



## POONA DAL AND OIL INDUSTRIES LTD

OFFICE : 71/A, INDUSTRIAL ESTATE, HADAPSAR, PUNE - 411 013 (INDIA).  
TEL. : +91 20-26816020, 26816024, FAX: 26816021, Email: pdoil@pdbmgrou.com  
CIN No. : L15313PN1993PLC070263

Dated 10<sup>th</sup> September,2018

To

The General Manager

Listing Compliances

BSE Ltd

Pheeroze Jeejeebhoy Tower

Dalal Street

Mumbai-400001

Sub: Annual Report 2017-18

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 26<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> August,2018 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)



Regd address: E-2, Kurkumbh MIDC, At Post-Kurkumbh, Tal-Daund, Dist- Pune 413802, Maharashtra India

Tel. 0211-7235900 Fax No. 02117-235902

# 26<sup>th</sup> Annual Report 2017-2018



**PDOIL**

**POONA DAL AND OIL INDUSTRIES LTD.**

## BOARD OF DIRECTORS

Pradip P. Parakh	Managing Director
Rakesh Singh	Whole Time Director
Shankar Jagtap	Whole Time Director
Mayur s. Ghule	Non Executive Independent Director
Ligy George	Non Executive Independent Director
Kewalchand M. Muthiyar	Non Executive Independent Director

## REGISTERED AND CORPORATE OFFICE

71/A, Hadapsar Industrial Estate,  
Pune-411 013, Maharashtra, India.  
E-Mail : pdoil@pdbmgroup.com  
Phone : (020) 26816020, 26816024  
Fax : (020) 26816021

## LOCATION OF PLANTS

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

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

## BANKERS

Central Bank of India, Pune  
Corporation Bank, Pune

## STATUTORY AUDITOR

**M/s. Ashish Gandhi & Associates**, (Chartered Accountant)  
A-1007, Mango Nest, Near Lokmat Bhavan,  
Sinhgad Road, Dhayari,  
Pune-411001

## REGISTRARS & TRANSFER AGENTS

**SHAREX DYNAMIC (INDIA ) PRIVATE LIMITED**  
Unit-1, Luthra Ind. Premises, Safed Pool,  
Andheri Kurla Road, Andheri (E),  
Mumbai-400 072  
E-Mail : sharexindia@vsnl.com  
Phone : (022) 28515606, 28515644





**NOTICE IS HEREBY GIVEN THAT THE TWENTY SIXTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY THE 30TH DAY OF AUGUST, 2018 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 71/A, HADAPSAR INDUSTRIAL ESTATE, PUNE- 411013 TO TRANSACT THE FOLLOWING BUSINESS.**

**ORDINARY BUSINESS**

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

- 1) To receive, consider and adopt the Balance Sheet of the Company as at March 31, 2018 and the Statement of Profit and Loss Account for the year ended as on that date together with the Directors' Report and the Auditors' Report thereon and annexure thereto
- 2) To appoint a Director in place of Mr. Rakesh Singh (DIN: 06987619) who retires by rotation and being eligible offers himself for reappointment.
- 3) Appointment of Auditor

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

"RESOLVED THAT pursuant to 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. Shrishti Agrawal & Associates, Chartered Accountants (Firm Reg. No. 024461C), be and are hereby appointed as statutory auditors of the Company, in place of auditors M/s. Ashish Gandhi & Associates, Chartered Accountants to hold the office w.e.f. 3<sup>rd</sup> August, 2018 to the conclusion of 27<sup>th</sup> Annual general Meeting (AGM) of the Company 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 applicable tax(es), 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, 2019".

**SPECIAL BUSINESS:**

- 4) Sale of undertaking under section 180 (1)(a) of the Companies Act, 2013.

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

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, and the relevant Rules framed there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the enabling provisions in the Memorandum of Association and Articles of Association of the Company, in supersession of all the earlier resolutions passed in this regard approval and consent of the members of the Company be and is hereby granted to the Board of Directors to sell the Land, Gat No. 285/286/287, Nanekarwadi, Tal-Khed, Dist-Pune 410501 of the company at a fair value as may be decided by the board of directors of the company.

RESOLVED FURTHER THAT Mr. Pradip P. Parakh (DIN:00053321), Managing Director and or Mr. Rakesh V. Singh (DIN 06987619), Director be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution."

- 5) Shifting of Registered Office of the Company.

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

"RESOLVED THAT Pursuant to Provisions of section 12, any other provisions of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and any other applicable provisions if any, the Registered office of the company be and is hereby shifted from its present location at 71/A, Industrial Estate, Hadapsar, Pune-411013 to E-2 MIDC, Kurkumbh, Tal- Daund, Dist-Pune-413801 Maharashtra, India, under the jurisdiction of Daund police station."

"RESOLVED FURTHER THAT Mr. Pradip P. Parakh (DIN:00053321), Managing Director and or Mr. Rakesh V. Singh (DIN 06987619), Director, be and are hereby, severally, authorized to do such acts, deeds, things and execute all such documents, undertaking as may be necessary for giving effect to the above resolutions.



RESOLVED FURTHER THAT Mr. Rakesh V. Singh (DIN 06987619), Director of the company be and is hereby authorized to sign, execute any deeds, documents and file with the Registrar of Companies, Pune, the required e-form, and any other statutory body or if required verification of the situation of the registered office of the company”.

6) Approval of Cost Audit Fees.

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

“RESOLVED THAT pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 65,000/- plus actual out-of-pocket expenses payable to M. R. Pandit & Associates, Cost Accountants, who are appointed as Cost Auditors by the Board of Directors on 22<sup>nd</sup> May 2018 to conduct audit of the cost accounting records maintained by the Company for the financial year 2018 –2019”.

7) Approval of Related Party Transaction

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

“RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or enactment thereof for the time being in force) and also pursuant to approval of audit Committee, the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the company be and are hereby accorded to the material related party transactions as entered by the Company for the financial year 2018-19 up to value of Rs.150 Crores (Rupees One Hundred and Fifty Crores only) with ‘Poona Dal and Besan Mills Private Limited’, (Related Party) and that the Board Of directors of the Company be and is hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto”

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

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: 3<sup>rd</sup> August, 2018

**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. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days' notice in writing is given to the Company.
4. 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.





5. The Register of Members and Share Transfer Books will be closed from Thursday, 23<sup>rd</sup> August, 2018 to Thursday 30<sup>th</sup> August, 2018 (both days inclusive).
6. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125. The Company has transferred the unpaid or unclaimed dividends for the financial year 2009-10 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Members who have so far not encashed their Dividend(s) for the above years are advised to submit their claim to Company's Registrars & Share Transfer Agent, Sharex Dynamic (India) Pvt. Ltd (R&TA) quoting their folio numbers/DP ID & Client ID.
7. Pursuant to the provisions of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company has uploaded the details of the unpaid and unclaimed amounts lying with the Company on the website of the Company ([www.pdoilindia.com](http://www.pdoilindia.com)), as also on the website of the Ministry of Corporate Affairs ([www.mca.gov.in](http://www.mca.gov.in)). Unclaimed dividend for the FY 2010-11 will fall due for transfer to the said Fund on October 10, 2018. Those Members, who have not encashed their dividends for the FY 2010-11, are requested to claim it from the RTA of the Company immediately. Those Members who have not so far claimed their dividend for the subsequent financial years are also advised to claim it from the Company or the RTA of the Company.
8. Pursuant to the provisions of Section 124(6) of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("Rules") as amended from time to time all equity shares of the Company on which dividend has not been paid or claimed for seven consecutive years or more as on October 10, 2018 shall be transferred by the Company to Investor Education and Protection Fund ("IEPF"). The Company has also written to the concerned Shareholders intimating them their particulars of the equity shares due for transfer. These details are also available on the Company's website [www.pdoilindia.com](http://www.pdoilindia.com) Shareholders are requested to claim the dividend on these equity shares latest by October 10, 2018 to avoid aforesaid transfer of shares. No claim shall lie against the Company in respect of these equity shares post their transfer to IEPF. Upon transfer, the Shareholders will be able to claim these equity shares only from the IEPF Authority by making an online application the details of which are available at [www.iepf.gov.in](http://www.iepf.gov.in).
9. 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 Sixth Annual Report will be supplied to only those members who have not registered their email ids.
10. 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.
11. 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 (Sharex Dynamic (India) Private Limited) for assistance in this regard.
12. 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.
13. 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.
14. IN COMPLIANCE WITH THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THERE UNDER, THE MEMBERS ARE PROVIDED WITH THE FACILITY TO CAST THEIR VOTE ELECTRONICALLY, THROUGH THE E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL), ON ALL THE RESOLUTIONS SET FORTH IN THIS NOTICE. ELECTRONIC COPY OF THE NOTICE OF THE AGM OF THE COMPANY INTER ALIA INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORIES FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE NOTICE OF THE AGM OF THE COMPANY



*INTER ALIA* INDICATING THE PROCESS AND MANNER OF E-VOTING ALONGWITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT IN THE PERMITTED MODE. THE DETAILS AND PROCEDURES FOR E-VOTING ARE ATTACHED WITH THE ANNUAL REPORT.

15. The cut-off date (record date) shall be 23<sup>rd</sup> August 2018. 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. 23<sup>rd</sup> August 2018 may refer instructions kit attached to the notice for e-voting
16. The e-voting period commences on Monday 27<sup>th</sup> August, 2018 (9.00 IST) and ends on Wednesday, 29<sup>th</sup> August, 2018(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.
17. 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.
18. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2018 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.
19. 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.
20. 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.
21. 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 Sixth Annual General Meeting of the Company on 30<sup>th</sup> August, 2018 and communicated to the Stock Exchanges where the shares of the Company are listed.
22. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 4 to 6 set out above are annexed to and forms part of this notice. The relevant details as required Regulation 36(6) of SEBI (Listing Obligation and Disclosure Requirement) Regulation,2015 and Secretarial Standards 2 on General Meetings of persons seeking an appointment as a director forms part of Management's Discussion and Analysis, which forms part of Director's Report (Annexure II) and members are advised to refer the same.



## Explanatory Statement

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

As required under section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned at Item Nos. 4 to 6 of the accompanying Notice dated 3<sup>rd</sup> August, 2018.

#### Item No. 3

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 there under the presently M/s. Aashish Gandhi & Associates, Statutory Auditor of the company resigned w.e.f. 3<sup>rd</sup> August, 2018 due to pre occupations and unable to continue audit of the company.

In view of the above, M/s. Shrishti Agrawal & Associates, Chartered Accountant (ICAI Firm Reg. No. 024461C), Pune have been recommended by the Board Of Directors for a term of one year commencing from the financial year 2018-2019 to hold office from 3<sup>rd</sup> August, 2018 till the conclusion of the 27<sup>th</sup> 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. 4

Members of the Company are further requested to note that Section 180 (1)(a) of the Companies Act, 2013 mandates that the Board of Directors of a company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of any undertaking(s) of the company, only with the approval of the members of the Company by way of a special resolution. Explanation (i) to Section 180(1) (a) of the Companies Act, 2013 states that the meaning of an 'undertaking' for the purposes of Section 180(1) of the Companies Act, 2013 is an undertaking in which the investment of the company exceeds twenty percent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty percent of the total income of the company during the previous financial year. Explanation (ii) to Section 180 (1)(a) of the Companies Act, 2013 states that the meaning of 'substantially the whole of the undertaking' for the purposes of Section 180(1) is in any financial year, twenty percent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year. Accordingly, pursuant to Section 180(1)(a) of the Companies Act, 2013, members of the Company are further requested to note that their consent to the Board is being sought by way of a Special Resolution to sell and transfer, the Fixed assets like Land, Gat No.285/286/287, Nanekarwadi, Tal-Khed, Dist-Pune-410501 of the Company at a fair value as may be mutually decided by the board of the Company. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 4

#### Item No. 5

As per Provision of section 12 of the Companies Act, 2013 read with rule 22 of Chapter VII relating to be procedure to be followed for, shifting of registered office of Company outside the local limits of any city or town requires approval of the members by Special Resolution. The Registered office of the Company is presently situated in 71/A, Industrial Estate, Hadapsar, Pune-411013 with a view to improve operational efficiency, the Board of Directors Considered and subject to approval of members, approved the proposal of shifting registered office to E-2 MIDC, Kurkumbh, Tal- Daund, Dist-Pune-413801 Maharashtra, India. The Board of Directors recommends the approval of special resolution. None of the Directors and the Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution of item No. 5

#### Item No. 6

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 2018-19. 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 2018-19. During the year Board has approved the professional fee of Rs.65,000/- plus of out of pocket expenses for cost audit of cost accounts and records maintained by the company. Accordingly your company proposes to ratify the said professional fees of Rs. 65,000/- plus of out of pocket expenses for cost audit by way of an Ordinary Resolution. The Resolution seeks approval of members. None of the Directors or Key Managerial Personnel of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution.

**Item No.7**

Section 188 of the Companies Act, 2013 read with Rules 15 of the Companies (Meeting of Board and Powers) Rules, 2014, as amended; prescribe certain procedure for approval of related party transactions. The Regulation 23 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 has also prescribed seeking of shareholder's approval for material related party transactions. Proviso to Section 188 provides that nothing contained in subsection (1) of section 188 applies where transactions are entered in to by the Company in the ordinary course of business other than transactions which are not on arm's length basis.

All the proposed transactions with M/s. Poona Dal and Besan Mills Private Limited (Related Party – As promoters of both entities are common) up to a value of Rs. 150 crores for sale and purchases of finished goods and raw material during the financial year 2018-19 put up for approval are in ordinary course of business and at arm's length basis. Pursuant to Regulation 23 of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the transactions are material in nature and require the approval of the unrelated shareholders of the company by an ordinary resolution.

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

The Board recommends this resolution set out in item no. 7 of this notice for approval of the members

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

**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: 3<sup>rd</sup> August,2018

**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 Sixth 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 27<sup>th</sup> August, 2018 at 9.00 a.m. and ends on 29<sup>th</sup> August, 2018 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 23.08.2018, 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](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● 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.</li></ul> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



Routemap to the Venue





## DIRECTORS' REPORT

Your Directors have pleasure in presenting their Twenty Sixth Report together with the Audited Accounts of your Company for the year ended 31<sup>st</sup> March, 2018.

### INDIAN ACCOUNTING STANDARD

As mandated by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") from 1st April, 2016 with a transition date of 1st April, 2015. The financial statements of the Company for the financial year 2017-18 have been prepared in accordance with Ind AS, prescribed under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 and the other recognized accounting practices and policies to the extent applicable.

### REVIEW OF PERFORMANCE

(Rs. In Lakhs)

	2017-2018	2016-2017
Sales	18902.29	29458.34
Profit before tax	305.47	1402.97
Profit after tax	223.97	912.97

### COMPANY'S PERFORMANCE

The performance of the company has been adversely affected during the last year on account of factors beyond the control of the company. The company is primarily engaged in Agro commodities/commodities sector which are heavily subject to the vagaries of nature. The company was adversely affected with the high volatility in prices in commodity markets globally in the last two years. Coupled with the above factors, the commercial disparity in operation and poor off take/demand in export markets also further impacted the top line and bottom line of the company. The Board after undertaking a detailed analysis on the operating parameters/ performance and taking into account the overall debt position of the company along with the various steps undertaken for improvement of performance is confident/optimistic that the Company would be able to implement effective measures in normal course of business to revive and strengthen the operations of the Company. Accordingly, the financial statements for the Financial Year 2017-18 have been prepared on a going concern basis. A Techno Economic Viability study of the company was carried out on the directions of the lenders to the company during the year under review.

The segment wise revenue of your Company from operations for the fiscal year 2017-18 is as follows:

Oil Division : Rs. 11054.46 Lakhs

Agro Division : Rs. 7847.83 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.

Your Company generated a profit after tax from operations of Rs. 223.97 lakhs as compared with Rs. 912.97 lakhs in the previous year. As there is decrease in the net profit, the earnings per share of the Company has been decreased to 3.92 per share from 15.99 per share for the financial year 2017-18.

### CHANGE IN SHARE CAPITAL

During the year under review, there has been change in the promoter's stake of the Company.

### 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

In accordance with the provisions of the Companies Act, 2013 and Company's Article Association, Mr. Rakesh V. Singh, Whole Time director retires by rotation and offers himself for re-appointment. Necessary Resolution for re-appointment of directors is being proposed in the Twenty Sixth Annual General Meeting.

In compliance with requirement with the Regulation of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 details of other directorships, membership in committees of other companies and





shareholding in the Company of persons appointed as Directors as on 31<sup>st</sup> March, 2018 are as under:

Name of Director	DIN	Date of Appointment	Qualification	Directorship held in other Cos. in India as on 31.03.2018	Membership of Committees of other Companies in which he is a Director, as on 31.03.2018	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. Muthiyan	07597879	25/08/2017	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**

M/s. Shrishti Agrawal & Associates, Chartered Accountant, Pune (Firm Reg. No. 024461C) is appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Aashish Gandhi & Associates (Firm Reg. No. 136429W) in the company w.e.f. 3<sup>rd</sup> August, 2018. However pursuant to Section 139 of the Companies Act, 2013, the Board of Directors recommended to appoint M/s. Shrishti Agrawal & Associates, Chartered Accountants, Pune (Firm Reg. No. 024461C) as a Statutory Auditor of the Company for a period of 1 years w.e.f. 3<sup>rd</sup> August, 2018 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 2018-19 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 2018-19. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2018 is annexed herewith as Annexure VI. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

## DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S PERATIONS IN FUTURE

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

## MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

There are no significant material changes and commitments between the end of the financial year to the date on which the financial statement has been made.

## 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 2017-2018 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 31<sup>st</sup> March, 2018 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. Whenever there is such change occurred, the Company filed MGT -10 pursuant to requirement such form.

## 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.1761.26 lakhs (Previous Year Rs. 18772.29 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 2009 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 ICRA A minus) and [ICRA]A2+ (pronounced as ICRA A two plus), respectively, on the credit facilities extended to the Company by bank(s). The outlook on the long term rating is stable.

#### **CORPORATE SOCIAL RESPONSIBILITY**

The Company has duly constituted a Committee under the nomenclature of Corporate Social Responsibility Committee consisting of one non-executive Independent Directors. The Committee has developed Company's Corporate Social Responsibility Policy and is monitoring implementation of the same. The CSR Committee reports to the Board of Directors. The Corporate Social Responsibility Committee was formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The Annual Report on Company's CSR activities is attached to this report

#### **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.

#### **DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013**

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made there under. The aim of the policy is to provide protection to employees at the workplace and prevent and redress complaints of sexual harassment and for matters connected or incidental thereto, with the objective of providing a safe working environment, where employees feel secure. All employees (permanent, contractual, temporary, trainees) are covered under the said policy. An Internal Complaints Committee (ICC) has also been set up to redress complaints received on sexual harassment. No complaint was pending at the beginning of the year and none was received during the year.



## GENERAL DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. No fraud has been reported by the Auditors to the Audit Committee or the Board.
5. No change in the nature of business of the Company during the year.
6. No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which these financial statements relate and the date of this Report.

## CAUTIONARY STATEMENT

The statements made in this Directors' Report and Management Discussion and Analysis Report describing the Company's objectives, projections, outlook, expectations and others may be "forward-looking statements" within the meaning of applicable laws and regulations. Actual results may differ from expectations those expressed or implied. Important factors that could make difference to the Company's operations includes change in government policies, global market conditions, import-export policy, foreign exchange fluctuations, financial position, raw material availability, tax regimes and other ancillary factors

## 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**

Place: Pune  
Date: 3<sup>rd</sup> August, 2018

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



## ANNEXURE

## Annual Report on Corporate Social Responsibility (CSR)

A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs	Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Education, Healthcare, Women Empowerment. Besides these focus areas the Company shall also undertake any other CSR activities listed in schedule VII of the Companies Act, 2013.
The Composition of the CSR Committee.	The CSR Committee of the Board comprises of 3 Directors. Mr. Pradip P. Parakh, Managing Director is the Chairman of the Committee while Mr. Kewalchand M. Muthiyar, Non-Executive Independent Director & Mr. Rakesh V Singh, Executive Director are its Members.
Average net profit of the Company for last three financial years	Rs. 6,13,48,316
Prescribed CSR expenditure (two percent of the average net profits for last three years)	Rs. 12,26,966
Details of CSR to be spent during FY	Rs. 12,26,966
Amount spent	Rs. 7,50,000
Unspent amount	Rs. 4,76,966

Sr. No	CSR project or Activity Identified	Sector in which the project is covered	Project or Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads	Cumulative Expenditure upto the reporting period	Amount Spent : Direct or through Implementing Agency
1.	Promotion of Education	Education	Local Area (Pune City)	Rs.12,30,000	Direct Expenses Rs.7,50,000	Rs.7,50,000	Through Implementing agency

Note: CSR spend mentioned herein are amount contributed/remitted by the Company to NGO's or implementing agencies mentioned above, which may or may not be fully utilized toward purposes mentioned above.

The CSR committee hereby certifies that the implementation and monitoring of the CSR Policy is in compliance with the CSR objectives and Policy of the Company.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Place: Pune  
Date: 3<sup>rd</sup> August, 2018

Sd/-  
PRADIP P. PARAKH  
CHAIRMAN & MANAGING DIRECTOR





## ANNEXURE I

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

	As at 31.03.2018	As at 31.03.2017
<b>A. POWER AND FUEL CONSUMPTION:</b>		
<b>1) Electricity</b>		
Purchase	261368	1044483
Unit-KWh		
Rs. Lakhs	42.00	99.17
MD and other charges		
Total Charges	42.00	99.17
Rate/ Unit Rs.	16.07	9.50
<b>2) Coal</b>		
Quantity – mts	Nil	Nil
Total Cost Rs. Lakhs	Nil	Nil
Average Rate – Rs./mts	Nil	Nil
<b>3) Others</b>		
Quantity – mts	16.17	2887.31
Total Cost Rs. Lakhs	1.05	100.00
Average Rate- Rs. /MTS	6501	3463
<b>B. CONSUMPTION PER UNIT OF PRODUCTION:</b>		
Electricity – KWh	45.98 Kwh/MT	50.93 Kwh/MT
Coal	-	-
Other		140.78 Kg/

**ANNEXURE II****REPORT ON MANAGEMENT'S DISCUSSIONS AND ANALYSIS****● Industry structure and developments**

India occupies a prominent position in the world oilseeds industry with contribution of around 10% in worldwide production. But the demand of edible oils (extracted from oilseeds in addition to palm oil) is significantly higher than the domestic production, leading to dependence on imports (60% of requirement). In FY2016 India's total edible oil demand stood at 24 mn tonnes out of which 9 mn tonnes was met from domestic production and 15 mn tonnes met from imports. The latter valued at around Rs. 65,000 crore, constituted around 2.5% of India's total import bill.

The key constraints limiting the growth in production of oilseeds include lack of suitable varieties, high-costs of cultivation, lack of timely availability of inputs, and low & fluctuating prices. As the majority of the area under oilseeds cultivation is still rain fed (around 75%), there is significant impact of vagaries of monsoon on the overall productivity of oilseeds crops.

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.

The consistent rise in import of edible oil to bridge the demand – supply gap impacts the trade imbalance and results in significant outflow of foreign exchange. There is strong need to improve the production and productivity of domestic oil seed sector and promote domestic supply of edible oil to address the growing the demand –supply gap imbalance.

**● 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.

**● Risk and Concerns**

Your Company is exposed to commodity price fluctuations in its business. All major raw materials as well as finished goods being agro-based are subject to market price variations. Prices of these commodities continue to be linked to both domestic and international prices, which in turn are dependent on various Macro/ Micro factors. Also Commodities are increasingly becoming asset classes. Prices of the Raw materials and finished products manufactured by your Company fluctuate widely due to a host of local and international factors. Your Company continues to place a strong emphasis on the risk management and has successfully introduced and adopted various measures for hedging the price fluctuations in order to minimize its impact on profitability. Also, your Company has initiated setting-up of a framework to upgrade itself to a robust risk management system.

**● 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.18902.28Lakhs compared with Rs. 29458.34 Lakhs in the previous year. Profit before tax was Rs.305.46 Lakhs compared with the previous year figure of Rs. 1402.97Lakhs. 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.

- **Cautionary Statement**

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied. Important developments that could affect the Company's operations include unavailability of finance at competitive rates, competition, significant changes in economic environment in India, regulatory provisions, tax laws, litigations, exchange rate fluctuations, interest and other costs.



### 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, 2018**

#### 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 two 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 The Director	Category	Board Meeting		Attended Last AGM	Other Directorship		
		Held	Attended		Other Directorship	Committee Membership	Committee Chairmanship
Mr. Pradip P. Parakh	Chairman & Managing Director	7	7	Yes	1	Nil	Nil
Mr. Shankar S. Jagtap	Executive Director	7	7	Yes	Nil	Nil	Nil
Mr. Rakesh V. Singh	Executive Director	7	7	Yes	Nil	Nil	Nil
Ms. Ligy George	Non Executive Independent Director	7	7	Yes	Nil	Nil	Nil
Mr. Kewalchand M Muthiyar	Non Executive Independent Director	7	7	Yes	Nil	Nil	Nil
Mr. Mayur S. Ghule	Non Executive Independent Director	7	7	Yes	Nil	Nil	Nil

**The details of Board Meetings held during the financial year ended March 31, 2018 are as under**

Sr.No.	Date of the Meetings	Board Strength	No. of Directors Present
1	30th May 2017	6	6
2	29 <sup>th</sup> June, 2017	6	6
3	10th August 2017	6	6
4	25 <sup>th</sup> September, 2017	6	6
5	11 <sup>th</sup> November, 2017	6	6
6	6 <sup>th</sup> December, 2017	6	6
7	7 <sup>th</sup> February, 2018	6	6

Attendance of each Director at the Board Meetings held during the financial year 2017-18 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 31<sup>st</sup> March 2018

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 and CFO have certified to the Board CEO/CFO Certification for the Financial Year ended March 31, 2018.

**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

The objective of the Audit Committee is to keep a vigil and oversight on the Management's financial reporting process with a view to ensure timely and transparent disclosures in the financial statements. The terms of reference of the Committee are extensive and include all the requirements as mandated in Regulation 18 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with Section 177 (4) of the Companies Act, 2013. The role of the Committee includes meticulous review and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee also focused its attention on topics such as review of internal audit reports, approval of transactions with related parties, scrutiny of inter corporate loans, evaluation of internal financial controls, review of independence of Auditors, legal compliance reporting system, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management. The Committee also continued to advise the management on areas where greater internal audit focus was needed and on new areas to be taken up for audit purpose. The Company Secretary acts as the Secretary to the Committee. The Committee meetings were also attended by Chief Financial Officer, Accounts and Finance executives, Internal Auditor and Statutory Auditors of the Company as and when required.

The details of composition of the Audit Committee as on 31<sup>st</sup> March, 2018 is furnished hereunder:

Sr. No.	Members	Designation	Meeting Held	Meeting Attended
1	Mr. Mayur Ghule	Chairman	5	5
2	Mr. KewalchandMuthiyan	Member	5	5
3	Mr. Pradip Parakh	Member	5	5

Note: During the year five meetings of the Audit Committee were held as on 30<sup>th</sup> May,2017, 29<sup>th</sup> June,2017, 10<sup>th</sup> August,2017,11<sup>th</sup> November,2017 and 7<sup>th</sup> February,2018

## 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
1	Mr. KewalchandMuthiyan	Chairman
2	Mr. Mayur Ghule	Member
3	Ms. Ligy George	Member

Note: during the year under review there was no meeting held by Nomination and Remuneration committee, as there was no appointment and resignation for position

### Details of the Remuneration of all the Directors:

Sr. No.	Name of the Director	Salary/Perquisites	Bonus/Commission	Sitting Fees
1	Pradip P Parakh	Rs. 50000 p.m.	NIL	NIL
2	Shankar S. Jagtap	Rs.22400 p.m.	NIL	NIL
3	Rakesh V. Singh	Rs.16400 p.m.	NIL	NIL
4	Mayur S. Ghule	NIL	NIL	NIL
5	KewalchandMuthiyan	NIL	NIL	NIL
6	Ms. Ligy George	NIL	NIL	NIL

### Notes:

- The company has not entered in to any pecuniary relationship or transaction with the Non Executive Directors.
- The Remuneration and sitting fees amount in above table is for the financial Year ended March 31,2018



**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 Committee considers and resolves the grievances of the shareholders of the Company, including complaints related to transfer of shares, non – receipt of annual report and non receipt of declared dividends, etc

**Constitution and Composition**

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	Meeting Held	Meeting Attended
1	Mr. KewalchandMuthiyan	Chairperson	2	2
2	Mr. Rakesh V. Singh	Member	2	2
3	Mr. Shankar S. Jagtap	Member	2	2

During the year under review members of the Committee met twice as on 29<sup>th</sup> June,2017 and 7<sup>th</sup> February,2018. The Stakeholders Relationship Committee had authorized Company Secretary and Compliance Officer of the company to overview the task of investor’s servicing and redress their grievances by having fortnightly review calls to takecare 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 2017-18, is as follows:-

**DETAILS OF COMPLAINTS RECEIVED AND RESOLVED DURING THE YEAR:**

Sr.No.	Particulars	No. of Complaints
1	Complaints Received	Nil
2	Complaints resolved	Nil
3	Complaints pending	Nil

**CORPORATE SOCIAL RESPONSIBILITY**

The Corporate Social Responsibility Committee was formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The Corporate Social Responsibility Committee comprises 3 (Three) members of which 2 (Two) are Executive and one is Non Executive Independent Director, the Chairman being Executive Director of the company. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee. The Composition of Corporate Social Responsibility Committee as on 31st March, 2018 is given below:

Sr. No.	Members	Designation	Meeting Held	Meeting Attended
1	Mr. Pradip P Parakh	Chairperson	2	2
2	Mr. KewalchandMuthiyan	Member	2	2
3	Mr. Rakesh V. Singh	Member	2	2



During the year under review, the Company undertook CSR initiative for cause of Education and Women empowerment. Rs. 12,30,000 were allocated and partial amount were spent for the said cause of promoting education and women empowerment in Pune City through implementing agency.

**GENERAL BODY MEETINGS**

The last two Annual General Body Meetings were held at 71/A,Industrial Estate,Hadapsar,Pune-411013 as on 28<sup>th</sup> September,2017 and 23<sup>rd</sup> September,2016. In the year 2015 at 103/104 Hadapsar Industrial Estate, Pune-411013 on, 25<sup>th</sup>September, 2015respectively.

**Extra-ordinary General Meeting:**

No extra-ordinary general meeting of the members of the Company was convened after the 30th Annual General Meeting of the Company held on September 28, 2017

**Postal Ballot:**

No postal ballot was conducted during the year under review. At present, there is no proposal for passing any Special Resolution through postal Ballot.

**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, 2018
- 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,2018	Due date for transfer of unclaimed dividend to Investor Education & Protection Fund
1	Final Dividend	2010-11	10/10/2011	Rs.2,99,170	10/10/2018
2	Final Dividend	2011-12	10/8/2012	Rs 3,31,117	10/8/2019
3	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](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](http://www.pdoilindia.com/downloads/Party_Transaction_Policy.pdf)).
- 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](http://www.pdoilindia.com)

### MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

Management's Discussion and Analysis Report is made part of the Annual Report and attached to the Directors' Report to the Shareholders.

### CODE OF CONDUCT

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

### CEO/CFO DECLARATION

As per the requirement of Regulation 17 (8) of the SEBI (Listing Obligations and Disclosure Requirements), 2015, a certificate duly signed by CEO and CFO of the Company was placed at the meeting of Board of Directors of the Company held on May 22, 2018. The same is annexed to the Board's Report.

### COMPLIANCE CERTIFICATE OF THE AUDITORS

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

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

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

For the Quarter ended	Furnished on
30.06. 2017	11.07.2017
30.09. 2017	10.10.2017
31.12. 2017	16.01.2017
31.03.2018	11.04.2018



**GENERAL SHAREHOLDER INFORMATION**

AGM : Date, time and venue	Thursday,30 <sup>th</sup> August, 2018,03.00 p.m. At: 71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013				
Financial Calendar (tentative and subject to change)	June	2018	Audited results for the year ended 31.03.2018		
	August	2018	Unaudited results for the quarter ended 30.06.2018		
	August	2018	Annual General Meeting		
	November	2018	Unaudited results for the quarter ended 30.09.2018		
	February	2019	Unaudited results for the quarter ended 31.12.2018		
Date of Book closure	23 <sup>rd</sup> August, 2018 to 30 <sup>th</sup> August, 2018 (both days inclusive)				
Listing on Stock Exchange and Stock Code	The Bombay Stock Exchange Limited		519359		
	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001				
Payment of Annual Listing Fees to the Stock Exchanges	Listing Fee has been paid to the Stock Exchange, in which the Company's Equity Shares are listed, till the year ending March 31, 2018				
Demat ISIN	The ISIN allotted to the Company's Equity Shares is : <b>INE809E01018</b>				
<b>Market Price Data :</b>	<b>MONTH</b>	<b>HIGHEST RS.</b>	<b>LOWEST RS.</b>	<b>VOLUME NO. OF SHARES</b>	
High, low and volume during each month in the last financial year Ended 31 <sup>st</sup> March, 2018	Apr-17	32.8	25	49593	
	May17	44.7	28	108977	
	Jun-17	44.3	30.5	39189	
	Jul-17	95.95	53.15	590651	
	Aug-17	85.75	57.25	192091	
	Sep-17	68.9	56	98159	
	Oct-17	63	52.75	89113	
	Nov-17	88.8	57.5	195508	
	Dec-17	76.9	56.05	152846	
	Jan-18	92	65.25	197765	
	Feb-18	72	58.25	144273	
	Mar-18	65	53.45	32765	
Performance, in comparison to broad based indices, such as BSE Sensex, etc.	<b>MONTH</b>	<b>INDEX(SENSEX)</b>		<b>QUOTE</b>	
		<b>HIGH</b>	<b>LOW</b>	<b>HIGH</b>	<b>LOW</b>
	April-2017	30184.22	29241.48	32.8	25
	May	31255.28	29804.12	44.7	28
	June	31522.87	30680.66	44.3	30.5
	July	32672.66	31017.11	95.95	53.15
	August	32686.48	31128.02	85.75	57.25
	September	32524.11	31081.83	68.9	56
	October	33340.17	31440.48	63	52.75
	November	33865.95	32683.59	88.8	57.5
	December	34137.97	32565.16	76.9	56.05
	January-2018	36443.98	33703.37	92	65.25
	February	36256.83	33482.81	72	58.25
March	34278.63	32483.84	65	53.45	



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 &amp; Client ID at the following addresses:</p> <p><b>SHAREX DYNAMIC (INDIA) PRIVATE LIMITED</b>  Unit – 1, Luthra Ind. Premises, Safed Pool, Andheri Kurla Road,  Andheri (E), Mumbai – 400 072  <a href="mailto:sharexindia@vsnl.com">sharexindia@vsnl.com</a>  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, 2018	<p style="text-align: center;"><b>Shares of nominal Value</b></p>	<p style="text-align: center;"><b>No. of Holders</b></p>	<p style="text-align: center;"><b>% of Holders</b></p>	<p style="text-align: center;"><b>Total Amount</b></p>	<p style="text-align: center;"><b>% of Amount</b></p>
	Upto – 5000	3817	89.00	6845120.00	11.99
	5001 – 10000	282	6.57	2326710.00	4.08
	10001 – 20000	91	2.12	1371000.00	2.40
	20001 – 30000	34	0.79	828260.00	1.45
	30001 – 40000	34	0.33	480400.00	0.84
	40001 – 50000	17	0.40	823280.00	1.44
	50001 – 100000	18	0.42	1345050.00	2.36
	100001 and above	16	0.37	43060180.00	75.44
	<b>TOTAL :</b>	<b>4289</b>	<b>100.00</b>	<b>57080000.00</b>	<b>100.00</b>
Pattern of Shareholding as on March 31, 2018	<p><b>Category</b></p>			<p style="text-align: center;"><b>No. of Shares</b></p>	<p style="text-align: center;"><b>% of share holders</b></p>
	Promoters			4017219	70.38
	Institutions			NIL	NIL
	Non – Institutions - Private Body Corporate			19898	0.35
	Residential Individuals			1518000	26.59
	Others(IEPF)			116200	2.03
	NRI			11783	0.21
	Clearing Members			24900	0.44
	<b>TOTAL :</b>			<b>5708000</b>	<b>100.00</b>
Dematerialization of shares and liquidity	<p>5031360 equity shares in the paid-up capital of the Company were in dematerialized form as on 31<sup>st</sup> March, 2018. The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments</p>				
Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity	<p>Not Applicable</p>				





Plant Location	E 2, Kurkumbh MIDC, Kurkumbh, Tal. Daund, Dist. Pune – 413801, Maharashtra, India 366 Kesharnagar, Shikrapur, Tal. Shirur, Dist. - Pune 412208.
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**

Place: Pune  
Date: 3<sup>rd</sup> August, 2018

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



**ANNEXURE IV**  
**CERTIFICATE ON CORPORATE GOVERNANCE**

**TO THE MEMBER OF  
POONA DAL AND OIL INDUSTRIES LIMITED,  
PUNE**

We have examined the compliance of conditions of Corporate Governance by Poona Dal and Oil Industries Limited for the year ended on 31.03.2018, as stipulated in Regulation 15(2) of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) 2015 for the period 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March,2018.

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 regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [wherever applicable after it has come into effect 1<sup>st</sup>December, 2015].
- (b) the following non-mandatory requirements of the 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.

Date : 22.05.2018  
Place : Pune

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



## ANNEXURE V

**EXTRACT OF ANNUAL RETURNAs on financial year ended 31-03-2018**  
**[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:**

<b>CIN:-</b>	<b>L15313PN1993PLC070263</b>
<b>Registration Date:</b>	<b>01.01.1993</b>
<b>Name of the Company:</b>	<b>Poona Dal and Oil Ind.Ltd.</b>
<b>Category / Sub-Category of the Company</b>	<b>Public Company;Limited by shares</b>
<b>Address of the Registered office and contact details:</b>	<b>71/A, Industrial Estate, Hadapsar, Pune-411013</b>
<b>Whether listed company</b>	<b>Listed</b>
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	<b>Sharex and Dynamic(India) Pvt Ltd.,Unit-1,Luthra Ind. Premises,SafedPool,Andheri Kurla Road,Andheri(E), Mumbai-400072</b>

**B. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:**

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Edible oil	46305	58.48
b.	Pulses	47211	41.51

**C. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

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

**D. SHARE HOLDING PATTERN****i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2017				No. of Shares held at the end of the year 31-03-2018				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. PROMOTER'S</b>									
<b>(1). INDIAN</b>									
(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
<b>Sub-total (A) (1):-</b>	<b>4017219</b>	<b>0</b>	<b>4017219</b>	<b>70.379</b>	<b>4017219</b>	<b>0</b>	<b>4017219</b>	<b>70.379</b>	<b>0</b>
<b>(2). FOREIGN</b>									
(a). Individual NRI / For Ind		0				0			0
(b). Other Individual		0				0			0



Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2017				No. of Shares held at the end of the year 31-03-2018				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(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
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>4017219</b>	<b>0</b>	<b>4017219</b>	<b>70.379</b>	<b>4017219</b>	<b>0</b>	<b>4017219</b>	<b>70.379</b>	<b>0</b>
<b>(B) (1). PUBLIC SHAREHOLDING</b>									
(a). Mutual Funds		0				0			0.000
(b). Banks / FI		0				0			0.000
(c). Central Govt.		0			116200	0	116200	2.036	2.036
(d). State Govt.		0				0			0.000
(e). Venture Capital Funds		0				0			0.000
(f). Insurance Companies		0				0			0.000
(g). FIs		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	116200	0	116200	2.036	2.036
<b>2. Non-Institutions</b>									
<b>(a). BODIES CORP.</b>									
(i). Indian	16554	3100	19654	0.344	19898	0	19898	0.349	0.005
(ii). Overseas		0				0			0.000
<b>(b). Individuals</b>									
(i) Individual shareholders holding nominal share capital upto Rs.1 lakh	614794	773940	1388734	24.330	701502	655540	1357042	23.774	-0.556
(ii) Individual shareholders holding nominal share capital in excess of Rs.1 lakh	176292	21100	197392	3.458	139858	21100	160958	2.820	-0.638
<b>(c). Other (specify)</b>									
Non Resident Indians	2503	0	2503	0.044	11783	0	11783	0.206	0.162
Overseas Corporate Bodies		0				0			0
Foreign Nationals		0				0			0
Clearing Members	82498	0	82498	1.445	24900	0	24900	0.436	-1.009
Trusts		0				0			0
Foreign Boodies - D R		0				0			0
Sub-total (B)(2):-	892641	798140	1690781	29.621	897941	676640	1574581	27.585	-2.036
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>892641</b>	<b>798140</b>	<b>1690781</b>	<b>29.621</b>	<b>1014141</b>	<b>676640</b>	<b>1690781</b>	<b>29.621</b>	<b>0</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>		<b>0</b>				<b>0</b>			<b>0.000</b>
<b>Grand Total (A+B+C)</b>	<b>4909860</b>	<b>798140</b>	<b>5708000</b>	<b>100.00</b>	<b>5031360</b>	<b>676640</b>	<b>5708000</b>	<b>100.00</b>	<b>0</b>



ii) Shareholding of promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding 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	Sudarshanbai Deepchand Parakh	273428	4.79	0	1755179	30.749	0	25.959
2	Deepchand Kesharchand Parakh	336810	5.901	0	614810	10.771	0	4.87
3	Jalamchand Kesharchand Parakh	336700	5.899	0	0	0	0	-5.899
4	Sujit Deepchand Parakh	451850	7.916	0	451850	7.916	0	0
5	Swapnil Jalamchand Parakh	355550	6.229	0	0	0	0	-6.229
6	Sunil Deepchand Parakh (HUF)	321110	5.626	0	321110	5.626	0	0
7	Meera Sujit Parakh	293960	5.15	0	293960	5.15	0	0
8	Rajashree Sunil Parakh	293710	5.146	0	293710	5.146	0	0
9	Sunil Deepchand Parakh	286300	5.016	0	286300	5.016	0	0
10	Deepchand Kesharchand Parakh (H.U.F)	278000	4.87	0	0	0	0	-4.87
11	Jalamchand Kesharchand Parakh (H.U.F)	271700	4.76	0	0	0	0	-4.76
12	Vijayabai Jalamchand Parakh	264260	4.63	0	0	0	0	-4.63
13	Anushree Swapnil Parakh	253541	4.442	0	0	0	0	-4.442
14	Suraj Sunil Parakh	300	0.005	0	300	0.005	0	0

iii) Change in Promoter's Shareholding (Please specify, if there is change)

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 shareholding	Reason	No. of shares	% of total Shares of the company
1	Sudarshanbai Deepchand Parakh	273428	4.79	01-04-2017				
	-Closing Balance			12-01-2018	1481751	Inter se promoter Transfer	1755179	30.749
				31-03-2018			1755179	30.749
2	Deepchand Kesharchand Parakh	336810	5.901	01-04-2017				
	-Closing Balance			31-12-2017	278000	Inter se promoter Transfer	614810	10.771
				31-03-2018			614810	10.771
3	Jalamchand Kesharchand Parakh	336700	5.899	01-04-2017				
	-Closing Balance			01-12-2017	271700	Inter se promoter Transfer	608400	10.659
				12-01-2018	-608400		0	0
4	Swapnil Jalamchand Parakh	355550	6.229	01-04-2017				
	-Closing Balance			12-01-2018	-355550	Inter se promoter Transfer	0	0
5	Deepchand Kesharchand Parakh ( H.U.F )	278000	4.87	01-04-2017				
	-Closing Balance			31-12-2017	-278000	Inter se promoter Transfer	0	0
6	Jalamchand Kesharchand Parakh ( H.U.F )	271700	4.76	01-04-2017				
	-Closing Balance			28-11-2017	-271700	Inter se promoter Transfer	0	0
7	Vijayabai Jalamchand Parakh	264260	4.63	01-04-2017				
	-Closing Balance			12-01-2018	-264260	Inter se promoter Transfer	0	0
8	Anushree Swapnil Parakh	253541	4.442	01-04-2017				
	-Closing Balance			12-01-2018	-253541	Inter se promoter Transfer	0	0



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

Sr. No	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 shareholding	Reason	No. of shares	% of total Shares of the company				
1	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS -Closing Balance	116000	2.032	08-12-2017	200	Buy	116200	2.036				
				15-12-2017								
				31-03-2018								
2	SANGEETHA S  -Closing Balance	46940	0.822	01-04-2017			49520	0.868				
				14-04-2017			2580	Buy	52000	0.911		
				21-04-2017			2480	Buy	56500	0.99		
				28-04-2017			4500	Buy	60300	1.056		
				05-05-2017			3800	Buy	63000	1.104		
				19-05-2017			2700	Buy	64800	1.135		
				26-05-2017			1800	Buy	66600	1.167		
				02-06-2017			1800	Buy	66660	1.168		
				16-06-2017			60	Buy	66660	1.168		
				31-03-2018					66660	1.168		
				3			MARUPAKA DAYAKAR  -Closing Balance	4500	0.079	14-07-2017		
21-07-2017	3500	Buy	10000		0.175							
28-07-2017	2000	Buy	10960		0.192							
04-08-2017	960	Buy	11225		0.197							
15-09-2017	265	Buy	15046		0.264							
22-09-2017	3821	Buy	18146		0.318							
30-09-2017	3100	Buy	19092		0.334							
20-10-2017	946	Buy	19067		0.334							
27-10-2017	-25	Sold	19077		0.334							
10-11-2017	10	Buy	21477		0.376							
15-12-2017	2400	Buy	24474		0.429							
22-12-2017	2997	Buy	24500		0.429							
29-12-2017	26	Buy	25300		0.443							
26-01-2018	800	Buy	25300		0.443							
31-03-2018			25300		0.443							
4	HANSIL PATEL -Closing Balance	21100	0.37	01-04-2017			21100	0.37				
				31-03-2018					No Change			
5	DEVENDRA SURANA -Closing Balance	19003	0.333	01-04-2017			16503	0.289				
				14-07-2017					-2500	Sold	16503	0.289
31-03-2018												
6	PCS SECURITIES LIMITED  -Closing Balance	79557	1.394	01-04-2017			77557	1.359				
				14-04-2017			-2000	Sold	76557	1.341		
				12-05-2017			-1000	Sold	68000	1.191		
				14-07-2017			-8557	Sold	43882	0.769		
				21-07-2017			-24118	Sold	27592	0.483		
				28-07-2017			-16290	Sold	27792	0.487		
				04-08-2017			200	Buy	26535	0.465		
				11-08-2017			-1257	Sold	29035	0.509		
				15-09-2017			2500	Buy	26206	0.459		
				22-09-2017			-2829	Sold	16996	0.298		
				10-11-2017			-9210	Sold	18846	0.33		
				17-11-2017			1850	Buy	7765	0.136		
				24-11-2017			-11081	Sold	8265	0.145		
				05-01-2018			500	Buy	7765	0.136		
				12-01-2018			-500	Sold	11416	0.2		
				19-01-2018			3651	Buy	11941	0.209		
				09-03-2018			525	Buy	11941	0.209		
31-03-2018			11941	0.209								
7	JAYALATA JAGMOHAN SHAH -Closing Balance	11803	0.207	01-04-2017			10803	0.189				
				02-02-2018					-1000	Sold	10803	0.189
				31-03-2018							10803	0.189





Sr. No	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 shareholding	Reason	No. of shares	% of total Shares of the company		
8	PRADEEP MAHADEO TILLU	8100	0.142	01-04-2017						
				14-04-2017	100	Buy	8200	0.144		
				09-06-2017	940	Buy	9140	0.16		
				30-06-2017	300	Buy	9440	0.165		
				07-07-2017	200	Buy	9640	0.169		
				21-07-2017	-40	Sold	9600	0.168		
				28-07-2017	-400	Sold	9200	0.161		
				04-08-2017	-200	Sold	9000	0.158		
				09-02-2018	1034	Buy	10034	0.176		
				09-03-2018	256	Buy	10290	0.18		
				23-03-2018	300	Buy	10590	0.186		
				31-03-2018			10590	0.186		
				-Closing Balance						
				9	N K MALLIGA	12012	0.21	01-04-2017		
14-07-2017	-2010	Sold	10002					0.175		
31-03-2018			10002					0.175		
-Closing Balance										
10	UMA AGIWAL	14800	0.259	01-04-2017						
				12-05-2017	-1300	Sold	13500	0.237		
				07-07-2017	-1000	Sold	12500	0.219		
				14-07-2017	-2000	Sold	10500	0.184		
				04-08-2017	-500	Sold	10000	0.175		
				31-03-2018			10000	0.175		
				-Closing Balance						
11	PARUL VIPUL SHETH	10729	0.188	01-04-2017						
				07-07-2017	-450	Sold	10279	0.18		
				21-07-2017	-379	Sold	9900	0.173		
				31-03-2018			9900	0.173		
-Closing Balance										
12	KAVALI BALAJI .	10125	0.177	01-04-2017						
				28-04-2017	-600	Sold	9525	0.167		
				02-06-2017	-2700	Sold	6825	0.12		
				09-06-2017	-3000	Sold	3825	0.067		
				30-06-2017	-1000	Sold	2825	0.049		
				14-07-2017	-200	Sold	2625	0.046		
				21-07-2017	-850	Sold	1775	0.031		
				30-09-2017	-506	Sold	1269	0.022		
				08-12-2017	-144	Sold	1125	0.02		
				05-01-2018	-125	Sold	1000	0.018		
				19-01-2018	-25	Sold	975	0.017		
				26-01-2018	-100	Sold	875	0.015		
				09-02-2018	-200	Sold	675	0.012		
				16-02-2018	-50	Sold	625	0.011		
				23-02-2018	-100	Sold	525	0.009		
				31-03-2018			525	0.009		
				-Closing Balance						
				13	MANOJ J BAGADIA	50880	0.891	01-04-2017		
12-05-2017	-6055	Sold	44825					0.785		
19-05-2017	-250	Sold	44575					0.781		
07-07-2017	-4575	Sold	40000					0.701		
14-07-2017	-32000	Sold	8000					0.14		
21-07-2017	-6547	Sold	1453					0.025		
15-09-2017	-1000	Sold	453					0.008		
13-10-2017	-399	Sold	54					0.001		
20-10-2017	-50	Sold	4					0		
31-03-2018			4					0		
-Closing Balance										



**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	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
	Nil							

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

	Nil	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	Nil
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
● Addition				
● Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total (i+ii+iii)	Nil	Nil	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	
1	Gross salary	6,00,000	196800	268800	1065600
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961				
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit				
	- others, specify...				
5	Others, please specify	-	-	-	-
	Total (A)				
	Ceiling as per the Act				



**B. Remuneration to other directors:**

Particulars of Remuneration	Name of Directors Manager	Total Amount
1. Independent Directors	Nil	Nil
● Fee for attending board / committee meetings		
● 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		Total
		Company Secretary	CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	240000	184800	424800
	(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	Brief Description Companies Act	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty Punishment Compounding			Nil		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			Nil		



**Annexure VI**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March, 2018**

[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 31<sup>st</sup> March, 2018, 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 31<sup>st</sup> March, 2018 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 not 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 and Food Safety and Standards Rules, 2011
  - 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

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 with the Registrar of Companies in the necessary format within due date, however has filed the Balance Sheet and related return in Form AOC-4 late because of the delayed availability of Forms on MCA website* 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.

For and on behalf of Rohit Kulkarni & Associates,  
Company Secretaries

Sd/-

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

Date: 22.05.2018

Place: Pune

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.

For and on behalf of Rohit Kulkarni & Associates,  
Company Secretaries

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

Date: 22.05.2018  
Place: Pune



## 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 of the Balance Sheet as at 31<sup>st</sup> March, 2018 and also the Statement of Profit and Loss along with 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 are 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 provisions 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 the 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 31<sup>st</sup> March, 2018.
- ii) In the case of Statement of Profit and Loss of the Profit for the year ended 31<sup>st</sup> March, 2018.
- 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 it 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 31<sup>st</sup> March, 2018, and taken on record by the Board of Directors, none of the director is disqualified as on 31<sup>st</sup> March, 2018 from being appointed as a director in terms of section 164(2) of the Act.
  - f) As required under clause (i) of sub-section 3 of Section 143 of the companies Act, 2013, we give the report on internal financial controls over financial reporting in the **Annexure B**, a statement on the matters and statement on inherent limitations.
  - g) With respect to the other matters included in the Auditor's Report and to the best of our information and according to the explanations given to us :
    - 1) The Company does not have any pending litigations which would impact its financial position.
    - 2) The Company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses.
    - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For M/s. A. H. Gandhi & Associates**  
Chartered Accountants  
(Firm Registration No. 136429W)

Sd/-

**CA Ashish H. Gandhi**  
Proprietor  
(Membership No. 154443)

Place: - Pune  
Date: - 22<sup>nd</sup>May, 2018.

**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 on the standalone Ind AS financial statements for the year ended as on 31<sup>st</sup> March, 2018. 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. During the year company has disposed old plant and machinery having gross block of INR 2,44,57,252/-.  
c) According to the information and explanations given to us, the title deeds of immovable properties are held in the name of the company except leasehold properties situated at shikrapur and kurkumbh.
- 2) a) The Management of the company is maintaining proper records of inventory. We are informed that, the physical verification of inventory has been conducted during the year at reasonable intervals by the management. No material discrepancies were noticed on physical verification of inventory as compared to book records.
- 3) The company has not granted any loans secured or unsecured to the companies, firms, Limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act.  
a) As loans has not been granted to the parties covered in the register maintained under section 189 of the Companies Act; this clause is not applicable.  
b) As loans has not been granted question of repayment does not arise hence; this clause is not applicable.  
c) There is no overdue amount in respect of loan granted to the bodies corporate listed in the register maintained u/s 189 of the Companies Act 2013.
- 4) In our opinion and according to the information and explanation given to us, the company has complied with provisions of section 185 and 186 of the Companies act 2013, with respect to loans and investment made.
- 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 this 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, GST, 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. A. H. Gandhi & Associates**  
Chartered Accountants  
(Firm Registration No. 136429W)

Sd/-

**CA Ashish H. Gandhi**  
Proprietor  
(Membership No. 154443)

Place: - Pune  
Date: - 22<sup>nd</sup> May, 2018.



## 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 as on 31<sup>st</sup> March, 2018. 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 31<sup>st</sup> March, 2018 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, 2018, 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. A. H. Gandhi & Associates**  
Chartered Accountants  
(Firm Registration No. 136429W)

Sd/-

**CA Ashish H. Gandhi**  
Proprietor  
(Membership No. 154443)

Place: - Pune  
Date: - 22<sup>nd</sup> May, 2018.



**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 situated at Kurkumbh and shikrapur respectively.

**2) Change in Promoter shareholding**

The Company upon the request of the Promoter(s) effected the transfer of the shareholding amongst the Promoter Group. The said transfer was registered and effected under the Inter-se Promoter Transfer wherein the promoters have availed the benefits bestowed pursuant to Regulation 10 of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. The said transfer(s) and its formalities under various applicable regulations have been intimated to the Stock Exchange(s) and Securities Exchange Board of India from time to time.

**3) 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. During the year company has disposed off old outdated machinery of Oil division having its gross block of INR 2,44,57,252/-.
- 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 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:** - Employer's contribution to the ESIC 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 / sanugrahanudan has been accounted on payment basis.

**g) Revenue**

- 1) **Sale of goods:** - Revenue represents the amount invoiced, net of discounts and returns, for goods delivered during the year.
- 2) **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.
- 3) **Rent:** - Rental 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.
- 4) **Profit on Sale of machinery:** - During the year company has disposed off old outdated machinery of Oil division amounting to INR 1,11,00,000/-. The W.D.V. of the same was INR 29,85,924/- which was resulted in the profit of INR 81,14,076/-.

**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, cheques of the same has not been presented for payment by the lesser and remain outstanding in bank reconciliation statement upto the previous year, are now reversed in the books of accounts and credited to godown rent expenses.

**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 current / previous 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 and Corporation Bank Chennai for which balance confirmation certificate were not made available for our verification and same are subject to reconciliation and consequential adjustment if any.

**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 16,59,262/- & deferred taxes comes to INR 5,48,635/-. As it resulted as Deferred Tax Asset same has not been provided for in the books of accounts.

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

No Provision is recognized for:

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



(ii) A reliable estimate of the amount of obligation cannot be made.

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

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

- m) Estimated amount of contracts remaining to be executed on capital account and provided for - NIL (Previous year NIL). Company has issued work order for execution of work contract against that Rs. 27,81,249/- has been paid to three parties since last 2 years; however same has not been executed fully by them and not invoiced also and matter is under dispute; hence suit is filed against them in court of law and disclosed in Balance Sheet as creditors having debit balance.
- n) **Expenditure incurred on Employees in respect of remuneration**

Particulars	2017-2018	2016-2017
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

4) **Significant Judgments Employed In Applying Accounting Policies**

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

a) **Impairment**

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

b) **Key Sources Of Estimation Uncertainty**

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

Residual values are assumed to the extent of 5% of cost of acquisition that are reasonably expected to exist at the end of the assets' estimated useful life except in case of computer, electrical instruments, furniture and office equipments which has gone below 5% in few cases 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 19,55,48,347 (previous year INR 45,35,69,757) 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 debtor

**5) CIF Value of Imports**

INR 1,761.26 Lac (P.Y. INR 18,772.29 Lac).

**6) FOB Value of Export**

NIL (P.Y. Rs. NIL).

**7) Expenditure in Foreign Currency**

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

**8) Auditors Remuneration**

Particulars	2017-2018	2016-2017
Statutory Audit Fees	2,50,000.00	2,87,500.00

**9) Gross Profit and Ratio Analysis**

Particulars	2017-2018	2016-2017
Revenue from Operations	1,89,02,28,565.00	2,94,58,34,330.00
Cost of Material Consumed & Traded Goods	1,85,70,38,689.00	2,78,11,97,412.00
Gross Profit	3,31,89,876.00	16,46,36,918.00
Gross Profit Ratio	1.76%	5.59%

**10) 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	2017-2018	2016-2017
Profit for the year after tax and exception / extraordinary items	2,23,96,806.00	9,12,97,463.00
To No. of outstanding shares	57,08,000	57,08,000
Basic & Diluted Earnings Per shares	03.92	15.99

**11) 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.

**12) 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



13) 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	11054.46	7847.83
Profit before tax and finance cost	225.50	127.52
Less: Finance Cost	43.49	
Total Profit before Tax	309.54	
Provision for Taxation	81.50	
Total Profit after Tax	228.04	
Extra ordinary items	04.07	
Net Profit for the period	223.97	
Assets	1707.14	2115.01
Liabilities	210.52	35.47
Net Capital Employed	1496.62	2079.54

14) 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	KevalchandManikchandMuthiyan	Director
6	Mayur SopanGhule	Director
7	Sunil Murlidhar Sharma	CFO
8	Swati Pritesh Runwal	CS

II. Persons having significant influence / control (on the basis on Shareholding)			
1	Deepchand Kesharchand Parakh	3	Sunil Deepchand Parakh
2	Sudarshanabai D. Parakh	4	Sujit Deepchand Parakh

III. Related Party Transactions		2017-2018		2016-2017	
		Ass. Company / Firm	KMP / Control	Ass. Company / Firm	KMP / Control
1	Sales of Material / Receipts	—	—	—	—
2	Purchases of Materials	39,03,55,000.00	—	—	—
3	Director Remuneration	—	10,65,600.00	—	10,88,650.00
4	Lease Rent	—	25,000.00	—	50,000.00

**15) 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.

**16) Corporate Social Responsibility**

During the previous year company has 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 has formed a committee as stated in section 135 of the Companies Act, 2013 namely CSR Committee on 29<sup>th</sup> June, 2017. Subsequently the Board is committed to act upon, pursuant to the policies and recommendations of such committee.

Particulars	CSR Working 2016-2017	CSR Working 2017-2018
	Profit	Profit
Preceding Previous Year	1,47,87,848.00	<b>2,03,25,679.00</b>
Previous Year	2,03,25,679.00	<b>14,08,79,463.00</b>
Current Year	14,08,79,463.00	<b>2,28,39,806.00</b>
<b>Total Profit</b>	17,59,92,990.00	<b>18,40,44,948.00</b>
<b>Average Profit</b>	5,86,64,330.00	<b>6,13,48,316.00</b>
<b>CSR Liability @ 2%</b>	11,73,287.00	<b>12,26,966.00</b>
<b>Provision</b>	11,75,000.00	<b>12,30,000.00</b>

**1) Liquidity Risk**

The Company's principal sources of liquidity are cash and cash equivalents and cash flows that is generated from operations. The Company has no outstanding borrowings. The company believes that the working capital is sufficient to meet its current requirements.

Financial Liabilities	Due in One Year	Due after One Year	Total Contractual Cash Flows
a) Trade Payable			
31 <sup>st</sup> March, 2018	2,83,710.00	—	2,83,710.00
31 <sup>st</sup> March, 2017	101,25,42,068.00	—	101,25,42,068.00
01 <sup>st</sup> April, 2016	9,45,32,097.00	—	9,45,32,097.00
b) Borrowings & Interest			
31 <sup>st</sup> March, 2018	—	—	—
31 <sup>st</sup> March, 2017	—	—	—
01 <sup>st</sup> April, 2016	—	—	—
c) Other financial liabilities			
31 <sup>st</sup> March, 2018	98,21,353.00	—	98,21,353.00
31 <sup>st</sup> March, 2017	6,25,57,863.00	—	6,25,57,863.00
01 <sup>st</sup> April, 2016	1,18,40,175.00	—	1,18,40,175.00
Total			
31 <sup>st</sup> March, 2018	101,05,063.00	—	101,05,063.00
31 <sup>st</sup> March, 2017	107,50,99,931.00	—	107,50,99,931.00
01 <sup>st</sup> April, 2016	10,63,72,272.00	—	10,63,72,272.00





**18) 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. A. H. Gandhi & Associates**

Chartered Accountants

(Firm Registration No. 136429W)

Sd/-

**CA Ashish H. Gandhi**

Proprietor

(Membership No. 154443)

Place: - Pune

Date: - 22<sup>nd</sup> May, 2018

**For and on behalf of Board of Directors**

Sd/-

**Pradip P. Parakh**

Managing Director

(DIN No. : 00053321)

Place: - Pune

Date: - 22<sup>nd</sup> May, 2018

Sd/-

**Rakesh V. Singh**

Director

(DIN No. : 06987619)

Place: - Pune

Date: - 22<sup>nd</sup> May, 2018

**Balance Sheet As at 31st March, 2018**

Particulars	Notes No.	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Property, Plant and Equipment	1	<b>39,986,134.00</b>	48,797,669.00
(b) Capital Work-in-progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Intangible Assets Under Development		-	-
(g) Biological Assets other than bearer plants		-	-
(h) Financial Assets		-	-
(i) Investment		-	-
(ii) Trade Receivables		-	-
(iii) Non current Loans and Advances		-	-
(j) Deferred Tax Assets (net)		-	-
(j) Other non-current assets	2	<b>4,501,291.00</b>	2,406,425.00
<b>2 Current Assets</b>			
(a) Inventories	3	<b>195,548,347.00</b>	453,569,757.00
(b) Financial Assets			
(i) Current Investments		-	-
(ii) Trade Receivables	4	<b>54,611,611.00</b>	199,747,593.00
(iii) Cash and Cash Equivalents	5	<b>64,904,275.00</b>	691,439,872.00
(iv) Bank balances other than (iii) above	6	<b>948,440.00</b>	1,259,959.00
(v) Current Loans and Advances	7	<b>6,375,606.00</b>	598,186.00
(c) Current Tax Assets (Net)		-	-
(d) Other current assets 8		<b>2,993,065.00</b>	17,363,889.00
		<b>369,868,769.00</b>	<b>1,415,183,350.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>A) Equity</b>			
(a) Equity Share Capital	9	<b>57,080,000.00</b>	57,080,000.00
(b) Other Equity	10	<b>300,535,266.00</b>	280,543,460.00
<b>B) Liabilities</b>			
<b>1 Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Non-current Borrowings		-	-
(ii) Trade Payables		-	-
(b) Non-current Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other non-current Liabilities	11	<b>2,148,440.00</b>	2,459,959.00
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
(i) Current Borrowings	12	-	-
(ii) Trade Payables	13	<b>283,710.00</b>	1,012,542,068.00
(b) Other current Liabilities	14	<b>4,525,254.00</b>	18,429,507.00
(c) Current Provisions	15	<b>5,296,099.00</b>	44,128,356.00
(d) Current Tax Liabilities (Net)		-	-
<b>Total</b>		<b>369,868,769.00</b>	<b>1,415,183,350.00</b>

As per our attached report of even date

For and on behalf of Board of Directors

**M/s. A. H. Gandhi & Associates.**  
Chartered Accountants  
(Firm Registration No. 136429W)

**Sd/-**  
**Pradip P. Parakh**  
Managing Director  
(DIN No. : 00053321)

**Sd/-**  
**Rakesh V. Singh**  
Director  
(DIN No. : 06987619)

**Sd/-**  
**CA Ashish H. Gandhi**  
Proprietor  
(Membership No. 154443)

Place : - Pune  
Date : - 22nd May, 2018

Place : - Pune  
Date : - 22nd May, 2018

Place : - Pune  
Date : - 22nd May, 2018

**Statement of Profit and Loss for The Year Ended 31st March, 2018**

Particulars	Notes No.	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>A] Income</b>			
Revenue From Operations	16	<b>1,890,228,565.00</b>	2,945,834,330.00
Other Income	17	<b>29,241,671.00</b>	17,871,522.00
<b>Total (A)</b>		<b>1,919,470,236.00</b>	2,963,705,852.00
<b>B] Expenses</b>			
Cost of Materials Consumed	18	<b>1,127,002,863.00</b>	1,329,916,818.00
Purchases and attributable expenses of traded goods	19	<b>520,469,372.00</b>	1,803,215,865.00
(Increase)/Decrease In Inventories of finished Goods	20	<b>(36,752,629.00)</b>	29,067,424.00
(Increase)/Decrease In Inventories of traded Goods	21	<b>246,319,083.00</b>	(381,002,695.00)
Employee Benefit Expenses	22	<b>8,308,229.00</b>	9,242,175.00
Finance Costs	23	<b>4,348,654.00</b>	8,389,590.00
Depreciation and Amortization Expenses	24	<b>5,997,046.00</b>	7,746,951.00
Other Expenses	25	<b>12,823,736.00</b>	16,250,261.00
<b>Total (B)</b>		<b>1,888,516,354.00</b>	2,822,826,389.00
<b>Profit / (Loss) before exceptional items and tax (A-B)</b>		<b>30,953,882.00</b>	140,879,463.00
Exceptional / Extraordinary Items	26	<b>407,076.00</b>	582,000.00
<b>C] Profit / (Loss) for the period before tax</b>		<b>30,546,806.00</b>	140,297,463.00
<b>Tax Expense</b>			
Provision For current tax		<b>8,150,000.00</b>	49,000,000.00
Provision For deferred tax		-	-
<b>D] Profit / (Loss) for the period from continuing operations</b>		<b>22,396,806.00</b>	91,297,463.00
Profit / (Loss) for the period from discontinued operations		-	-
Tax expenses of discontinued operations		-	-
<b>E] Profit / (Loss) for the period from discontinued operations (after tax)</b>		-	-
<b>F] Profit / (Loss) for the period</b>		<b>22,396,806.00</b>	91,297,463.00
<b>G] Other Comprehensive Income</b>		-	-
<b>H] Total Comprehensive Income for the period (F+G)</b>		<b>22,396,806.00</b>	91,297,463.00
<b>I] Earning per equity share (for continuing operations)</b>			
Basic		3.92	15.99
Diluted		3.92	15.99
<b>J] Earning per equity share (for discontinued operations)</b>			
Basic		-	-
Diluted		-	-
<b>K] Earning per equity share (for discontinued &amp; continuing operations)</b>			
Basic		3.92	15.99
Diluted		3.92	15.99

As per our attached report of even date

For and on behalf of Board of Directors

**M/s. A. H. Gandhi & Associates.**  
Chartered Accountants  
(Firm Registration No. 136429W)

**Sd/-**  
**Pradip P. Parakh**  
Managing Director  
(DIN No. : 00053321)

**Sd/-**  
**Rakesh V. Singh**  
Director  
(DIN No. : 06987619)

**Sd/-**  
**CA Ashish H. Gandhi**  
Proprietor  
(Membership No. 154443)

Place : - Pune  
Date : - 22nd May, 2018

Place : - Pune  
Date : - 22nd May, 2018

Place : - Pune  
Date : - 22nd May, 2018

**Cash Flow Statement for the year ended 31st March, 2018**

<b>Sr. No.</b>	<b>Particulars</b>	<b>31st March, 2018 Amount (Rs.)</b>	<b>31st March, 2017 Amount (Rs.)</b>
<b>A</b>	<b>Cash Flows From Operating Activities</b>		
	Net Profit for the year	<b>30,953,882.00</b>	140,879,463.00
	<b>Adjustments for:</b>		
	Depreciation of property, plant and equipment	<b>5,997,046.00</b>	7,746,951.00
	Interest earned on fixed deposits	<b>(15,379,632.00)</b>	(12,462,006.00)
	Finance costs	<b>4,348,654.00</b>	8,389,590.00
	Provision for taxation	<b>(8,150,000.00)</b>	(49,000,000.00)
	Profit on sale of asset	<b>(8,114,076.00)</b>	-
	Provision for CSR Liability	<b>(2,405,000.00)</b>	-
	Proposed Dividend & Dividend Tax	-	-
	<b>Operating profit before changes in operating assets and liabilities</b>	<b>7,250,874.00</b>	95,553,998.00
	(Increase) / decrease in inventories	<b>258,021,410.00</b>	(356,356,565.00)
	(Increase) / decrease in trade receivables	<b>145,135,982.00</b>	(164,555,200.00)
	(Increase) / decrease in other current assets and loans & advances	<b>16,743,113.00</b>	(1,201,017.00)
	(Increase) / decrease in other non current assets	<b>(2,094,866.00)</b>	2,021,010.00
	Increase / (decrease) in trade payables	<b>(1,012,258,358.00)</b>	918,009,971.00
	Increase / (decrease) in other current liabilities and provisions	<b>(52,736,510.00)</b>	50,717,688.00
	Increase / (decrease) in non current liabilities	<b>(311,519.00)</b>	(242,922.00)
	<b>Cash flows from operating activities</b>	<b>(640,249,874.00)</b>	543,946,963.00
	Interest paid	<b>(4,348,654.00)</b>	(8,389,590.00)
	Taxes Paid	<b>(8,149,709.00)</b>	(10,764,044.00)
	Short / (Excess) Provision of Earlier Year W/off	<b>(407,076.00)</b>	(582,000.00)
	<b>Net Cash flow from operating activities (A)</b>	<b>(653,155,313.00)</b>	524,211,329.00
<b>B</b>	<b>Cash Flows From Investing Activities</b>		
	Purchase of Property, plant and equipment	<b>(171,435.00)</b>	(285,019.00)
	Proceeds on disposal of Property, plant and equipment	<b>11,100,000.00</b>	5,479.00
	Interest earned on fixed deposits	<b>15,379,632.00</b>	12,462,006.00
	<b>Net Cash flow from investing activities (B)</b>	<b>26,308,197.00</b>	12,182,466.00



Sr. No.	Particulars	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>C</b>	<b>Cash Flows From Financing Activities</b>		
	(Repayment of) / Proceeds from secured loans	-	-
	<b>Net Cash flow from financing activities (C)</b>	-	-
	<b>Net Increase In Cash and Cash Equivalents (A+B+C)</b>	<b>(626,847,116.00)</b>	536,393,795.00
	Cash and cash equivalents at beginning of year	<b>692,699,831.00</b>	156,306,036.00
	<b>Cash and Cash Equivalents At End of Year</b>	<b>65,852,715.00</b>	692,699,831.00

As per our attached report of even date

**M/s. A. H. Gandhi & Associates.**  
Chartered Accountants  
(Firm Registration No. 136429W)

**Sd/-**  
**CA Ashish H. Gandhi**  
Proprietor  
(Membership No. 154443)

Place : - Pune  
Date :- 22nd May, 2018

**For and on behalf of Board of Directors**

**Sd/-**  
**Pradip P. Parakh**  
Managing Director  
(DIN No. : 00053321)

Place : - Pune  
Date :- 22nd May, 2018

**Sd/-**  
**Rakesh V. Singh**  
Director  
(DIN No. : 06987619)

Place : - Pune  
Date :- 22nd May, 2018

**Notes To Financial Statements For The Year Ended 31st March, 2018**
**Note No. 1**

Tangible Assets	Amount (Rs.)												
	Air Conditioner	Building	Car / Jeep	Computer	Electrical Instruments	Furniture	Motor Cycle	Office Equipments	Plant & Machinery	Truck	Weightment Scale	Land	Total
<b>Gross Block</b>													
As On 1st April, 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
<b>As on 31st March, 2017</b>	<b>199,997</b>	<b>79,472,961</b>	<b>1,874,153</b>	<b>1,526,093</b>	<b>4,402,072</b>	<b>3,449,749</b>	<b>41,230</b>	<b>1,226,077</b>	<b>95,489,998</b>	<b>-</b>	<b>1,238,328</b>	<b>8,745,809</b>	<b>197,666,467</b>
Add: - Additions / Transfer	-	-	-	85,235	86,200	-	-	-	-	-	-	-	171,435
Less: - Disposals	-	-	-	-	-	-	-	-	24,457,252	-	-	-	24,457,252
<b>As on 31st March, 2018</b>	<b>199,997</b>	<b>79,472,961</b>	<b>1,874,153</b>	<b>1,611,328</b>	<b>4,488,272</b>	<b>3,449,749</b>	<b>41,230</b>	<b>1,226,077</b>	<b>71,032,746</b>	<b>-</b>	<b>1,238,328</b>	<b>8,745,809</b>	<b>173,380,650</b>
<b>Accumulated Depreciation</b>													
As On 1st April, 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)
<b>As on 31st March, 2017</b>	<b>173,076</b>	<b>62,258,454</b>	<b>1,767,427</b>	<b>1,264,917</b>	<b>4,204,687</b>	<b>3,262,758</b>	<b>38,390</b>	<b>1,146,885</b>	<b>73,856,369</b>	<b>-</b>	<b>895,835</b>	<b>-</b>	<b>148,868,798</b>
Charge for the year	5,503	1,479,695	13,018	153,374	5,334	28,431	778	12,233	4,232,385	-	66,295	-	5,997,046
Less: - Disposals	-	-	-	-	-	-	-	-	(21,471,328)	-	-	-	(21,471,328)
<b>As on 31st March, 2018</b>	<b>178,579</b>	<b>63,738,149</b>	<b>1,780,445</b>	<b>1,418,291</b>	<b>4,210,021</b>	<b>3,291,189</b>	<b>39,168</b>	<b>1,159,118</b>	<b>56,617,426</b>	<b>-</b>	<b>962,130</b>	<b>-</b>	<b>133,394,516</b>
<b>Net Block</b>													
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
As on 31st March, 2018	21,418	15,734,812	93,708	193,037	278,251	158,560	2,062	66,959	14,415,320	-	276,198	8,745,809	39,986,134

**Building includes those constructed on leasehold land:**

Gross block Rs. 4,97,50,478 (31st March, 2017: Rs. 4,97,50,478)

Depreciation charge for the year Rs. 11,23,003 (31st March, 2017: Rs. 12,33,617)

Accumulated depreciation Rs. 3,77,85,061 (31st March, 2017: Rs. 3,66,62,058)

Net book value Rs. 1,19,65,417 (31st March, 2017: Rs. 1,30,88,420)

**Notes To Financial Statements For The Year Ended 31st March, 2018**

<b>Note No.</b>	<b>Particulars</b>	<b>31st March, 2018 Amount (Rs.)</b>	<b>31st March, 2017 Amount (Rs.)</b>
<b>2</b>	<b>Other non-current assets</b>		
	- Investments & Deposits	<b>1,445,117.00</b>	1,977,686.00
	- Advance Tax & TDS (net of provision)	<b>3,056,174.00</b>	428,739.00
	<b>Total</b>	<b><u>4,501,291.00</u></b>	<u>2,406,425.00</u>
<b>3</b>	<b>Inventories</b>		
	- Raw Materials and Packing	<b>5,960,499.00</b>	54,415,455.00
	- Finished Goods	<b>53,611,786.00</b>	16,859,157.00
	- Traded Goods	<b>135,976,062.00</b>	382,295,145.00
	<b>Total</b>	<b><u>195,548,347.00</u></b>	<u>453,569,757.00</u>
<b>4</b>	<b>Trade Receivables</b>		
	- Trade receivables outstanding for a period less than six months	<b>54,445,398.00</b>	198,648,673.00
	Unsecured, considered good		
	- Trade receivables outstanding for more than six months	<b>166,213.00</b>	1,098,920.00
	<b>Total</b>	<b><u>54,611,611.00</u></b>	<u>199,747,593.00</u>
<b>5</b>	<b>Cash and Cash Equivalents</b>		
	<b>a. Cash in Hand</b>		
	- Cash in Hand	<b>6,754,344.00</b>	1,015,581.00
	<b>Total (a)</b>	<b><u>6,754,344.00</u></b>	<u>1,015,581.00</u>
	<b>b. Cash With Banks</b>		
	- In Current and Cash Credit Accounts	<b>58,142,593.00</b>	108,932,323.00
	- In Deposit Accounts	<b>7,338.00</b>	581,491,968.00
	<b>Total (b)</b>	<b><u>58,149,931.00</u></b>	<u>690,424,291.00</u>
	<b>Total (a+b)</b>	<b><u>64,904,275.00</u></b>	<u>691,439,872.00</u>
<b>6</b>	<b>Bank balances other than Cash and Cash Equivalents</b>		
	- In Earmarked balances with Banks (Unclaimed Dividends)	<b>948,440.00</b>	1,259,959.00
	<b>Total (a+b)</b>	<b><u>948,440.00</u></b>	<u>1,259,959.00</u>



**Notes To Financial Statements For The Year Ended 31st March, 2018**

Note No.	Particulars	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>7</b>	<b>Current Loans and Advances</b>		
	- Staff Advances	236,110.00	49,926.00
	- Accrued Interest / Prepaid Expenses	448,523.00	548,260.00
	- Balance with Tax Authorities (Net)	5,690,973.00	-
	<b>Total</b>	<b>6,375,606.00</b>	<b>598,186.00</b>
<b>8</b>	<b>Other current assets</b>		
	- Creditors having debit balances	2,993,065.00	17,363,889.00
	<b>Total</b>	<b>2,993,065.00</b>	<b>17,363,889.00</b>
<b>9</b>	<b>Share Capital</b>		
	<b>a) Authorized Shares Capital</b>		
	6,000,000 (P.Y. 6,000,000) Equity share of Rs. 10/- each	60,000,000.00	60,000,000.00
	<b>Total Authorized Shares Capital</b>	<b>60,000,000.00</b>	<b>60,000,000.00</b>
	<b>b) Issued, Subscribed and Paid-up Capital</b>		
	5,708,000 (P.Y. 5,708,000) Equity share of Rs. 10/- each	57,080,000.00	57,080,000.00
	<b>Total Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>57,080,000.00</b>	<b>57,080,000.00</b>
	<b>c) Details of Shareholders Holding More Than 5% Shares In The Company</b>		
	<b>Name of Shareholder</b>	<b>As on 31st March, 2018</b>	<b>As on 31st March, 2017</b>
		<b>No. of Shares held</b>	<b>No. of Shares held</b>
		<b>% of Holding</b>	<b>% of Holding</b>
	Deepchand Kesharchand Parakh	614,810	336,810
		10.77%	5.90%
	Jalamchand Kesharchand Parakh	-	336,700
		0.00%	5.90%
	Sudarshanabai Deepchand Parakh	1,755,179	-
		30.74%	0.00%
	Meera Sujit Parakh	293,960	293,960
		5.15%	5.15%
	Rajshree Sunil Parakh	293,710	293,710
		5.15%	5.15%
	Sujit Deepchand Parakh	451,850	451,850
		7.92%	7.92%
	Sunil Deepchand Parakh	286,300	286,300
		5.02%	5.02%
	Sunil Deepchand Parakh (HUF)	321,110	321,110
		5.63%	5.63%
	Swapnil Jalamchand Parakh	-	355,550
		0.00%	6.23%
	<b>Balance at the beginning of the reporting period</b>		
		<b>57,080,000.00</b>	
	<b>Changes in equity share capital during the year</b>		
		<b>-</b>	
	<b>Balance at the end of the reporting period</b>		
			<b>57,080,000.00</b>

**Notes To Financial Statements For The Year Ended 31st March, 2018**
**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	Securities Premium Reserve	General Reserve	Retained Earnings								
Opening Balance	-	-	-	-	20,000,000.00	260,543,460.00	-	-	-	-	-	-	-	<b>280,543,460.00</b>
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Total Comprehensive Income for the year	-	-	-	-	-	-	22,396,806.00	-	-	-	-	-	-	<b>22,396,806.00</b>
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to/from retained earnings	-	-	-	-	3,500,000.00	(3,500,000.00)	-	-	-	-	-	-	-	-
Any other change	-	-	-	-	-	(2,405,000.00)	-	-	-	-	-	-	-	<b>(2,405,000.00)</b>
<b>Closing Balance</b>	-	-	-	-	<b>23,500,000.00</b>	<b>277,035,266.00</b>	-	-	-	-	-	-	-	<b>300,535,266.00</b>

**Notes To Financial Statements For The Year Ended 31st March, 2018**

Note No.	Particulars	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>11</b>	<b>Other non-current Liabilities</b>		
	- Godown Rent Deposit	1,200,000.00	1,200,000.00
	- Unclaimed Dividends	948,440.00	1,259,959.00
	<b>Total</b>	<b>2,148,440.00</b>	<b>2,459,959.00</b>
<b>12</b>	<b>Current Borrowings</b>		
	<b>a. Secured</b>		
	- from banks		
	i. Cash Credit	-	-
	<b>Total (a)</b>	-	-
	<b>b. Unsecured</b>		
	<b>Total (b)</b>	-	-
	<b>Total (a+b)</b>	-	-
	<b>Bank borrowings are secured by hypothecation of trade receivables, inventories &amp; mortgage of Land, Building, &amp; fixed assets of shikrapur &amp; kurkumbh unit alongwith personal guarantees of -</b>		
	1) Deepchand Kesharchand Parakh		
	2) Sunil Deepchand Parakh		
	3) Sujit Deepchand Parakh		
	4) Pradip Poonamchand Parakh		
<b>13</b>	<b>Trade Payables</b>		
	- Sundry Creditors for Purchases	283,710.00	1,012,542,068.00
	<b>Total</b>	<b>283,710.00</b>	<b>1,012,542,068.00</b>
<b>14</b>	<b>Other Current Liabilities</b>		
	- Sundry Creditors for expenses	3,427,135.00	6,562,872.00
	- Employees Benefits Payable	590,301.00	621,196.00
	- Debtors having credit balances	507,818.00	11,245,439.00
	<b>Total</b>	<b>4,525,254.00</b>	<b>18,429,507.00</b>

**Notes To Financial Statements For The Year Ended 31st March, 2018**

Note No.	Particulars	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>15</b>	<b>Current Provisions</b>		
	- Provision For Taxation (Net of Advance Tax & TDS)	<b>3,250,000.00</b>	38,508,636.00
	- Statutory Dues Payable	<b>1,835,954.00</b>	4,636,075.00
	- Provision for Other Expenses	<b>210,145.00</b>	983,645.00
	<b>Total</b>	<b><u>5,296,099.00</u></b>	<u>44,128,356.00</u>
<b>16</b>	<b>Revenue From Operations</b>		
	- Sale of products	<b>1,890,228,565.00</b>	2,945,834,330.00
	<b>Total</b>	<b><u>1,890,228,565.00</u></b>	<u>2,945,834,330.00</u>
<b>17</b>	<b>Other Income</b>		
	- Godown Rent	<b>5,342,400.00</b>	5,222,225.00
	- Interest on Bank Deposits	<b>15,379,632.00</b>	12,462,006.00
	- Interest others	<b>405,563.00</b>	126,690.00
	- Profit on sale of fixed assets	<b>8,114,076.00</b>	60,601.00
	<b>Total</b>	<b><u>29,241,671.00</u></b>	<u>17,871,522.00</u>
<b>18</b>	<b>Cost of Materials Consumed</b>		
	Opening Inventory	<b>54,415,455.00</b>	49,994,161.00
	Add : Purchases during the year	<b>1,010,435,739.00</b>	1,187,944,642.00
	Add : Direct Expenses	<b>68,112,168.00</b>	146,393,470.00
	Less : Closing Inventory	<b>(5,960,499.00)</b>	(54,415,455.00)
	<b>Total</b>	<b><u>1,127,002,863.00</u></b>	<u>1,329,916,818.00</u>
<b>19</b>	<b>Purchases and attributable expenses of traded goods</b>		
	- Purchases during the year	<b>496,531,212.00</b>	1,744,794,209.00
	- Direct Expenses for purchase	<b>23,938,160.00</b>	58,421,656.00
	<b>Total</b>	<b><u>520,469,372.00</u></b>	<u>1,803,215,865.00</u>
<b>20</b>	<b>(Increase) / Decrease In Inventories of finished Goods</b>		
	Inventories at the beginning of the year	<b>16,859,157.00</b>	45,926,581.00
	Less : Inventories at the end of the year	<b>(53,611,786.00)</b>	(16,859,157.00)
	<b>Total</b>	<b><u>(36,752,629.00)</u></b>	<u>29,067,424.00</u>

**Notes To Financial Statements For The Year Ended 31st March, 2018**

Note No.	Particulars	31st March, 2018 Amount (Rs.)	31st March, 2017 Amount (Rs.)
<b>21</b>	<b>(Increase) / Decrease In Inventories of traded Goods</b>		
	Inventories at the beginning of the year	<b>382,295,145.00</b>	1,292,450.00
	Less : Inventories at the end of the year	<b>(135,976,062.00)</b>	(382,295,145.00)
	<b>Total</b>	<b><u>246,319,083.00</u></b>	<b><u>(381,002,695.00)</u></b>
<b>22</b>	<b>Employee Benefit Expenses</b>		
	- Director Remuneration	<b>1,065,600.00</b>	1,088,650.00
	- Salaries, Wages and Bonus	<b>3,538,457.00</b>	3,386,655.00
	- Gratuity & Sanugrah Expenses	<b>749,351.00</b>	1,112,816.00
	- Contribution to Employees State Insurance	<b>224,216.00</b>	86,496.00
	- Contribution to Labour welfare Fund	<b>4,644.00</b>	5,328.00
	- Contribution to provident fund	<b>278,560.00</b>	295,347.00
	- Leave Encashment Benefits	<b>189,954.00</b>	217,650.00
	- House Rent Allowance Expenses	<b>458,168.00</b>	639,963.00
	- Staff Welfare Expenses	<b>478,351.00</b>	369,865.00
	- Other Expenses	<b>1,320,928.00</b>	2,039,405.00
	<b>Total</b>	<b><u>8,308,229.00</u></b>	<b><u>9,242,175.00</u></b>
<b>23</b>	<b>Finance Costs</b>		
	- Bank Interest	<b>632,120.00</b>	151,854.00
	- Bank Processing & Commitment Charges	<b>3,716,534.00</b>	6,185,486.00
	- Interest On Foreign Remittances	-	2,052,250.00
	<b>Total</b>	<b><u>4,348,654.00</u></b>	<b><u>8,389,590.00</u></b>
<b>24</b>	<b>Depreciation and Amortization Expenses</b>		
	- Depreciation on Tangible Assets	<b>5,997,046.00</b>	7,746,951.00
	<b>Total</b>	<b><u>5,997,046.00</u></b>	<b><u>7,746,951.00</u></b>

**Notes To Financial Statements For The Year Ended 31st March, 2018**

<b>Note No.</b>	<b>Particulars</b>	<b>31st March, 2018 Amount (Rs.)</b>	<b>31st March, 2017 Amount (Rs.)</b>
<b>25</b>	<b>Other Expenses</b>		
	- Payment to Auditors	<b>425,000.00</b>	517,500.00
	- Insurance Expenses	<b>1,022,233.00</b>	1,826,758.00
	- Lease Rent	<b>25,000.00</b>	50,000.00
	- Legal And Professional Fees	<b>1,552,544.00</b>	1,511,316.00
	- Listing Fees Expenses	<b>457,606.00</b>	320,735.00
	- Membership & License Fees	<b>158,464.00</b>	122,146.00
	- Postage & Telephone Expenses	<b>273,569.00</b>	318,787.00
	- Printing, Stationery & Advertisement Expenses	<b>420,281.00</b>	446,182.00
	- Profession Tax	<b>2,500.00</b>	2,500.00
	- Reduction of Vat Set-off	<b>607.00</b>	15,524.00
	- Service Tax under reverse charge mechanism	<b>144,293.00</b>	668,852.00
	- Rent, Rates & Taxes	<b>900,693.00</b>	867,982.00
	- Repairs and Maintenance	<b>215,736.00</b>	2,528,701.00
	- Sales Commission Expenses	<b>925,950.00</b>	684,112.00
	- Travelling & Conveyance Expenses	<b>1,045,610.00</b>	793,280.00
	- Vehicle running Expenses	<b>268,396.00</b>	526,605.00
	- Other Expenses	<b>4,985,254.00</b>	5,049,281.00
	<b>Total</b>	<b>12,823,736.00</b>	<b>16,250,261.00</b>
<b>26</b>	<b>Exceptional / Extraordinary Items</b>		
	Short / (Excess) Provision of Income Tax	<b>443,759.00</b>	160,241.00
	Short / (Excess) Provision of Service Tax	<b>(122,669.00)</b>	64.00
	Short / (Excess) Provision of Vat / CST	<b>(18,517.00)</b>	308,241.00
	Prior Period Expenses	<b>104,503.00</b>	113,454.00
	<b>Total</b>	<b>407,076.00</b>	<b>582,000.00</b>



**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**

**26<sup>th</sup>Annual General Meeting - 30<sup>th</sup>August, 2018**

**Proxy Form**

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

Name of the Member(s): \_\_\_\_\_

Registered Address: \_\_\_\_\_

Email Id: \_\_\_\_\_

Folio no. \_\_\_\_\_ DP ID No. \_\_\_\_\_ Client ID No. \_\_\_\_\_

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

1. Name: \_\_\_\_\_

Email Id: \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_

**or failing him**

2. Name: \_\_\_\_\_

Email Id: \_\_\_\_\_

Address: \_\_\_\_\_ Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual General Meeting of the Company to be held on Thursday, 30<sup>th</sup> August, 2018 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:





Resolution Number	Resolution	Vote (please mention number of shares)		
		for	Against	Abstain
	<b>Ordinary Business</b>			
1	To Consider and adopt the Audited Financial Statements for the financial year ended 31st March,2018 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			
	<b>Special Business</b>			
3	To appoint M/s. Shrishti Agrawal & Associates,Chartered Accountant as a Statutory Auditor for a period of one year.			
4	Sale of Undertaking of the company located at Nanekarwadi, Tal- Khed, Dist-Pune under Section 180 (1) (a) of the Companies Act, 2013			
5	Shifting of Registered Office of the Company from 71/A, Industrial Estate, Hadapsar, Pune-411013 to E-2 MIDC,Kurkumbh, Tal- Daund,Pune-413801 Maharashtra,India			
6	Approval of Cost Audit Fees for financial year 2018-19			
7	Approval of Related Party Transactions for FY 2018-19			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Signature of shareholder \_\_\_\_\_ Signature of Proxyholder(s) \_\_\_\_\_

Affix Re.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 Meetin



**POONA DAL AND OIL INDUSTRIES LIMITED**

**CIN: L15313PN1993PLC070263**

REGD. OFF.: 71/A, HADAPSAR INDUSTRIAL ESTATE, PUNE: 411 013

Phone: (020)26816020, 26816024; Fax: (020) 26816021

Email: pdoil@pdbmgroup.com

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING-30<sup>th</sup> AUGUST, 2018**

<b>DP ID-Client ID/Folio No.</b>			
<b>Name &amp; Address of Sole Member:</b>			
<b>Name of the Joint holder(S)</b>			
<b>No. Of Shares held:</b>			

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 30th August, 2018

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

Electronics Voting Particulars

EVSN(Electronics Voting Sequence Number)	User ID	(Pan/Seq. No.)
<b>180728005</b>		

Note: Please read the complete instructions given under the Note (The instructions for Shareholders voting electronically) to the Notice of Annual General Meeting. The voting starts from 27<sup>th</sup>August, 2018 from 9.00 a.m. and ends on 29<sup>th</sup> August,2018 from 5.00 p.m. the voting module shall be disabled by CDSL for voting thereafter.







Courier

**HIRA**<sup>®</sup>  
Refined Sunflower Oil

**SURAJ**<sup>™</sup>  
REFINED SOYABEAN OIL

**TIGER**<sup>®</sup>  
Refined Soyabean Oil

*Moti*<sup>™</sup>  
RBD PALMOLEIN OIL



If undelivered, please return to :-

**POONA DAL AND OIL INDUSTRIES LTD.**

REGD. OFF. 71/A, Hadapsar, Pune : 411013, Maharashtra, India  
Phone : (020) 26816020, 26816024