : Unsecured Loans	(+ 800.00)	(+ 800.00)
Interest Paid	(-) 43.38	(-) 51.66
Net Cash from/(used) Investing Activities	(-) 411.53	(+ 473.76)
Net Increase/(decrease) in Cash Equivalents (A+B+C)	(+ 540.20)	(-) 1158.67
Cash and Cash equivalent at beginning of the year,	(+ 413.91)	(+ 1572.58)
Cash and Cash equivalent at end of the year,	(+ 954.11)	(+ 413.91)

**AUDITORS REPORT**

We have examined the attached Cash Flow Statement of Poona Dal and Oil Industries Limited for the period-ended 31st March 2009. The Statement has been prepared by the company in accordance with the requirements of listing Agreement Clause 32 with the Stock Exchange and is based on and in agreement with corresponding Profit and Loss Account and Balance Sheet of the company covered by our Report of even date to the members of the Company.

As per our attached report of even date  
M/s. M. Z. Gandhi & Co.  
Chartered Accountants.

For and on behalf of the Board of Directors

CA Mahendra Gandhi  
Proprietor

Sunil Parakh  
Chairman

Pradip Parakh  
Managing Director

Place : Pune  
Date : June 27, 2009

Place : Pune  
Date : June 27, 2009







**POONA DAL AND OIL INDUSTRIES LTD. PDOIL**

## **POONA DAL AND OIL INDUSTRIES LIMITED**

REGD. OFF.: 103/104, HADAPSAR INDUSTRIAL ESTATE, PUNE : 411 013.

### **ATTENDANCE SLIP**

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint Shareholders desiring to attend the meeting may obtain additional Attendance slips on request, provided such request is received by the Company before 14<sup>th</sup> September 2009.

I hereby record my presence at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company held at 71/A, Hadapsar Industrial Estate, Pune : 411013 on 26<sup>th</sup> September 2009 at 3.00 p.m.

Name (s) of the Shareholder (s) Proxy (IN BLOCK LETTERS)

..... Folio No. ....

#### NOTE :

No duplicate Attendance Slip will be issued at the meeting hall. You are requested to bring your copy of the Annual Report to the meeting.

**POONA DAL AND OIL INDUSTRIES LIMITED**  
REGD. OFF.: 103/104, HADAPSAR INDUSTRIAL ESTATE, PUNE : 411 013.

### **PROXY FORM**

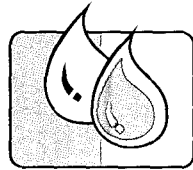
I/We ..... of ..... Being member(s) of POONA DAL AND OIL INDUSTRIES LIMITED hereby appoint ..... of ..... or failing him/her ..... of ..... as my/our proxy to vote for me/us on my/our behalf at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company held on 26<sup>th</sup> September 2009 and at any adjournment thereof.

AS WITNESS my/our hand (s) this ..... day of ..... 2009.

Signature (s) .....

Affix  
Rs. 1  
Revenue  
Stamp

BOOK-POST



**PDOIL**

If undelivered, please return to :-

**POONA DAL AND OIL INDUSTRIES LTD.**

REGD. OFFICE : 103/104, HADAPSAR, INDUSTRIAL ESTATE

PUNE - 411 013. MAHARASHTRA (INDIA)

Phone : 020 26816020 / 24 Fax : 020 2681 6021

Email : pdoil@vsnl.net