



POONA DAL AND OIL INDUSTRIES LTD.

OFFICE : 71/A, INDUSTRIAL ESTATE, HADAPSAR, PUNE - 411 013 (INDIA).
TEL.: +91 20-26816020, 26816024, FAX : 26816021, E-mail : pdoil@pdbmgroup.com
CIN : L15313PN1993PLC070263

Dated 10th October,2017

To

The General Manager

Listing Compliances

BSE Ltd

Pheeroze Jeejeebhoy Tower

Dalal Street

Mumbai-400001

Sub: Annual Report 2016-17

Dear Sir

Pursuant to Regulation 34(1) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015

We are hereby submitting Annual Report duly approved and adopted in 25th Annual General Meeting of the Company held on 28th September,2017 as per Provisions of Companies Act,2013 at the registered office of the company at 71/A, Industrial Estate,Hadapsar ,Pune-411013.

Kindly take above on the record and acknowledge.

Thanking you

Yours faithfully

For Poona Dal and Oil Industries Limited

Managing Director

(DIN: 00053321)





25th Annual Report 2016-2017

Poona Dal and Oil Industries Limited



NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY THE 28TH DAY OF SEPTEMBER, 2017 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, 2017 and the Statement of Profit and Loss Account for the year ended as on that date together with the Directors' Report and the Auditors' Report thereon and annexure thereto
- 2) To appoint a Director in place of Mr. Rakesh Singh (DIN: 06987619) who retires by rotation and being eligible offers himself for reappointment.
- 3) 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.

SPECIAL BUSINESS:

- 4) To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable, M/s. Aashish Gandhi and Associates, Chartered Accountants (Registration No. 136429W), be and are hereby appointed as statutory auditors of the Company, in place of retiring auditors M/s. M.Z. Gandhi & Co. Chartered Accountants to hold office from the conclusion of this Meeting until the conclusion of the 30th Annual General Meeting (AGM) of the Company subject ratification of the appointment by members at every Annual General Meeting on a remuneration (including terms of payment) to be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee, plus GST and such other tax(es), as may be applicable, and reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the Company for the years ending March 31, 2018 up to March 31, 2022.”
- 5) To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Pradip P. Parakh (DIN 00053321) as a Managing Director of the Company for the period of two years with effect from July 1, 2017 on the terms and conditions as set out and as enumerated in the Agreement, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved.”
“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”
- 6) To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Rakesh V. Singh (DIN: 06987619) as a Whole Time Director of the Company for the period of five years with effect from November 10, 2016 on the terms and conditions as set out and as enumerated in the Agreement, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved.”
“**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard.”
- 7) To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:
“**RESOLVED THAT** pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 65,000/- plus actual out-of-pocket expenses payable to M. R. Pandit & Associates, Cost Accountants, who are appointed as Cost Auditors by the Board of Directors on 30th May 2017 to conduct audit of the cost accounting records maintained by the Company for the financial year 2017 –2018”.



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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
Sd/-
PRADIP P. PARAKH
CHAIRMAN & MANAGING DIRECTOR
(DIN: 00053321)

Place: Pune
Date: 10th August, 2017

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.
2. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a Certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting.
3. 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.
4. The Register of Members and Share Transfer Books will be closed from Thursday, 21st September, 2017 to Thursday 28th September, 2017 (both days inclusive).
5. Pursuant to the provisions of Section 205A(5) and 205 C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2008-09, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The dividends for the financial years 2009-10 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.
6. 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 Fifth Annual Report will be supplied to only those members who have not registered their email ids.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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 ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT IN THE PERMITTED MODE. THE DETAILS AND PROCEDURES FOR E-VOTING ARE ATTACHED WITH THE ANNUAL REPORT.



12. The cut-off date (record date) shall be 20th September 2017. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September 2017 may refer instructions kit attached to the notice for e-voting
13. The e-voting period commences on Monday, 25th September, 2017 (9.00 IST) and ends on Wednesday, 27th September, 2017 (5.00 IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. A separate communication is being sent to the Members to avail of the e-voting facility.
14. 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 (10.30 A.M to 6 P.M) on all working days (except Saturday and Sunday) up to the date of Annual General Meeting of the Company.
15. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017 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.
16. 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.
17. Mr. Rohit Ravikiran Kulkarni, Practicing Company Secretary is appointed as Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.
18. 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 Fifth Annual General Meeting of the Company on 28th September, 2017 and communicated to the Stock Exchanges where the shares of the Company are listed.
19. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 4 to 7 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. 4 to 7 of the accompanying Notice dated 10th August, 2017.

Item No. 4

This explanatory statement is provided though strictly not required as per section 102 of the Companies Act, 2013 Pursuant to provisions of section 139 of the Companies Act, 2013 read with applicable Rules framed thereunder the present M.Z. Gandhi and Co., Statutory Auditor of the company shall complete his term as Statutory Auditor at the ensuing Annual General Meeting. In view of the above, M/s. Aashish Gandhi & Associates, Chartered Accountant (ICAI Registration No. 136429W) have been recommended by the Board Of Directors for a term of five years commencing from the financial year 2017-2018 to hold office from conclusion of the 25th Annual General Meeting till the conclusion of the 30th Annual General Meeting, subject to ratification of their appointment by the members at every annual General Meeting on a remuneration plus applicable taxes out-of-pocket expenses etc. as may be mutually agreed upon by the Board Of Directors and the Auditors.

The Board recommends the given resolution for approval of the Members.

None of the Directors, Key Managerial Personnel and their relative are concerned or interested in the Resolution

Item No. 5

The Board of Directors at its meeting held on June 29, 2017 re-appointed Mr. Pradip P. Parakh (holding DIN 00053321) as a Managing Director of the Company with effect from July 1, 2017 for the period of two years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For the purpose, an agreement has been entered into by the Company with the Managing Director.

The approval of shareholders is solicited for the resolution at Item No. 5 by an Ordinary Resolution.

None of the Director or Key Managerial Personnel, or their respective relatives, except Mr. Pradip P. Parakh, is in any way, concerned or interested, financial or otherwise, in the resolution.

Item No. 6

The Board of Directors at its meeting held on November 10, 2016 re-appointed Mr. Rakesh V. Singh (holding DIN 06987619) as a Whole Time Director of the Company with effect from November 10, 2016 for the period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For the purpose, an agreement has been entered into by the Company with the Whole Time Director.

The approval of shareholders is solicited for the resolution at Item No. 6 by an Ordinary Resolution.

None of the Director or Key Managerial Personnel, or their respective relatives, except Mr. Rakesh V. Singh, is in any way, concerned or interested, financial or otherwise, in the resolution.

Item No. 7

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 2017-18. 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 2017-18. During the year Board has approved the professional fee of Rs. 65,000/- plus of out of pocket expenses for cost audit of cost accounts and records maintained by the company. Accordingly your company proposes to ratify the said professional fees of Rs. 65,000/- plus of out of pocket expenses for cost audit by way of an Ordinary Resolution. The Resolution seeks approval of members. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

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

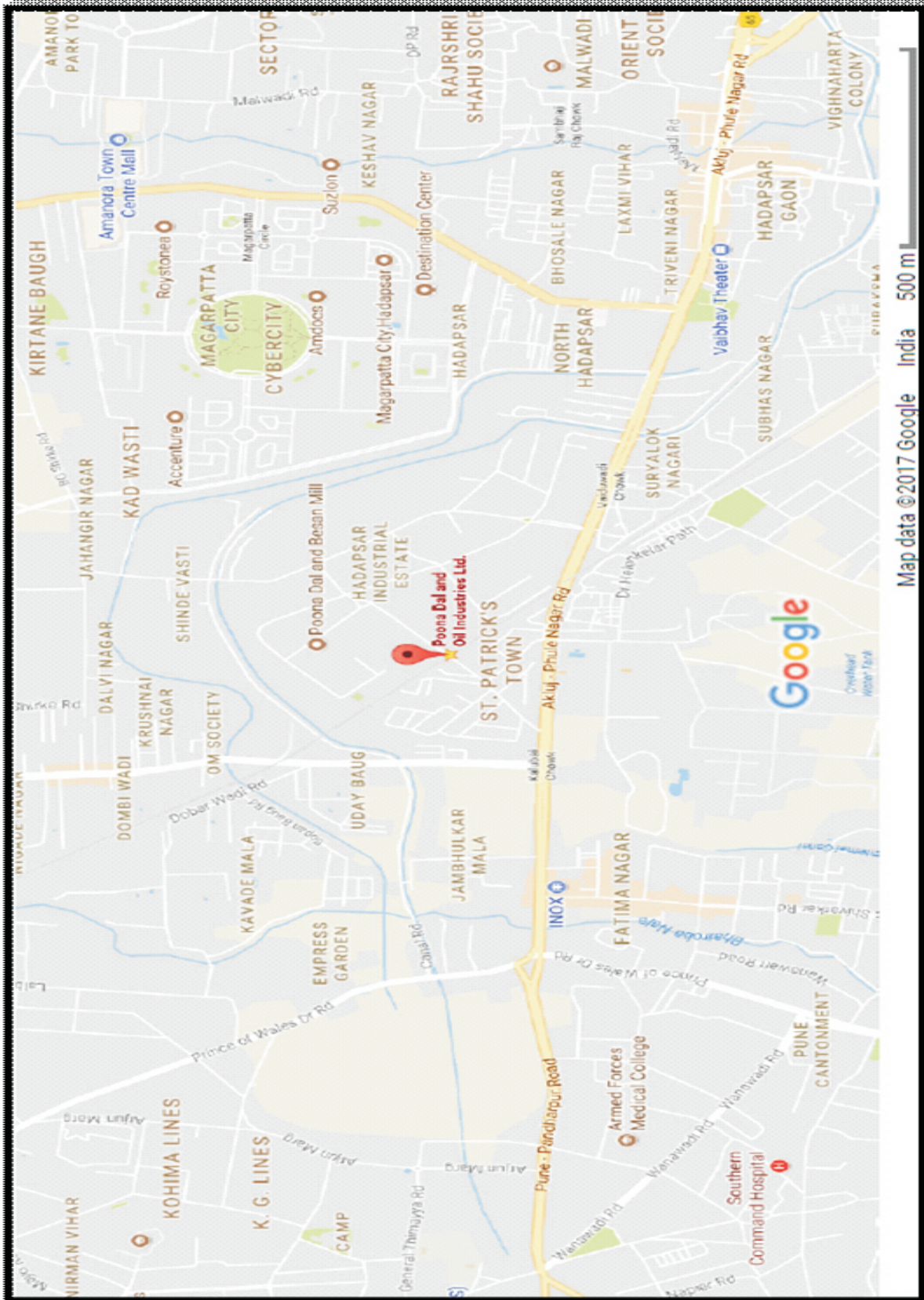
Tel: 020-26816020, 26816024

Fax: 020-26816021

CIN: L15313PN1993PLC070263

Place: Pune

Date: 10th August, 2017



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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 Fifth 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 25th September, 2017 at 9.00 a.m. and ends on 27th September, 2017 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20.09.2017, 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.
 - (i) 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.
 - (ii) Next enter the Image Verification as displayed and Click on Login.
 - (iii) 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.
 - (iv) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>-Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (xi) Click on the EVSN for the relevant Poona Dal And Oil Industries Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.

A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



DIRECTORS' REPORT

Your Directors have pleasure in presenting their Twenty Fifth Report together with the Audited Accounts of your Company for the year ended 31st March, 2017.

THE COMPANIES ACT, 2013

Your Company has been regular in keeping pace with the fast changes introduced by the Companies Act, 2013 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

(Rs. In Lakhs)

	2016-2017	2015-2016
Sales	29458.34	25068.10
Profit before tax	1402.97	195.95
Profit after tax	912.97	125.95

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 a growth in the Indian economy which had positive impact on agro industries. Company has achieved commendable 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 2016-17 is as follows:

Oil Division: Rs. 13811.20 Lakhs

Agro Division: Rs. 15647.14 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. 912.97 lakhs as compared with Rs. 125.95 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. 15.99 than to Rs. 2.21 for the financial year 2016-17.

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 no dividend be recommended for the year.

DIRECTORATE

At the Board Meeting held on 16th December, 2016, the Board of Directors have appointed Mr. Sunil Murlidhar Sharma as a Chief Financial Officer of the company and Mr. Abhijit Rathod had resigned from the post of Chief Financial Officer w.e.f. 16th December, 2016

In accordance with the provisions of the Companies Act, 2013 and Company's Article Association, Mr. Pradip P. Parakh, Managing Director and Mr. Rakesh V. Singh, Whole Time director retires by rotation and offers themselves for re-appointment. Necessary Resolutions for the appointment/ re-appointment of directors are being proposed in the Twenty Fifth Annual General Meeting.



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,2017 are as under:

Name of Director	DIN	Date of Appointment	Qualification	Directorship held in other Cos. in India as on 31.03.2017	Membership of Committees of other Companies in which he is a Director, as on 31.03.2017	No. of Shares held in Companies (including those held by relatives)
Pradip P.Parakh	00053321	30/06/2005	B.Com	PDBM-Poona Developer Pvt. Ltd.	NIL	NIL
Ligy George	07589299	10/08/2016	B. Sc	NIL	NIL	NIL
Mayur S. Ghule	07589305	10/08/2016	B.Com, CA Inter	NIL	NIL	NIL
Kewalchand M. Muthiyar	07597879	25/08/2016	B.Com	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

DIRECTORS' RESPONSIBILITY STATEMENT

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

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- 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;
- 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;
- the directors had prepared the annual accounts on a going concern basis; and
- 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.
- 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) concluded as on ensuing Annual General Meeting. However pursuant to Section 139 of the Companies Act, 2013, the Board Of Directors recommended to appoint M/s. Aashish Gandhi and Associates, Chartered Accountants, Pune (Firm Reg. No.136429W) be and is hereby appointed as a Statutory Auditor of the Company with effect from 28th September,2017 for a period of 5 years subject to approval of the members of the company in ensuing Annual General Meeting. 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 2017-18 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 2016-17. The Secretarial Audit Report is annexed herewith as Annexure VI. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**POLICIES:**

In accordance with the requirements of the Companies Act, 2013, the Listing Agreement and SEBI (LODR) Regulations, 2015, the Board of Directors of the Company has framed the following policies :

- Remuneration Policy
- Policy on Related Party Transactions.
- Vigil Mechanism Policy.
- Code of practices and procedures for fair disclosure of unpublished price sensitive information.
- Code of conduct to regulate, monitor and report trading by insiders.
- Policy for determination of materiality of events.

The above policies where mandated are up-loaded on the Company's website, under the web-link <http://www.pdoilindia/investor>

There were no significant and material orders passed by Regulators or Courts or Tribunals which would impact the going concern status of the Company.

RELATED PARTY TRANSACTIONS:

All transactions entered by the Company with Related Parties were in the ordinary course of business and at arm's length pricing basis. The Audit Committee granted omnibus approval for the transactions (which are repetitive in nature) and the same was reviewed by the Audit Committee and the Board of Directors. There were no materially significant transactions with Related Parties during the financial year 2016-2017 which were in conflict with the interest of the Company.

EXTRACTS OF ANNUAL RETURN

The extract of Annual Return in form no. MGT-9 as per Section 134 (3) (a) of the Companies Act, 2013 as on 31st March, 2017 is attached as Annexure V.

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. 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.

INTERNAL COMPLAINTS COMMITTEE

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 2016-17, 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. 18772.29 lakhs (Previous Year Rs. 9099.50 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.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND:

Pursuant to the provisions of Section 125(2) of the Companies Act, 2013, the Company has transferred the unclaimed dividend amounts referable to the year ended 31st March 2008 to the credit of the Investor Education and Protection Fund during the year under review well before their respective due dates

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] A-/Stable (pronounced as ICRAA minus) and [ICRA] A2+ (pronounced as ICRAA two plus), 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 PARAKH
CHAIRMAN & MANAGING DIRECTOR
(DIN : 00053321)**

Place: Pune
Date: 10th August, 2017

ANNEXURE (I)

Total Energy consumption and energy consumption per unit of production as per Form - A				
A.	POWER AND FUEL CONSUMPTION:		As at 31-03-17	As at 31-03-16
1)	Electricity			
a)	Purchased		1044483	1213743
	Unit-KWH			
	Rs. Lakhs		99.17	108.80
	MD and other Charges			
	Charges		99.17	108.80
	Rate/Unit Rs.		9.50	8.96
2	Coal			
	Quantity-MTS		Nil	Nil
	Total Cost Rs. Lakhs		Nil	Nil
	Average Rate -Rs./MTS		Nil	Nil
3	Others			
	Quantity-MTS		2887.31	6176.055
	Total Cost Rs. Lakhs		100.00	186.31
	Average Rate -Rs./MTS		3463	3017
B.	CONSUMPTION PER UNIT OF PRODUCTION:			
	Electricity-KWH		50.93 Kwh/MT	51.20 Kwh/MT
	Coal		--	--
	Others		140.78 Kg/MT	260.55 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 Rs.13811.20 lakhs compared with Rs. 15100.12 lakhs in the previous year.
The decrease in sales is on account of decrease in demand.

AGRO DIVISION: Sales were Rs. 15647.14 lakhs compared with Rs. 9967.99 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 Rs. 29458.34 Lakhs compared with Rs. 25068.10 Lakhs in the previous year. Profit before tax was Rs. 1408.79 Lakhs compared with the previous year figure of Rs. 195.95 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, 2017

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 gap between two meetings does not exceed four months. The Nomination & Remuneration Committee and Stakeholder's Relationship Committee of the Board meets as and when required. 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 Director	Category	Board Meeting		Attended Last AGM	Other Directorship		
		Held	Attended		Other Directorship	Committee Membership	Committee Chairmanship
Mr. Pradip P. Parakh	Chairman & Managing Director	8	8	No	1	Nil	Nil
Mr. Shankar S. Jagtap	Executive Director	8	8	Yes	Nil	Nil	Nil
Mr. Rakesh V. Singh	Executive Director	8	8	Yes	Nil	Nil	Nil
Mr. Jitendra H. Palnitkar*	Non Executive Independent Director	2	2	No	Nil	Nil	Nil
Mr. Prakash Narvekar*	Non Executive Independent Director	2	2	No	Nil	Nil	Nil
Mr. Gautam Surana*	Non Executive Independent Director	2	2	No	Nil	Nil	Nil
Mr. Ayushman Mehta*	Non Executive Independent Director	2	2	No	Nil	Nil	Nil
Ms. Geeta Kharade*	Executive Director	2	2	No	Nil	Nil	Nil
Ms. Ligy George**	Non Executive Independent Director	7	7	Yes	Nil	Nil	Nil
Mr. Kewalchand M Muthiyani**	Non Executive Independent Director	6	6	Yes	Nil	Nil	Nil
Mr. Mayur S. Ghule**	Non Executive Independent Director	7	7	Yes	Nil	Nil	Nil

Note:

** Ms. Ligy George and Mr. Mayur S. Ghule appointed as a Non Executive Independent Director w.e.f. 10th August, 2016

**Mr. Kewalchand Muthiyani appointed as a Non Executive Independent Director w.e.f. 25th August, 2016 and

* Mr. Jitendra H. Palnitkar, Mr. Prakash Narvekar, Mr. Ayushman Mehata and Mrs. Geeta Kharade resigned from the board w.e.f. 10th August, 2016.

The details of Board Meetings held during the financial year ended March 31, 2017 are as under

Sr. No.	Date of the Meetings	Board Strength	No. of Directors Present
1	29th May 2016	8	8
2	10th August,2016	8	7
3	25th August 2016	5	5
4	14th October 2016	6	6
5	23rd September,2016	6	6
6	10th November,2016	6	6
7	16th December,2016	6	6
8	8th February,2017	6	6



During the year under review, Eight Board Meetings were held on 29th May, 2016, 10th August,2016, 25th August,2016, 23rd September,2016, 14th October,2016, 10th November,2016, 16th December,2016 and 8th February,2017..

Attendance of each Director at the Board Meetings held during the financial year 2016-17 and at the last Annual General Meetings is furnished in the above table.

None of the Directors are holding any share in the company as on 31st March 2017

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, 2017.

THE COMMITTEES OF THE BOARD

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set off 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.

The details of composition of the Audit Committee as on 31st March, 2017 is furnished hereunder:

Sr. No.	Members	Designation	Meeting Held	Meeting Attended
1	Mr. Jitendra H Palnitkar*	Former Chairman	2	2
2	Mr. Gautam Surana*	Former Member	2	2
3	Mrs. Geeta Kharade*	Former Member	2	2
4	Mr. Abhijit Rathod*	Former Member	3	3
5	Mr. Mayur Ghule	Chairman	3	3
6	Mr. Kewalchand Muthiyani	Member	2	2
7	Mr. Pradip Parakh	Member	3	3



Note:

- 1) During the year four meetings of the Audit Committee were held as on 29th May,2016, 10th August,2016, 10th November,2016 and 8th February,2017
- 2) Mr. Jitendra H Palnitkar, Mr. Gautam Surana, Mrs. Geeta Kharade had resigned from the post w.e.f. 10th August,2016 and Mr. Abhijit Rathod had resigned from the post w.e.f. 16th December,2016 therefore Audit Committee had been reconstituted as and when required by the Board.

2. 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:

Sr. No.	Members	Designation	Meeting Held	Meeting Attended
1	Mr. Prakash P. Narvekar*	Former Chairman	1	1
2	Mr. Gautam S. Surana*	Former Member	1	1
3	Mr. Ayushman Mehta*	Former Member	1	1
4	Mr. Kewalchand M. Muthiyan	Chairman	1	1
5	Mr. Mayur S. Ghule	Member	2	2
6	Ms. Ligy George	Member	2	2

Note:

- 1) During the year Three meetings of Nomination and Remuneration Committee were held on 10th August, 2016, 25th August,2016 and 16th December,2016
- 2) Mr. Prakash Narvekar , Mr. Gautam Surana and Mr. Ayushman Mehta resigned from the board w.e.f. 10th August,2016. Therefore Nomination and Remuneration committee had been reconstituted as and when required by the Board.

Details of the Remuneration of all the Directors:

Sr. No.	Name of the Director	Salary/Perquisites	Bonus/Commission	Sitting Fees
1	Mr. Pradip P. Parakh	Rs.600000	NIL	NIL
2	Mr. Shankar S. Jagtap	Rs.268800	NIL	NIL
3	Mr. Rakesh V. Singh	Rs.181050	NIL	NIL
4	Mrs. Geeta P.Kharade	Rs.38800	NIL	NIL
5	Mr. Mayur S. Ghule	NIL	NIL	NIL
6	Mr. Kewalchand M. Muthiyan	NIL	NIL	NIL
7	Ms. Ligy George	NIL	NIL	NIL



Notes:

- i) *Mrs. Geeta Kharade had resigned from the Board w.e.f. 10th August,2016
- 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 31,2017

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

Sr. No.	Members	Designation
1	Mr. Gautam S. Surana*	Former Chairman
2	Mr. Rakesh V. Singh	Former Member
3	Mrs. Geeta P Kharade**	Former Member
4	Mr. Kewalchand M. Muthiyan	Chairman
5	Mr. Mayur S. Ghule	Member
6	Mr. Shankar S. Jagtap	Member

*Mr. Gautam Surana and **Mrs. Geeta Kharade had resigned from the Board w.e.f. 10th August, 2016 and therefore committee had been reconstituted w.e.f. 10th August,2016

The Stakeholders Relationship Committee shall act in terms of reference specified by the Board which shall, inter-alia, includes,

- i) 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.
- ii) 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;
- iii) 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.
- iv) 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 Mrs. Swati Pritesh Runwal , 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.

During the financial year No complaints received from the shareholders of the Company



The status on the total number of complaints received during the FY 2016-17, is as follows:-

Nature of Complaint	SEBI	Stock Exchange	Shareholders	Total	Redressed	Not Redressed	Reason's for non redressal
Non-receipt of dividend	0	0	0	0	0	NIL	NIL
Non-receipt of annual report	0	0	0	0	0	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	0	0	0	NIL	NIL
For dematerialization of shares	0	0	0	0	0	NIL	NIL

GENERAL BODY MEETINGS

The Last Annual General Body Meetings were held at 71/A, Industrial Estate, Hadapsar,Pune-411013 as on 23rd September,2016 and for the year ended 2014-2015 and 2013- 2014 at 103/104 Hadapsar Industrial Estate, Pune-411013 on, 25th September, 2015, 27th September, 2014 respectively. 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, 2017
- 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, 2017	Due date for transfer of unclaimed dividend to Investor Education & Protection Fund
1	Final Dividend	2009-10	10/25/2010	Rs. 3,10,079	10/25/2017
2	Final Dividend	2010-11	10/10/2011	Rs.2,99,170	10/10/2018
3	Final Dividend	2011-12	10/8/2012	Rs 3,31,117	10/8/2019
4	Final Dividend	2012-13	10/7/2013	Rs. 3,19,593	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 were 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 June 29, 2017. The same is annexed to the Board's Report.

COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate of Secretarial Auditor 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. 2016	15.07.2016
30.09. 2016	26.10.2016
31.12. 2016	16.01.2017
31.03.2017	12.04.2017



GENERAL SHAREHOLDER INFORMATION

AGM : Date, time and venue		Thursday, 28th September, 2017, 03.00 p.m. At : 71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013			
Financial Calendar (tentative and subject to change)	June	2017	Audited results for the year ended 31.03.2017		
	August	2017	Unaudited results for the quarter ended 30.06.2016		
	September	2017	Annual General Meeting		
	November	2018	Unaudited results for the quarter ended 30.09.2017		
	February	2018	Unaudited results for the quarter ended 31.12.2017		
Date of Book closure		21st September, 2017 to 28th September, 2017 (both days inclusive)			
Listing on Stock Exchanges and Stock Code	1) The Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001		519359		
	2) Cochin Stock Exchange Limited MES Building, 4th Floor, Judges Avenue, Kaloor Cochin – 682 017		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, 2017 (except Cochin Stock Exchanges where the Company has awaiting a certificate of delisting).			
Demat ISIN		The ISIN allotted to the Company's Equity Shares is : INE809E01018			
Market Price Data : High, low and volume during each month in the last financial year Ended 31st March, 2017	MONTH	HIGHEST	LOWEST	VOLUME	
		RS.	RS.	NO. OF SHARES	
	Apr-16	21	19.2	5965	
	May-16	22.6	18.8	8299	
	Jun-16	22	18.2	9406	
	Jul-16	22.55	19	17095	
	Aug-16	20.9	18.55	7441	
	Sep-16	20.95	18.3	12810	
	Oct-16	21.8	18.05	19015	
	Nov-16	25.25	17.3	28353	
	Dec-16	25.3	18.05	12524	
	Jan-17	28.6	20.55	54445	
	Feb-17	36.85	23.3	58764	
Mar-17	33	21.9	40230		



Performance, in comparison to broad based indices, such as BSE Sensex, etc.	MONTH	INDEX(SENSEX)		QUOTE	
		HIGH	LOW	HIGH	LOW
	April-2016	26100.54	24523.2	21	19.2
	May	26837.2	25057.93	22.6	18.8
	June	27105.41	25911.33	22	18.2
	August	28532.25	27627.97	20.9	18.55
	October	28477.65	27488.3	21.8	18.05
	November	28029.8	25717.93	25.25	17.3
	December	26803.76	25753.74	25.3	18.05
	January-2017	27980.39	26447.06	28.6	20.55
	February	29065.31	27590.1	36.85	23.3
	March	29824.62	28716.21	33	21.9
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: 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 Stakeholders Relationship 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, 2017	Shares of nominal Value	No. of Holders	% of Holders	Total Amount	% of Amount
	Upto – 5000	3805	89.40	7141320.00	12.51
	5001 – 10000	255	5.99	2177250.00	3.81
	10001 – 20000	82	1.93	1217230.00	2.13
	20001 – 30000	45	1.06	1129770.00	1.98
	30001 – 40000	13	0.31	458780.00	0.80
	40001 – 50000	16	0.38	778270.00	1.36
	50001 – 100000	17	0.40	1238700.00	2.17
100001 and above	23	0.54	42938680.00	75.23	
		4256	100.00	57080000	100.00
Pattern of Shareholding as on March 31, 2017	Category			No. of Shares	% of share holders
	Promoters			4017219	70.38
	Institutions			NIL	NIL
	Non – Institutions-				
	Private Body Corporate			19654	0.344
	Residential Individuals			1586126	27.78
	Others			NIL	NIL
	NRI			2503	0.044
Clearing Members			82498	1.45	
TOTAL :			5708000	100.00	



Dematerialization of shares and liquidity		4909860 equity shares in the paid-up capital of the Company were in dematerialized form as on 31st March, 2017. 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 Location		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
(DIN: 00053321)**

Place: Pune
Date: 10th August, 2017



**ANNEXURE IV
CERTIFICATE ON CORPORATE GOVERNANCE**

To,
**The Member of
Poona Dal And Oil Industries Limited,
71/A, Hadapsar Industrial Estate,
Pune - 411013**

We have examined the compliance of conditions of Corporate Governance by Poona Dal and Oil Industries Limited for the year ended on 31.03.2017, as stipulated in Regulation 15(2) of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) 2015 for the period 1st April, 2016 to 31st March, 2017.

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 on the basis of our examination of the records produced, explanations and information furnished, we certify that the Company has complied with

- (a) all the mandatory conditions of the Clause 49 of the Listing Agreement upto 30th November, 2015.
- (b) all the mandatory regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [wherever applicable after it has come into effect 1st December, 2015].
- (c) the following non-mandatory requirements of the Clause 49 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
 - (i) The Company has moved to a regime of financial statements with unmodified audit opinion.
 - (ii) The Internal Auditors directly reporting to the Audit Committee

This certificate 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

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

Date: 29.06.2017
Place: Pune

Rohit Ravikiran Kulkarni
Practicing Company Secretary
ACS No. 33568
C.P. No. 16206



ANNEXURE V

EXTRACT OF ANNUAL RETURN

As on financial year ended 31-03-2017

[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, Hadassah, Pune-411013
Whether listed company	Yes
Name, Address and Contact details of Registrar and	Sharex and Dynamic(India) Pvt Ltd., Unit-1, Luthra Ind.
Transfer Agent, if any	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/	% to total turnover of the company
a	Edible Oil	46305	46.88%
b.	Pulses	47211	53.11%

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	NA	NA	NA	NA

D. SHARE HOLDING PATTERN

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2016				No. of Shares held at the end of the year 31-03-2017				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	

(A.) PROMOTER'S

(1). INDIAN									
(a). individual	4017219	0	4017219	70.379	4017219	0	4017219	70.379	0
(b). Central Govt.		0				0			0
(c). State Govt(s)		0				0			0
(d). Bodies Corpp.		0				0			0
(e). FIINS / BANKS.		0				0			0
(f). Any Other		0				0			0
Sub-total (A) (1):-	4017219	0	4017219	70.379	4017219	0	4017219	70.379	0



(2). FOREIGN									
(a). Individual NRI / For Ind		0				0			0
(b). Other Individual		0				0			0
(c). Bodies Corporates		0				0			0
(d). Banks / FII		0				0			0
(e). Qualified Foreign Investor		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)	4017219	0	4017219	70.379	4017219	0	4017219	70.379	0

(B) (1). PUBLIC SHAREHOLDING

(a). Mutual Funds		0				0			0.000
(b). Banks / FI		0				0			0.000
(c). Central Govt.		0				0			0.000
(d). State Govt.		0				0			0.000
(e). Venture Capital Funds		0				0			0.000
(f). Insurance Companies		0				0			0.000
(g). FIIs		0				0			0.000
(h). Foreign Venture Capital Funds		0				0			0.000
(i). Others (specify)		0				0			0.000
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0.000

2. NON-INSTITUTIONS

(a). BODIES CORP.

(i). Indian	97883	3100	100983	1.769	16554	3100	19654	0.344	0.000
(ii). Overseas		0				0			0.000

(B). INDIVIDUALS

(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	652251	778540	1430791	25.066	614794	773940	1388734	24.330	-0.736
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	135559	21100	156659	2.745	176292	21100	197392	3.458	0.713



(I). OTHERS (SPECIFY)

Non Resident Indians	2348	0	2348	0.041	2503	0	2503	0.044	0.003
Overseas Corporate Bodies		0				0			0
Foreign Nationals		0				0			0
Clearing Members		0			82498	0	82498	1.445	1.445
Trusts		0				0			0
Foreign Bodies - D R									
Sub-total (B)(2):-	888041	802740	1690781	29.621	892641	798140	1690781	29.621	0
Total Public Shareholding (B)= (B)(1)+ (B)(2)	888041	802740	1690781	29.621	892641	798140	1690781	29.621	0
C. Shares held by Custodian for GD Rs & ADRs		0				0			0.000
Grand Total (A+B+C)	4905260	802740	5708000	100.00	4909860	798140	5708000	100.00	0

(ii) SHAREHOLDING OF PROMOTERS

Sr.No	Shareholder's Name	Shareholding at the beginning of the year			Share Holding at the end of the Year			% changes in share holding during the year
		No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	No.of Shares	% of total Shares of the company	% of shares Pledged/ encumbered to total shares	
1	Sujit Deepchand Parakh	451850	7.916	0	451850	7.916	0	0
2	Swapnil Jalamchand Parakh	355550	6.229	0	355550	6.229	0	0
3	Deepchand Kesharchand Parakh	336810	5.901	0	336810	5.901	0	0
4	Jalamchand Kesharchand Parakh	336700	5.899	0	336700	5.899	0	0
5	Sunil Deepchand Parakh (huf)	321110	5.626	0	321110	5.626	0	0
6	Meera Sujit Parakh	293960	5.15	0	293960	5.15	0	0
7	Rajashree Sunil Parakh	293710	5.146	0	293710	5.146	0	0
8	Sunil Deepchand Parakh	286300	5.016	0	286300	5.016	0	0
9	Deepchand Kesharchand Parakh (H.u.f)	278000	4.87	0	278000	4.87	0	0
10	Sudarshanbai Deepchand Parakh	273428	4.79	0	273428	4.79	0	0
11	Jalamchand Kesharchand Parakh (H.u.f)	271700	4.76	0	271700	4.76	0	0



12	VIJAYABAI J ALAMCHAND PARAKH	264260	4.63	0	264260	4.63	0	0
13	ANUSHREE SWAPNIL PARAKH	253541	4.442	0	300	0.005	0	0
14	SURAJ SUNIL PARAKH	300	0.005	0	336700	5.899	0	0

iii) Change in Promoter's Shareholding

Sr.No	Shareholder's Name	Shareholding at the Beginning of the Year			Shareholding at the end of the Year			
		No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share holding	Reason	No.Of shares	

N/A

iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sr.No	Name	No.of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in share holding	Reason	No.Of shares	% of total Shares of the company
1	PCS SECURITIES LIMITED	79557	1.394	01-04-2016				
				06-01-2017	499	Buy	80056	1.403
				13-01-2017	-499	Sold	79557	1.394
				Closing Balance			31-03-2017	
2	MANOJ J BAGADIA	50765	0.889	01-04-2016				
				10-06-2016	195	Buy	50960	0.893
				12-08-2016	100	Buy	51060	0.895
				19-08-2016	100	Buy	51160	0.896
				26-08-2016	8	Buy	51168	0.896
			02-09-2016	100	Buy	51268	0.898	



				16-09-2016	1000	Buy	52268	0.916
				23-09-2016	5	Buy	52273	0.916
				07-10-2016	140	Buy	52413	0.918
				10-02-2017	-192	Sold	52221	0.915
				24-02-2017	-250	Sold	51971	0.91
				03-03-2017	-1091	Sold	50880	0.891
	Closing Balance			31-03-2017			50880	0.891
3	SANGEETHA S	33048	0.579	01-04-2016				
				10-06-2016	952	Buy	34000	0.596
				09-09-2016	990	Buy	35890	0.629
				21-10-2016	990	Buy	35890	0.629
				25-11-2016	900	Buy	36790	0.645
				02-12-2016	4792	Buy	41582	0.728
				09-12-2016	418	Buy	42000	0.736
				06-01-2017	1000	Buy	43000	0.753
				13-01-2017	900	Buy	43900	0.769
				20-01-2017	900	Buy	44800	0.785
				10-02-2017	1800	Buy	46600	0.816
				17-03-2017	340	Buy	46940	0.822
	Closing Balance			31-03-2017	900	Buy	46940	0.822
4	HANSIL PATEL	21100	0.37	01-04-2016				
	Closing Balance			31-03-2017		No Change	21100	0.37
				07-10-2016	140	Buy	52413	0.918
5	DEVENDRA SURANA	19003	0.333	01-04-2016				
	Closing Balance			31-03-2017		No Change	19003	0.333
6	UMA AGIWAL	6300	0.11	01-04-2016				
				24-02-2017	-300	Sold	6000	0.105
				17-03-2017	8800	Buy	14800	0.259
	Closing Balance			31-03-2017			14800	0.259
7	N K MALLIGA	9462	0.166	01-04-2016				
				15-07-2016	1000	Buy	10462	0.183
				29-07-2016	450	Buy	10912	0.191
				16-09-2016	500	Buy	11412	0.2
				28-10-2016	600	Buy	12012	0.21
	Closing Balance			31-03-2017	1000	Buy	12012	0.21



8	JAYALATA JAGMOHAN SHAH	11803	0.207	01-04-2016				
	-Closing Balance			31-03-2017		No Change	11803	0.207
9	PARUL VIPUL SHETH	10815	0.189	01-04-2016				
				24-02-2017	-86	Sold	10729	0.188
	-Closing Balance			31-03-2017	-1091	Sold	10729	0.188
10	BALAJI .KAVALI	10125	0.177	01-04-2016				
	Closing Balance			31-03-2017		No Change	10125	0.177
11	DINESH CHANDRA MOGRA	10000	0.175	01-04-2016				
	Closing Balance			31-03-2017		No Change	10000	0.175
12	INDRA R GANGLANI	10000	0.175	01-04-2016				
				22-07-2016	-1000	Sold	9000	0.158
				05-08-2016	-1000	Sold	8000	0.14
				12-08-2016	-1000	Sold	7000	0.123
				21-10-2016	-616	Sold	6384	0.112
				28-10-2016	-1100	Sold	5284	0.093
				04-11-2016	-1246	Sold	4038	0.071
				11-11-2016	-2000	Sold	2038	0.036
				02-12-2016	-1074	Sold	964	0.017
				16-12-2016	106	Buy	1070	0.019
				13-01-2017	-1000	Sold	70	0.001
	Closing Balance			20-01-2017	-70	Sold	0	0

v) SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr.No	Name	Shareholding at the beginning of the year			Cumulative Shareholding at the end of the year		
		No.of Shares at the beginning /end of the Year	% of the Shares of the company	Name	Increasing/ Decreasing in shareholding	No.Of shares	% of total Shares of the company
NA							

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	121393189.000
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
● Addition	-121393189			-121393189.000
● Reduction				
Net Change	Nil			
Indebtedness at the end of the financial year				
i) Principal Amount	Nil			Nil
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Nil			Nil

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr.no	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Pradip Parakh	Rakesh Singh	Shankar Jagtap	Geeta Kharade	
1	Gross salary					Total Amount
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	600,000	181050	268800	38800	1088650
	(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					



B. REMUNERATION TO OTHER DIRECTORS:

1.	Independent Directors	Name of Directors Manager	Total Amount
	• Fee for attending board / committee meetings	Nil	Nil
	• Commission		
	• Others, please specify		
	• Total (1)		
2.	Other Non-Executive Directors		
	• 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

Sr No.	Particulars of Remuneration	Key Managerial Personnel			
		CFO*	Company Secretary	CFO**	Total
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	283500	240000	45600	569100.000
	(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...				
	Others, please specify				
	Total				

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	Nil	Nil	Nil

C. OTHER OFFICERS IN DEFAULT

Penalty	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note: * Mr. Abhijit Rathod Resigned w.e.f.16th December,2016 and Mr. Sunil M. Sharma appointed as Chief Financial Officer w.e.f. 16th December,2016



Annexure VI
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March, 2017

[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,
Poona Dal & 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 POONA DAL & 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, 2017, 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, 2017 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 (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - c. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 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 (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - g. Foreign Exchange Management Act, 1999 and the rules and regulations made there under 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 Secretarial Standards issued by The Institute of Company Secretaries of India

I have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India

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.

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: 10.08.2017
Place: Pune

Rohit Ravikiran Kulkarni
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 Secretarial Audit Report

To,
The Members,
Poona Dal & 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 POONA DAL & 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: 10.08.2017
Place: Pune

Rohit Ravikiran Kulkarni
Practicing Company Secretary
ACS No. 33568
C.P. No. 16206



INDEPENDENT AUDITOR'S 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, 2017 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, 2017.
- ii) In the case of Statement of Profit and Loss of the Profit for the year ended 31st March, 2017.
- 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, 2017, and taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2017 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.
However search & seizure action was conducted by Income Tax Department on 05th April, 2017 at the registered office of the company, factory location(s), residence of managing director and key personnel of the company pursuant to section 132 and section 133A of the Income Tax Act 1961, the proceedings are still under process and not finalized hence we are unable to comment upon the resulting effect of the same on assets, income / profit for the year.
 - 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.
 - 4) The Company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November 2016 to 30th December 2016 and these are in accordance with the books of accounts maintained by the Company.

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

Chartered Accountants
(Firm Registration No. 117819W)

CA Mahendra Gandhi

Proprietor
(Membership No. 103604)
Place: - Pune
Date: - 29th June, 2017.

**Annexure A to the Independent Auditor's 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, 2017. 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) 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. Wherever discrepancies were noticed in relation to appropriate physical stock of packing material and the book stock have been properly dealt with in books of accounts.
- 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.

Particulars	Amount (Rs.)	Authority
CST 2008-2009	389934.00	Joint Commissioner of Sales Tax (Appeal)

- 8) The company does not have any outstanding over dues of any loan or borrowings to any financial institutions, banks, government or debenture holders during the year.



- 9) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and also not availed any term loans outstanding during the year.
- 10) On the basis of our examination and according to the information and explanation given to us, no fraud by the company or on the company by its officers / employees has been noticed or reported during the course of our audit.
- 11) Company has paid / provided managerial remuneration in accordance with requisite approvals mandated by the provision of the section 197 read with schedule V of the companies Act, 2013.
- 12) In our opinion and according to the information and explanation given to us, the company is not niddhi company. Hence this clause of the Order is not applicable.
- 13) According to the information and explanation given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- 14) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) The Company has not entered into non-cash transactions with directors or persons connected with them.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For M/s. M. Z. Gandhi & Co.
Chartered Accountants
(Firm Registration No. 117819W)

CA Mahendra Gandhi
Proprietor
(Membership No. 103604)
Place: - Pune
Date: - 29th June, 2017.



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, 2017. 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, 2017 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, 2017, 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)

CA Mahendra Gandhi

Proprietor
(Membership No. 103604)
Place: - Pune
Date: - 29th June, 2017.

**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.

Employees State Insurance Scheme: -

From the current year ESIC has become applicable to the company and employer's contribution to the same has been accounted 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: - 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 continued to 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. Though lease rental has been debited to profit and loss account but two cheques amounting to Rs. 25,000/- (12,500/- each) every year issued against the same has not been presented for payment by the lesser and remain outstanding in bank reconciliation statement since last four years.
- i) **Foreign currency transactions:** - Transactions in foreign currencies are translated into INR at the rate of exchange ruling on the date of the transactions or fair rate.

Gains or losses resulting from foreign currency transactions have been considered at the time of settlement / payment of transactions.

- 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 7,92,797/- & deferred taxes comes to INR 2,74,371/-. 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-
- It is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - 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.

Income Tax Department has conducted search & seizure action on 05th April, 2017 at the registered office of the company, factory location(s), residence of managing director and key personnel of the company pursuant to section 132 and section 133A of the Income Tax Act, 1961. The proceedings are still in process & hence the board reserves its right to comment on the subsequent effects of the same on assets, income / profit for the financial year under review. As quantum of Income Tax liability that may / may not arise is uncertain at this point of time, the same has not been mentioned and the board has restricted their comments up to disclosing the fact that such action has been conducted by Income Tax Department.

- m) Estimated amount of contracts remaining to be executed on capital account and provided for - NIL (Previous year NIL). Company has issued work order for execution of work contract against that Rs. 27,81,249/- has been paid to three parties since last year; however same has not been executed by them and matter is under dispute; hence not provided for in the books of accounts and disclosed in Balance Sheet as creditors having debit balance.

n) Expenditure incurred on Employees in respect of remuneration

Particulars	2016-2017	2015-2016
Expenditure incurred on Employees in respect of remuneration		
Aggregating not less than Rs.60,00,000/- (Previous year Rs. 60,00,000/-) per annum.	Nil	Nil
For the financial year or Rs. 5,00,000/- (Previous year Rs. 5,00,000/-) per month 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 take

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 except in case of computer, electrical instruments and office equipments which has gone below 5% of cost of acquisition due to excess charge of depreciation before implementation of Companies Act, 2013.

c) Inventory provisions

Management regularly undertakes a review of the company's inventory (Note 3), stated at INR 45,35,69,757 (previous year INR 9,72,13,192) 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. Due to this valuation of inventory of packing material and chemicals has been reduced to that extent

d) Doubtful debt provisions

Management regularly undertakes a review of the amounts of loans and receivables owed to the company either from third parties or from staff (Notes 4, 7 & 8) 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 debt

4) CIF Value of Imports

INR 18772.29 Lac (P.Y. INR 9099.50 Lac).

5) FOB Value of Export

NIL (P.Y. Rs. NIL).

6) Expenditure in Foreign Currency

INR 18.66 Lac (P.Y. INR 14.67 Lac).

7) Auditors Remuneration



Particulars	2016-2017	2015-2016
Statutory Audit Fees	2,87,500.00	2,57,625.00
Tax Audit Fees	1,15,000.00	77,287.00
Vat Audit Fees	1,15,000.00	65,838.00

7)Gross Profit and Ratio Analysis

Particulars	2016-2017	2015-2016
Revenue from Operations	2,94,58,34,330.00	2,50,68,10,870.00
Cost of Material Consumed & Traded Goods	2,78,11,97,412.00	2,45,38,07,893.00
Gross Profit	16,46,36,918.00	5,30,02,977.00
Gross Profit Ratio	5.59%	2.11%



9) 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	2016-2017	2015-2016
Profit for the year after tax and exception / extraordinary items	9,12,97,463.00	1,25,94,617.00
To No. of outstanding shares	57,08,000	57,08,000
Basic & Diluted Earnings Per shares	15.99	2.21

10) 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

11) 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 except the search & seizure action conducted by Income Tax Department.

12) 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	13811.20	15647.14
Profit before tax and finance cost	(187.12)	1679.81
Less: Finance Cost	83.90	
Total Profit before Tax	1408.79	
Provision for Taxation	490.00	
Total Profit after Tax	918.79	
Extra ordinary items	05.82	
Net Profit for the period	912.97	
Assets	7231.52	12541.31
Liabilities	5869.28	10527.32
Net Capital Employed	1362.24	2013.99

13) 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	Ligy George	Director
5	Kevalchand Manikchand Muthiyan	Director
6	Mayur Sopan Ghule	Director
7	Sunil Murlidhar Sharma	CFO
8	Swati Pritesh Runwal	CS
9	Jitendra Palnitkar	Ex-Director
10	Ayushman Mehta	Ex-Director
11	Gautam Surana	Ex-Director
12	Prakash Narvekar	Ex-Director
13	Abhijeet Rathod	Ex-CFO

II. Persons having significant influence / control (on the basis on Shareholding)			
1	Deepchand Kesharchand Parakh	4	Jalamchand K. Parakh
2	Sunil Deepchand Parakh	5	Swapnil Jalamchand Parakh
3	Sujit Deepchand Parakh		

III. Related Party Transactions			
		Ass. Company / Firm	KMP / Control
1	Sales of Material / Receipts	--	--
2	Purchases of Materials	--	--
3	Director Remuneration	--	10,88,650.00
4	Lease Rent	--	50,000.00

14) 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 them 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

15) Details of Specified Bank Notes

As per section 467 sub-section (1) of the Companies Act 2013 and notification in official gazette No. GSR 308 (E) dated 30th March, 2017 the following are the details of specified bank notes held and transacted during the period 08th November, 2016 to 30th December, 2016.

	SBN's	Other Denomination	Total
Closing Cash as on 8.11.2016	3,00,000.00	15,81,542.00	18,81,542.00
(+) Permitted receipts	0.00	36,13,663.00	36,13,663.00
(-) Permitted Payments	63,000.00	44,01,072.00	44,64,072.00
(-) Amount Deposited in Banks	2,37,000.00	0.00	2,37,000.00
Closing Cash as on 30.12.2016	0.00	7,94,133.00	7,94,133.00

Details of Permitted Payment

Particulars	Amount	Details
Factory Licence Fees	25,000.00	Cash Deposited in Govt. Treasury
Factory Licence Fees	3,000.00	Cash Deposited in Govt. Treasury
Petrol & Diesel Expenses	35,000.00	Various payments at Petrol Pump
Total	63,000.00	

16) Corporate Social Responsibility

During the year companies have made profit amounting to INR 14.08 Crores hence section 135 of the Companies Act, 2013 become applicable to the company. The board has taken a note of applicability of contribution to be made to CSR activity. Accordingly the board is forming a committee as stated in section 135 of the Companies Act, 2013 namely CSR Committee. Subsequently the Board is committed to act upon, pursuant to the policies and recommendations of such committee.

17) 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.

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

 Chartered Accountants
 (Firm Registration No. 117819W)

CA Mahendra Gandhi

 Proprietor
 (Membership No. 103604)
 Place: - Pune
 Date: - 29th June, 2017

For and on behalf of Board of Directors
Pradip P. Parakh

 Managing Director
 (DIN No. : 00053321)
 Place: - Pune
 Date: - 29th June, 2017

Shankar S. Jagtap

 Director
 (DIN No. : 07395002)
 Place: - Pune
 Date: - 29th June, 2017



Balance Sheet as on 31st March,2017

Particulars		Notes	31st March, 2017	31st March, 2016
		No.	Amount (Rs.)	Amount (Rs.)
ASSETS				
Non Current Assets				
(a)	Property, Plant and Equipment	1	48,797,669.00	56,265,080.00
(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)	Finanacial Assets		--	--
(i)	Investment		--	--
(ii)	Trade Receivables		--	--
(iii)	Non current Loans and Advances		--	--
(i)	Deferred Tax Assets (net)		--	--
(j)	Other non-current assets	2	2,406,425.00	4,427,435.00
Current Assets				
(a)	Inventories	3	453,569,757.00	97,213,192.00
(b)	Financial Assets		--	--
(i)	Current Investments		--	--
(ii)	Trade Receivables	4	199,747,593.00	35,192,393.00
(iii)	Cash and Cash Equivalents	5	691,439,872.00	154,803,155.00
(iv)	Bank balances other than (iii) above	6	1,259,959.00	1,502,881.00
(v)	Current Loans and Advances	7	598,186.00	617,439.00
(c)	Current Tax Assets (Net)		--	--
(d)	Other current assets	8	17,363,889.00	5,379,575.00
			1,415,183,350.00	355,401,150.00
EQUITY AND LIABILITIES				
Equity				
(a)	Equity Share Capital	9		
(a)	Other Equity	10	57,080,000.00	57,080,000.00
			280,543,460.00	189,245,997.00
Liabilities				
Non-current Liabilities				
(a)	Financial Liabilities			
(i)	Current Borrowings		--	--
(ii)	Trade Payables		--	--
(b)	Non-current Provisions		--	--
(c)	Deferred Tax Liabilities (Net)		--	--
(d)	Non-current Borrowings	11	2,459,959.00	2,702,881.00
Current liabilities				
(a)	Financial Liabilities			
(i)	Current Borrowings	12	--	--
(ii)	Trade Payables	13	--	--
(b)	Other current Liabilities	14	--	--
(c)	Current Provisions	15	--	--
(d)	Current Tax Liabilities (Net)		--	--
Total			1,415,183,350.00	355,401,150.00

As per our attached report of even date

For and on behalf of Board of Directors

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

Chartered Accountants
(Firm Registration No. 117819W)

CA Mahendra Gandhi
Proprietor
(Membership No. 103604)
Place : - Pune
Date :- 29th June, 2017

Pradip P. Parakh
Managing Director
(DIN No. : 00053321)

Shankar S. Jagtap
Director
(DIN No. : 07395002)

Place : - Pune
Date :- 29th June, 2017

Place : - Pune
Date :- 29th June, 2017



Statement of Profit and Loss for the year ended 31st March, 2017

Particulars	Notes	31st March, 2017	31st March, 2016
	No.	Amount (Rs.)	Amount (Rs.)
Income			
Revenue From Operations	16	2,945,834,330.00	2,506,810,870.00
Other Income	17	17,871,522.00	13,651,757.00
Total (A)		2,963,705,852.00	2,520,462,627.00
Expenses		--	--
Cost of Materials Consumed	18	1,329,916,818.00	1,353,664,200.00
Purchases and attributable expenses of traded goods	19	1,803,215,865.00	1,020,315,947.00
(Increase)/Decrease In Inventories of finished Goods	20	29,067,424.00	5,531,476.00
(Increase)/Decrease In Inventories of traded Goods	21	(381,002,695.00)	74,296,270.00
Employee Benefit Expenses	22	9,242,175.00	9,175,742.00
Finance Costs	23	8,389,590.00	13,757,237.00
Depreciation and Amortization Expenses	24	7,746,951.00	9,929,019.00
Other Expenses	25	16,250,261.00	13,467,057.00
Total (B)		2,822,826,389.00	2,500,136,948.00
Profit / (Loss) before exceptional items and tax (A-B)		140,879,463.00	20,325,679.00
Exceptional / Extraordinary Items	26	582,000.00	731,062.00
Profit / (Loss) for the period before tax		140,297,463.00	19,594,617.00
Tax Expense			
Provision For current tax		49,000,000.00	7,000,000.00
Provision For deferred tax		--	--
Profit / (Loss) for the period from discontinued operations		91,297,463.00	12,594,617.00
Profit / (Loss) for the period from discontinued operations		--	--
Tax expenses of discontinued operations		--	--
Profit / (Loss) for the period from discontinued operations (after tax)		--	--
Profit / (Loss) for the period		91,297,463.00	12,594,617.00
Other Comprehensive Income			
Total Comprehensive Income for the period (F+G)		91,297,463.00	12,594,617.00
Earning per equity share (for continuing operations)			
Basic		15.99	2.21
Diluted		15.99	2.21
Earning per equity share (for discontinued & continuing operations)			
Basic		--	--
Diluted		--	--
Earning per equity share (for discontinued & continuing operations)			
Basic		15.99	2.21
Diluted		15.99	2.21

As per our attached report of even date

For and on behalf of Board of Directors

M/s. M. Z. Gandhi & Co.
Chartered Accountants
(Firm Registration No. 117819W)

Pradip P. Parakh
Managing Director
(DIN No. : 00053321)

Shankar S. Jagtap
Director
(DIN No. : 07395002)

CA Mahendra Gandhi
Proprietor
(Membership No. 103604)

Place : - Pune
Date :- 29th June, 2017

Place : - Pune
Date :- 29th June, 2017

Place : - Pune
Date :- 29th June, 2017



Cash Flow Statement for the year ended 31st March, 2017

Sr. No.	Particulars	31st March, 2017	31st March, 2016
		Amount (Rs.)	Amount (Rs.)
A	Cash Flows From Operating Activities		
	Net Profit for the year	140,879,463.00	20,325,679.00
	Adjustments for:		
	Depreciation of property, plant and equipment	7,746,951.00	9,929,019.00
	Interest earned on fixed deposits	(12,462,006.00)	(8,588,654.00)
	Finance costs	8,389,590.00	13,757,237.00
	Provision for taxation	(49,000,000.00)	(7,000,000.00)
	Proposed Dividend		
	Dividend Tax		
	Operating profit before changes in operating assets and liabilities	95,553,998.00	28,423,281.00
	(Increase) / decrease in inventories	(356,356,565.00)	91,584,540.00
	(Increase) / decrease in trade receivables	(164,555,200.00)	(5,561,318.00)
	(Increase) / decrease in other current assets and loans & advances	(1,201,017.00)	64,606,005.00
	(Increase) / decrease in other non current assets	2,021,010.00	4,288,147.00
	Increase / (decrease) in trade payables	918,009,971.00	94,291,459.00
	Increase / (decrease) in other current liabilities and provisions	50,717,688.00	6,082,664.00
	Increase / (decrease) in non current liabilities	(242,922.00)	(271,229.00)
	Cash flows from operating activities	543,946,963.00	283,443,549.00
	Interest paid	(8,389,590.00)	(13,757,237.00)
	Taxes Paid	(10,764,044.00)	(7,416,299.00)
	Short / (Excess) Provision of Earlier Year W/off	(582,000.00)	(731,062.00)
	Net Cash flow from operating activities (A)	524,211,329.00	261,538,951.00
B	Cash Flows From Investing Activities		
	Purchase of Property, plant and equipment	(285,019.00)	(126,211.00)
	Proceeds on disposal of Property, plant and equipment	5,479.00	--
	Interest earned on fixed deposits	12,462,006.00	8,588,654.00
	Net Cash flow from investing activities (B)	12,182,466.00	8,462,443.00



C	Cash Flows From Financing Activities		
	(Repayment of) / Proceeds from secured loans	--	(121,393,189.00)
	(Repayment of) / Proceeds from unsecured loans	--	--
	Net Cash flow from financing activities (C)	--	(121,393,189.00)
	Net Increase In Cash and Cash Equivalents (A+B+C)	536,393,795.00	148,608,205.00
	Cash and cash equivalents at beginning of year	156,306,036.00	7,697,831.00
	Cash and Cash Equivalents At End of Year	692,699,831.00	156,306,036.00

As per our attached report of even date

For and on behalf of Board of Directors

M/s. M. Z. Gandhi & Co.Chartered Accountants
(Firm Registration No. 117819W)**Pradip P. Parakh**
Managing Director
(DIN No. : 00053321)**Shankar S. Jagtap**
Director
(DIN No. : 07395002)**CA Mahendra Gandhi**Proprietor
(Membership No. 103604)
Place : - Pune
Date :- 29th June, 2017Place : - Pune
Date :- 29th June, 2017Place : - Pune
Date :- 29th June, 2017



Notes To Financial Statements for the year ended 31st March, 2017 **31st March, 2017** **31st March, 2016**
Amount (Rs.) **Amount (Rs.)**

2	Other non-current assets		
	Investments & Deposits	1,977,686.00	2,061,379.00
	Advance Tax & TDS (net of provision)	428,739.00	160,241.00
	Insurance Claim Receivable	--	2,205,815.00
	Total	2,406,425.00	4,427,435.00

3	Inventories		
	Raw Materials and Packing	54,415,455.00	49,994,161.00
	Finished Goods	16,859,157.00	45,926,581.00
	Traded Goods	382,295,145.00	1,292,450.00
	Total	453,569,757.00	97,213,192.00

4	Trade Receivables		
	Trade receivables outstanding for a period less than six months	198,648,673.00	35,192,393.00
	Unsecured, considered good		
	Trade receivables outstanding for more than six months	1,098,920.00	--
	Total	199,747,593.00	35,192,393.00

5	Cash and Cash Equivalents		
5	Cash in Hand		
	Cash in Hand	1,015,581.00	333,551.00
		1,098,920.00	--
	Total (a)	1,015,581.00	333,551.00

b	Cash With Banks		
	In Current and Cash Credit Accounts	108,932,323.00	24,704,832.00
	In Deposit Accounts	581,491,968.00	129,764,772.00
	Total (b)	690,424,291.00	154,469,604.00
	Total (a+b)	691,439,872.00	154,803,155.00



6	Bank balances other than Cash and Cash Equivalents		
	In Earmarked balances with Banks	1,259,959.00	1,502,881.00
	(Unclaimed Dividends)		
	Total (a+b)	1,259,959.00	1,502,881.00

7	Current Loans and Advances		
	Staff Advances	49,926.00	168,267.00
	Accrued Interest / Prepaid Expenses	548,260.00	293,113.00
	Advance Tax & TDS (15-16) (net of provision)	--	156,059.00
	Total	598,186.00	617,439.00

8	Other current assets		
	Creditors having debit balances	17,363,889.00	5,379,575.00
	Total	17,363,889.00	5,379,575.00



Notes To Financial Statements for the year ended 31st March, 2017

31st March, 2017
Amount (Rs.)31st March, 2016
Amount (Rs.)

9	Share Capital		
a	Authorized Shares Capital		
	6,000,000 (P.Y. 6,000,000) Equity share of Rs. 10/- each	60,000,000.00	60,000,000.00
b	Issued, Subscribed and Paid-up Capital		
	5,708,000 (P.Y. 5,708,000) Equity share of Rs. 10/- each	57,080,000.00	57,080,000.00
	Total Issued, Subscribed and Fully Paid-up Share Capital	57,080,000.00	57,080,000.00

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

Name of Shareholder	31st March, 2017		31st March, 2016	
	No. of Shares held	% of Holding	No. of Shares held	% 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%
Rajshree 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%

Note No. 10 Other Equity

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating financial statement	Other item of other comprehensive income	Money received against share warrant	Total
			Capital Reserve instruments	Securities Premium Reserve	General Reserve	Retained Earnings								
Opening Balance	--	--	--	17,500,000.00	171,745,997.00	--	--	--	--	--	--	--	189,245,997.00	
Changes in accounting policy or prior period errors	--	--	--	--	--	--	--	--	--	--	--	--	--	
Restated balance	--	--	--	--	--	--	--	--	--	--	--	--	--	
Total Comprehensive Income for the year	--	--	--	91,297,463.00	--	--	--	--	--	--	--	--	91,297,463.00	
Dividends	--	--	--	--	--	--	--	--	--	--	--	--	--	
Transfer to/from retained earnings	--	--	--	2,500,000.00	(2,500,000.00)	--	--	--	--	--	--	--	--	
Any other change	--	--	--	--	--	--	--	--	--	--	--	--	--	
Closing Balance	--	--	--	20,000,000.00	260,543,460.00	--	--	--	--	--	--	--	280,543,460.00	



Notes To Financial Statements for the year ended 31st March, 2017

31st March, 2017
Amount (Rs.)31st March, 2016
Amount (Rs.)

11	Other non-current Liabilities		
	Godown Rent Deposit	1,200,000.00	1,200,000.00
	Unclaimed Dividends	1,259,959.00	1,502,881.00
	Total	2,459,959.00	2,702,881.00
12	Current Borrowings		
a.	Secured		
	from banks	--	--
	i. Cash Credit	--	--
	Total (a)	--	--
b.	Unsecured		
	Total (b)	--	--
	Total (a+b)	--	--
	Bank borrowings are secured by hypothecation of trade receivables, inventories & mortgage of		
	Land, Building, & fixed assets of shikrapur & kurkumbh unit alongwith personal guarantees of -		
	1) Deepchand Kesharchand Parakh		
	2) Sunil Deepchand Parakh		
	3) Sujit Deepchand Parakh		
	4) Pradip Poonamchand Parakh		



Notes	To Financial Statements for the year ended 31st March, 2017	31st March, 2017 Amount (Rs.)	31st March, 2016 Amount (Rs.)
13	Trade Payables		
	Sundry Creditors for Purchases	1,012,542,068.00	94,532,097.00
	Total	1,012,542,068.00	94,532,097.00
14	Other Current Liabilities		
	Sundry Creditors for expenses	6,562,872.00	5,424,347.00
	Employees Benefits Payable	621,196.00	273,411.00
	Debtors having credit balances	11,245,439.00	571,824.00
	Total	18,429,507.00	6,269,582.00
15	Current Provisions		
	Provision For Taxation (Net of Advance Tax & TDS) (Current Year)	38,508,636.00	--
	Statutory Dues Payable	4,636,075.00	4,312,574.00
	Provision for Other Expenses	983,645.00	1,258,019.00
	Total	44,128,356.00	5,570,593.00
16	Revenue From Operations		
	Sale of products	2,945,834,330.00	2,506,810,870.00
	Total	2,945,834,330.00	2,506,810,870.00
17	Other Income		
	Godown Rent	5,222,225.00	4,950,000.00
	Interest on Bank Deposits	12,462,006.00	8,588,654.00
	Interest others	126,690.00	113,103.00
	Profit on sale of fixed assets	60,601.00	--
	Total	17,871,522.00	13,651,757.00
18	Cost of Materials Consumed		
	Opening Inventory	49,994,161.00	61,750,955.00



Notes To Financial Statements for the year ended 31st March, 2017 **31st March, 2017** **31st March, 2016**
Amount (Rs.) **Amount (Rs.)**

	Add : Purchases during the year	1,187,944,642.00	1,167,321,279.00
	Add : Direct Expenses	146,393,470.00	174,586,127.00
	Less : Closing Inventory	(54,415,455.00)	(49,994,161.00)
	Total	1,329,916,818.00	1,353,664,200.00
19	Purchases and attributable expenses of traded goods		
	Purchases during the year	1,744,794,209.00	996,200,299.00
	Direct Expenses for purchase	58,421,656.00	24,115,648.00
	Total	1,803,215,865.00	1,020,315,947.00
20	(Increase) / Decrease In Inventories of finished Goods		
	Inventories at the beginning of the year	45,926,581.00	51,458,057.00
	Less : Inventories at the end of the year	(16,859,157.00)	(45,926,581.00)
	Total	29,067,424.00	5,531,476.00
21	(Increase) / Decrease In Inventories of traded Goods		
	Inventories at the beginning of the year	1,292,450.00	75,588,720.00
	Less : Inventories at the end of the year	(382,295,145.00)	(1,292,450.00)
	Add : Purchases during the year	1,187,944,642.00	1,167,321,279.00
	Total	(381,002,695.00)	74,296,270.00
22	Employee Benefit Expenses		
	Director Remuneration	1,088,650.00	1,182,200.00
	Salaries, Wages and Bonus	3,386,655.00	3,200,781.00
	Gratuity & Sanugrah Expenses	1,112,816.00	1,308,363.00
	Contribution to Employees State Insurance	86,496.00	--
	Contribution to Labour welfare Fund	5,328.00	5,940.00
	Contribution to provident fund	295,347.00	291,499.00
	- Leave Encashment Benefits	217,650.00	207,695.00
	- House Rent Allowance Expenses	639,963.00	600,411.00
	- Staff Welfare Expenses	369,865.00	258,994.00
	- Other Expenses	2,039,405.00	2,119,859.00
	Total	9,242,175.00	9,175,742.00



Notes To Financial Statements for the year ended 31st March, 2017

**31st March, 2017
Amount (Rs.)**

**31st March, 2016
Amount (Rs.)**

23	Finance Costs		
	Bank Interest	151,854.00	3,353,425.00
	Bank Processing & Commitment Charges	6,185,486.00	8,786,574.00
	Interest On Foreign Remittances	2,052,250.00	1,617,238.00
	Total	8,389,590.00	13,757,237.00
24	Depreciation and Amortization Expenses		
	Depreciation on Tangible Assets	7,746,951.00	9,929,019.00
	Total	7,746,951.00	9,929,019.00
	Add : Purchases during the year	1,187,944,642.00	1,167,321,279.00
	Total	(381,002,695.00)	74,296,270.00
25	Other Expenses		
	Payment to Auditors	517,500.00	456,850.00
	Insurance Expenses	1,826,758.00	1,628,112.00
	Legal And Professional Fees	1,511,316.00	1,340,063.00
	Listing Fees Expenses	320,735.00	281,946.00
	Membership & License Fees	122,146.00	45,651.00
	Postage & Telephone Expenses	318,787.00	324,533.00
	Printing, Stationery & Advertisement Expenses	446,182.00	314,951.00
	Profession Tax	2,500.00	2,500.00
	Reduction of Vat Set-off	15,524.00	20,052.00
	Rent, Rates & Taxes	867,982.00	1,066,895.00
	Repairs and Maintenance	2,528,701.00	1,955,092.00
	Sales Commission Expenses	749,154.00	785,820.00
	Service Tax under reverse charge mechanism	668,852.00	596,434.00
	Travelling & Conveyance Expenses	794,280.00	867,689.00
	Vehicle running Expenses	526,605.00	391,010.00
	Other Expenses	4,983,239.00	3,339,459.00
	Total	16,250,261.00	13,467,057.00
26	Exceptional / Extraordinary Items		
	Short / (Excess) Provision of Income Tax	160,241.00	1,008,496.00
	Short / (Excess) Provision of Service Tax	64.00	14,425.00
	Short / (Excess) Provision of Vat / CST	308,241.00	(471,717.00)
	Prior Period Expenses	113,454.00	179,858.00
	Total	582,000.00	731,062.00



Note No. 1

Amount (Rs.)

Tangible Assets	Air Conditioner	Building	Car / Jeep	Computer	Electrical Instruments	Furniture	Motor Cycle	Office Equipments	Plant & Machinery	Truck	Weighment Scale	Land	WIP	Total
Gross Block														
As On 1st April, 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 / Transfer	--	--	--	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
Add: - Additions / Transfer	20,889	--	--	264,130	--	--	--	--	--	--	--	--	--	285,019
Less: - Disposals	--	--	--	--	--	--	--	--	--	(1,142,561)	--	--	--	(1,142,561)
As on 31st March, 2017	199,997	79,472,961	1,874,153	1,526,093	4,402,072	3,449,749	41,230	1,226,077	95,489,998	--	1,238,328	8,745,809	--	197,666,467
Accumulated Depreciation														
As On 1st April, 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
Reserve Hit of Change in Dep.	--	--	--	--	--	--	--	--	--	--	--	--	--	--
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
Charge for the year	9,082	1,624,194	54,794	129,222	71,620	77,776	2,026	21,900	5,673,901	--	82,436	--	--	7,746,951
Less: - Disposals	--	--	--	--	--	--	--	--	--	(1,137,082)	--	--	--	(1,137,082)
As on 31st March, 2017	173,076	62,258,454	1,767,427	1,264,917	4,204,687	3,262,758	38,390	1,146,885	73,856,369	--	895,835	--	--	148,868,798
Net Block														
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
As on 31st March, 2017	26,921	17,214,507	106,726	261,176	197,385	186,991	2,840	79,192	21,633,629	--	342,493	8,745,809	--	48,797,669

Building includes those constructed on leasehold land:
 Gross block Rs. 4,97,50,478 (31st March, 2016: Rs. 4,97,50,478)
 Depreciation charge for the year Rs. 12,33,617 (31st March, 2016: Rs. 13,55,051)
 Accumulated depreciation Rs. 3,66,62,058 (31st March, 2016: Rs. 3,54,28,441)
 Net book value Rs. 1,30,88,420 (31st March, 2016: Rs. 1,43,22,037)



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

25th Annual General Meeting- 28th September, 2017

Proxy Form (Form MGT-11)

(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) _____

RegisteredAddress: _____

EmailId: _____

Folio no _____ DP ID No _____ Client ID No _____

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

1.Name _____

EmailId: _____

Address: _____ Signature: _____

or failing him

2.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 Fifth Annual General Meeting of the Company to be held on Thursday, 28th September, 2017 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.N.	Resolution	Vote (please mention number of shares)		
		for	Against	Abstain
Ordinary Business				
1	To Consider and adopt the Audited Financial Statements for the financial year ended 31st March,2017 and the reports of the Directors, the auditors and thereon;			
2	To re-appoint Mr. Rakesh Singh (DIN: 06987619) as a Director who retires by rotation and being eligible, seeks re-appointment			
3	To re-appoint Mr. Pradip P Parakh (DIN:00053321) as a Managing Director who retires by rotation and being eligible, seeks re-appointment			
Special Business				
4	To appoint M/s Aashish Gandhi & Associates,Chartered Accountant as a Statutory Auditor till the conclusion of 30th Annual General Meeting			
5	Re-appointment of Mr. Pradip P. Parakh as a Managing Director for further period of two years w.e.f.1st July,2017			
6	Re-appointment of Mr. Rakesh V. Singh as a whole time Director for a further period of Five years w.e.f. 10th November,2016			
7	Approval of Cost Audit Fees for financial year 2017-18			

Signed this _____ day of _____ 2017.

Signature of shareholder _____ Signature of Proxy holder(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
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ATTENDANCE SLIP

ANNUAL GENERAL MEETING-28TH SEPTEMBER, 2017

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. 28th September, 2017

cut here

Electronics Voting Particulars

EVSN (Electronics Voting Sequence Number)	User ID	(Pan/Seq. No.)
170818042		

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 25th September, 2017 from 9.00 a.m. and ends on 27th September,2017 from 5.00 p.m. the voting module shall be disabled by CDSL for voting thereafter.

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POONA DAL AND OIL INDUSTRIES LTD.

71/A, Industrial Estate, Hadapsar Pune 411 013, Maharashtra, India.
Phone: (020) 26816020, 26816024