

24th Annual Report 2015-2016



POONA DAL AND OIL INDUSTRIES LTD.



Board of Directors

Mr. Pradip P. Parakh	Chairman and Managing Director
Mr. Jitendra H. Palnitkar	Independent Director
Mr. Ayushman Mehta	Independent Director
Mr. Gautam Surana	Independent Director
Mr. Prakash Narvekar	Independent Director
Mr. Rakesh Singh	Whole Time Director
Mr. Shankar Jagtap	Whole Time Director
Mr. Geeta Kharade	Whole Time Director

Registered Office:

CIN: L15313PN1993PLC070263
71/A, Industrial Estate, Hadapsar
Pune-411013 Maharashtra India
Mail id: pdoil@pdbmgroup.com
PHONE : 020 26816020/24
FAX: 020 26816021

Location of Plant

E-2, MIDC, Kurkumbh, Tal-Daund, Dist-Pune-413801

Bankers

Central Bank Of India, Pune
Corporation Bank, Pune

Auditors

M/s. M.Z. Gandhi & Co. (Chartered Accountant)
103, Ekta Complex, Sadashiv Peth, Pune-411030

Secretarial Auditor

Rohit Ravikiran Kulkarni
Pracising Company Secretary, Pune

Registrars & Transfer Agents:

Sharex Dynamic (India) Pvt Ltd
Unit 1, Luthra Ind. Premises, Safed Pool,
Andheri Kurla Raod, Andheri(E), Mumbai 400072
Email: Sharexindia@vsnl.com Website: www.sharexindia.com
Phone: 022 28515606/28515644





NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON FRIDAY THE 23RD DAY OF SEPTEMBER, 2016 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT 71/A, HADAPSAR INDUSTRIAL ESTATE, PUNE- 411013 TO TRANSACT THE FOLLOWING BUSINESS.

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2016 and the Profit & Loss Account for the year ended as on that date together with the Directors' Report and the Auditors' Report thereon and annexure thereto
- 2) To appoint a Managing Director in place of Mr. Pradip P. Parakh (DIN 00053321) who retires by rotation and being eligible offers himself for reappointment.
- 3) To appoint a Director in place of Mr. Rakesh Singh (DIN: 06987619) who retires by rotation and being eligible offers himself for reappointment.

4) Appointment of Auditors

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

“RESOLVED THAT pursuant to the provisions of Sections 139 of the Companies Act, 2013 (“Act”) and other applicable provisions of the Act, if any and the Rules framed there under, as amended from time to time, M/s M.Z. Gandhi & Co. Chartered Accountants (ICAI Firm Registration No. 117819W) be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting of the Company to be held in the year 2017, at such remuneration and out-of-pocket expenses etc. as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS

- 5) To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for regularization of Additional Director, Mr. Shankar Shirang Jagtap:

“RESOLVED THAT Mr. Shankar S. Jagtap who was appointed as an Additional Director & Whole Time Director with effect from 15th January, 2016 on the Board of the Company in terms of Section 161 of the companies Act, 2013 and applicable article of Association of the Company and who holds office up to date of this Annual General Meeting and in respect of whom notice has been received from member in writing, under section 160 of the Companies Act, 2013 proposing his candidature for the office of the director be and is hereby appointed as a director of the company”.

- 6) To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution for Adoption of New Set of Articles of Association.

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with immediate effect;

“RESOLVED FURTHER THAT Mr. Pradip Parakh, Managing Director and Mr. Shankar Jagtap, Whole Time Director of the company be and are hereby severally authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect this resolution”.

- 7) To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution for adoption of new set of Memorandum of Association.

“RESOLVED THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification or re-enactments thereof for the time being in force), the draft clauses contained in the Memorandum of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the clauses contained in the existing Memorandum of Association of the company with immediate effect;



“RESOLVED FURTHER THAT Mr. Pradip Parakh, Managing Director and Mr. Shankar Jagtap, Whole Time Director of the company be and are hereby severally authorized to do all such acts, deeds and action as may be necessary, proper or expedient to give effect this resolution”.

- 8) To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for appointment of Mr. Mayur Sopan Ghule as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Mr. Mayur Sopan Ghule (DIN 07589305), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a tenure of five years with effect from 10th August, 2016 to 9th August, 2021 and whose office shall not be liable to determination by retirement by rotation”.

- 9) To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for an appointment of Ms. Ligy George as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under as read with Schedule IV to the Act, as amended from time to time, Ms. Ligy George (DIN 07589299), a non-executive director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a tenure of five years with effect from 10th August, 2016 to 9th August, 2021 and whose office shall not be liable to determination by retirement by rotation”.

- 10) To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for appointment of Mr. Kevalchand Manikchand Muthiyar as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Kevalchand Manikchand Muthiyar (DIN: 07597879), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a tenure of five years with effect from 25th August, 2016 to 24th August, 2021 and whose office shall not be liable to determination by retirement by rotation”.

- 11) To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution for approval of Cost Audit fees for the financial year 2016-17

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 65,000/- plus actual out-of-pocket expenses payable to M. R. Pandit & Associates, Cost Accountants, who are appointed as Cost Auditors by the Board of Directors on 21st May 2016 to conduct audit of the cost accounting records maintained by the Company for the financial year 2016 – 2017”.

- 12) To consider if thought fit so to pass with or without modification (s) following resolution as Special resolution for approving the borrowing limit in consortium Finance:

“RESOLVED THAT pursuant to provisions of section 180(1)(c) of the Companies Act, 2013, the consent of the company be and is hereby accorded to the Board Of Directors of the Company to borrow any sum or sums of money from time to time, on such terms and conditions and with or without security as the Board of Directors may deem fit from banks, financial institutions or any other kind of lenders notwithstanding that the money or money to be borrowed together with the money already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up share capital of the Company and its free reserves, that is to say, reserves not so set aside for any specific purposes, provided however that the total amount so borrowed and remaining outstanding at any particular time which will be secured by such charge/Mortgage shall not exceed Rs. 300 Crores.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company.

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and / or Committee of Directors constituted for this purpose and / or any Director authorized by the Board be and is hereby authorized to negotiate and finalize the terms and conditions in respect of all such sums of monies to be borrowed from time to time as to interest, repayment as it



may think fit, to execute the deed, agreement and any other documents, undertakings, Memorandum of Understanding or papers in this regard as may be required by the lenders and to do all such acts, deeds and things as may be necessary, expedient and incidental thereto to give effect to this resolution and for matter connected therewith or incidental thereto and to settle any question, difficulty or doubt that may arise considered to be in the best interest of the Company”

For and on behalf of the Board of Directors

Sd/-

PRADIP P. PARAKH

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00053321)

Regd Office:

71/A, Hadapsar Industrial Estate,

Pune – 411013

Tel: 020-26816020, 26816024

Fax: 020-26816021

CIN: L15313PN1993PLC070263

Place: Pune

Date: 10th August, 2016

**Notes:**

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy(s) to attend and vote in his stead and the proxy(s) 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. A proxy form is appended with the admission slip. Proxies submitted on behalf of limited companies must be supported by appropriate resolution.**
2. Only registered Members of the Company may attend and vote at the Annual General Meeting. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
3. The Register of Members and Share Transfer Books will be closed from Saturday, 17th September, 2016 to Friday, 23rd September, 2016 (both days inclusive).
4. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-08, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The dividends for the financial years 2008-09 up to 2012-13, which remain unpaid or unclaimed for a period of 7 years are due to be transferred to IEPF. Members who have so far not encashed their Dividend(s) for the above years are advised to submit their claim to Company's Registrars & Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd (R&TA) quoting their folio numbers/DP ID & Client ID.
5. To support the 'Green Initiative' by the Ministry of Corporate Affairs (MCA), members are requested to register their email ids with R&TA to enable the documents to be send electronically. Hard copy of the Twenty Fourth Annual Report will be supplied to those members who have not registered their email ids.
6. As per SEBI notification, submission of Permanent Account Number (PAN) is compulsorily required for participating in the securities market. Members holding shares in dematerialized mode are requested to submit the PAN details to their Depository Participant, whereas Members holding shares in physical form are requested to submit the PAN details to the Company's R&TA.
7. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Members can contact the Company or its R&TA, for assistance in this regard.
8. Members holding shares in physical form and interested in availing nomination facility may obtain necessary application from Company's R&TA. Members holding shares in electronic form may give nomination request to their respective DP directly.
9. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
10. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the rule framed there under, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services Limited (CDSL), on all the resolutions set forth in this notice. Electronic Copy of the Notice of the AGM of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depositories for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their email address, physical copies of the Notice of the AGM of the Company *inter alia* indicating the process and manner of e-voting alongwith Attendance Slip and Proxy Form is being sent in the permitted mode. The details and procedures for e-voting are attached with the annual report.
11. The e-voting period commences on Tuesday, 20th September, 2016 (9.00 IST) and ends on Thursday, 22nd September, 2016 (5.00 IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 16th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. A separate communication is being sent to the Members to avail of the e-voting facility.
12. All relevant documents referred in the Notice shall be open for inspection by the members at the Registered Office of the Company during the normal business hours (10 A.M to 6 P.M) on all working days (except Sunday) upto the date of Annual General Meeting of the Company.
13. Members requiring information on the Audited Statement of Profit and Loss for the year ended 31st March 2016 and the



Balance Sheet as at that date are requested to write to the Company at least seven (7) days before the date of the meeting to enable the Company to furnish the information.

14. The Members, who have voted electronically, are not eligible to vote by ballot paper at the meeting. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through ballot paper shall be considered invalid.
15. Mr. Rohit Ravikiran Kulkarni, Practicing Company Secretary is appointed as Scrutinizer to scrutinise the e-voting and ballot process in a fair and transparent manner.
16. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two working days of passing of the resolutions at the Twenty Fourth Annual General Meeting of the Company on 23rd September, 2016 and communicated to the Stock Exchanges where the shares of the Company are listed.
17. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 5 to 12 set out above are annexed to and forms part of this notice. The relevant details as required Regulation 36(6) of SEBI(Listing Obligation and Disclosure Requirement) Regulation,2015 of persons seeking an appointment as a director forms part of Management's Discussion and Analysis, which forms part of Director's Report (Annexure II) and members are advised to refer the same.

Explanatory Statement

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

As required under section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned at Item Nos. 5 to 12 of the accompanying Notice dated 10th August, 2016.

Item No. 5

Mr. Shankar Shirrang Jagtap was appointed as an Additional Director w.e.f. January 15, 2016 in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the ensuing Annual General Meeting. In this regard the Company has received request in writing from a member of the company proposing Mr. Shankar Shirrang Jagtap candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Mr. Shankar S. Jagtap on the Board is desirable and would be beneficial to the company and hence recommend resolution No. 5 for adoption. None of the Directors, except Mr. Shankar S. Jagtap and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions under Item No. 5 to be passed as an ordinary resolution

Item No. 6& 7

Poona Dal and Oil Industries Limited was incorporated as Surodaya Agro Industries Limited on 1st January, 1993 under the provisions of Companies Act, 1956. The existing Memorandum and Articles of Association ("MOA & AOA") were based on the Companies Act, 1956 and several clauses / regulations in the existing MOA & AOA contain references to specific sections of the Companies Act, 1956 and which are no longer in force.

The Existing regulations of the Articles of Association are replaced by the new set of regulations and adopted as new set of Articles of Association as per the requirements of Table F of First Schedule in the Companies Act, 2013. The modification in Articles of association is carried out to give effect to provisions of the Companies Act, 2013. Consent of the shareholders by way of a Special Resolution is required in this regard.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the said resolution.

The Directors recommend the aforesaid resolution for the approval by the members as a Special Resolution

Item No. 8 to 10

Mr. Mayur Sopan Ghule joined the Board of Directors of the Company as on 10th Day of August, 2016 and is Commerce graduate, pursuing Chartered Accountant profession at its Final Level. He possesses expertise in Finance, Accounts and the Board considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, your Directors recommend the adoption of the resolution at item no. 8. except Mr. Mayur S. Ghule, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, the resolution set out at Item No.8. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015.

Ms. Ligy George, a graduate in Science, joined the Board of Directors of the Company as on 10th Day of August, 2016 and possesses expertise in technical and quality control operations. She has varied experience in handling Quality Control, Standard measurement and testing. The Board considers that Ms. George's association as a lady Independent Director will be beneficial to the Company to better synergy of operations. Hence, it is recommended to avail services of Ms. Ligy George as an Independent Director and accordingly, your Directors commend adoption of the resolution at item no. 9 except Ms. Ligy George, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financial or otherwise, the resolution set out at Item No.9. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015.

Mr. Kevalchand Manikchand Muthiyan, joined the board of Directors as on 25th August, 2016 and is a Commerce graduate having rich experience over three decades in the field of Finance, Accounts and Taxation. The Board considers that Mr. Kevalchand Muthiyan's guidance and association will be beneficial to the company. It is recommended to avail his services as an Independent Director and accordingly your Directors recommend adoption of the resolution at item no. 10 except Mr. Kevalchand Muthiyan, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financial or otherwise, the resolution set out at Item No.10. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015.

Mr. Mayur Sopan Ghule, Ms. Ligy George and Mr. Kevalchand M. Muthiyan were co-opted to the Board of Directors on 10th August, 2016 and 25th August, 2016 as Additional Directors under Independent Category pursuant to section 161, 149 & 152 of the Companies Act, 2013 of the Company. The resolution at item No. 8, 9& 10 proposes confirmation of the members for their appointment as Directors under Independent Category.



Your Directors recommend the adoption of the resolution at Item No. 8,9 and 10

Item No.11

As per recommendation given by the audit committee and further considered by the Board of Directors, Company has appointed the Cost Auditor for the financial year 2016-17. However as per provisions of section 148 of the Companies Act, 2013 and rule 14 of the Companies (Audit and Auditors) Rules, 2014, It required to approve the professional fees, which has decided by the Board of Directors for Cost Audit for the financial year 2016-17. During the year Board has approved the professional fee of Rs.65,000/- plus of out of pocket expenses for cost audit of cost accounts and records maintained by the company. Accordingly your company proposes to ratify the said professional fees of Rs. 65,000/- plus of out of pocket expenses for cost audit by way of an Ordinary Resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No.12

The Company requires borrowing funds from time to time to meet both its short term and long terms business objectives, from various external agencies like banks, financial institutions, bodies corporate, individuals or other kind of lenders. According to section 180 (1) (c) of the Companies Act, 2013, the total amount of such borrowings as well as the outstanding at any time cannot exceed the aggregate of paid up capital and free reserves of the Company, except with the consent of the members. The company felt that the said limit is not adequate and needs enhancement, accordingly the resolution having no. 12 has been proposed to increase the limits of borrowing to Rs.300 Crores. It is recommended that the resolution be passed as special resolution. None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution. Through the proposed resolution it is sought to grant authority to the Board of Directors to secure the borrowings, if required, by creating charge/mortgage on the assets of the Company. The existing authority is derived from the earlier resolution. Since it is not practical to seek General Meeting's approval every time a loan is sanctioned, it is proposed to obtain a blanket approval to secure the properties for the loans sanctioned within the limits of Rs. 300 Crores, as stated in it.

For and on behalf of the Board of Directors
Sd/-
PRADIP P. PARAKH
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00053321)

Place: Pune
Date: 10th August, 2016

Regd Office:
71/A, Hadapsar Industrial Estate,
Pune – 411013
Tel: 020-26816020, 26816024
Fax: 020-26816021
CIN: L15313PN1993PLC070263

PROCEDURE FOR E-VOTING

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

The instructions for members voting electronically are as under:

- (i) The voting period begins on 20th September, 2016 at 9.00 a.m. and ends on 22nd September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16.09.2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting

through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Poona Dal And Oil Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non - Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



DIRECTORS' REPORT

Your Directors have pleasure in presenting their Twenty Fourth Report together with the Audited Accounts of your Company for the year ended 31st March, 2016.

THE COMPANIES ACT, 2013

Your Company has been regular in keeping pace with the fast changes introduced by the Companies Act, 2013 Listing Agreement & SEBI (LODR) Regulations 2015 and initiated necessary changes accordingly. Some of the important initiatives taken by your Company are as under:

- a. Re-constitution of the Committees of the Board
- b. Designation of Key Managerial Personnel (KMPs)
- c. Establishment of Vigil Mechanism/Whistle Blower Policy
- d. Recommendation for the appointment of the Independent Directors, not liable to retire by rotation, who satisfy the criteria enumerated in the Companies Act, 2013 and
- e. Providing E-voting facility to members
- f. Internal Code of Conduct for Board members and Senior Management of the Company
- g. Adoption of Policy for Materiality of Events,
- h. Policy on Prevention of Insider Trading & Fair Disclosure of unpublished Price Sensitive Information as per SEBI (Prohibition of Insider Trading Regulation, 2015 as amended from Time To Time.
- i. Policy on Related Party Transaction
- j. Website of the company has been changed from www.pdbmgroup.com to www.pdoilindia.com

REVIEW OF PERFORMANCE

	2015-2016	2014-2015
Sales	25068.10	18594.97
Profit before tax	195.95	134.60
Profit after tax/Profit for the year	125.95	74.60

(₹ In Lakhs)

COMPANY'S PERFORMANCE

The Company is an agro based company and operates in two segments namely Oil division and Agro division. The year under review witnessed slowdown in the Indian economy which had an adverse impact on agro industries despite the drought situation company has achieved Growth in Sales for the year under review and increased overall profits for the Company.

The segment wise revenue of your Company from operations for the fiscal year 2015-16 is as follows:

Oil Division : Rs. 15100.12 Lakhs
Agro Division : Rs. 9967.99 Lakhs

Highlights of performance of both the segments of the Company are discussed in the Management Discussion and Analysis Report attached as Annexure II to this report.

RESULTS OF OPERATIONS

Your Company generated a profit after tax from operations of Rs. 125.95 lakhs as compared with Rs. 74.60 lakhs in the previous year. As there is increase in the net profit, the earnings per share of the Company has been increased to Rs. 2.21 than to Rs. 1.31 for the financial year 2015-16.

CURRENT YEAR'S WORKING

The working during the first quarter of the current year is encouraging and it is expected that this trend will be maintained.

DIVIDEND

In order to increase internal generation of funds and with a view to reducing finance costs, your directors have decided to skip dividend for the year.

DIRECTORATE

Mr. Pradip P. Parakh, Managing Director of the company, retires by rotation and being eligible has offered himself for re-appointment. Mr. Rakesh V. Singh, Executive Director, retires by rotation and being eligible has offered him for re-appointment. At the Board Meeting held on 10th August, 2016, the Board of Directors have appointed himself Mr. Mayur S. Ghule, Ms. Ligy George and Mr. Kevalchand Muthiyar appointed on Board Meeting held on 25th August, 2016 as an Independent Directors of the Company for a term of five years. The Company has received declarations from all Independent Directors that they meet criteria of independence as laid down under Section 149(6) of the Act and Regulation 17 of SEBI (Listing Obligation and Disclosure Requirements) Rules, 2015. Mr. Jitendra Palnitkar, Mr. Ayushman Mehta, Mr. Gautam Surana, Mr. Prakash Narvekar resigned from



the post of Independent Director as the term of their appointment ended on 7th August,2016. Mrs Geeta Kharade resigned from the board w.e.f. 10th August, 2016

The Board at its meeting held on 15th January, 2016 appointed Mr. Shankar Shirrang Jagtap as an Additional Director and Subsequently Whole Time Director designated as “Works Director” of the company’s plant located at Kurkumbh for a Period of two years with effect from 15th January, 2016 to 14th January,2018 subject to approval of the members in ensuing Annual General Meeting. Mr. Shankar S. Jagtap retires at this AGM and offers himself for re-appointment.

At the Board Meeting held on 1st July, 2015, the Board of Directors approved re-appointment of Mr. Pradip P. Parakh as the Managing Director of the Company for the further period of two years with effect from 1st July, 2015 and the approval of members had been taken in the previous general Meeting.

The Company has received separate notice(s) together with requisite amount, as per provisions of Section 160 of the Companies Act, 2013, for the appointment of aforesaid directors on the Board of the Company.

The Company had received Resignation letter from Mr. Shailesh C. Doshi from the post of Whole Time Director on 23rd November,2015 and Board accepted the same on its duly held meeting on 5th December,2015 he had been relieved from the duties on aforesaid date.

In compliance with requirement with the Regulation of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirements)Regulation,2015(Earlier clauses of Listing Agreement)details of other directorships, membership in committees of other companies and shareholding in the Company of persons appointed as Directors as on 31st March,2016 are as under:

Name of Director	DIN	Date of Appointment	Qualification	Directorship held in other Cos. in India as on 31.03.2016	Membership of Committees of other Companies in which he is a Director, as on 31.03.2016	No. of Shares held in Companies (including those held by relatives)
Pradip P.Parakh	00053321	30/06/2005	B.Com	1. Poona Pulses Pvt. Ltd.	NIL	NIL
Jitendra H. Palnitkar	00053185	30/06/2005	B.Com, LLB, C.A.	NIL	NIL	NIL
Ayushman Mehta	05233289	21/03/2012	M.Com	Shree Vallabh International Pvt. Ltd. Le Minyrals (India) Private Limited 3AG Business And Technology Solutions LLP	NIL	NIL
Prakash. Narvekar	06773062	08/08/2014	B.Com	NIL	NIL	NIL
Gautam S. Surana	06923575	08/08/2014	Bachelor in Foreign Trade, M.B.A.	NIL	NIL	NIL
Shankar S. Jagtap	07395002	15/01/2016	B.Sc.	NIL	NIL	NIL
Rakesh V. Singh	06987619	14/10/2014	B.A.	NIL	NIL	NIL
Geeta P. Kharade	07099681	20/02/2015	B.Com	NIL	NIL	NIL

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Companies Act, 2013, the Directors confirm that:

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;



- b. the directors had selected such accounting policies and applied them consistently and 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 at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had 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;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

STATUTORY AUDITORS

The term of Office of the Statutory Auditors M/s. M. Z. Gandhi & Co., Chartered Accountants (Firm Reg. No.117819W) expire at the conclusion of the ensuing Annual General Meeting and, being eligible, offer themselves for re-appointment. Your Company has received necessary certificate from them confirming that their appointment, if made, will be in accordance with the provisions of the Companies Act, 2013 and rules made there under.

COST AUDITORS

Pursuant to Section 148(1) of Companies Act, 2013 and Cost Records and Audit Rules, 2014, The Company had appointed M/s. M.R. Pandit and Associates as a Cost Accountant for a financial year 2016-17 on such Remuneration as may be decided by the Board Of Directors from time to time and submitted Cost Audit Report to Central Government within due date.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors has appointed Mr. Rohit Ravikiran Kulkarni, Practicing Company Secretary, for conducting Secretarial Audit of the Company for the financial year 2015-16. The Secretarial Audit Report is annexed herewith as Annexure V. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

EXTRACTS OF ANNUAL RETURN AND OTHER DISCLOSURES UNDER COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014

The extract of Annual Return in form no. MGT-9 as per Section 134(3)(a) of the Companies Act, 2013 duly certified by the Practicing Company Secretary is annexed hereto and forms part of this report as Annexure IV.

DISCLOSURE IN BOARD'S REPORT

During the year under review, the Company has not given any loan, guarantee or provided security or made investment and has not conducted any related party transactions pursuant to the provisions of the Companies Act, 2013, hence information required to be disclosed as per Section(s) 186 and 188 of the Companies Act, 2013 with relevant rules framed there under is not applicable. The Disclosure in the Board Report under Rule 5 of Companies (Appointment & Remuneration) Rules, 2014 is also annexed hereto and forms part of this report. It was an understanding of the management that the Form MGT-10 needs to be filed when the change in the shareholding of the top 10 shareholders is 2% or more of the total paid up capital of the Company. As no such change occurred, the Company did not file any such Form. In future the Company will take due care in this regard.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has been employing women employees in various cadres in the organization & at factory premises. The Company has in place an Anti harassment policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2015-16, no complaints were received by the Company related to sexual harassment.

RISK MANAGEMENT POLICY IMPLEMENTATION

Your Company's risk management is embedded in the business processes.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a Vigil Mechanism that enables the Directors and Employees to report genuine concerns. The Vigil Mechanism provides for (a) adequate safeguards against victimization of persons who use the Vigil Mechanism; and (b) direct access to the Chairperson of the Audit Committee of the Board of Directors of the Company in appropriate or exceptional cases.



DEPOSITS

Your Company has not accepted any deposits from the public as envisaged under Section 73 to Section 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014.

ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE

- Conservation of Energy: - The conservation measures have been implemented wherever possible. The Company is making sincere efforts towards conservation of energy through improved operational methods and by all possible means. The Information as per Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988 relating to conservation of energy is forming part of this report and annexed as Annexure I.
- Technology Absorption – The Company has not availed of imported technology but has setup Laboratory and Quality Control Department to ensure the quality of different products manufactured. The Company has carried out Research & Development in process developments to minimize energy consumption.
- Foreign Exchange earnings and outgo – During the year under review, no foreign exchange earnings were earned (Previous Year Rs. NIL) and the foreign exchange outgo was Rs. 9099.50 lakhs (Previous Year Rs. 2739.02 lakhs).

PARTICULARS OF EMPLOYEES

None of the employees of the Company was in receipt of remuneration as specified in Section 134 of the Companies Act, 2013, read with Companies (Particulars of Employees) Rules, 1975

HEALTH AND SAFETY PERFORMANCE

Awareness for health and safety is being created.

CORPORATE GOVERNANCE

The report on Corporate Governance along with statutory auditor's certificate thereon and the report on Management's discussion and Analysis in accordance with applicable regulation of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 are forming part of this Report as Annexure II and Annexure III.

CREDIT RATING

ICRA Limited, credit rating agency, has, after periodic surveillance, retained the long term and short term ratings for the Company at [ICRA]BBB+ (pronounced as ICRA triple B plus) and [ICRA]A2 (pronounced as ICRA A two), respectively, on the credit facilities extended to the Company by bank(s). The outlook on the long term rating is stable.

CASH FLOW STATEMENT

Cash flow statement as required under Regulation 33 of SEBI(Listing Obligation and Disclosure Requirement) Regulation ,2015 is attached to and forms part of the Balance Sheet.

ACKNOWLEDGEMENTS

The Directors wish to convey their appreciation to all of the Company's employees for their enormous personal efforts as well as their collective contribution to the Company's record performance. The Directors would also like to thank the shareholders, customers, dealers, suppliers, bankers, Government and all other business associates for the continuous support given by them to the Company and their confidence in the management.

For and on behalf of the Board of Directors

Sd/-

PRADIP P. PARAKH
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00053321)

Place: Pune

Date: 10th August, 2016



ANNEXURE I

Total energy consumption & energy consumption per unit of production as per Form – A

Form – A

	As at 31.03.2016	As at 31.03.2015
A. POWER AND FUEL CONSUMPTION:		
1) Electricity		
Purchased	1213743	1203561
Unit-KWh		
Rs. Lakhs	108.80	98.49
MD and other charges		
Total Charges	108.80	98.49
Rate/ Unit Rs.	8.96	8.18
2) Coal		
Quantity – mts	Nil	Nil
Total Cost Rs. Lakhs	Nil	Nil
Average Rate – Rs./mts	Nil	Nil
3) Others		
Quantity – mts	6176.06	5587.4
Total Cost Rs. Lakhs	186.31	163.96
Average Rate – Rs./mts	3017	2934
B. CONSUMPTION PER UNIT OF PRODUCTION:		
Electricity – KWh	51.20 Kwh/MT	46.50 Kwh/MT
Coal	-	-
Other	260.55/MT	215.88 Kg/MT

ANNEXURE II

REPORT ON MANAGEMENT'S DISCUSSIONS AND ANALYSIS

- **Industry structure and developments**

The Indian vegetable oil economy is world's Fourth largest after the US, China and Brazil, harvesting about 25 million tons of oilseeds against the world. Since 1995, Indian share in world production of oilseeds have been around 10 percent. Although, India is a major producer of oilseeds, per capita oil consumption in India is only 15 kg (2014-15) it still far below from world's per capita oil consumption of around 22 kg. Vegetable oil consumption has increased following a rise in household incomes and consumer demand. India imports half of its edible oil requirement, making it the world's third largest importer of edible oil.

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 monsoon 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 were ₹ 15100.12 lakhs compared with ₹ 15763.49 lakhs in the previous year. The decrease in sales is on account of decrease in demand.

AGRO DIVISION : Sales were ₹ 9967.99 lakhs compared with ₹ 2831.48 lakhs in the previous year. The increase in sales is on account of increase in demand.

- **Outlook**

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

- **Internal control systems and their adequacy**

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

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

Sales during the year were ₹ 25068.10 Lakhs compared with ₹ 18594.97 Lakhs in the previous year. Profit before tax was ₹ 195.95 Lakhs compared with the previous year figure of ₹ 134.60 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.

**ANNEXURE III****REPORT ON CORPORATE GOVERNANCE**

(Pursuant to SEBI (Listing Obligation and Disclosure Requirements), Regulation, 2015)

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2016

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance implies to conduct the business in a fair, transparent and ethical manner, aimed at promoting sustainable business and enhancing shareholders' value in the long term.

The Company's affairs being managed in a manner which ensures accountability, transparency in all transactions. Transparency in terms of business practices which is done in fair and ethical manner and Accountability in terms of responsibility towards environment in which it operates.

The Board of Directors and Senior Management of your Company not only adhere to legal obedience of applicable laws but goes deeper confirming to ethical practices across the entire functioning of the Company thereby observing the corporate governance principles in its letter and spirit.

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;

BOARD OF DIRECTORS

The Board functions either as a full Board or through various Committees constituted to oversee specific operational areas. The Board of Directors of your Company along with its Committees provides direction and guidance to the Company's Management and directs, supervises the functioning of the Company. The Board plays an important role in overseeing how the management safeguards the interests of the entire stakeholder's interest and entrusted with the task of managing the Company directly or through delegation of authority to executive management which provides the Board detailed reports on its performance periodically. The Board of Directors comprises of members having distinguished experience in various field such as management, finance, Import, Export and strategic planning, with considerable professional expertise and experience in business and industry.

(a) Size and Composition of Board of Directors

The Board has an optimum combination of three executive and three non-executive Directors with one woman director and presently fifty percent of the Board comprises of Independent Directors. All three non-executive directors are Independent Directors. The Chairman of the Company is an Executive Director.

(b) Directors' Compensation and Disclosures

The Non-Executive Directors on the Board of the Company are not paid sitting fees for attending the Board Meeting and meetings of the various committees of the Board of Directors.

(c) Other provisions related to Board and Committees

The Company Secretary circulates the agenda papers and supporting documents well in advance before the respective Board and Committee Meeting. The Board and Audit Committee meet at least four times on quarterly basis in a year to review the quarterly financial statements and meets on need basis on other matters. The Nomination & Remuneration Committee and Stakeholder's Relationship Committee of the Board meets as and when required. The gap between two meetings does not exceed four months. Leave of absence was granted to the Directors as and when requested by them. The Board was made available necessary information as required to be placed before the Board as per Regulation 17 (7) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,



2015 [“SEBI (LODR), 2015”] for their discussion and consideration. As per Regulation 26 of SEBI (LODR), 2015 none of the Directors on the Company’s Board is a member of more than ten committees or Chairman of more than five committees across all listed entities in which he/ she is director. All the directors have made necessary disclosure regarding committees positions held by them in other listed entities. None of the directors is having any relation with other directors of the Board.

The composition of Board, attendance at Board meeting during the year under review, number of Directorship, membership and their shareholding in the Company is given as per below table;

Composition of Board of Directors and details of meeting attended:

Name of The Director	Category	Board Meeting		Attended Last AGM	Other Directorship		
		Held	Attended		Other Directorship	Committee Membership	Committee Chairmanship
Mr.Pradip P. Parakh	Chairman & Managing Director	11	11	Yes	1	Nil	Nil
**Mr. Shankar S. Jagtap	Executive Director	2	2	NA	Nil	Nil	Nil
Mr. Rakesh V. Singh	Executive Director	11	11	NA	Nil	Nil	Nil
Mrs. Geeta P Kharade	Executive Director	11	11	NA	Nil	Nil	Nil
Mr.Jitendra H. Palnitkar	Non Executive Independent Director	11	10	Yes	Nil	Nil	Nil'
Mr. Ayushman Mehta	Non Executive Independent Director	11	11	No	2	Nil	Nil
Mr. Gautam S. Surana	Non Executive Independent Director	11	11	Yes	Nil	Nil	Nil
Mr.Prakash Narvekar	Non Executive Independent Director	11	11	Yes	Nil	Nil	Nil
*Mr. Shailesh C. Doshi	Executive Director	8	7	Yes	Nil	Nil	Nil

Notes :* Mr. Shailesh Chimanlal Doshi resigned from the Board w.e.f. 5th December,2015 and ****Mr. Shankar Shirang Jagtap** has been opted to the Board of Directors w.e.f 15th January,2016 as a Whole Time Director

The details of Board Meetings held during the financial year ended March 31, 2016 are as under

Sr.No.	Date of the Meetings	Board Strength	No. of Directors Present
1	29th May 2015	8	8
2	1st July 2015	8	8
3	8th August 2015	8	8
4	29th August 2015	8	8
5	15th Oct 2015	8	8
6	31st Oct 2015	8	7
7	2nd Dec 2015	7	7
8	5th Dec 2015	7	7
9	15th Jan 2016	7	7
10	30th Jan 2016	8	7
11	25th Feb 2016	8	7



During the year under review, Eleven Board Meetings were held on 29th May, 2015, 1st July, 2015, 8th August, 2015, 29th August, 2015, 15th October, 2015, 31st October, 2015, 2nd December, 2015, 5th December, 2015, 15th January, 2016, 30th January, 2016 and 25th February, 2016. Attendance of each Director at the Board Meetings held during the financial year 2015-16 and at the last Annual General Meetings is furnished hereunder:

None of the Directors are holding any share in the company as on 31st March 2016

The required information as enumerated in Regulation 17(7) of SEBI (Listing Obligation Disclosure Requirement), Regulation, 2015 is made available to the Board of Directors for discussions and considerations at Board Meetings. The Board reviews the declaration made by the Managing Director regarding compliance with all applicable laws on a quarterly basis as also steps taken to remediate instances of non compliance. The Managing Director has certified to the Board CEO/CFO Certification for the Financial Year ended March 31, 2016.

THE COMMITTEES OF THE BOARD

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference / scope. The Committees operate as empowered agents of the Board as per their Charter / terms of reference. Targets set by them as agreed with the management are reviewed periodically and mid-course corrections are also carried out. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions / approvals / noting.

1. 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 fulfill the objectives aforementioned.

During the year under review five Audit Committee Meetings were held on May 29, 2015, July 1, 2015, August 8, 2015 31st October, 2015 and 30th January, 2016.

The details of composition of the Audit Committee as on 31st March, 2016 is furnished hereunder:

Composition	Mr. Jitendra H. Palnitkar	Mrs. Geeta Pramod Kharade	*Mr. Ayushman Mehta	Mr. Gautam Surana	**Shailesh C. Doshi	Mr. Abhijit Rathod
Meetings attended	4	1	2	4	2	2

Note: *Mr. Ayushman Mehta Non –Executive (Independent) Director expressed his willingness to cease the membership of Audit Committee, and **Mr. Shailesh C. Doshi , Whole Time Director had resigned from the Board of Directors and the Audit Committee has been reconstituted by the appointment of Mrs. Geeta Kharade and Mr. Abhijit A. Rathod as a member of the Committee.

1. NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination & Remuneration Committee is as per Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), 2015. The N&R Committee shall act in terms of reference specified by the Board which is empowered to review the remuneration of the Executive Directors and Key Managerial Personnel and Senior Management. The Remuneration Committee of the Board consists as on date of the following three Independent Directors during the year under review:

Composition	*Mr. Jitendra H. Palnitkar	*Mr. Ayushman Mehta	Mr. Gautam Surana	*Mr. Pradip P. Parakh	Prakash M. Narvekar
Meetings attended	1	1	2	1	1

- Mr. Prakash Narvekar - Chairperson of the Committee
- Mr. Gautam S. Surana - Member of the Committee
- Mr. Ayushman Mehta* - Member of the Committee
- Mr. Pradip P. Parakh * - Former Member of the Committee
- Mr. Jitendra H. Palnitkar* - Former member of the committee

During the year under review, Remuneration Committee Meeting was held on 29th August, 2015 and 15th January, 2016

Note: Mr. Pradip P. Parakh & Mr. Jitendra H Palnitkar expressed their unwillingness to continue as a member of the committee. Nomination and Remuneration committee had been reconstituted w.e.f. 31st October, 2015 by the appointment of Mr. Ayushman Mehta

Details of the Remuneration of all the Directors :

Sr. No.	Name of the Director	Salary/Perquisites	Bonus/Commission	Sitting Fees
1	Pradip P Parakh	₹ 50000 p.m.	NIL	NIL
2	Shankar S. Jagtap	₹ 22400 p.m.	NIL	NIL
3	Rakesh V. Singh	₹ 12600 p.m.	NIL	NIL
4	Geeta P.Kharade	₹ 8200 p.m.	NIL	NIL
5	Jitendra H Palnitkar	NIL	NIL	NIL
6	Gautam S. Surana	NIL	NIL	NIL
7	Ayushman Mehta	NIL	NIL	NIL
8	Prakash Narvekar	NIL	NIL	NIL
9	Shailesh C. Doshi*	₹ 30000	NIL	NIL

Notes :

- i) *Mr. Shailesh C. Doshi has resigned from the Board w.e.f. 5th December, 2015
- ii) The company has not entered in to any pecuniary relationship or transaction with the Non Executive Directors.
- iii) The Remuneration and sitting fees amount in above table is for the financial Year ended March 31, 2016

Remuneration Policy

- **Remuneration to Non Executive Directors:**
At present no remuneration is being paid to Non Executive Directors either by way of commission or by way of sitting fees.
- **Remuneration to Managing Director and Works Director :**
Remuneration to Managing Director and Whole-time Director is recommended by the Nomination & Remuneration Committee within the ceilings prescribed under Schedule V to the Companies Act, 2013 and is approved by the Board of Directors. No Sitting Fee is paid to the Managing Director and Works Directors.

STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder's Relationship (Committee constituted as per section 178 and Regulation 20 of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015

Name	:	Designation
Gautam S. Surana	:	Chairman (Independent Director)
Rakesh V. Singh	:	Member (Executive Director)
Mrs. Geeta P Kharade	:	Member (Executive Director)

- The Stakeholders Relationship Committee shall act in terms of reference specified by the Board which shall, inter-alia, includes,
- To consider and resolve the grievances of the security holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, non- receipt of declared dividends.
 - To monitor and review the performance and service standards of the Registrar and Share Transfer Agents of the Company and provides continuous guidance to improve the service levels for investors;
 - To monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Compliance officer and RTA of the Company.
 - To expedite the process of share transfers, the Board of the Company shall delegate the power of share transfer to an officer or a committee or to the registrar and share transfer agents. The delegated authority shall attend to share transfer formalities at least once in a fortnight.

The Stakeholders Relationship Committee had authorized Ms. Swati Kankariya, Company Secretary and Compliance Officer to overview the task of investor's servicing and redress their grievances by having fortnightly review calls to take care of requirements related to shareholders queries, re-materialization of shares, issue of duplicate share certificates, issue of new certificates in replacement of those that are torn, defaced, lost or destroyed, split/consolidation of share certificates and any other matter as and when received from the shareholders of the Company and maintain the records thereof.

The meetings of the Committee during the financial year were held on May 29, 2015 and 30th January, 2016.

Composition	Mr. Gautam Surana	Mr. Rakesh V. Singh	Mrs. Geeta P. Kharade
Meetings attended	2	2	2

During the financial year two complaints received from the shareholders of the Company

The status on the total number of complaints received during the FY 2015-16, is as follows:-

Nature of Complaint	SEBI	Stock Exchange	Shareholder	Total	Redressed	Not Redressed	Reason for non Redressal
Non-receipt of dividend	0	0	0	0	0	NIL	NIL
Non-receipt of annual report	0	0	1	1	1	NIL	NIL
Non-receipt of share certificate sent for transfer	0	0	0	0	0	NIL	NIL
Non-receipt of share certificate sent for exchange	0	0	1	1	1	NIL	NIL
For dematerialization of shares	0	0	0	0	0	NIL	NIL

GENERAL BODY MEETINGS

The Last three Annual General Body Meetings were held at 103/104 Hadapsar Industrial Estate, Pune-411013 on, 25th September, 2015, 27th September, 2014 and 28th September, 2013 . In these meetings, there were Special Resolutions relating to appointment/ re-appointment of whole-time directors and payment of remuneration to them.

DISCLOSURES

- There were no other materially significant related party transactions that may have a potential conflict with the interests of the Company at large.
- The Company has complied with various rules and regulations prescribed by Stock Exchanges, Securities and Exchange Board of India or any other Statutory Authority relating to the Capital Markets during the last 3 years. No penalties or strictures have been imposed by them on the Company.
- Employees of the Company have been encouraged to air their views to the audit committee and other constituent committees of the board.
- No dividend was declared for the financial year ended March 31, 2016
- Unclaimed Dividends -The Company has to transfer the unclaimed dividend after a period of seven years from the date it becomes due for payment to the Investor Education and Protection Fund, established by the Central Government. Following are the details of the unclaimed dividend:-



Sr. No.	Type of Dividend	Date	Unclaimed Declaration / Approval	Dividend as on March, 2016	Due date for transfer of unclaimed dividend to Investor Education & Protection Fund
1	Final Dividend	2008-09	10/20/2009	₹ 2,36,622	10/20/2016
2	Final Dividend	2009-10	10/25/2010	₹ 3,10,079	10/25/2017
3	Final Dividend	2010-11	10/10/2011	₹ 3,02,770	10/10/2018
4	Final Dividend	2011-12	10/8/2012	₹ 3,31,117	10/8/2019
5	Final Dividend	2012-13	10/7/2013	₹ 3,22,293	10/7/2020

Shareholders who have not claimed their dividend are requested to correspond with the Sharex Dynamic (India) Private Limited.

- The Company has formulated a Whistle Blower Policy to establish a vigil mechanism for Directors and employees of the Company to report concerns about unethical behavior actual or suspected fraud or violation of the company's code of conduct or ethics policy.
- The Whistle Blower Policy is available http://www.pdoilindia.com/downloads/WhistleBlower_Policy.pdf During the year, no employee was denied access to Audit Committee.
- The familiarization program has been conducted as and when new director is appointed on the Board during the year.
- The Company has formulated policy on Related Party Transactions available on http://www.pdoilindia.com/downloads/Party_Transaction_Policy.pdf There was no material significant related party transactions between the related parties having potential conflict with the interests of the Company at large during the year.
- Nomination Facility under Section 72 of the Companies Act, 2013 (earlier Section 109A of the Companies Act, 1956), provides facility for making nominations by Members in respect of their holding of shares. Such nomination greatly facilitates transmission of shares from the deceased Member to his / her nominee without being required to go through the process of obtaining Succession Certificates / Probate of the Will, etc. It would therefore, be in the best interest of the Members holding shares as a sole holder to make such nomination. Members holding shares in physical mode are advised to write to the Registrar and Share Transfer Agent of the Company for making nomination. Members holding shares in demat form are advised to contact their DP for making nominations. Members are further requested to quote their E-mail IDs, Telephone / Fax numbers for prompt reply to their communication.

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 'Business Standard' and 'Aplamahanagar'. The Company has been sending the results to Bombay Stock Exchange where the shares of the Company are listed, immediately after approval by the Board.

Stakeholders are requested to visit Website of the Company for detailed information on www.pdoilindia.com

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 the Shareholders.

CODE OF CONDUCT

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

CEO/CFO DECLARATION

As per the requirement of Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, a certificate duly signed by CEO and CFO of the Company was placed at the meeting of Board of Directors of the Company held on May 21, 2016.

COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate of Statutory Auditors has been obtained on the compliance of conditions of Corporate Governance in deference to SEBI(Listing Obligation and Disclosure Requirement) Regulation,2015 (previously Clause 49 of the listing agreement)and the same is annexed. Copy of the same is furnished to the Stock Exchanges as required.



RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

Quarterly 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. 2015	13.07.2015
30.09. 2015	08.10.2015
31.12. 2015	18.01.2016
31.03.2016	28.04.2016

GENERAL SHAREHOLDER INFORMATION

AGM : Date, time and venue	:	Friday, 23 rd September, 2016, 03.00 p.m. At: 71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013															
Financial Calendar (tentative and subject to change)	:	<table> <tr> <td>May</td> <td>2016</td> <td>Audited results for the year ended 31.03.2016</td> </tr> <tr> <td>August</td> <td>2016</td> <td>Unaudited results for the quarter ended 30.06.2016</td> </tr> <tr> <td>September</td> <td>2016</td> <td>Annual General Meeting</td> </tr> <tr> <td>November</td> <td>2016</td> <td>Unaudited results for the quarter ending 30.09.2016</td> </tr> <tr> <td>February</td> <td>2017</td> <td>Unaudited results for the quarter ending 31.12.2016</td> </tr> </table>	May	2016	Audited results for the year ended 31.03.2016	August	2016	Unaudited results for the quarter ended 30.06.2016	September	2016	Annual General Meeting	November	2016	Unaudited results for the quarter ending 30.09.2016	February	2017	Unaudited results for the quarter ending 31.12.2016
May	2016	Audited results for the year ended 31.03.2016															
August	2016	Unaudited results for the quarter ended 30.06.2016															
September	2016	Annual General Meeting															
November	2016	Unaudited results for the quarter ending 30.09.2016															
February	2017	Unaudited results for the quarter ending 31.12.2016															
Date of Book closure	:	17 th September, 2016 to 23 rd September, 2016 (both days inclusive)															
Listing on Stock Exchanges and Stock Code	:	<table> <tr> <td>1.</td> <td>The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001</td> <td>519359</td> </tr> <tr> <td>2.</td> <td>* Cochin Stock Exchange Limited MES Building, 4th Floor, Judges Avenue, Kaloor Cochin – 682 017 (Kerala State)</td> <td>NIL</td> </tr> </table>	1.	The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	519359	2.	* Cochin Stock Exchange Limited MES Building, 4 th Floor, Judges Avenue, Kaloor Cochin – 682 017 (Kerala State)	NIL									
1.	The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001	519359															
2.	* Cochin Stock Exchange Limited MES Building, 4 th Floor, Judges Avenue, Kaloor Cochin – 682 017 (Kerala State)	NIL															
Payment of Annual Listing Fees to the Stock Exchanges	:	Listing Fee has been paid to all the Stock Exchanges, in which the Company's Equity Shares are listed, till the year ending March 31, 2016 (except Cochin Stock Exchanges where the Company has already applied for delisting).															
Demat ISIN	:	The ISIN allotted to the Company's Equity Shares is : INE809E01018															

Market Price Data :	Month	Highest	Lowest	Volume
		₹	₹	No. of Sh.
High, low and volume during each month in the last financial year Ended 31 st March, 2016	April-2015	20.95	17.00	6150
	May	20.35	16.08	6217
	June	19.50	16.40	11773
	July	19.50	16.15	11510
	August	21.00	17.40	13270
	September	17.55	15.40	1177
	October	19.50	14.65	9646
	November	19.80	17.20	7413
	December	20.35	17.60	4527
	January-2016	21.00	16.75	8447
	February	23.00	18.50	24499
	March	21.50	18.15	6423



Performance, in comparison to broad based indices, such as BSE Sensex, etc.	: MONTH	INDEX(SENSEX)		QUOTE		
		HIGH	LOW	HIGH	LOW	
	April-2015	29094.61	26897.54	20.95	17	
	May	28071.16	26423.99	20.35	16.8	
	June	27968.75	26307.07	19.5	16.4	
	July	28578.33	27416.39	19.5	16.15	
	August	28417.59	25298.42	21	17.4	
	September	26471.82	24833.54	17.55	15.4	
	October	27618.14	26168.71	19.5	14.65	
	November	26824.3	25451.42	19.8	17.2	
	December	26256.42	24867.73	20.35	17.6	
	January-2016	26197.27	23839.76	21	16.75	
February	25002.32	22494.61	23	18.5		
March	25479.62	23133.18	21.5	18.15		
Registrar and Transfer Agents	:	<p>For shares related matters, Members are requested to correspond with the Company's Registrars and Transfer Agents – M/s. Sharex Dynamic (India) Private Limited quoting their folio no./DP ID & Client ID at the following addresses :</p> <p>SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Unit – 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai – 400 072 sharexindia@vsnl.com Phone: (022) 28515606, 28515644</p>				
Share Transfer System	:	<p>All the transfers received are processed at the office of Registrar and Share Transfer Agent and are approved by the Share Transfer and Investor Grievances Committee. Shares Transfers are normally registered and returned within 15 days from the date of lodgment, if documents are complete in all respect.</p>				
Distribution of shareholding as on March 31, 2015	:	Share of Nominal Value	No. of Holders	% of Holders	Total Amount	% of Amount
		Upto – 5000	3813	89.57	7173180.00	12.57
		5001 – 10000	251	5.90	2143600.00	3.76
		10001 – 20000	77	1.81	1133130.00	1.99
		20001 – 30000	37	0.87	940440.00	1.65
		30001 – 40000	15	0.35	536410.00	0.94
		40001 – 50000	22	0.52	1045190.00	1.83
		50001 – 100000	21	0.49	1576700.00	2.76
		100001 and above	21	0.49	42531350.00	74.51
			4257	100.00	57080000	100.00



Pattern of Shareholding as on March 31, 2015	Category	No. of Shares	% of share holders
	Promoters	4021819	70.46
	Institutions	NIL	NIL
	Non – Institutions- Bodies Corporate	100350	1.76
	Residential Individuals	1582549	27.72
	Others	202	.006
	NRI	3080	.055
	TOTAL :	5708000	100.00
Dematerialisation of shares and liquidity	: 4905260 equity shares in the paid-up capital of the Company were in dematerialized form as on 31 st March, 2016. 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	: 2. E 2, Kurkumbh MIDC, Kurkumbh, Tal. Daund, Dist. Pune – 413801, Maharashtra, India		
Address for correspondence	: 71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411013, Maharashtra, India, Phone : (020)26816020/24 Fax : (020)26816021 E-Mail ID : pdoil@pdbmgroup.com		

The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 shall be made

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

**Sd/-
PRADIP P. PARAKH
CHAIRMAN & MANAGING DIRECTOR**

Place: Pune
Date: 10th August, 2016



**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 Limited for the year ended on 31.03.2016, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges from 1st April, 2015 to 30th November, 2015 and as per Regulation 15(2) of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) 2015 for the period 1st December 2015 to 31st March, 2016.

The Compliance related to 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
(Firm Registration No. 117819W)
Sd/-
CA Mahendra Gandhi
Proprietor
(Membership No. 103604)

Place : Pune

Date : 21st May, 2016



ANNEXURE IV

EXTRACT OF ANNUAL RETURN

As on financial year ended 31.03.2016

[Pursuant to Section 92(3) of the Companies act, 2013 read with
[The Companies (Management and Administration) Rules, 2014] FORM NO. MGT-9

A. REGISTRATION AND OTHER DETAILS :

CIN :	L15313PN1993PLC070263
Registration Date :	01/01/1993
Name of the Company :	Poona Dal and Oil Ind. Ltd.
Category / Sub-Category of the Company	Public Company; Limited by Shares
Address of the Registered office and contact details :	71/A, Industrial Estate, Hadapsar , Pune - 411013
Whether listed company	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	Sharex Dynamic (India) Pvt. Ltd., Unit 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road, Andheri (E), Mumbai - 400072

B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service % to total turnover of the company	% to total turnover of the company
a.	Oil	-	60.23
b.	Agro	-	39.76

C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held
a	N.A.	N.A.	N.A.	N.A.

D. SHARE HOLDING PATTERN

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2014"				No. of Shares held at the end of the year 31/03/2015				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. PROMOTER'S									
(1) INDIAN									
(a) Individual	4021819	0	4021819	70.459	4017219	0	4017219	70.379	-0.08
(b) Central Govt.									
(c) State Govt(s)	0	0	0		0	0	0		0
(d) Bodies Corpp	0	0	0		0	0	0		0



(e) FIINS / BANKS	0	0	0	0	0	0	0	0	0
(f) Any Other	0					0			0
Sub-total (A) (1)	4021819	0	4021819	70.459	4017219	0	4017219	70.379	-0.08
(2) FOREIGN									
(a) Individual NRI/For Ind	0	0	0	0	0	0	0	0	0
(b) Other Individual	0	0	0	0	0	0	0	0	0
(c) Bodies Corporates	0	0	0		0	0	0		0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Qualified Foreign	0	0	0	0	0	0	0	0	0
(f) Any Other Specify	0	0	0	0	0	0	0	0	0
Sub-total (A) (2) :	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A) (1) + (A) (2)	4021819	0	4021819	70.459	4017219	0	4017219	70.379	-0.08
(B) (1) PUBLIC SHAREHOLDING									
(a) Mutual Funds	0	0	0	0	0	0	0	0	0
(b) Banks / FI	0	0	0	0	0	0	0	0	0
(c) Central Govt.	0	0	0	0	0	0	0	0	0
(d) State Govt.	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-Total (B) (1) :	0	0	0	0	0	0	0	0	0
2. Non-Institutions'									
(a) BODIES CORP.									
(i) Indian	97250	3100	100350	1.758	97883	3100	100983	1.769	0.011
(ii) Overseas									
(b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	646842	793740	1440582	25.238	652251	778540	1430791	25.066	-0.172
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	120867	21100	141967	2.487	135559	21100	156659	2.745	0.258



(c) Other(specify)									
Non Resident Indians	3080	0	3080	0.054	2348	0	2348	0.041	-0.013
Overseas Corporate Bodies	0	0	0		0	0	0		0
Foreign Nationals			0				0		0
Clearing Members	202	0	202	0.004	202	0	202	0.004	0.004
Trusts			0				0		0
Foreign Boodies - D R			0				0		0
Sub-total (B) (2):	868241	817940	1686181	29.541	888041	802740	1690781	29.621	0.08
Total Public Shareholding (B)= (B)(1)+ (B)(2)	868241	817940	1686181	29.541	888041	802740	1690781	29.621	0.08
C. Shares held by Custodian for GDRs & ADRs									0
Grand Total (A+B+C)	4890060	817940	5708000	100.00	4905260	802740	5708000	100.00	0

(ii) Shareholding of Promoters

Sl. No.	Share Holder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total share	
1	Deepchand Kesharchand Parakh (H.U.)	278000	4.87	NA	278000	4.87	NA	NA
2	Jalamchand Kesharchand Parakh (H.U.)	271700	4.76	NA	271700	4.76	NA	NA
3	Sunil Deepchand Parakh (HUF)	321110	5.626	NA	321110	5.626	NA	NA
4	Sudarshanbai Deepchand Parakh	273428	4.79	NA	273428	4.79	NA	NA
5	Sunil Deepchand Parakh	286300	5.016	NA	286300	5.016	NA	NA
6	Meera Sujit Parakh	293960	5.15	NA	293960	5.15	NA	NA
7	Jalamchand Kesharchand Parakh	336700	5.899	NA	336700	5.899	NA	NA
8	Rajashree Sunil Parakh	293710	5.146	NA	293710	5.146	NA	NA
9	Vijayabai Jalamchand Parakh	264260	4.63	NA	264260	4.63	NA	NA
10	Swapnil Jalamchand Parakh	355550	6.229	NA	355550	6.229	NA	NA
11	Deepchand Kesharchand Parakh	336810	5.901	NA	336810	5.901	NA	NA
12	Anushree Swapnil Parakh	253541	4.442	NA	253541	4.442	NA	NA
13	Mehta Mahendrakumar Sajjanlal	4600	0.081	NA	4600	0.081	NA	NA
14	Sujit Deepchand Parakh	451850	7.916	NA	451850	7.916	NA	NA
15	Suraj Sunil Parakh	300	0.005	NA	300	0.005	NA	NA

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl. No.	Share Holder's Name	Shareholding at the beginning of the year 01/04/2015			Share holding at the end of the Year 31/03/2016			
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1.	MEHTA MAHENDRAKUMAR SAJJANLAL	4600	0.081		Decreasing	Transfer	4600	0.081

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No.	Share Holder's Name	Shareholding at the beginning of the year 01/04/2014			Share holding at the end of the Year 31/03/2015			
		No. of Shares at the beginning (01-04-2014) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Shares	% of total Shares of the company
1	PCS SECURITIES LIMITED - Closing Balance	78957	1.383	01/04/2015 12/02/2016 31/03/2016	600	Transfer	79557 79557	1.394 1.394
2	PARVEEN KUMAR GARG -Closing Balance	10998	0.193	01/04/2015 24/07/2015 30/09/2015 16/10/2015 05/02/2016 31/03/2016	-1110 -1094 300 200 -200	Transfer Transfer Transfer Transfer Transfer	9888 8794 9094 9294 9094	0.173 0.154 0.159 0.163 0.159
3	PARUL VIPUL SHETH -Closing Balance	9540	0.167	01/04/2015 15/05/2015 26/06/2015 07/08/2015 31/03/2016	250 900 125	Transfer Transfer Transfer	9790 10690 10815 10815	0.172 0.187 0.189 0.189
4	DINESH CHANDRA MOGRA -Closing Balance	10000	0.175	01/04/2015 31/03/2016			10000	0.175
5	MANOJ J BAGADIA	49778	0.872	01/04/2015 18/09/2015 09/10/2015 31/12/2015	1 150 500	Transfer Transfer Transfer	49779 49929 50429	0.872 0.875 0.883



				08/01/2016	581	Transfer	51010	0.894
	-Closing Balance			05/02/2016	-245	Transfer	50765	0.889
				31/03/2016			50765	0.889
6	INDRA R GANGLANI -Closing Balance	10000	0.175	01/04/2015 31/03/2016			10000	0.175
7	SANGEETHA S -Closing Balance	19160	0.336	01/04/2015 10/04/2015 03/07/2015 31/07/2015 14/08/2015 21/08/2015 28/08/2015 09/10/2015 06/11/2015 25/12/2015 31/03/2016		376 Transfer 605 Transfer 2700 Transfer 3400 Transfer 2000 Transfer 2000 Transfer 130 Transfer 2657 Transfer 20 Transfer	19536 20141 22841 26241 28241 30241 30371 33028 33048 33048	0.342 0.353 0.4 0.46 0.495 0.53 0.532 0.579 0.579 0.579
8	DEVENDRA SURANA -Closing Balance	19003	0.333	01/04/2015 31/03/2016			19003	0.333
9	JAYALATA JAGMOHAN SHAH -Closing Balance	11803	0.207	01/04/2015 31/03/2016			11803	0.207
10	KAVALI BALAJI -Closing Balance	10125	0.177	01/04/2015 31/03/2016			10125	0.177
11	HANSIL PATEL -Closing Balance	21100	0.37	01/04/2015 31/03/2016			21100	0.37

(v) Shareholding of Directors and Key Managerial Personnel :

		Shareholding at the beginning of the year 01/04/2015			Cumulative Shareholding during the year 31/03/2016			
Sr. No.		No. of Shares at the beginning (01-04-2015) / end of the year (31-03-2016)	% of total Shares of the company	Date	Increasing / Decreasing in shareholding	Reason	No. of Share	% of total Shares of the company
1.	At the beginning of the year							
	At the End of the Year							
2.	At the beginning of the year							
	At the End of the Year							
3.	At the beginning of the year							
	At the End of the Year							
4.	At the beginning of the year							
	At the End of the Year							
5.	At the beginning of the year							
	At the End of the Year							

V. INDEBTEDNESS
Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	121393189	NIL	NIL	121393189
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	121393189	NIL	NIL	121393189
Change in Indebtedness during the financial year				
• Addition	121393189	NIL	NIL	121393189
• Reduction				
Net Change	NIL	NIL	NIL	NIL
Indebtedness at the end of the financial year	NIL	NIL	NIL	NIL
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

Particulars of Remuneration	Pradip Parakh	Shailesh Doshi	Rakesh Singh	Shankar Jagtap	Geeta Kharade	Total Amount
1. Gross salary	50,000.000	30,000.000	12,800.000	22,400.000	8200.000	123400
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961						
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961						
(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961						
2. Stock Option						
3. Sweat Equity						
4. Commission						
- as % of profit						
- others, specify...						
5. Others, please specify						
Total (A)						
Ceiling as per the Act						
						123400



B. Remuneration to other directors:

Particulars of Remuneration	Name of Directors Manager	Total Amount
1. Independent Directors <ul style="list-style-type: none">● Fee for attending board / committee meetings● Commission● Others, please specify Total (1)	NIL	NIL
2. Other Non-Executive Directors <ul style="list-style-type: none">● Fee for attending board / committee meetings● Commission● Others, please specify		
Total (2)		
Total (B)=(1+2)		
Total Managerial Remuneration		
Overall Ceiling as per the Act		

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Particulars of Remuneration	Key Managerial Personnel			
	CEO	Company Secretary	CFO	Total
Gross salary				
(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	20,000.00	29,000.00	29,000.00
(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL	NIL	NIL
(c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961	NIL	NIL	NIL	NIL
2 Stock Option	NIL	NIL	NIL	NIL
3 Sweat Equity	NIL	NIL	NIL	NIL
4 Commission- as % of profit- others, specify... Others, please specify	NIL NIL	NIL NIL	NIL NIL	NIL NIL
Total	NIL	20,000	29,000.00	29,000.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES :

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL				



FORM NO. MR-3

ANNEXURE V

SECRETARIAL AUDIT REPORT**FOR THE FINANCIAL YEAR ENDED 31st March, 2016**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
POONADAL & OIL INDUSTRIES LIMITED,
71/A, HADAPSAR INDUSTRIAL ESTATE,
PUNE – 411 013

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by POONADAL & OIL INDUSTRIES LIMITED (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the Registrar and Transfer Agents and also the information provided by the Company, its officers, agents and authorized representatives along with the certificate(s) of compliance(s) received from the respective consultants during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (SEBI Act):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 upto 14th May 2015 and The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; effective from 15th May 2015
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - d. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 effective from 1st December, 2015.
- v. The following laws / regulations / guidelines, though prescribed by the Government in the format of Secretarial Audit Report, were applicable to the Company during the audit period:
 - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - f. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.



- vi. Other laws specifically applicable to the Company along with their notifications, circulars & regulations as amended till date:
 - a. The Essential Commodities Act, 1955
 - b. Food, Safety and Standards Act, 2006
 - c. Legal Metrology Act, 2009
 - d. The Air (Prevention & Control of Pollution) Act, 1986
 - e. The Environment (Protection) Act, 1986
 - f. The Water (Prevention & Control of Pollution) Act, 1974

I further report that adequate systems and processes are in place in the Company to monitor and ensure compliance with general laws like labour laws, finance laws and tax laws.

I have also examined compliance with the applicable clauses of the equity Listing Agreement entered into by the Company with the Bombay Stock Exchange Limited and SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015. The Company has entered into revised Listing Agreement as per the SEBI (Listing Obligations and Disclosure Requirement) Regulation, 2015 on 25th day of February, 2016.

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India (**Applicable to the Company with effect from 1st July 2015**).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above *subject to the following observations*:

The Company had filed its Annual Returns and the Balance Sheet with the Registrar of Companies in the necessary format, with Additional Fee and a marginal delay. The Company has not filed Forms MGT-10 for changes in the shareholding of promoters and top ten shareholders required u/s 93 of the Companies Act, 2013.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision of the Board of Directors is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the Company's affairs.

Date : 10.08.2016

Place : Pune

Practicing Company Secretary
ACS No. 33568
C.P. No. 16206

Note: This report is to be read with my letter of even date which is annexed as Annexure A and forms an integral part of this report.



ANNEXURE A

To,
The Members,
POONADAL & OIL INDUSTRIES LIMITED,
71 / A, HADAPSAR INDUSTRIAL ESTATE,
PUNE - 411 013.

Secretarial Audit Report of even date is to be read along with this letter.

1. The compliance of provisions of all laws, rules, regulations, standards applicable to POONADAL & OIL INDUSTRIES LIMITED ('the Company') is the responsibility of the management of the Company. My examination was limited to the verification of records and procedures on test check basis for the purpose of issue of the Secretarial Audit Report.
2. Maintenance of secretarial and other records of applicable laws is the responsibility of the management of the Company. My responsibility is to issue Secretarial Audit Report, based on the audit of the relevant records maintained and furnished to me by the Company, along with explanations where so required.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial and other legal records, legal compliance mechanism and corporate conduct. The verification was done on test check basis to ensure that correct facts as reflected in secretarial and other records produced to me. I believe that the processes and practices I followed, provides a reasonable basis for my opinion for the purpose of issue of the Secretarial Audit Report.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the management representation about the compliance of laws, rules and regulations and major events during the audit period.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date : 10.08.2016

Place : Pune

Practicing Company Secretary
ACS No.: 33568
C.P. No.: 16206



INDEPENDENT AUDITORS' REPORT

To,
The Members,
Poona Dal and Oil Industries Limited,
Pune.

Report on the Financial Statements

We have audited the accompanying financial statements of Poona Dal and Oil Industries Limited, which comprise the Balance Sheet as at 31st March, 2016 and also the Statement of Profit and Loss and the Cash Flow Statement for the year ended on that date annexed there to, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with standards on auditing issued by the Institute of Chartered Accountants of India and specified under section 143 (10) of Act. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statement.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information as required by the Companies Act 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, 2016.
- ii) In the case of Statement of Profit and Loss of the Profit for the year ended 31st March, 2016.
- iii) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of Sub-section (11) of section 143 of the Companies act, 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143 (3) of the Act, we report that:



- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) 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.
- c) The Balance Sheet and Statement of Profit and Loss Account and Cash flow statement dealt with by the Report are in agreement with the books of accounts.
- d) In our opinion, the Statement of Profit and Loss Account and the Balance Sheet comply with the accounting standards specified under section 133 of the Companies Act, 2013 read Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representation received from the directors as on 31st March, 2016, and taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2016 from being appointed as a director in terms of section 164(2) of the Act.
- f) As required under clause (i) of sub-section 3 of Section 143 of the companies Act, 2013, we give the report on internal financial controls over financial reporting in the Annexure B, a statement on the matters and statement on inherent limitations.
- g) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
 - 1) The Company does not have any pending litigations which would impact its financial position.
 - 2) The Company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses.
 - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For M/s. M. Z. Gandhi & Co.
Chartered Accountants
(Firm Registration No. 117819W)
Sd/-
CA Mahendra Gandhi
Proprietor
(Membership No. 103604)

Place : Pune
Date : 21st May, 2016



ANNEXURE A TO THE AUDITORS' REPORT

The Annexure A referred to in our report to the members of Poona Dal and Oil Industries Limited for the year ended 31st March, 2016. We report that:

- 1) a) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
b) We are informed that, the company has regular program of physical verification of its fixed assets by which fixed assets are verified in phase manner over period of five years. In accordance with this program, certain fixed assets verified during the year and no material discrepancies were noticed on such verification by the management. In our opinion this periodicity of physical verification is reasonable having regard to size of the company and nature of its assets. According to the information and explanations given to us, no discrepancies were noticed on physical verification of fixed assets.
c) According to the information and explanations given to us, the title deeds of immovable properties are held on the name of company except leasehold properties situated at shikrapur and kurkumbh.
- 2) a) The Management of 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.
- 3) The company has not granted any loans secured or unsecured to the companies, firms, Limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act.
a) As loans has not been granted to the parties covered in the register maintained under section 189 of the Companies Act; this clause is not applicable.
b) As loans has not been granted question of repayment does not arise hence; this clause is not applicable.
c) There is no overdue amount above 90 days.
- 4) The company has not granted any loan or made any investment and given guarantee, as per provision of section 185 and 186 of Companies Act, 2013. Hence this clause is not applicable.
- 5) 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 as per directives issued by RBI and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under. Hence the clause is not applicable.
- 6) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148(1) of the Companies Act and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or not.
- 7) a) In our opinion & 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 any other material statutory dues applicable to it. There is no overdue amount payable for more than six months.
b) According to the information and explanations given to us there are no disputed dues of Income Tax, Wealth Tax, Custom Duty, Service Tax, except VAT/CST which have not been deposited on account of dispute; details of the same are mentioned below.

For M/s. M. Z. Gandhi & Co.
Chartered Accountants
(Firm Registration No. 117819W)
Sd/-
CA Mahendra Gandhi
Proprietor
(Membership No. 103604)

Place : Pune
Date : 21st May, 2016.

Annexure B to the Independent Auditor's Report

The Annexure B referred to in our report to the members of Poona Dal and Oil Industries Ltd. for the year ended 31st March, 2016. We report that:

Report on the Internal Financial Controls over Financial Reporting

We have examined the internal financial control over financial reporting of Poona Dal and Oil Industries Limited, as of 31st March, 2016 in conjunction with our audit of financial statements of the company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial statements, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143 (10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (a) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (b) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (c) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For M/s. M. Z. Gandhi & Co.

**Chartered Accountants
(Firm Registration No. 117819W)**

Sd/-

CA Mahendra Gandhi

Proprietor

(Membership No. 103604)

Place : Pune

Date : 21st May, 2016.



Balance Sheet as on 31st March, 2016

	Notes	31st March 2016 Amount (₹)	31st March 2015 Amount (₹) ASSETS
ASSETS			
Non Current Assets			
(a) Property, Plant and Equipment	1	56,265,080.00	66,067,888.00
(b) Capital Work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets Under Development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets		-	-
(i) Investment		-	-
(ii) Trade Receivables		-	-
(iii) Non current Loans and Advances		-	-
(i) Deferred Tax Assets (net)		-	-
(j) Other non-current assets	2	4,427,435.00	8,715,582.00
Current Assets			
(a) Inventories	3	97,213,192.00	188,797,732.00
(b) Financial Asset		-	-
(i) Current Investments	4	-	-
(ii) Trade Receivables	5	35,192,393.00	29,631,075.00
(iii) Cash and Cash Equivalents	6	154,803,155.00	5,923,721.00
(iv) Bank balances other than (iii) above	7	1,502,881.00	1,774,110.00
(v) Current Loans and Advances	8	617,439.00	17,026,167.00
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	9	5,379,575.00	46,160,553.00
		355,401,150.00	364,096,828.00
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	10	57,080,000.00	57,080,000.00
(b) Other Equity	11	189,245,997.00	176,651,380.00
Liabilities			
Non-current Liabilities			
(a) Financial Liabilities		-	-
(i) Non-current Borrowings		-	-
(ii) Trade Payables		-	-
(b) Non-current Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other non-current Liabilities	12	2,702,881.00	2,974,110.00
Current liabilities			
(a) Financial Liabilities		-	-
(i) Current Borrowings	13	-	121,393,189.00
(ii) Trade Payables	14	94,532,097.00	240,638.00
(b) Other current Liabilities	15	6,269,582.00	4,149,574.00
(c) Current Provisions	16	5,570,593.00	1,607,937.00
(d) Current Tax Liabilities (Net)		-	-
Total		355,401,150.00	364,096,828.00

As per our attached Report of even date
M/s. M. Z. Gandhi & Co.
Chartered Accountants
Firm Registration No. 117819W
Sd/-
CA Mahendra Gandhi
Proprietor
Membership No. 103604

For and on behalf of the Board of Directors

Sd/-
Pradip P. Parakh
Managing Director
(DIN: 00053321)

Sd/-
Shankar Jagtap
Director
(DIN: 07395002)

Place : - Pune
Date : - 21st May, 2016

Place : - Pune
Date : - 21st May, 2016



Statement of Profit and Loss For The Year Ended 31st March, 2016

	Notes	31st March 2016 Amount (₹)	31st March 2015 Amount (₹)
A] Income			
Revenue From Operations	17	2,506,810,870.00	1,859,497,087.00
Other Income	18	13,651,757.00	8,732,307.00
	Total (A)	2,520,462,627.00	1,868,229,394.00
B] Expenses			
Cost of Materials Consumed	19	1,353,664,200.00	1,528,802,297.00
Purchases and attributable expenses of traded goods	20	1,020,315,947.00	336,616,831.00
(Increase)/Decrease In Inventories of Finished Goods	21	5,531,476.00	22,921,607.00
(Increase)/Decrease In Inventories of traded Goods	22	74,296,270.00	(75,588,720.00)
Employee Benefit Expenses	23	9,175,742.00	8,984,817.00
Finance Costs	24	13,757,237.00	6,492,688.00
Depreciation and Amortization Expenses	25	9,929,019.00	12,682,398.00
Other Expenses	26	13,467,057.00	12,529,628.00
	Total (B)	2,500,136,948.00	1,853,441,546.00
Profit / (Loss) before exceptional items and tax (A-B)		20,325,679.00	14,787,848.00
Exceptional / Extraordinary Items	27	731,062.00	1,327,713.00
C] Profit / (Loss) for the period before tax		19,594,617.00	13,460,135.00
Tax Expense			
Provision For current tax		7,000,000.00	6,000,000.00
Provision For deferred tax		-	-
D] Profit / (Loss) for the period from continuing operations		12,594,617.00	7,460,135.00
Profit / (Loss) for the period from discontinued operations		-	-
Tax expenses of discontinued operations		-	-
E] Profit / (Loss) for the period from discontinued operations (after tax)			
-		-	-
F] Profit / (Loss) for the period		12,594,617.00	7,460,135.00
G] Other Comprehensive Income			
-		-	-
H] Total Comprehensive Income for the period (F+G)		12,594,617.00	7,460,135.00
I] Earning per equity share (for continuing operations)			
Basic		2.21	1.31
Diluted		-	-
J] Earning per equity share (for discontinued operations)			
Basic		-	-
Diluted		-	-
K] Earning per equity share (for discontinued & continuing operations)			
Basic		2.21	1.31
Diluted		-	-

As per our attached Report of even date
M/s. M. Z. Gandhi & Co.
Chartered Accountants
Firm Registration No. 117819W
Sd/-
CA Mahendra Gandhi
Proprietor
Membership No. 103604

For and on behalf of the Board of Directors

Sd/-
Pradip P. Parakh
Managing Director
(DIN: 00053321)

Sd/-
Shankar Jagtap
Director
(DIN: 07395002)

Place : - Pune
Date : - 21st May, 2016

Place : - Pune
Date : - 21st May, 2016



Notes To Financial Statements For The Year Ended 31st March, 2016

	31st March 2016 Amount (₹)	31st March 2015 Amount (₹)
1. Share Capital		
a) Authorized Share Capital		
6,000,000 (P.Y. 6,000,000) Equity share of ₹ 10/- each	60,000,000	60,000,000
	<u>60,000,000</u>	<u>60,000,000</u>
b) Issued, Subscribed and Paid-up Share Capital		
5,708,000 (P. Y. 5,708,000) Equity shares of ₹ 10/- each	57,080,000	57,080,000
Total Issued, Subscribed and Fully Paid-up Share Capital	<u>57,080,000</u>	<u>57,080,000</u>

c) Details of Shareholders Holding More Than 5% Shares In The Company

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Deepchand Kesharchand Parakh	336,810	5.90	336,810	5.90
Jalamchand Kesharchand Parakh	336,700	5.90	336,700	5.90
Meera Sujit Parakh	293,960	5.15	293,960	5.15
Rajeshree Sunil Parakh	293,710	5.15	293,710	5.15
Sujit Deepchand Parakh	451,850	7.92	451,850	7.92
Sunil Deepchand Parakh	286,300	5.02	286,300	5.02
Sunil Deepchand Parakh (HUF)	321,110	5.63	321,110	5.63
Swapnil Jalamchand Parakh	355,550	6.23	355,550	6.23



Notes To Financial Statements For The Year Ended 31st March, 2016

	31st March 2016 Amount (₹)	31st March 2015 Amount (₹)
2 Other non-current assets		
- Investments & Deposits	2,061,379.00	2,108,191.00
- Insurance Claim Receivable	2,205,815.00	5,286,734.00
- Advance Tax & TDS (net of provision)	160,241.00	908,497.00
- Service Tax Refund	-	412,160.00
Total	4,427,435.00	8,715,582.00
3 Inventories		
- Raw Materials and Packing	49,994,161.00	61,750,955.00
- Finished Goods	45,926,581.00	51,458,057.00
- Traded Goods	1,292,450.00	75,588,720.00
Total	97,213,192.00	188,797,732.00
4 Current Investments	-	-
Total	-	-
5 Trade Receivables		
- Trade receivables outstanding for a period less than six months Unsecured, considered good	35,192,393.00	29,603,167.00
- Trade receivables outstanding for more than six months	-	27,908.00
Total	35,192,393.00	29,631,075.00
6 Cash and Cash Equivalents		
a. Cash in Hand		
- Cash in Hand	333,551.00	2,067,177.00
Total (a)	333,551.00	2,067,177.00
b. Cash With Banks		
- In Current and Cash Credit Accounts	24,704,832.00	3,852,491.00
- In Deposit Accounts	129,764,772.00	4,053.00
Total (b)	154,469,604.00	3,856,544.00
Total (a+b)	154,803,155.00	5,923,721.00
7 Bank balances other than Cash and Cash Equivalents		
- In Earmarked balances with Banks (Unclaimed Dividends)	1,502,881.00	1,774,110.00
Total (a+b)	1,502,881.00	1,774,110.00
8 Current Loans and Advances		
- Staff Advances	168,267.00	224,107.00
- Prepaid Expenses	293,113.00	1,802,060.00
- Advance for Land	-	15,000,000.00



Notes To Financial Statements For The Year Ended 31st March, 2016

	31st March 2016 Amount (₹)	31st March 2015 Amount (₹)
- Advance Tax & TDS (15-16) (net of provision)	156,059.00	-
Total	<u>617,439.00</u>	<u>17,026,167.00</u>
9 Other current assets		
- Creditors having debit balances	5,379,575.00	46,160,553.00
Total	<u>5,379,575.00</u>	<u>46,160,553.00</u>
12 Other non-current Liabilities		
- Godown Rent Deposit	1,200,000.00	1,200,000.00
- Unclaimed Dividends	1,502,881.00	1,774,110.00
Total	<u>2,702,881.00</u>	<u>2,974,110.00</u>
13 Current Borrowings		
a. Secured		
- from banks		
i. Cash Credit	-	121,393,189.00
Total (a)	<u>-</u>	<u>121,393,189.00</u>
b. Unsecured	-	-
Total (b)	<u>-</u>	<u>-</u>
Total (a+b)	<u>-</u>	<u>121,393,189.00</u>
<p>Bank borrowings are secured by hypothecation of trade receivables, inventories & mortgage of Land, Building, & fixed assets of shikrapur & kurkumbh unit alongwith personal guarantees of -</p> <ol style="list-style-type: none"> 1) Deepchand Kesharchand Parakh 2) Sunil Deepchand Parakh 3) Sujit Deepchand Parakh 4) Pradip Poonamchand Parakh 		
14 Trade Payables		
- Sundry Creditors for Purchases	94,532,097.00	240,638.00
Total	<u>94,532,097.00</u>	<u>240,638.00</u>
15 Other Current Liabilities		
- Sundry Creditors for expenses	5,697,758.00	3,842,778.00
- Debtors having credit balances	571,824.00	306,796.00
Total	<u>6,269,582.00</u>	<u>4,149,574.00</u>
16 Current Provisions		
- Statutory Dues Payable	4,312,574.00	413,928.00
- Provision for Other Expenses	1,258,019.00	1,194,009.00
Total	<u>5,570,593.00</u>	<u>1,607,937.00</u>

**Notes To Financial Statements For The Year Ended 31st March, 2016**

	31st March 2016 Amount (₹)	31st March 2015 Amount (₹)
17 Revenue From Operations		
- Sale of products	2,506,810,870.00	1,859,497,087.00
Total	<u>2,506,810,870.00</u>	<u>1,859,497,087.00</u>
18 Other Income		
- Interest on Bank Deposits	8,588,654.00	5,636,735.00
- Interest others	113,103.00	95,572.00
- Godown Rent	4,950,000.00	3,000,000.00
Total	<u>13,651,757.00</u>	<u>8,732,307.00</u>
19 Cost of Materials Consumed		
Opening Inventory	61,750,955.00	43,589,426.00
Add : Purchases during the year	1,167,321,279.00	1,401,957,697.00
Add : Direct Expenses	174,586,127.00	145,006,129.00
Less : Closing Inventory	(49,994,161.00)	(61,750,955.00)
Total	<u>1,353,664,200.00</u>	<u>1,528,802,297.00</u>
20 Purchases and attributable expenses of traded goods		
- Purchases during the year	996,200,299.00	331,501,705.00
- Direct Expenses for purchase	24,115,648.00	5,115,126.00
Total	<u>1,020,315,947.00</u>	<u>336,616,831.00</u>
21 (Increase) / Decrease In Inventories of finished Goods		
Inventories at the beginning of the year	51,458,057.00	74,379,664.00
Less : Inventories at the end of the year	(45,926,581.00)	(51,458,057.00)
Total	<u>5,531,476.00</u>	<u>22,921,607.00</u>
22 (Increase) / Decrease In Inventories of traded Goods		
Inventories at the beginning of the year	75,588,720.00	-
Less : Inventories at the end of the year	(1,292,450.00)	(75,588,720.00)
Total	<u>74,296,270.00</u>	<u>(75,588,720.00)</u>
23 Employee Benefit Expenses		
- Director Remuneration	1,182,200.00	1,139,100.00
- Salaries, Wages and Bonus	3,200,781.00	3,818,404.00
- Gratuity & Sanugrah Expenses	1,308,363.00	1,064,828.00
- Contribution to provident fund	291,499.00	333,655.00
- Labour Welfare Fund Expenses	5,940.00	8,100.00



Notes To Financial Statements For The Year Ended 31st March, 2016

	31st March 2016 Amount (₹)	31st March 2015 Amount (₹)
- Leave Encashment Benefits	207,695.00	237,758.00
- House Rent Allowance Expenses	600,411.00	529,389.00
- Staff Welfare Expenses	258,994.00	351,554.00
- Other Expenses	2,119,859.00	1,502,029.00
Total	9,175,742.00	8,984,817.00
24 Finance Costs		
- Bank Interest	4,970,663.00	3,954,210.00
- Bank Processing & Commitment Charges	8,786,574.00	2,538,478.00
Total	13,757,237.00	6,492,688.00
25 Depreciation and Amortization Expenses		
- Depreciation on Tangible Assets	9,929,019.00	12,682,398.00
Total	9,929,019.00	12,682,398.00
26 Other Expenses		
- Payment to Auditors	456,850.00	393,260.00
- Insurance Expenses	1,628,112.00	1,153,934.00
- Lease Rent	50,000.00	50,000.00
- Legal And Professional Fees	1,340,063.00	742,268.00
- Listing Fees Expenses	281,946.00	295,630.00
- Membership & License Fees	45,651.00	109,627.00
- Postage & Telephone Expenses	324,533.00	330,348.00
- Printing, Stationery & Advertisement Expenses	314,951.00	327,928.00
- Profession Tax	2,500.00	2,500.00
- Reduction of Vat Set-off	20,052.00	189,778.00
- Rent, Rates & Taxes	1,066,895.00	696,440.00
- Repairs and Maintenance	1,955,092.00	2,245,064.00
- Sales Commission Expenses	785,820.00	1,398,165.00
- Service Tax under reverse charge mechanism	596,434.00	61,377.00
- Travelling & Conveyance Expenses	867,689.00	831,390.00
- Vehicle running Expenses	391,010.00	376,379.00
- Other Expenses	3,339,459.00	3,325,540.00
Total	13,467,057.00	12,529,628.00
27 Exceptional / Extraordinary Items		
Short / (Excess) Provision of Income Tax	1,008,496.00	1,298,476.00
Short / (Excess) Provision of Service Tax	14,425.00	-
Short / (Excess) Provision of Vat / CST	(471,717.00)	(178,952.00)
Prior Period Expenses	179,858.00	2,263.00
Reserve Hit due to change in depreciation method	-	205,926.00
Total	731,062.00	1,327,713.00

Notes To Financial Statements For The Year Ended 31st March, 2016

		Amount (₹)													
11.	Tangible Assets	Air Conditioner	Building	Car / Jeep	Computer	Electrical Instruments	Furniture	Motor Cycle	Office Equipment	Plant & Machinery	Truck	Weightment Scale	Land	WIP	Total
	Gross Block														
	As On 1st April, 2014	179,108	79,472,961	1,874,153	1,023,001	4,402,072	3,449,749	41,230	1,146,295	94,101,656	1,142,561	1,238,328	8,745,809	-	196,816,923
	Add: - Transfer	-	-	-	227,533	-	-	-	-	-	-	-	-	1,353,342	1,580,875
	Less: - Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-	-
	As on 31st March, 2015	179,108	79,472,961	1,874,153	1,250,534	4,402,072	3,449,749	41,230	1,146,295	94,101,656	1,142,561	1,238,328	8,745,809	1,353,342	198,397,798
	Add: - Additions	-	-	-	11,429	-	-	-	79,782	1,388,342	-	-	-	35,000	1,514,553
	Less: - Disposals	-	-	-	-	-	-	-	-	-	-	-	-	1,388,342	1,388,342
	As on 31st March, 2016	179,108	79,472,961	1,874,153	1,261,963	4,402,072	3,449,749	41,230	1,226,077	95,489,998	1,142,561	1,238,328	8,745,809	-	198,524,009
	Accumulated Depreciation														
	As On 1st April, 2014	133,907	56,894,834	1,178,587	919,005	3,486,274	2,750,041	26,969	923,439	51,408,637	1,137,082	582,811	-	-	119,441,566
	Charge for the year	16,475	1,956,895	428,223	60,843	435,290	273,468	5,931	41,157	9,336,699	-	127,417	-	-	12,682,398
	Reserve Hit of Change in Dep.	4,530	-	-	220	-	255	-	119,401	80,814	-	706	-	-	205,926
	As on 31st March, 2015	154,912	58,851,729	1,606,810	980,068	3,921,564	3,023,764	32,900	1,083,997	60,826,150	1,137,082	710,934	-	-	132,329,910
	Charge for the year	9,082	1,782,531	105,823	155,627	211,503	161,218	3,464	40,988	7,356,318	-	102,465	-	-	9,929,019
	As on 31st March, 2016	163,994	60,634,260	1,712,633	1,135,695	4,133,067	3,184,982	36,364	1,124,985	68,182,468	1,137,082	813,399	-	-	142,258,929
	Net Block														
	As on 31st March, 2014	45,201	22,578,127	695,566	103,996	915,798	699,708	14,261	222,856	42,693,019	5,479	655,517	8,745,809	-	77,375,337
	As on 31st March, 2015	24,196	20,621,232	267,343	270,466	480,508	425,985	8,330	62,298	33,275,506	5,479	527,394	8,745,809	1,353,342	66,067,888
	As on 31st March, 2016	15,114	18,838,701	161,520	126,268	269,005	264,767	4,866	101,092	27,307,530	5,479	424,929	8,745,809	-	56,265,080

Building includes those constructed on leasehold land:

Gross block ₹ 49,750,478 (31st March, 2015: ₹ 49,750,478)

Depreciation charge for the year ₹ 1,355,051 (31st March, 2015: ₹ 1,488,920)

Accumulated depreciation ₹ 35,428,441 (31st March, 2015: ₹ 34,073,390)

Net book value ₹ 14,322,037 (31st March, 2015: ₹ 15,677,088)



Cash Flow Statement for the year ended 31st March, 2016

	2015-2016 Amount (₹)	2014-2015 Amount (₹)
A Cash Flows From Operating Activities		
Net Profit for the year	20,325,679.00	14,787,848.00
Adjustments for:		
Depreciation of property, plant and equipment	9,929,019.00	12,682,398.00
Change in reserve due to change in depreciation accounting	-	205,926.00
Interest earned on fixed deposits	(8,588,654.00)	(5,636,735.00)
Finance costs	13,757,237.00	6,492,688.00
Provision for taxation	(7,000,000.00)	(6,000,000.00)
Proposed Dividend	-	-
Dividend Tax	-	-
Operating profit before changes in operating assets and liabilities	28,423,281.00	22,532,125.00
(Increase) / decrease in inventories	91,584,540.00	(70,828,642.00)
(Increase) / decrease in trade receivables	(5,561,318.00)	(5,240,261.00)
(Increase) / decrease in other current assets and loans & advances	64,762,064.00	(37,626,050.00)
(Increase) / decrease in deferred and current tax assets	592,197.00	(908,497.00)
(Increase) / decrease in other non current assets	3,539,891.00	(7,807,085.00)
Increase / (decrease) in trade payables	94,291,459.00	(84,758,395.00)
Increase / (decrease) in other current liabilities and provisions	6,082,664.00	(879,081.00)
Increase / (decrease) in non current liabilities	(271,229.00)	2,974,110.00
Cash flows from operating activities	283,443,549.00	(182,541,776.00)
Interest paid	(13,757,237.00)	(6,492,688.00)
Taxes Paid	(7,416,299.00)	(6,564,072.00)
Short / (Excess) Provision of Earlier Year W/off	(731,062.00)	(1,327,713.00)
Net Cash flow from operating activities (A)	261,538,951.00	(196,926,249.00)
B Cash Flows From Investing Activities		
Purchase of Property, plant and equipment	(126,211.00)	(1,580,875.00)
Proceeds on disposal of Property, plant and equipment	-	-
Interest earned on fixed deposits	8,588,654.00	5,636,735.00
Net Cash flow from investing activities (B)	8,462,443.00	4,055,860.00
C Cash Flows From Financing Activities		
(Repayment of) / Proceeds from secured loans	(121,393,189.00)	121,393,189.00
(Repayment of) / Proceeds from unsecured loans	-	-
Net Cash flow from financing activities (C)	(121,393,189.00)	121,393,189.00
Net Increase In Cash and Cash Equivalents (A+B+C)	148,608,205.00	(71,477,200.00)
Cash and cash equivalents at beginning of year	7,697,831.00	79,175,031.00
Cash and Cash Equivalents At End of Year	156,306,036.00	7,697,831.00

As per our attached Report of even date
M/s. M. Z. Gandhi & Co.
Chartered Accountants
Firm Registration No. 117819W
Sd/-
CA Mahendra Gandhi
Proprietor
Membership No. 103604

For and on behalf of the Board of Directors

Sd/-
Pradip P. Parakh
Managing Director
(DIN: 00053321)

Sd/-
Shankar S. Jagtap
Director
(DIN: 07395002)

Place : - Pune
Date : - 21st May, 2016

Place : - Pune
Date : - 21st May, 2016



Notes to Accounts :-

1) Legal Status And Business Activity

- a) **Constitution:** - The Company **POONA DAL AND OIL INDUSTRIES LTD.** is a public limited company, incorporated in accordance with the provision of Companies Act, 2013 (formerly known as Companies Act, 1956). The company was registered on 01/01/1993.
- b) **Activity:** - The Company is engaged in the business of manufacturing and trading in edible oil and pulses through its two segments viz. Oil Division and Agro Division respectively.

2) Significant Accounting Policies

The significant accounting policies adopted, and which have been consistently followed, are as follows:

- a) **Basis of preparation:** - The financial statements are presented in INR and prepared using historical cost and in accordance with accounting standards generally accepted in India (GAAP).
- b) **Method of Accounting:** - Company follows mercantile system of accounting.
- c) **Non Current Assets:** - Non Current Assets, (property, Plants and Equipments) are stated at cost less accumulated depreciation. The cost comprises of basic price, Excise Duty and any attributable cost for bringing the asset to the working condition for its intended use.
- d) **Depreciation:** - Depreciation on Non Current Assets has been provided on WDV method on the basis of remaining useful life of the assets in the manner specified in schedule II of the Companies Act, 2013.
- e) **Inventories:** - Finished Goods are stated at the lower of cost and net realizable value. Cost comprises of direct materials, and other attributable overheads. Net realizable value is based on estimated selling prices.

Raw material, packing material and baggasse are valued at cost. Cost is arrived at using the First-In, First-Out (FIFO) method and comprises invoice value plus applicable landing charges less discounts.

f) Retirement Benefits:-

Short term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salary, bonus, performance incentives, etc are recognised as an expense at the undiscounted amount in the profit & loss account of the year in which the employee renders the related service.

Long Term Employee Benefits

Defined Contribution Plans: Provident Fund; The eligible employees of the Company are entitled to receive benefits under the provident fund, a defined contribution plan, in which both employees and the Company make monthly contributions at a specified percentage of the covered employees' salary (currently 12% of employees' basic salary). The contributions as specified under the law are paid and charged to Profit & Loss Account of the year when the contribution to the fund is due.

Staff end-of-service gratuity: - During the year **Mr. Shailesh Doshi (Director)** has resigned from the company and paid him gratuity of Rs. 2.51 Lakhs and also other staff end-of-service gratuity / sanugrah anudan has been accounted on payment basis.

g) Revenue

- i) **Sale of goods:** - Revenue represents the amount invoiced, net of discounts and returns, for goods delivered during the year.
- ii) **Interest income:** - Interest income is recognised on an accrual basis using the effective interest method, when it is probable that the economic benefits will flow to the company and the interest can be measured reliably.
- iii) **Godown Rent:** - Godown Rent income is recognised on an accrual basis, when it is probable that the economic benefits will flow to the company and the Rent has been accounted when it became realisable. During the year company has let out their godown situated at Kurkumbh to Cargil India Pvt. Ltd.



- h) Leases:** - Leases under which substantially all the risks and rewards of ownership of the related asset remain with the lessor are classified as operating leases and the lease payments are charged to profit and loss.
- i) Foreign currency transactions:** - Transactions in foreign currencies are translated into INR at the rate of exchange ruling on the date of the transactions.
Gains or losses resulting from foreign currency transactions have been considered at the time of preparing financial statements.
- j) Cash and cash equivalents:** - Cash and cash equivalents comprise cash, bank current accounts, and bank deposits free of encumbrance with a maturity date of twelve months or less, from the date of deposit. HDFC Bank Current Account for which balance confirmation certificate was not available for our verification and same is subject to reconciliation and consequential adjustment.
- k) Provisions for Taxation:** - **Tax expense comprises both current and deferred taxes. Provision is made for current income tax based on the tax liability computed after considering tax allowances & exemptions.**

As required by Accounting Standard 22 -(Accounting for taxes on Income) issued by Institute of Chartered Accountants of India, Company has recognised deferred taxes which result from the time difference between book profit & tax profit arrived at INR 19,23,821/- & deferred taxes comes to INR 6,36,073/-. As it resulted as Deferred Tax Asset same has not been provided for in the books of accounts.

- l) Provisions, Contingent Liabilities and Contingent Assets:** - **As per accounting standard 29 Provisions, Contingent Liabilities and Contingent Assets issued by** Institute of Chartered Accountants of India, the Company recognizes provisions only when it has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation as and when a reliable estimate of the amount of obligation can be made.

No Provision is recognized for:

- a) Any possible obligation that arises from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the company; or
- b) Any present obligation that arises from past events but is not recognized because-
 - (i) It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (ii) A reliable estimate of the amount of obligation cannot be made.

Such obligations are recorded as Contingent Liabilities. These are assessed periodically and only that part of the obligation for which an outflow of resources embodying economic benefits is probable, is provided for, except in the extremely rare circumstances where no reliable estimates can be made.

Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

- m) Estimated amount of contracts remaining to be executed on capital account and provided for - NIL (Previous year NIL).**

- n) Expenditure incurred on Employees in respect of remuneration**

Particulars	2015-16	2014-15
Expenditure incurred on Employees in respect of remuneration		
Aggregating not less than ₹ 60,00,000/- p.a. (Previous year ₹ 60,00,000/- p.a.)	Nil	Nil
For the financial year of ₹ 5,00,000/- p.m. (Previous year ₹ 5,00,000/- p.m.) when employed for a part of the year.	Nil	Nil
Number of Employees	Nil	Nil

3) Significant Judgments Employed In Applying Accounting Policies

The significant judgments made in applying accounting policies that have the most significant effect on the amounts recognised in the financial statements are as follows:

a) Impairment

Management conducts an assessment of property, plant, equipment, intangible assets, investment property and all financial assets in phase manner over period of five years to determine whether there are any indications that they may be impaired. In the absence of such information, no further action is taken.

b) Key Sources Of Estimation Uncertainty

Key assumptions made concerning the future and other key sources of estimation uncertainty at the reporting date that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are as follows:

Residual values are assumed to the extent of 5% of cost of acquisition that are reasonably expected to exist at the end of the assets' estimated useful life.

c) Inventory provisions

Management regularly undertakes a review of the company's inventory (Note 4), stated at INR 97,213,192 (previous year INR 188,797,732) in order to assess the likely realisation proceeds, taking into account purchase and replacement prices, age, likely obsolescence, the rate at which goods are being sold and the physical damage.

d) Doubtful debt provisions

Management regularly undertakes a review of the amounts of loans and receivables owed to the company either from third parties, (Notes 6, 9 and 11) and assess the likelihood of non-recovery. Such assessment is based upon the age of the debts, historic recovery rates and assessed creditworthiness of the debtor.

4) CIF Value of Imports

INR 9099.50 Lac (P.Y. INR 2739.02 Lac).

5) FOB Value of Export

NIL (P.Y. Rs. NIL).

6) Expenditure in Foreign Currency

NIL (P.Y. Rs. NIL).

7) Auditors Remuneration

Particulars	2015-2016	2014-2015
Statutory Audit Fees	2,57,625.00	2,52,810.00
Tax Audit Fees	77,287.00	75,843.00
Vat Audit Fees	65,838.00	64,607.00

8) Earnings Per Share

In determining earning per share, the company considers the net profit after tax and any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is number of shares outstanding during the period. The working of earning per share is as follows.

Particulars	2015-2016	2014-2015
Profit for the year after tax and exception / extraordinary items	125,94,617.00	74,60,135.00
To No. of outstanding shares	57,08,000	57,08,000
Basis & Diluted Earnings Per shares	2.21	1.31

9) Prior Period / extraordinary Item

Prior period items are income or expenses which arise in the current period as a result of errors or omissions in the preparation of the financial statements of one or more prior periods. Extraordinary items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the enterprise and, therefore, are not expected to recur frequently or regularly.

Prior period / extra ordinary item has been disclosed separately in the financial statements of the company.

10) Events occurring after Balance Sheet date

There are no events occurred after balance sheet date that represent material changes and commitments affecting the financial position of the company.

11) Segment wise reporting

As per accounting standard - 17 by the Institute of Chartered Accountants of India, segment reporting disclosed are as follows:
(Rs. In Lakhs)

Particulars	Oil Division		Agro Division
Revenue	15100.12		9967.99
Profit before tax and finance cost	211.45		129.38
Less: Finance Cost		137.57	
Total Profit before Tax		203.26	
Provision for Taxation		70.00	
Total Profit after Tax		133.26	
Extra ordinary items		07.31	
Net Profit for the period		125.95	
Assets	3159.15		1288.88
Liabilities	1981.29		3.48
Net Capital Employed	1177.86		1285.40

12) 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. Key Management Personnel	Relationship
1 Pradip P. Parakh	Chairman / Managing Director
2 Shankar S. Jagtap	Works Director
3 Rakesh Singh	Works Director
4 Shailesh Doshi	Ex-Works Director

II. Persons having significant influence / control (on the basis on Shareholding)			
1	Sunil Deepchand Parakh	2	Jalamchand K. Parakh
3	Sujit Deepchand Parakh	4	Swapnil Jalamchand Parakh

III.	Related Party Transactions	Ass. Company / Firm	KMP / Control
1	Sales of Material / Receipts	--	--
2	Purchases of Materials	--	--
3	Director Remuneration	--	10,65,800
4	Godown Rent	--	50,000



13) Small And Medium Enterprises Dues

Since no records available regarding vendors about their registration under MSMED Act 2006, It was not possible to provide interest on payment outstanding to the as per Sec.23 of MSMED Act 2006. Hence no provision has been made in the books of accounts by the company and therefore it was also not possible for us to verify/quantify the interest components payable to vendor registered under MSMED Act.

14) Comparative Figures

The previous year figures have been regrouped and/or reclassified wherever necessary as it is considered that the revised grouping/classification, which has been adopted in the current accounting year, more fairly presents the state of affairs/results of operations.

As per our attached Report of even date

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

Chartered Accountants

Firm Registration No. 117819W

Sd/-

CA Mahendra Gandhi

Proprietor

Membership No. 103604

Place : - Pune

Date : - 21st May, 2016

For and on behalf of the Board of Directors

Sd/-

Pradip P. Parakh

Managing Director

(DIN: 00053321)

Place : - Pune

Date : - 21st May, 2016

Sd/-

Shankar S. Jagtap

Director

(DIN: 07395002)

Place : - Pune

Date : - 21st May, 2016



Balance Sheet Abstract And Companies General Business Profile

I. Registration Details

Registration No.

7	0	2	6	3
---	---	---	---	---

 State Code

						1	1
--	--	--	--	--	--	---	---

 Balance Sheet Date

3	1	-	3	-	2	0	1	6
---	---	---	---	---	---	---	---	---

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

Public Issue

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

 Right Issue

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

 Bonus Issue

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

 Private Placement

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

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

Total Liabilities

3	5	5	4	0	1
---	---	---	---	---	---

 Total Assets

3	5	5	4	0	1
---	---	---	---	---	---

 Sources of Funds
 Paid up Capital

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

 Reserves & Surplus

1	8	9	2	4	6
---	---	---	---	---	---

 Secured Loans

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

 Unsecured Loans

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

 Application of Funds
 Net Fixed Assets

5	6	2	6	5
---	---	---	---	---

 Investment

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

 Net Current Assets

1	8	8	3	3	6
---	---	---	---	---	---

 Misc. Expenditure

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

IV Performance of Company (Amount in ₹ 000's)

Turnover

2	5	2	0	4	6	3
---	---	---	---	---	---	---

 Total Expenditure

2	5	0	0	1	3	7
---	---	---	---	---	---	---

 Profit Before Tax

1	9	5	9	5
---	---	---	---	---

 Profit after Tax

1	2	5	9	5
---	---	---	---	---

 Earning per share (₹)

2	.	2	1
---	---	---	---

 Dividend Rate %

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

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
M/s. M. Z. Gandhi & Co.
Chartered Accountants
Firm Registration No. 117819W
Sd/-
CA Mahendra Gandhi
Proprietor
Membership No. 103604

For and on behalf of the Board of Directors

Sd/-
Pradip P. Parakh
Managing Director
(DIN: 00053321)

Sd/-
Shankar S. Jagtap
Director
(DIN: 07395002)

Place : - Pune
 Date : - 21st May, 2016

Place : - Pune
 Date : - 21st May, 2016



POONA DAL AND OIL INDUSTRIES LIMITED

CIN: L15313PN1993PLC070263

REGD. OFF.: 103/104, HADAPSAR INDUSTRIAL ESTATE, PUNE: 411 013
Phone: (020)26816020, 26816024; Fax: (020) 26816021 Email: pdoil@pdbmgroup.com

24th Annual General Meeting- 23rd September, 2016

Form No. MGT- 11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s): _____

Registered Address: _____

Email Id: _____

Folio no. _____ DP ID No. _____ Client ID No. _____

I/We, being member(s) of POONA DAL AND OIL INDUSTRIES LIMITED hereby appoint

1. Name: _____

Email Id: _____

Address: _____ Signature: _____
or failing him

2. Name: _____

Email Id: _____

Address: _____ Signature: _____
or failing him

3. Name: _____

Email Id: _____

Address: _____ Signature: _____

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Fourth Annual General Meeting of the Company to be held on Friday, 23rd September, 2016 at 3.00 p.m. at Registered office of the Company at 71/A, Hadapsar Industrial Estate, Pune - 411013 and at any adjournment thereof in respect of such resolutions as are indicated below:



R No	Resolution	Vote (please mention number of shares)		
		for	Against	Abstain
	Ordinary Business			
1	To Consider an adopt: The Audited Financial Statements for the financial year ended 31st March,2016 and the reports of the Directors, the auditors and thereon;			
2	To re-appoint Mr. Pradip P. Parakh (DIN:00053321) who retires by rotation and being eligible ,seeks re-appointment			
3	To re-appoint Mr. Rakesh Singh (DIN: 06987619) who retires by rotation and being eligible, seeks re-appointment			
4	To Appoint M/s. M.Z. Gandhi & Co. as a Statutory Auditor of the Company			
	Special Business			
5	Ratification for appointment of Mr. Shankar S. Jagtap(DIN:07395002) as a whole Time Director of the Company			
6	Approval of adoption of new set of Articles of Association			
7	Approval of adoption of new set of Memorandum of Association			
8	Approval of appointment of Mr. Mayur Sopan Ghule (DIN: 07589305)as an Independent Director of the company			
9	Approval of appointment of Ms. Ligy George (DIN: 07589299)as an Independent Director of the company			
10	Approval of appointment of Mr. Kevalchand Muthiyan (DIN: 07597879) as an Independent Director of the company			
11	Approval of Cost Audit Fees for financial year 2016-17			
12	To approve Borrowing Limit in Consortium Finance			

Signed this _____ day of _____ 2016.

Signature of shareholder _____ Signature of Proxyholder(s) _____

Affix
Rs. 1
Revenue
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.



POONA DAL AND OIL INDUSTRIES LIMITED

CIN: L15313PN1993PLC070263
REGD. OFF.: 71/A, HADAPSAR INDUSTRIAL ESTATE, PUNE: 411 013
Phone: (020)26816020, 26816024; Fax: (020) 26816021
Email: pdoil@pdbmgroup.com

**ATTENDANCE SLIP
ANNUAL GENERAL MEETING-23RD SEPTEMBER, 2016**

DP ID-Client ID/Folio No.			
Name & Address of Sole Member:			
Name of the Joint holder(S)			
No. of Shares held:			

I certify that I am a member/Proxy for the member of the company
I hereby record my presence at the Annual General Meeting of the Company at 71/A, Industrial Estate, Hadapsar Pune-411013 at 3.00 p.m. 23rd September, 2016

-----cut here -----

Electronics Voting Particulars

EVS (Electronics Voting Sequence Number)	User ID	(Pan/Seq. No.)

Note: Please read the complete instructions given under the Note (The instructions for Shareholders voting electronically) to the Notice of Extraordinary General Meeting. The voting starts from 20th September, 2016 from 9.00 a.m. and ends on 22nd September, 2016 from 5.00 p.m. the voting module shall be disabled by CDSL for voting thereafter.

Courier

HIRA[®]
Refined Sunflower Oil

SURAJ[®]
REFINED SOYABEAN OIL

TIGER[®]
Refined Soyabean Oil

Moti[™]
RBD PALMOLEIN OIL



PDOIL

POONA DAL AND OIL INDUSTRIES LTD.

71/A, Industrial Estate, Hadapsar Pune 411 013, Maharashtra, India.

Phone: (020) 26816020, 26816024