

# 18<sup>th</sup>

ANNUAL REPORT  
2009-2010



**PDOIL**

**POONA DAL AND OIL INDUSTRIES LTD.**

## BOARD OF DIRECTORS

|                           |                              |
|---------------------------|------------------------------|
| Mr. Pradip P. Parakh      | Chairman & Managing Director |
| Mr. Mahendra S. Mehta     | Director                     |
| Mr. Jitendra H. Palnitkar | Director                     |
| Mr. Sanjeev Garg          | 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





NOTICE IS HEREBY GIVEN THAT THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON SATURDAY THE 25<sup>th</sup> SEPTEMBER 2010 AT 03.00 P.M. AT 103/104, HADAPSAR INDUSTRIAL ESTATE, PUNE- 411 013 TO TRANSACT THE FOLLOWING BUSINESS.

#### ORDINARY BUSINESS

- 1) To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2010 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. Pankaj C. Baldota who retires by rotation and being eligible, offers himself for reappointment.
- 4) To appoint a Director in place of Mr. Rajendra D. Shetiya 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** Mr. Sanjeev Kumar Garg be and he is hereby appointed as a Director of the Company".

- 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. Shailesh C. Doshi be and he is hereby re-appointed as Works Director for a period of two years with effect from 1<sup>st</sup> June 2010 upon the terms and conditions set out hereinafter with liberty to the Board to alter and vary the terms and conditions of the re-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 management of the company's Factory located at E-2 in Kurkumbh Industrial area, at Kurkumbh, Tal – Daund, 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.
- He shall also be nominee for the purposes of matters related to food and drug administration as applicable to the company.

The Works Director may be empowered to hire staff and 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. 22000/- per month with effect from 1<sup>st</sup> June 2010



**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: 24th July 2010

**PRADIP P. PARAKH**  
**CHAIRMAN & MANAGING DIRECTOR**

**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 14th September 2010 to 25th September 2010 (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 25th September 2010
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 forms 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

Mr. Sanjeev Garg was co opted to the board of directors at the board meeting held on 20th March 2010. The appointment of Mr. Garg would broad base the board and would also enable the company to avail his expertise. In terms of S. 260 of the Companies Act 1956 Mr. Garg being initially appointed as additional director holds office till the ensuing annual general meeting. The resolution set out in item 6 seeks the approval of the members for the appointment of Mr. Garg as director

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

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

ITEM 7 OF THE NOTICE

The performance of the Kurukumbh division of the company has shown great improvement since the company took over the same in the year 2008. The appointment of Mr. Shailesh Doshi as Works Director has greatly contributed to the enhanced performance. The resolution set out in item 7 of the notice seeks the approval of the members for the re- appointment of. Mr. Shailesh Doshi as Works Director for a further period of two years with effect from 1st June 2010.

Your Directors commend the adoption of the resolution at item No. 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

PRADIP P. PARAKH  
CHAIRMAN & MANAGING DIRECTOR

Place: Pune  
Date: 24th July 2010



## DIRECTORS' REPORT

Your Directors have pleasure in presenting the Eighteenth Annual Report together with the Audited Accounts of your company for the year ended 31st March 2010

### REVIEW OF PERFORMANCE

|                   | (Rs. In Lakhs) |           |
|-------------------|----------------|-----------|
|                   | 2009-2010      | 2008-2009 |
| Sales             | 36606.25       | 35899.94  |
| Profit before tax | 347.17         | 303.16    |
| Profit after tax  | 237.17         | 203.16    |

### OPERATIONS

The operations have resulted in a sales turnover of Rs.36606.25 compared with Rs. 35899.94 in the previous year. Profit after tax at Rs.237.17 Lakhs has shown a significant increase compared with Rs. 203.16 Lakhs in the previous year. The results are an outcome of stringent cost and quality control and increased patronage for the company's products. These results have been achieved despite inflationary trends during the latter part of the period. Your Directors have decided to maintain the rate of dividend at 9% on the paid up equity share capital.

### CURRENT YEAR'S WORKING:

In continuation of the trend, the company has turned in excellent results during the first quarter of the current year. If this trend is maintained, your company is set to scale new heights in future.

### DIRECTORATE

During the period under review, Mr Sanjeev Garg was co opted to the board of directors as additional director who in terms of S. 260 of the Companies Act 1956 holds office till the ensuing annual general meeting. Mr. Shailesh C. Doshi was re-appointed as works director of the company, subject to the approval of the members in general meeting. Mr. Pankaj C. Baldota and Mr. Rajendra D. Shetiya retire by rotation and are eligible for re-appointment. Necessary resolutions for the appointment/ re-appointment of directors is being proposed in the notice convening the Eighteenth 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 2010 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 there under.

**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. 15234.35 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 there under.

**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 auditor's 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: 24th July 2010

PRADIP P. PARAKH  
CHAIRMAN & MANAGING DIRECTOR



## ANNEXURE I

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

## FORM - A

|  | As at<br>31.03.2010 | As at<br>31.03.2009 |
|--|---------------------|---------------------|
| <b>A. POWER AND FUEL CONSUMPTION:</b>        |                     |                     |
| 1) Electricity                               |                     |                     |
| a) Purchased                                 | 1632316             | 2215473             |
| Unit - KWh                                   |                     |                     |
| Rs. Lakhs                                    | 86.78               | 108.29              |
| MD and other charges                         |                     |                     |
| Total Charges                                | 86.78               | 108.29              |
| Rate / Unit Rs.                              | 5.32                | 4.89                |
| 2) Coal                                      |                     |                     |
| Quantity-mts                                 | 1885.95             | 2307.73             |
| Total Cost Rs. Lakhs                         | 92.57               | 104.48              |
| Average Rate - Rs/mts                        | 4098                | 4527                |
| 3) Others                                    |                     |                     |
| Quantity - mts                               | 3584.265            | 5692.595            |
| Total Cost Rs. Lakhs                         | 74.46               | 117.27              |
| Average Rate - Rs/mts                        | 2060                | 2077                |
| <b>B. CONSUMPTION PER UNIT OF PRODUCTION</b> |                     |                     |
| Electricity - kWh                            | 39.02Kwh/MT         | 37.54Kwh/MT         |
| Coal   | 45.08 Kg/MT         | 39.11 Kg/MT         |
| Other  | 85.68Kg/MT          | 96.47 Kg/MT         |





## ANNEXURE II

## 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. 18922.85 lakhs compared with Rs. 24421.10 lakhs in the previous year. The decrease in sales is on account of lower sale realisation.

**AGRO DIVISION:** Sales were Rs. 17683.40 lakhs, compared with Rs. 11478.84 lakhs in the previous year, due to higher demand for the company's products.

- **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.**

Sale during the year was Rs 36606.25 lakhs compared with Rs. 35899.94 lakhs in the previous year. Profit before tax was Rs. 347.17 lakhs compared with the previous year figure of Rs. 303.16 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 Eighteenth Annual General Meeting :

**Mr. Shailesh C. Doshi**

|  |   |   |
|--|---|---|
| Date of birth  | : | 11.07.1970  |
| Date of appointment  | : | 01.06.2006 as a Works Director                        |
| Expertise in specific functional areas                     | : | Expertise in processing and manufacture of edible oil |
| Qualification  | : | B.Sc.   |
| 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   |

**Mr. Pankaj C. Baldota**

|  |   |   |
|--|---|---|
| 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   |

**Mr. Rajendra D. Shetiya**

|  |   |                                       |
|--|---|---------------------------------------|
| 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                                   |

**Mr. Sanjeev Kumar Garg**

|  |   |   |
|--|---|---|
| Date of birth  | : | 11.02.1969  |
| Date of appointment  | : | 20.03.2010  |
| Expertise in specific functional areas                     | : | Having vast experience in Trade and Marketing of various commodities. |
| Qualification  | : | B.Sc  |
| Number of shares held in the Equity Capital of the Company | : | NIL   |
| Directorships in other companies                           | : | 1   |
| Committee / executive positions held in other companies    | : | NIL   |



## ANNEXURE III

## 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 two 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                   |
| 8       | *Mr. SanjeevKumar Garg    | Non- Executive Director              | Independent Director                   |

## Notes:

\* Mr. Sunil D Parakh resigned on 20th March 2010

\* Mr. SanjeevKumar Garg has been appointed as Non- Executive Director with effect from 20th March 2010.

## Board Meetings :

During the year 2009-2010 Board Meetings were held on 27th June 2009, 25th July 2009, 24th October 2009, 30th January 2010, 20th March 2010. Attendance of each Director at the Board Meetings held during the financial year 2009-2010 and at the last Annual General Meeting is furnished hereunder :



| Sr. | Names of the Director     | Board Meetings |          | Last Annual General Meeting |              |
|-----|---------------------------|----------------|----------|-----------------------------|--------------|
|     |                           | Held           | Attended | Attended                    | Not Attended |
| 1   | Mr. Sunil D. Parakh       | 5              | 4        | yes                         | NA           |
| 2   | Mr. Pradip P. Parakh      | 5              | 5        | yes                         | NA           |
| 3   | Mr. Mahendra S. Mehta     | 5              | 5        | yes                         | NA           |
| 4   | Mr. Jitendra H. Palnitkar | 5              | 4        | yes                         | NA           |
| 5   | Mr. Rajendra D. Shetiya   | 5              | 4        | yes                         | NA           |
| 6   | Mr. Pankaj C. Baldota     | 5              | 4        | yes                         | NA           |
| 7   | Mr. Shailesh C. Doshi     | 5              | 4        | yes                         | NA           |
| 8   | Mr. SanjeevKumar Garg     | 5              | NA       | NA                          | 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 2010

| Sr. No. | Names of the Director     | Other Boards |                     | Other Board Committees |                     |
|---------|---------------------------|--------------|---------------------|------------------------|---------------------|
|         |                           | Number       | Member/ Chairperson | Number                 | Member/ Chairperson |
| 1       | Mr. Sunil D Parakh        | 2            | 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                  |
| 8       | Mr. Sanjeevkumar Garg     | 1            | Member              | 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 2009- 2010, the Audit Committee consisted of three independent Directors. Attendance of each Director at the Audit Committee Meeting held during the financial year 2009- 2010, is furnished hereunder:

| Sl. 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                       | 3        |



#### 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 2009-2010 is as under:

| Managing Director        | Salary                    |
|--------------------------|---------------------------|
| Mr. Pradip P. Parakh     | Rs. 30,000/- p.m.         |
| Works Directors          |                           |
| 1) Mr. Pankaj C. Baldota | Rs. 25,000/- p.m.         |
| 2) Mr. Rajendra Shetiya  | Rs. 25,000/- p.m.         |
| 3) Mr. Shailesh C Doshi  | Rs. 22,000/- p.m.         |
| Total Salary             | <u>Rs. 102,000/- p.m.</u> |

#### 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. Abhjit A. Rathod   |
| Number of shareholder complaints received during 2009-2010 | : During the year under review, all the complaints received were satisfactorily redressed in time. |
| Number not solved to the satisfaction of shareholders      | : Nil  |
| Number of pending share transfers as on March 31, 2010     | : 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 Hadapsar Industrial Estate, Pune- 411013 on 22nd September 2007, 30th September 2008 and 26th September 2009. 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 24th July 2010

## 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  
24th July 2010

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 total issued and listed capital was furnished to the Stock Exchanges on the following dates:

| For the Quarter ended | Furnished on |
|-----------------------|--------------|
| 30.06. 2009           | 21.07.2009   |
| 30.09. 2009           | 24.10.2009   |
| 31.12. 2009           | 12.01.2010   |
| 31.03.2010            | 20.04.2010   |



15. GENERAL SHAREHOLDER INFORMATION

|   |        |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
|---|--------|---|---|--------|---|------|---------------------------|--|--|------|-------------------------|---------|---|---|---------|------|--|
| AGM : Date, time and venue  | :      | Saturday, 25th September 2010 03.00 p.m.<br>at: 103/104, Hadapsar Industrial Estate,<br>Hadapsar, Pune 411 013  |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Financial Calendar (tentative and subject to change)                                    | :      | <table> <tr> <td>June</td> <td>2010</td> <td>Audited results for the year ended 31.03.2010</td> </tr> <tr> <td>July</td> <td>2010</td> <td>Unaudited results for the quarter ended 30.06.2010</td> </tr> <tr> <td>September</td> <td>2010</td> <td>Annual General Meeting</td> </tr> <tr> <td>October</td> <td>2010</td> <td>Unaudited results for the quarter ended 30.09.2010 with half yearly audited limited review report</td> </tr> <tr> <td>January</td> <td>2011</td> <td>Unaudited results for the quarter ended 31.12.2010</td> </tr> </table>        | June  | 2010   | Audited results for the year ended 31.03.2010                 | July | 2010                      | Unaudited results for the quarter ended 30.06.2010 | September  | 2010 | Annual General Meeting  | October | 2010  | Unaudited results for the quarter ended 30.09.2010 with half yearly audited limited review report | January | 2011 | Unaudited results for the quarter ended 31.12.2010 |
| June  | 2010   | Audited results for the year ended 31.03.2010   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| July  | 2010   | Unaudited results for the quarter ended 30.06.2010  |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| September   | 2010   | Annual General Meeting  |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| October   | 2010   | Unaudited results for the quarter ended 30.09.2010 with half yearly audited limited review report   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| January   | 2011   | Unaudited results for the quarter ended 31.12.2010  |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Date of Book closure  | :      | 14th September 2010 to 25th September 2010, (both days inclusive)   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Dividend Payment Date   | :      | On or after 25th September 2010, but before the statutory time limit of 30 days from the date of declaration.   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Listing on Stock Exchanges and Stock Code   | :      | <table> <tr> <td>1 The Bombay Stock Exchange Limited, Mumbai</td> <td>519359</td> </tr> <tr> <td colspan="2">Phiroze Jeejeebhoy Towers,<br/>Dalal Street,<br/>MUMBAI 400 001</td> </tr> <tr> <td>2 The Pune Stock Exchange</td> <td>NIL</td> </tr> <tr> <td colspan="2">Shivlila Chamber,<br/>752, Sadashiv Peth,<br/>Kumthekar Road,<br/>PUNE 411 030.</td> </tr> <tr> <td>3 Cochin Stock Exchange</td> <td>NIL</td> </tr> <tr> <td colspan="2">P.O. Box No. 3529,<br/>Veekshanam Road,<br/>Ernakulam,<br/>COCHIN 682 035. (Kerala State)*</td> </tr> </table> | 1 The Bombay Stock Exchange Limited, Mumbai | 519359 | Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>MUMBAI 400 001 |      | 2 The Pune Stock Exchange | NIL  | Shivlila Chamber,<br>752, Sadashiv Peth,<br>Kumthekar Road,<br>PUNE 411 030. |      | 3 Cochin Stock Exchange | NIL     | P.O. Box No. 3529,<br>Veekshanam Road,<br>Ernakulam,<br>COCHIN 682 035. (Kerala State)* |   |         |      |  |
| 1 The Bombay Stock Exchange Limited, Mumbai   | 519359 |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br>MUMBAI 400 001                           |        |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| 2 The Pune Stock Exchange   | NIL    |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Shivlila Chamber,<br>752, Sadashiv Peth,<br>Kumthekar Road,<br>PUNE 411 030.            |        |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| 3 Cochin Stock Exchange   | NIL    |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| P.O. Box No. 3529,<br>Veekshanam Road,<br>Ernakulam,<br>COCHIN 682 035. (Kerala State)* |        |   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |
| Payment of Annual Listing Fees to the Stock Exchanges                                   | :      | <p>Listing Fee has been paid to all the Stock Exchanges, in which the Company's Equity Shares are listed, for 2010-2011 except Cochin Stock Exchange where the company has already applied for delisting.</p> <ul style="list-style-type: none"> <li>The process of delisting from the Cochin Stock Exchange is at an advanced stage</li> </ul>   |   |        |   |      |                           |  |  |      |                         |         |   |   |         |      |  |



|   |   |                |               |                      |         |         |       |
|---|---|----------------|---------------|----------------------|---------|---------|-------|
| Demat ISIN  | : The ISIN allotted to the Company's Equity Shares is : INE809E01018  |                |               |                      |         |         |       |
| Market Price Data   | Month   | Highest<br>Rs. | Lowest<br>Rs. | Volume<br>No. of Sh. |         |         |       |
| High, low and volume during each month in the last financial year ended 31st March 2010 | April - 2009  | 17.00          | 12.89         | 3602                 |         |         |       |
|   | May   | 21.80          | 14.05         | 15790                |         |         |       |
|   | June  | 23.80          | 20.45         | 15244                |         |         |       |
|   | July  | 23.80          | 18.50         | 4659                 |         |         |       |
|   | August  | 23.50          | 19.00         | 13564                |         |         |       |
|   | September   | 23.40          | 19.80         | 30455                |         |         |       |
|   | October   | 23.55          | 19.95         | 20368                |         |         |       |
|   | November  | 23.25          | 19.30         | 15817                |         |         |       |
|   | December  | 29.00          | 20.20         | 58024                |         |         |       |
|   | January - 2010  | 31.50          | 22.00         | 61844                |         |         |       |
|   | February  | 31.40          | 22.80         | 89574                |         |         |       |
|   | March   | 30.08          | 22.75         | 48135                |         |         |       |
| Performance, in comparison to broad based indices, such as BSE Sensex, etc.             | MONTH   | INDEX(SENSEX)  |               | QUOTE                |         | VOLUME  |       |
|   |   | HIGH           | LOW           | HIGH                 | LOW     | HIGH    | LOW   |
|   | Apr-09  | 11403.25       | 9901.99       | 17.00                | 12.89   | 51067   | 3602  |
|   | May-09  | 14625.25       | 11682.99      | 21.80                | 14.05   | 307273  | 15790 |
|   | Jun-09  | 15466.81       | 14265.53      | 23.80                | 20.45   | 343502  | 15244 |
|   | Jul-09  | 15670.31       | 13400.32      | 23.80                | 18.50   | 95025   | 4659  |
|   | Aug-09  | 15924.23       | 14784.92      | 23.50                | 19.00   | 294892  | 13564 |
|   | Sep-09  | 17126.84       | 15398.33      | 23.40                | 19.80   | 647911  | 30455 |
|   | Oct-09  | 17326.01       | 15896.28      | 23.55                | 19.95   | 443173  | 20368 |
|   | Nov-09  | 17198.95       | 15404.94      | 23.25                | 19.30   | 338792  | 15817 |
|   | Dec-09  | 17464.81       | 16601.20      | 29.00                | 20.20   | 1464090 | 58024 |
|   | Jan-10  | 17701.13       | 16289.82      | 31.50                | 22.00   | 1764583 | 61844 |
|   | Feb-10  | 16496.05       | 15790.93      | 31.40                | 22.80   | 2388967 | 89574 |
| Mar-10  | 17711.35  | 16772.56       | 30.80         | 22.75                | 1268877 | 48135   |       |
| Registrars and Transfer Agents  | : SHAREX DYNAMIC (INDIA) PVT. LTD.<br>Unit - 1, Luthra Ind. Premises, Safed Pool,<br>Andheri Kurla Road, Andheri (E), MUMBAI - 400 072<br>(For both Physical and Demat Forms)   |                |               |                      |         |         |       |
| Share Transfer System   | : 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.<br><br>All the transfers received are processed at the office of Registrars and Share Transfer Agents 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 respects. |                |               |                      |         |         |       |





|  | No. of Equity Shares held  | No. of Holders | % of Holders       | Total Amount | % of Amount |
|--|--|----------------|--------------------|--------------|-------------|
| Distribution of shareholding as on March 31, 2010  | Upto – 5000  | 3973           | 89.74              | 7575330      | 13.27       |
|  | 5001 – 10000   | 280            | 6.32               | 2400520      | 4.21        |
|  | 10001 – 20000  | 74             | 1.67               | 1094980      | 1.92        |
|  | 20001 – 30000  | 33             | 0.75               | 858400       | 1.50        |
|  | 30001 – 40000  | 13             | 0.29               | 470090       | 0.82        |
|  | 40001 – 50000  | 19             | 0.43               | 920660       | 1.61        |
|  | 50001 – 100000   | 15             | 0.34               | 1150410      | 2.02        |
|  | 100001 and above   | 20             | 0.45               | 42609610     | 74.65       |
|  |  | 4427           | 100                | 57080000     | 100         |
| Pattern of Shareholding as on March 31, 2010   | Category   | No. of Shares  | % of share holders |              |             |
|  | Promoters  | 4021609        | 70.46              |              |             |
|  | Flls, NRIs, OCBs   |                |                    |              |             |
|  | Mutual Funds,  | Nil            | Nil                |              |             |
|  | Insurance  | Nil            | Nil                |              |             |
|  | Indian Public  | 1587557        | 27.81              |              |             |
|  | Companies and Banks  | 86237          | 1.51               |              |             |
|  | Any other (Foreign companies) Flls   | 12597          | 0.22               |              |             |
|  | <b>TOTAL :</b>   | <b>5708000</b> | <b>100</b>         |              |             |
| Dematerialisation of shares and liquidity  | 4787460 equity shares in the paid-up Capital of the company were dematerialized as on 31st March 2010. 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  | <ol style="list-style-type: none"> <li>1. Gat No. 285/286 Nanekarwadi, Alandi Phata, Chakan, Dist. – Pune</li> <li>2. 366, Keshar Nagar Shikrapur Tal – Shirur, Dist – Pune</li> <li>3. E 2, MIDC Kurkumbh, Tal Daund Dist Pune 413801</li> </ol>  |                |                    |              |             |
| Address for correspondence   | 103/104, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013<br><br>Phone – 020 – 26816020/24<br>Fax No. 020 – 26816021 and<br>to the Registrar and Share Transfer agents at the following address:<br><br><b>SHAREX DYNAMIC (INDIA) PVT. LTD.</b><br>Unit – 1, Luthra Indl. Premises, Safed Pool,<br>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 31.03.2010, 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

M. Z. GANDHI  
PROPRIETOR

Place : Pune

Date : 24th July 2010



## 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, 2010 and also the Profit & Loss Account and the Cash Flow Statement for the year ended on that date annexed there to. These financial statements and related schedules are the responsibility of the company's management. Our responsibility is to express an opinion on these 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, 2010, and taken on record by the Board of Directors, we report that none of the Director is disqualified as on March 31, 2010 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, 2010.
  - ii) in the case of Profit & Loss Account of the Profit for the year ended 31st March 2010.
  - 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 program 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, 2010 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.
- 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

CA Mahendra Gandhi  
Proprietor

Place: Pune  
Date: 29th May, 2010.



**POONA DAL AND OIL INDUSTRIES LTD.**  
**BALANCE SHEET AS AT 31ST MARCH, 2010**

|   | Schedule<br>No. | As at<br>31.03.2010<br>Rupees | As at<br>31.03.2009<br>Rupees |
|---|-----------------|-------------------------------|-------------------------------|
| <b>I. SOURCES OF FUNDS :</b>                  |                 |                               |                               |
| <b>1) Shareholder's Fund</b>                  |                 |                               |                               |
| a) Share Capital                              | 1               | 57080000                      | 57080000                      |
| b) Reserves and Surplus                       | 2               | 98788936                      | 81386288                      |
| <b>2 Loan Funds</b>                           |                 |                               |                               |
| a) Secured Loans                              | 3               | 17500000                      | 53226398                      |
| b) Unsecured Loans                            | 4               | 80000000                      | 80000000                      |
| <b>TOTAL Rs.</b>                              |                 | <u>253368936</u>              | <u>271692686</u>              |
| <b>II. APPLICATION OF FUNDS :</b>             |                 |                               |                               |
| <b>1 Fixed Assets</b>                         | 5               |                               |                               |
| a) Gross Block                                |                 | 302759413                     | 275249760                     |
| b) Less : Depreciation                        |                 | 189923900                     | 176757763                     |
| c) Net Block                                  |                 | <u>112835513</u>              | <u>98491997</u>               |
| <b>2 Current Assets, Loans &amp; Advances</b> | 6               | 435689744                     | 421860338                     |
| Less : Current Liabilities and Provisions     | 7               | 295156321                     | 248659649                     |
| Net Current Assets                            |                 | <u>140533423</u>              | <u>173200689</u>              |
| <b>TOTAL Rs.</b>                              |                 | <u>253368936</u>              | <u>271692686</u>              |

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

CA Mahendra Gandhi  
Proprietor

Place : Pune  
Date : May 29, 2010

For and on behalf of the Board of Directors

Pradip Parakh  
Managing Director

Shailesh Doshi  
Director

Place : Pune  
Date : May 29, 2010



POONA DAL AND OIL INDUSTRIES LTD.  
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

|   | Schedule<br>No. | As at<br>31.03.2010<br>Rupees | As at<br>31.03.2009<br>Rupees |
|---|-----------------|-------------------------------|-------------------------------|
| <b>INCOME</b>                                       |                 |                               |                               |
| Sales   |                 | 3660625094                    | 3589994000                    |
| Increase/(Decrease) in Stock                        | 8               | (44662530)                    | 31909630                      |
| Other Income  | 9               | 7269056                       | 15468745                      |
| <b>TOTAL Rs.</b>                                    |                 | <b>3623231620</b>             | <b>3637372375</b>             |
| <b>EXPENDITURE</b>                                  |                 |                               |                               |
| Manufacturing & Other Expenses                      | 10              | 3562913985                    | 3581457470                    |
| Financial Overheads                                 | 11              | 11210883                      | 10384854                      |
| Depreciation  | 5               | 13166137                      | 14098756                      |
| Directors Remuneration                              |                 | 1224000                       | 1116000                       |
| <b>TOTAL Rs.</b>                                    |                 | <b>3588515005</b>             | <b>3607057080</b>             |
| <b>Profit before Tax</b>                            |                 | <b>34716615</b>               | <b>30315295</b>               |
| Less : Provision for Tax                            |                 | 11000000                      | 10000000                      |
| <b>Profit after Tax</b>                             |                 | <b>23716615</b>               | <b>20315295</b>               |
| Less : Short Provision of Tax of earlier year W/off |                 | 303700                        | 0                             |
| Brought forward Profit of previous year             |                 | 71785838                      | 58565810                      |
| Amount available for appropriation                  |                 | <b>95198753</b>               | <b>78881105</b>               |
| Proposed Dividend                                   |                 | 5137200                       | 5137200                       |
| Dividend Tax  |                 | 873067                        | 873067                        |
| Fringe Benefit Tax                                  |                 | -                             | 85000                         |
| Transfer To General Reserve                         |                 | 1000000                       | 1000000                       |
| Balance Carried to Balance Sheet                    |                 | <b>88188486</b>               | <b>71785838</b>               |
|   |                 | <b>95198753</b>               | <b>78881105</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

Pradip Parakh  
Managing Director

Shailesh Doshi  
Director

Place : Pune  
Date : May 29, 2010

Place : Pune  
Date : May 29, 2010



### SCHEDULES FORMING PART OF THE ACCOUNTS

Schedule Nos. '1' to '12' annexed to and forming part of the Balance Sheet as at 31st March 2010

|   | As at<br>31.03.2010<br>Rupees | As at<br>31.03.2009<br>Rupees |
|---|-------------------------------|-------------------------------|
| <b>SCHEDULE "1" : SHARE CAPITAL</b>   |                               |                               |
| <b>AUTHORISED :</b>   |                               |                               |
| 60,00,000 (P.Y. 60,00,000) Equity Shares of<br>Rs. 10/- each                    | <u>60000000</u>               | <u>60000000</u>               |
| <b>ISSUED SUBSCRIBED AND PAID UP</b>  |                               |                               |
| 57,08,000 (P.Y. 57,08,000) Equity Shares of<br>Rs. 10/- each                    | <u>57080000</u>               | <u>57080000</u>               |
| TOTAL Rs.   | <u><u>57080000</u></u>        | <u><u>57080000</u></u>        |
| <b>SCHEDULE "2" : RESERVES AND SURPLUS</b>                                      |                               |                               |
| Opening Balance   | 9600450                       | 8600450                       |
| Add Transfer During The Year  | <u>1000000</u>                | <u>1000000</u>                |
|   | 10600450                      | 9600450                       |
| Profit and Loss Account Balance   | <u>88188486</u>               | <u>71785838</u>               |
| TOTAL Rs.   | <u><u>98788936</u></u>        | <u><u>81386288</u></u>        |
| <b>SCHEDULE "3" : SECURED LOANS</b>   |                               |                               |
| Cash Credit from bank   |                               | 28226398                      |
| Against hypothecation of stock of Raw Material,<br>Finished Goods & Book Debts. |                               |                               |
| Term Loan   | 17500000                      | 25000000                      |
| (Loan from Bank amount repayable within<br>One year Rs.75 lakhs.)               |                               |                               |
|   | <u>17500000</u>               | <u>53226398</u>               |
| <b>SCHEDULE "4" : UNSECURED LOANS</b>   |                               |                               |
| Others  | 80000000                      | 80000000                      |
| TOTAL Rs.   | <u><u>80000000</u></u>        | <u><u>80000000</u></u>        |





SCHEDULES FORMING PART OF THE ACCOUNTS

Schedule Nos. '1' to '12' annexed to and forming part of the Balance Sheet as at 31st March 2010

SCHEDULE "5" : FIXED ASSETS

| Assets                     | Gross Block      |                 |          |                  | Depreciation     |                 |                  | Net Block       |                  |
|----------------------------|------------------|-----------------|----------|------------------|------------------|-----------------|------------------|-----------------|------------------|
|                            | As at 01.04.09   | Addition        | Deletion | As at 31.03.10   | Up to 01.04.09   | For the year    | Total 31.03.10   | As at 31.03.09  | As at 31.03.10   |
| Land                       | 8745809          | 0               | 0        | 8745809          | 0                | 0               | 0                | 8745809         | 8745809          |
| Building                   | 45124152         | 0               | 0        | 45124152         | 23690057         | 2143411         | 25833468         | 21434095        | 19290684         |
| Plant & Machinery          | 205210793        | 2650007         | 0        | 207860800        | 143481411        | 9767342         | 153248753        | 61729382        | 54612047         |
| Computer                   | 873686           | 73077           | 0        | 946763           | 471936           | 168816          | 640752           | 401750          | 306011           |
| Elect. Equip & Instruments | 4402072          | 0               | 0        | 4402072          | 2465488          | 269379          | 2734867          | 1936584         | 1667205          |
| Furniture                  | 3449749          | 0               | 0        | 3449749          | 1550870          | 343697          | 1894567          | 1898879         | 1555182          |
| Car / Jeep                 | 2129510          | 909780          | 0        | 3039290          | 782409           | 291720          | 1074129          | 1347101         | 1965161          |
| Truck                      | 3513900          | 0               | 0        | 3513900          | 3250170          | 79118           | 3329288          | 263730          | 184612           |
| Motor Cycle                | 41230            | 0               | 0        | 41230            | 8461             | 5023            | 13484            | 32769           | 27746            |
| Air Conditioner            | 328108           | 0               | 0        | 328108           | 220214           | 15008           | 235222           | 107894          | 92886            |
| Office Equipment           | 789188           | 63600           | 0        | 852788           | 453258           | 46728           | 499986           | 335930          | 352802           |
| Lab Equipment              | 272507           | 0               | 0        | 272507           | 253940           | 2583            | 256523           | 18567           | 15984            |
| Weighing Scale             | 369056           | 0               | 0        | 369056           | 129549           | 33312           | 162861           | 239507          | 206195           |
| Capital Work in Progress   | 0                | 23813189        | 0        | 23813189         | 0                | 0               | 0                | 0               | 23813189         |
| <b>TOTAL</b>               | <b>275249760</b> | <b>27509653</b> | <b>0</b> | <b>302759413</b> | <b>176757763</b> | <b>13166137</b> | <b>189923900</b> | <b>98491997</b> | <b>112835513</b> |
| Previous year              | 263295085        | 11954675        | 0        | 275249760        | 162659008        | 14098756        | 176757763        | 100636077       | 98491997         |



**SCHEDULES FORMING PART OF THE ACCOUNTS**  
 Schedule Nos. '1' to '12' annexed to and forming part of the Balance Sheet as at 31st March 2010

|   | As at<br>31.03.2010<br>Rupees | As at<br>31.03.2009<br>Rupees |
|---|-------------------------------|-------------------------------|
| <b>SCHEDULE "6" :</b>                       |                               |                               |
| <b>CURRENT ASSETS, LOANS &amp; ADVANCES</b> |                               |                               |
| A) Current Assets                           | 167100889                     | 136573627                     |
| Inventories                                 |                               | 147704789                     |
| (Cost or Market Price Whichever is less)    | 101978213                     |                               |
| Sundry Debtors                              |                               |                               |
| (Unsecured, Considered good)                |                               |                               |
| less than 6 months                          |                               | 3143239                       |
| Cash and Bank Balances                      | 1769116                       | 0                             |
| Cash on hand                                | 21258932                      | 15407261                      |
| In Cash Credit                              | 23104484                      | 76860128                      |
| In Current Account                          | 72755910                      |                               |
| In Deposit Accounts                         |                               |                               |
| <br>  |                               |                               |
| B) Loans and Advances                       | 43249497                      | 37195945                      |
| Advances                                    | 225170                        | 670581                        |
| Prepaid Expenses                            | 4247533                       | 4304768                       |
| Deposit                                     |                               |                               |
| <b>TOTAL Rs.</b>                            | <u>435689744</u>              | <u>421860338</u>              |
| <br>  |                               |                               |
| <b>SCHEDULE "7" :</b>                       |                               |                               |
| <b>CURRENT LIABILITIES &amp; PROVISIONS</b> |                               |                               |
| A) Current Liabilities                      | 240199512                     | 207824335                     |
| Sundry Creditors                            | 8806542                       | 5685047                       |
| Other Liabilities                           |                               |                               |
| <br>  |                               |                               |
| B) Provisions                               | 40140000                      | 29140000                      |
| Provision for Taxation & F B T              | 5137200                       | 5137200                       |
| Proposed Dividend                           | 873067                        | 873067                        |
| Dividend Tax                                |                               |                               |
| <b>TOTAL Rs.</b>                            | <u>295156321</u>              | <u>248659649</u>              |



## SCHEDULES FORMING PART OF THE ACCOUNTS

Schedule Nos. '1' to '12' annexed to and forming part of the Balance Sheet as at 31st March 2010

|   | As at<br>31.03.2010<br>Rupees | As at<br>31.03.2009<br>Rupees |
|---|-------------------------------|-------------------------------|
| <b>SCHEDULE "8" :</b>   |                               |                               |
| <b>INCREASE/(DECREASE) IN STOCK OF<br/>FINISHED/SEMI FINISHED GOODS</b> |                               |                               |
| Stock as on 31st March 2010   | 62985656                      | 107648186                     |
| Less : Stock as on 1st April 2009                                       | 107648186                     | 75738556                      |
| <b>INCREASE/(DECREASE) IN STOCK</b>                                     | <u>(44662530)</u>             | <u>31909630</u>               |
| <b>SCHEDULE "9" :</b>   |                               |                               |
| <b>OTHER INCOME</b>   |                               |                               |
| Other Miscellaneous Receipt   | 550000                        | 64753                         |
| Bank Interest received  | 6719056                       | 15403992                      |
| [TDS Rs.1081500/- (P.Y.3242504/-)]                                      |                               |                               |
| TOTAL Rs.   | <u>7269056</u>                | <u>15468745</u>               |
| <b>SCHEDULE "10" :</b>  |                               |                               |
| <b>MANUFACTURING AND OTHER EXPENSES</b>                                 |                               |                               |
| 1 Material Cost   | 3479617538                    | 3468373955                    |
| 2 Power and Fuel  | 25381708                      | 33004669                      |
| 3 Other Manufacturing Expenses  | 7482959                       | 13924948                      |
| 4 Payments to and Provisions for Employees                              | 13350623                      | 12523211                      |
| 5 Operational and other Expenses  |                               | 50000                         |
| a) Lease Rent   | 50000                         | 508933                        |
| b) Rent, Rates and Taxes  | 365624                        | 7038242                       |
| c) Repairs to Machinery   | 2658467                       | 4692874                       |
| d) Repairs to Other Assets  | 1584813                       | 3529704                       |
| e) Insurance  | 1810235                       |                               |
| f) Stationery, Printing, Advertising, Postage<br>and Telephone etc.     | 1595087                       | 1495175                       |
| g) Other Production Expenses  | 29016931                      | 36315759                      |
| TOTAL Rs.   | <u>3562913985</u>             | <u>3581457470</u>             |
| <b>SCHEDULE "11" :</b>  |                               |                               |
| <b>FINANCIAL OVERHEADS</b>  |                               |                               |
| Bank Interest   | 3773477                       | 4337788                       |
| Bank Charges & Commission   | 7437406                       | 6047066                       |
| TOTAL Rs.   | <u>11210883</u>               | <u>10384854</u>               |



## SCHEDULES FORMING PART OF THE ACCOUNTS

Schedule Nos. '1' to '12' annexed to and forming part of the Balance Sheet as at 31st March 2010

### 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.

|   | 2009-2010 | 2008-2009 |
|---|-----------|-----------|
| 2 Expenditure incurred on Employees in respect of remuneration aggregating not less than 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.   |           |           |

|                          | 2009-2010 |           |                   | 2008-2009 |                   |
|--------------------------|-----------|-----------|-------------------|-----------|-------------------|
|                          | Unit      | Qty.      | Value             | Qty.      | Value             |
| 4.1 <b>Material Cost</b> |           |           |                   |           |                   |
| Oil                      | MT        | 41815.117 | 1755980808        | 50472.592 | 2339567866        |
| Others                   |           | 23.690    | 561263            | 269.730   | 4206109           |
| Pulses                   | MT        | 94566.028 | 1723075467        | 57065.535 | 1124599980        |
|                          |           |           | <b>3479617538</b> |           | <b>3468373955</b> |

#### 4.2 Information of goods produced

|   |    |        |    |        |    |
|---|----|--------|----|--------|----|
| a) <b>Licensed &amp; Installed Capacity</b> |    |        |    |        |    |
| Refinery                                    | MT | 135000 | -- | 135000 | -- |
| Solvent                                     | MT | 90000  | -- | 90000  | -- |
| Vanaspati                                   | MT | 30000  | -- | 30000  | -- |
| Pulses                                      | MT | 45625  | -- | 45625  | -- |



|  | Unit | 2009-2010 |                   | 2008-2009 |                   |
|--|------|-----------|-------------------|-----------|-------------------|
|  |      | Qty.      | Value             | Qty.      | Value             |
| b) Production (MT)                             |      |           |                   |           |                   |
| <b>AGRO DIV</b>                                |      |           |                   |           |                   |
| Processed Pulses                               | MT   | --        | --                | 4931.394  | --                |
| Processed Pulses Flour                         | MT   | --        | --                | 2098.001  | --                |
| Others   | MT   | --        | --                | 1446.542  | --                |
| <b>OIL DIV</b>                                 |      |           |                   |           |                   |
| Oil  | MT   | 41486.500 | --                | 49567.025 | --                |
| By Products                                    | MT   | 346.622   | --                | 698.700   | --                |
| Others   | MT   | 23.330    | --                | 267.325   | --                |
| c) Opening and Closing Stock of Finished Goods |      |           |                   |           |                   |
| <b>AGRO DIV</b>                                |      |           |                   |           |                   |
| <b>Opening Stock</b>                           |      |           |                   |           |                   |
| Pulses   | MT   | 355.200   | 9150600           | --        | --                |
| Processed Pulses                               | MT   | --        | --                | 157.000   | 3813000           |
| Processed Pulses Flour                         | MT   | --        | --                | 10.500    | 262500            |
| Others   | MT   | --        | --                | 188.000   | 940000            |
| <b>Closing Stock</b>                           |      |           |                   |           |                   |
| Pulses   | MT   | --        | --                | 355.200   | 9150600           |
| Processed Pulses                               | MT   | --        | --                | --        | --                |
| Others   | MT   | --        | --                | --        | --                |
| <b>OIL DIV</b>                                 |      |           |                   |           |                   |
| <b>Opening Stock</b>                           |      |           |                   |           |                   |
| Oil  | MT   | 2163.092  | 98497586          | 1211.414  | 70723056          |
| By Products & Others                           | MT   | --        | --                | --        | --                |
| <b>Closing Stock</b>                           |      |           |                   |           |                   |
| Oil  | MT   | 1443.397  | 62985656          | 2163.092  | 98497586          |
| By Product & Others                            | MT   | --        | --                | --        | --                |
| <b>4.3 Sales (Oil Div.)</b>                    |      |           |                   |           |                   |
| Oil  | MT   | 42206.195 | 1889142268        | 48615.347 | 2430997963        |
| By Products                                    | MT   | 346.622   | 2681954           | 698.700   | 6568925           |
| Others   | MT   | 23.330    | 460769            | 267.325   | 4543060           |
| <b>TOTAL</b>                                   |      |           | <b>1892284991</b> |           | <b>2442109948</b> |
| <b>Sales (Agro Div.)</b>                       |      |           |                   |           |                   |
| Pulses   | MT   | 94902.549 | 1768340103        | 48807.976 | 999037692         |
| Processed Pulses                               | MT   | --        | --                | 3311.295  | 82474215          |
| Processed Pulses Flour                         | MT   | --        | --                | 2090.150  | 53168058          |
| Others   | MT   | --        | --                | 1634.542  | 13204087          |
| <b>TOTAL</b>                                   |      |           | <b>1768340103</b> |           | <b>1147884052</b> |

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



5. CIF Value of Imports Rs. 15234.35 Lakhs (P.Y. Rs. 11799.92 Lakhs)  
 6. FOB Value of Export Rs. Nil (P.Y. Rs. Nil Lakhs)  
 7. Expenditure in Foreign Currency - Nil (P.Y. - Nil)

|                        | 2009-2010 | 2008-2009 |
|------------------------|-----------|-----------|
| 8. Payment to Auditors |           |           |
| Audit Fees             | 209570    | 209570    |
| Tax Audit Fees         | 66180     | 66180     |
| VAT Audit Fees         | 55150     | --        |

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**

| Name of Related Party                  | Nature of Relationship |
|--|------------------------|
| 1. Poona Dal and Besan Mills Pvt. Ltd. | Associate Company      |
| 2. Poona Flour & Foods                 | Associate Firm         |

**II. Key Management Personnel**

|                        | Relationship                 |
|------------------------|------------------------------|
| 1. Pradip Parakh       | Chairman / Managing Director |
| 2. Sanjeev Garg        | Director                     |
| 3. Pankaj C. Baldota   | Works Director               |
| 4. Rajendra D. Shetiya | Works Director               |
| 5. Shailesh C. Doshi   | Works Director               |

**Related Party Transactions**

Poona Dal & Besan Mills Pvt. Ltd.  
 Sales of Material/Rent Receipts  
 Purchases of Material/Payments

**Associate Company**

550000

**Associate Firms**

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

CA Mahendra Gandhi  
 Proprietor

Place : Pune  
 Date : May 29, 2010

For and on behalf of the Board of Directors

Pradip Parakh  
 Managing Director

Shailesh Doshi  
 Director

Place : Pune  
 Date : May 29, 2010



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2010

(RS. IN LAKHS)

|  | 2009-2010          | 2008-2009         |
|--|--------------------|-------------------|
| <b>A) Cash Flow From Operating Activities</b>            |                    |                   |
| Net Profit before tax and Extra Ordinary Items           | 347.17             | 303.15            |
| Interest Paid  | (+) 37.73          | (+) 43.38         |
| Depreciation   | (+) 131.66         | (+) 140.99        |
| Income Tax   | (-) 110.00         | (-) 100.00        |
| Proposed Dividend  | (-) 51.37          | (-) 51.37         |
| Dividend Tax   | (-) 8.73           | (-) 8.73          |
| Fringe Benefit Tax                                       | (-) 0.00           | (-) 0.85          |
|  | <u>(-) 0.71</u>    | <u>(+) 23.42</u>  |
| <b>Operating Profit before Working Capital changes</b>   | (+) 346.46         | (+) 326.57        |
| Increase/Decrease in Trade & Other Receivables           | (+) 513.69         | (+) 684.44        |
| Increase/Decrease in Inventories                         | (-) 305.27         | (+) 1304.32       |
| Increase/Decrease in Trade Payables                      | (+) 464.97         | (-) 1142.90       |
| <b>Cash inflow from Operations</b>                       | (+) 1019.85        | (+) 1172.43       |
| Less : Taxes Paid  | (-) 111.95         | (-) 101.15        |
| Less : Short Provision of Taxation w/off                 | (-) 3.04           | 0.00              |
| Cash from Operating activities before extraordinary item | (+) 904.86         | (+) 1071.28       |
| <b>Extraordinary item</b>                                |                    |                   |
| Net Cash from operating activities                       | (+) 904.86         | (+) 1071.28       |
| <b>B) Cash flow from Investing Activities</b>            |                    |                   |
| Outflow : Acquisition of Fixed Assets                    | (-) 275.10         | (-) 119.55        |
| Inflow : Sale of Investments                             | 0.00               | 0.00              |
| Net Cash from/(used) in Investing Activities             | (-) 275.10         | (-) 119.55        |
| <b>C) Cash flow from Financing Activities</b>            |                    |                   |
| Outflow : Repayment of Secured Loans                     | (-) 357.26         | (-) 368.15        |
| Outflow : Repayment of Unsecured Loans                   | (-) 800.00         | (-) 800.00        |
| Inflow : Secured Loans                                   | 0.00               | 0.00              |
| Inflow : Unsecured Loans                                 | (+) 800.00         | (+) 800.00        |
| Outflow : Interest Paid                                  | (-) 37.73          | (-) 43.38         |
| Net Cash from/(used) Financing Activities                | (-) 394.99         | (-) 411.53        |
| Net Increase/(decrease) in Cash Equivalents (A+B+C)      | (+) 234.77         | (+) 540.20        |
| Cash and Cash equivalent at beginning of the year,       | (+) 954.11         | (+) 413.91        |
| <b>Cash and Cash equivalent at end of the year,</b>      | <u>(+) 1188.88</u> | <u>(+) 954.11</u> |

**AUDITORS REPORT**

We have examined the attached Cash Flow Statement of Poona Dal and Oil Industries Limited for the period-ended 31st March 2010. 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

CA Mahendra Gandhi  
Proprietor

Place : Pune  
Date : May 29, 2010

For and on behalf of the Board of Directors

Pradip Parakh  
Managing Director

Shailesh Doshi  
Director

Place : Pune  
Date : May 29, 2010



BALANCE SHEET ABSRTACT AND COMPANY'S GENERAL BUSINESS PROFILE

I Registration Details

Registration No.

|   |   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|---|
|   |   |   |   | 7 | 0 | 2 | 6 | 3 |
| 3 | 1 | - | 3 | - | 2 | 0 | 1 | 0 |

State Code

|  |  |  |  |  |  |  |  |   |   |
|--|--|--|--|--|--|--|--|---|---|
|  |  |  |  |  |  |  |  | 1 | 1 |
|--|--|--|--|--|--|--|--|---|---|

Balance Sheet Date

II Capital required during the year (Amount in Rs. 000's)

Public Issue

|  |  |  |  |  |  |  |  |   |   |   |
|--|--|--|--|--|--|--|--|---|---|---|
|  |  |  |  |  |  |  |  | N | I | L |
|  |  |  |  |  |  |  |  | N | I | L |

Right Issue

|  |  |  |  |  |  |  |  |   |   |   |
|--|--|--|--|--|--|--|--|---|---|---|
|  |  |  |  |  |  |  |  | N | I | L |
|  |  |  |  |  |  |  |  | N | I | L |

Bonus Issue

Private

Placement

III. Position of Mobilisation and Deployment of Funds (Amount in Rs. 000's)

Total Liabilities

|  |  |  |  |   |   |   |   |   |   |
|--|--|--|--|---|---|---|---|---|---|
|  |  |  |  | 2 | 5 | 3 | 3 | 6 | 9 |
|--|--|--|--|---|---|---|---|---|---|

Total Assets

|  |  |  |  |   |   |   |   |   |   |
|--|--|--|--|---|---|---|---|---|---|
|  |  |  |  | 2 | 5 | 3 | 3 | 6 | 9 |
|--|--|--|--|---|---|---|---|---|---|

Sources of Funds

|  |  |  |  |  |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|
|  |  |  |  |  | 5 | 7 | 0 | 8 | 0 |
|--|--|--|--|--|---|---|---|---|---|

Reserves & Surplus

|  |  |  |  |  |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|
|  |  |  |  |  | 9 | 8 | 7 | 8 | 9 |
|--|--|--|--|--|---|---|---|---|---|

Paid up Capital

|  |  |  |  |  |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|
|  |  |  |  |  | 1 | 7 | 5 | 0 | 0 |
|--|--|--|--|--|---|---|---|---|---|

Unsecured Loans

|  |  |  |  |  |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|
|  |  |  |  |  | 8 | 0 | 0 | 0 | 0 |
|--|--|--|--|--|---|---|---|---|---|

Application of Funds

Net Fixed Assets

|  |  |  |  |   |   |   |   |   |   |
|--|--|--|--|---|---|---|---|---|---|
|  |  |  |  | 1 | 1 | 2 | 8 | 3 | 6 |
|  |  |  |  | 1 | 4 | 0 | 5 | 3 | 3 |

Investment

|  |  |  |  |  |  |  |  |   |   |   |
|--|--|--|--|--|--|--|--|---|---|---|
|  |  |  |  |  |  |  |  | N | I | L |
|  |  |  |  |  |  |  |  | N | I | L |

Net Current Assets

Misc.

Expenditure

IV Performance of Company (Amount in Rs. 000's)

Turnover

|  |  |  |  |   |   |   |   |   |   |   |
|--|--|--|--|---|---|---|---|---|---|---|
|  |  |  |  | 3 | 6 | 6 | 0 | 6 | 2 | 5 |
|--|--|--|--|---|---|---|---|---|---|---|

Total

|  |  |  |  |   |   |   |   |   |   |   |
|--|--|--|--|---|---|---|---|---|---|---|
|  |  |  |  | 3 | 5 | 8 | 8 | 5 | 1 | 5 |
|--|--|--|--|---|---|---|---|---|---|---|

Profit Before Tax

|  |  |  |  |  |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|
|  |  |  |  |  | 3 | 4 | 7 | 1 | 7 |
|--|--|--|--|--|---|---|---|---|---|

Expenditure

|  |  |  |  |  |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|
|  |  |  |  |  | 2 | 3 | 7 | 1 | 7 |
|--|--|--|--|--|---|---|---|---|---|

Earning per share (Rs.)

|  |  |  |  |  |   |   |   |   |
|--|--|--|--|--|---|---|---|---|
|  |  |  |  |  | 4 | . | 1 | 6 |
|--|--|--|--|--|---|---|---|---|

Dividend

|  |  |  |  |  |  |  |  |  |   |
|--|--|--|--|--|--|--|--|--|---|
|  |  |  |  |  |  |  |  |  | 9 |
|--|--|--|--|--|--|--|--|--|---|

Rate %

Generic Names of Principal Products/Services of the Company (As per Monetary Terms)

Item Code No. ITC Code)

|  |  |  |  |  |   |   |   |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|---|---|---|
|  |  |  |  |  | 1 | 5 | 1 | 6 | 2 | 0 | 0 | 0 |
|--|--|--|--|--|---|---|---|---|---|---|---|---|

|  |  |  |  |  |   |   |   |   |   |   |   |   |   |
|--|--|--|--|--|---|---|---|---|---|---|---|---|---|
|  |  |  |  |  | 3 | 1 | 9 | 3 | 0 | 0 | 9 | 4 | 9 |
|--|--|--|--|--|---|---|---|---|---|---|---|---|---|

Product Description

|   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |   |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| E | D | I | B | L | E | O | I | L | S | & | P | U | L | S | E | S |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|

As per our attached report of even date

For and on behalf of the Board of Directors

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

CA Mahendra Gandhi  
Proprietor

Pradip Parakh  
Managing Director

Shailesh Doshi  
Director

Place : Pune  
Date : May 29, 2010

Place : Pune  
Date : May 29, 2010



**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 13th September 2010.

I hereby record my presence at the EIGHTEENTH ANNUAL GENERAL MEETING of the Company held at 103/104, Hadapsar Industrial Estate, Pune : 411013 on 25th September 2010 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 EIGHTEENTH ANNUAL GENERAL MEETING of the Company held on 25th September 2010 and at any adjournment thereof.

AS WITNESS my/our hand (s) this ..... day of ..... 2010.

Signature (s) .....

Affix  
Rs. 1  
Revenue  
Stamp