



PDOIL

POONA DAL & OIL INDUSTRIES LTD.

Corporate Office : 71/A, Hadapsar Industrial Estate, Hadapsar, Pune 411013
Tel. :- 091-20-26816020, 26816024, CIN : L15313PN1993PLC070263

Dated 4th September, 2024

BSE Ltd.

Floor No. 25,

Phiroze Jeejeebhoy Tower

Dalal Street,

Mumbai – 400 001

Sub.: Submission of Annual Report of the Company for the financial year ended 31st March, 2024.

Ref: Regulation 34 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

Pursuant to Regulation 34(1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, please find attached herewith 32nd Annual Report of the Company for the financial year 2023-24 including the Notice convening the 32nd Annual General Meeting of the Company to be held on Friday, 27th September, 2024 at 11.30 am at the registered office of the Company at E-2, Kurkumbh MIDC, Tal Daund, Dist Pune 413802

The Company has duly commenced the dispatch of such 32nd Annual Report (including Notice of 32nd AGM) to the shareholders on Tuesday, 3rd September, 2024.

Kindly take above on the record

Thanking you

Yours faithfully

For Poona Dal and Oil Industries Limited

 Sujit D Parakh

Managing Director

DIN:00067011





PDOIL

POONA DAL AND OIL INDUSTRIES LTD.



32nd

Annual Report 2023-2024

BOARD OF DIRECTORS

| | |
|------------------------|------------------------------------|
| Pradip P. Parakh | Managing Director |
| Rakesh Singh | Whole Time Director |
| Ajinkya Ghogardare | Non Executive Independent Director |
| Kewalchand M. Muthiyar | Non Executive Independent Director |
| Mrs. Lizy George | Non Executive Independent Director |

REGISTERED AND CORPORATE OFFICE

Registered Office :
E-2, Kurkumbh, MIDC, Tal-Daund, Dist-Pune 413802
Tel No. 02117-235901 Fax : 02117-235902

Corporate Office :
71/A, Industrial Estate, Hadapsar, Pune 411013

LOCATION OF PLANT

E-2, Kurkumbh, MIDC, Tal-Daund,
Dist-Pune 413802
Maharashtra, INDIA.

SECRETARIAL AUDITOR

Ms. Trupti Chendake and Associates
Company Secretaries
Flat No. 1A, Trio Chambers, Near Renuka Swaroop Girls High School,
Sadashiv Peth, Pune - 411030

STATUTORY AUDITOR

M/s. Bharat H. Shah & Associates
Chartered Accountant
OFF. No.28, Sacred World, Jagtap Chowk,
Wanawari, Pune - 411040

REGISTRARS & TRANSFER AGENTS

Link In Time India Pvt. Ltd.
(Merged with Sharex dynamic India Pvt. Ltd.)
C-101, 247 Park
LBS Marg, Vikhroli West,
Mumbai 400083
Mail : rmt.helpdesh@linkintime.co.in
Phone : (022) 49186000





NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF THE MEMBERS OF POONADAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON FRIDAY THE 27TH DAY OF SEPTEMBER, 2024 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT E-2, KURKUMBH, MIDC, TAL-DAUND, DIST-PUNE-413802 TO TRANSACT THE FOLLOWING 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, 2024 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.

Special Business

3. 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 5th July, 2024 to conduct audit of the cost accounting records maintained by the Company for the financial year 2023 –2024".

4. Approval for Regularization of Appointment of Shri Sujit D Parakh as a Managing Director of the Company

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203, and other applicable provisions of the Companies Act, 2013, read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Articles of Association of the Company, consent of the members be and is hereby accorded for the regularization and appointment of Shri Sujit D Parakh (DIN: 00067011) who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on 5th July, 2024, and who holds office until the date of this Annual General Meeting, as the Managing Director of the Company for a period of five years, commencing from 5th July, 2024 to 30th June, 2029, on the terms and conditions including remuneration as set out in the agreement executed between the Company and Shri Sujit D Parakh.

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board," which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to alter and vary the terms and conditions of the said appointment and/or remuneration, subject to the same not exceeding the limits specified under the Companies Act, 2013, or any statutory modification(s) or re-enactment(s) thereof.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution and to sign and execute all necessary documents, applications, and returns for the purpose of giving effect to this resolution."

5. 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 till next Annual General Meeting to be held for financial year 2024 for value of Rs. 200 Crores (Rupees Two Hundred Crores only) with 'Poona Dal and Besan Mills Private Limited', and Poona Pulses Private Limited and Parakh and Company (Related Parties) and that the Board of Directors of the Company be and are 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.

6. Approval for Payment of Managerial Remuneration in Excess of Prescribed Limits

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 197 and other applicable provisions, if any, of the Companies Act, 2013, read with Schedule V of the Companies Act, 2013, and subject to the approval of the members of the company, if required, and such other consents and approvals as may be necessary, consent of the members of the Company be and is hereby accorded to pay remuneration to the following managerial personnel, notwithstanding that such remuneration may exceed the limits prescribed under Section 197 of the Companies Act, 2013:

Name of Managerial Personnel : Shri Sujit D Parakh

Designation : Managing Director

Proposed Remuneration: Rs. 2.5 Lacs p.m.

"RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as "the Board," which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to finalize and execute such documents, deeds, and writings as may be required and to do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to alter and vary the terms and conditions of the said remuneration in such manner as may be agreed to between the Board and the managerial personnel, provided such variation is within the overall limits approved herein and in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Director(s) or any other officer(s) of the Company to give effect to this resolution."

Regd. Office:

E-2 MIDC, Kurkumbh, Tal- Daund,

Dist-Pune-413802 Maharashtra, India

Tel-02117-235901

Fax: 02117-235902

CIN: L15313PN1993PLC070263

Place: Pune

Date: 9th August, 2024

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

POONA DAL AND OIL INDUSTRIES LIMITED

Sd/-

SUJIT D PARAKH

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00067011)



Notes:

1. A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of him / herself, and the proxy need not be a member of the company. A person can act as a proxy on behalf of a maximum 50 members and holding in aggregate not more than 10% of the total share capital of the company. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy, provided that the person does not act as proxy for any other shareholder.
2. The Instrument appointing the proxy, duly completed must be deposited at the company's corporate office not less than 48 hours before the commencement of the meeting (on or before 25th September, 2024, 11.00 a.m. IST) a proxy form for AGM is enclosed.
3. 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.
4. 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.
5. 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.
6. The Register of Members and Share Transfer Books will be closed from Friday, 20th September 2024 to Friday 27th September, 2024(both days inclusive).
7. 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.
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 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. The Shareholders will be able to claim these equity shares and dividend only from the IEPF Authority by making an online application the details of which are available at www.iepf.gov.in.
9. We urge members to support our commitment to environmental protection by choosing to receive the Company's communication through E-mail. You can do this by updating your email address with your depository participant.
10. 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 Annual Report will be supplied to only those members who have not registered their email ids.
11. 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.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares. Pursuant to the Companies (Prospectus and Allotment of Securities) Third Amendment Rules, 2018, no shares can be transferred if it is in physical form w.e.f. 1st April, 2019. Members can contact the Company or it's R&TA (Link In Time India Private Ltd) for assistance in this regard. Securities Exchange Board of India has amended relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including amendments thereunder, to disallow listed companies from accepting request for



transfer of securities which are held in physical form, with effect from 1st April 2019. The Members who continue to hold shares of listed companies in physical form even after this date, will not be able to lodge the shares with Company / its R & T Agent for further transfer. They will need to convert them to demat form compulsorily if they wish to effect any transfer.

13. In addition to above, pursuant to SEBI Circular no. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January 2022 regarding 'Issuance of Securities in dematerialized form' which is effective from 25th January 2022, in case of Investor Service Requests viz. Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal / Exchange of securities certificate, Endorsement, Sub-division / Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission, Transposition, the listed companies shall issue the securities in dematerialized form only. Accordingly, the Company has processed the aforementioned requests by issuance of Letter of Confirmation to the shareholders, for converting their shares to demat form.
14. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
15. 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.
16. For shares held in Physical Form As per SEBI Circular No. SEBI/HO/ MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023 it mandates all the listed Companies to record the PAN, Nomination, KYC details of all the shareholders and Bank Account details of first holder. The KYC letters along with requisite forms were dispatched to all such shareholders holding shares in physical form by Ordinary Post on 31st May 2023. In view of the aforesaid, we request you to submit the requisite Investor Service Request Form(s) along with required supporting documents as stated therein at the earliest. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR -1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on the RTA website <https://www.linkintime.co.in> >Resources> Downloads> General> Formats for KYC. For shares held in Dematerialized Form Kindly contact your Depository Participant (DP) for registration or updation of email address (es) and/or details of Bank account
17. 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 along
18. with attendance slip and proxy form is being sent in the permitted mode. The details and procedures for e-voting are attached with the annual report.
19. The cut-off date (record date) shall be 20th September, 2024. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 20th September, 2024 may refer instructions kit attached to the notice for e-voting
20. The e-voting period commences on Tuesday 24th September, 2024 (9.00 IST) and ends on Thursday, 26th September, 2024 (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.



21. All relevant documents referred in the Notice shall be open for inspection by the members at the Corporate 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.
22. Members Requiring Information On The Audited Statement Of Profit And Loss For The Year Ended 31st March 2024 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.
23. 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.
24. Mrs. Swati Pritesh Runwal, Practicing Company Secretary is appointed as a Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.
25. 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 Annual General Meeting of the Company on 27th September, 2024 and communicated to the Stock Exchanges where the shares of the Company are listed.
26. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 3 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 and members are advised to refer the same.
27. The Shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, Passport, Aadhar card or Driving license to enter the AGM hall



Explanatory Statement

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & RULES THEREOF INCLUDING AMENDMENTS THEREUNDER AND REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 INCLUDING AMENDMENTS THEREUNDER

Item No.3 of the Notice

Directors, Company has appointed the Cost Auditor for the financial year 2024-25. 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 2023-24. 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.4

The Board of Directors of Poona Dal and Oil Industries Limited ("the Company") has appointed Shri. Sujit Deepchand Parakh (DIN:00067011) as an Additional Director and Managing Director of the Company with effect from 5th July,2024 for a period of five years, in accordance with the provisions of the Companies Act, 2013. In accordance with Section 161 of the Companies Act, 2013, Shri Sujit D Parakh holds office as an Additional Director until the conclusion of this Annual General Meeting.

Background and Expertise:

Sujit D Parakh has been associated with the Company since so many years , serving in various capacities and contributing significantly to its growth and success. With over a three decade years of experience in Agro industries Shri Sujit D Parakh has demonstrated exemplary leadership and strategic acumen, making him well-suited for the role of Managing Director.

Details of Appointment:

Name: Sujit Deepchand Parakh

Designation: Managing Director

Term: 5 years

Effective Date: 5th July,2024

Remuneration: As per the agreement and within the limits prescribed under the Companies Act, 2013.

Rationale for Appointment:

Leadership: Shri Sujit D Parakh has shown exceptional leadership skills and has been instrumental in steering the Company toward achieving its business objectives.

Experience: With a rich background in Oil,Pulses and Cereals industries with over 3 decades , Shri Sujit D Parakh's expertise is expected to drive further growth and innovation within the Company.

Strategic Vision: Shri Sujit D Parakh's strategic vision aligns with the Company's goals, making him an ideal candidate for the position of Managing Director.

Interest of Directors:

None of the Directors, except Shri Sujit D Parakh, is interested in this resolution.

Board Recommendation:



The Board considers it desirable and in the interest of the Company to regularize the appointment of Shri Sujit D Parakh as Managing Director. Accordingly, the Board recommends passing this resolution as an Ordinary Resolution by the members.

Item No.5

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, Poona Pulses Private Limited and Parakh and Company (Related Party – As promoters of both entities are common) up to a value of Rs. 200 Crores for sale and purchases of finished goods and raw material during the financial year 2024-25 and till next Annual General Meeting put up for approval of the members. 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. 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.

Item No 6

Item No. Approval for Managerial Remuneration

The Board of Directors of ("the Company") has recognized the valuable contributions and leadership of Shri Sujit D Parakh in achieving the business objectives of the Company. In consideration of their exemplary performance and the significant responsibilities undertaken, the Board proposes to pay remuneration in excess of the limits prescribed under Section 197 of the Companies Act, 2013.

Justification for Exceeding Limits:

Performance and Achievements: Shri Sujit D Parakh will be playing a pivotal role in enhancing the Company's market share, profitability, and strategic positioning.

Market Competitiveness: The proposed remuneration aligns with industry standards and ensures that the Company retains top talent, thereby safeguarding its competitive position in the industry.

Incentives for Growth: The increased remuneration package is structured to incentivize further growth and align with the Company's long-term objectives, rewarding for their continued dedication and successful execution of the Company's strategies.

Details of the Proposed Remuneration:

Basic Salary: Rs.1,00,000/-

Bonus/Incentives: Rs.50,000/-

Perquisites and Allowances: Rs.1,00,000/-

Total Remuneration: Rs.2.5 Lacs

Financial Impact:

The proposed remuneration will be accounted for in the Company's financial statements and is expected to enhance the managerial effectiveness and overall performance of the Company.



Approvals:

The proposed remuneration requires the approval of the shareholders by way of a special resolution and, if necessary, approval from the Central Government under applicable provisions.

Interest of Directors:

None of the Directors, except Shri Sujit D Parakh, is interested in this resolution. The resolution, therefore, seeks approval from the shareholders as set out in the Notice.

Board Recommendation:

The Board recommends the passing of this resolution as a Special Resolution by the members.

Regd. Office:

E-2 MIDC, Kurkumbh, Tal- Daund,
Dist-Pune-413802 Maharashtra, India

Tel-02117-235901

Fax: 02117-235902

CIN: L15313PN1993PLC070263

Place: Pune

Date: 9th August, 2024

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

POONA DAL AND OIL INDUSTRIES LIMITED

Sd/-

SUJIT D PARAKH

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00067011)



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 Thirty First 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 24th September, 2024 at 9.00 a.m. and ends on 26th September, 2024 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 20.09.2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

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

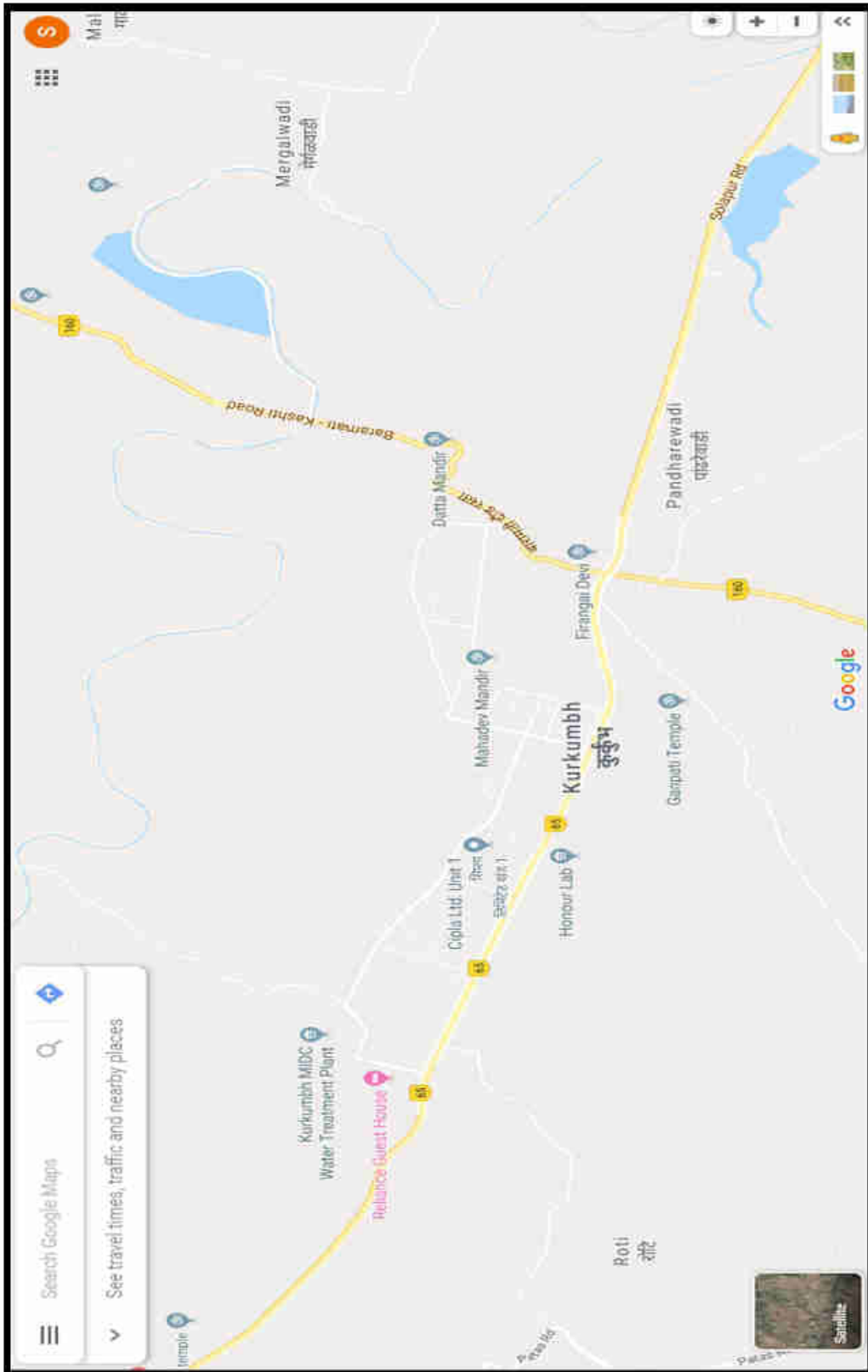
- (viii) After entering these details appropriately, click on “SUBMIT” tab.



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



Route map





DIRECTORS' REPORT

Your Directors have pleasure in presenting their Thirty Second Annual Report together with the Audited Accounts of your Company for the year ended 31st March, 2024.

STATE OF AFFAIRS – SNAPSHOT OF FINANCIAL RESULTS

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 2023-2024 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

The financial results of the Company for the Accounting period ended March 31, 2024 are presented below

(Rs. In Lakhs)

| | 2023-2024 | 2022-2023 |
|-------------------|-----------|-----------|
| Sales | 9840.15 | 18512.76 |
| Profit before tax | 105.21 | 156.43 |
| Profit after tax | 77.72 | 116.43 |

COMPANY'S PERFORMANCE

The segment wise revenue of your Company from operations for the fiscal year 2023-2024 is as follows:

Oil Division : Rs. **9840.15** Lakhs

Agro Division : Nil

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 77.72 lakhs as compared with Rs. 116.43 lakhs in the previous year. As there slight decrease in the net profit, the earnings per share of the Company has also been decreased to 1.36 from 2.04 per share for the financial year 2023-2024.

CHANGE IN SHARE CAPITAL

During the year under review, there is no change in the promoter's stake of the Company as follows:

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 ensuing 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 31st March, 2024 are as under:

| Name of Director | DIN | Date of Appointment | Qualification | Directorship held in other Cos. in India as on 31.03.2024 | Membership of Committees of other Companies in which he is a Director, as on 31.03.2024 | No. of Shares held in Companies (including those held by relatives) |
|------------------------|----------|---------------------|--------------------|-----------------------------------------------------------|-----------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| Pradip P. Parakh | 00053321 | 30/06/2005 | B.Com | NIL | NIL | NIL |
| Lizy George | 09120881 | 30/06/2021 | B. Com | NIL | NIL | NIL |
| Kewalchand M. Muthiyan | 07597879 | 25/08/2016 | B.Com | NIL | NIL | NIL |
| Rakesh V. Singh | 06987619 | 14/10/2014 | B.A. | NIL | NIL | NIL |
| Ajinkya A. Ghogardare | 09123073 | 30/06/2021 | B.Com, CA Final | NIL | NIL | NIL |

PARTICULARS OF LOAN, GUARANTEE OR INVESTMENTS

Loan, guarantees and investments covered under Section 186 of the Companies Act, 2013 forms part of the notes to the financial statements provided in the Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

In line with the requirements of the Companies Act, 2013 and the SEBI (LODR), 2015 the Company has formulated a Policy on Related Party Transactions and the same is uploaded on the Company's website: <https://www.pdoil.co.in/investor>. Details of Related Party Transactions are given in AOC-2 as Annexure-I.

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 II.
- **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 and the foreign exchange outgo NIL.

EXTRACTS OF ANNUAL RETURN

The Pursuant to Section 134 and Section 92(3) of the Act, as amended, the draft of the Annual Return for the FY 2023-24 has been placed on the Company website at <https://www.pdoil.co.in/investor> Relation



NOMINATION AND REMUNERATION POLICY

The Company has formulated and adopted the Nomination and Remuneration Policy in accordance with the provisions of the Companies Act, 2013 read with the Rules made there under and the Listing Regulations.

The Nomination and Remuneration Policy can be accessed on the website of the Company

<https://www.pdoil.co.in/Investor>

DEPOSITS

The Company does not accept any deposits from public.

INSURANCE

The Company has taken insurance cover for its assets to the extent required.

MANAGEMENT DISCUSSION AND ANALYSIS

A separate report on the Management Discussion and Analysis is attached as a part of the Annual Report

CORPORATE GOVERNANCE

Effective corporate governance is necessary to retain the trust of stakeholders and to achieve business success. Corporate governance is about commitment to values and ethical business conduct. It is about how an organization is managed. It includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. As shareholders across the globe evince keen interest in the practices and performance of companies, corporate governance has emerged at the center stage of the way the corporate world functions. Corporate governance is vital to enable companies to compete globally in a sustained manner and let them flourish and grow.

A separate Report on Corporate Governance is attached and forms part of the Annual Report. The Auditors' Certificate regarding compliance of the conditions of Corporate Governance is also annexed.

DIRECTORS' RESPONSIBILITY STATEMENT

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

- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis; and
- e. the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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

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.

STATUTORY AUDITORS

Pursuant to Section 139 of the Companies Act, 2013, the Board of Directors recommended to appoint M/s. Bharat Shah & Associates, Chartered Accountant, Pune (Firm Reg. No. 122100W) as a Statutory Auditor of the Company for a period of 3 year w.e.f. 30th September, 2022 which had been approved by the members of the company in the last 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 2023-24 on such Remuneration as may be decided by the Board of Directors from time to time and submitted Cost Audit Report to Central Government.

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 M/s. Trupti Chendake and Associates, Practising Company Secretary, as a Secretarial Auditor for conducting Secretarial Audit of the Company for the financial year 2024. The Secretarial Audit Report for the financial year ended 31st March, 2024 is annexed herewith as Annexure III. 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 OPERATIONS 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 and at the end of the financial year to the date on which the financial statement has been made.

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.

CREDIT RATING

In absence of any kind of loan facility from any bank there is no question of Rating in this financial 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 include 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

SUJIT D PARAKH

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00067011)

Place: Pune

Date: 9th August, 2024

**ANNEXURE I TO THE DIRECTOR'S REPORT****FORM AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions at arm's length basis:

a) Name(s) of the related party and nature of relationship:

| | |
|-------------------------------------------|------------------------------------------------------------------------------------|
| Poona Dal and Besan Mills Private Limited | Enterprises on which significant influence is exercised by having common promoters |
| Poona Pulses Private Limited | |
| Parakh and Company (Partnership Firm) | Enterprises on which significant influence is exercised by having common promoters |

Transactions carried out with related parties referred to above:

| Sr. No. | Particulars of Transactions | Amount (Rs. crores) |
|---------|-------------------------------------------|---------------------|
| 1. | Poona Dal and Besan Mills Private Limited | |
| | Purchase | 27.91 |
| | Sale | Nil |
| | Total | 27.91 |

- b) Duration of the contracts / arrangements/transactions: Arrangement if any made will be for period not exceeding one year that is 1st April, 2023 to 31st March, 2024.
- c) Salient terms of the contracts or arrangements or transactions including the value, if any: On Arm's Length basis as far as possible tune with the market parameters; in the beneficial interest of the company
- d) Justification for entering into such contracts or arrangements or transactions: it's out of day to day business requirements.
- e) Date(s) of approval by the Board: 27th May,2023
- f) Amount paid as advances, if any: NIL
- g) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: 29th September,2023

2. Details of material contracts or arrangement or transactions not at arm's length basis:

- a) Name(s) of the related party and nature of relationship: NA
- b) Nature of contracts/arrangements/transactions: NA
- c) Duration of the contracts / arrangements/transactions: NA
- d) Salient terms of the contracts or arrangements or transactions including the value, if any: NA
- e) Date(s) of approval by the Board, if any: NA
- f) Amount paid as advances, if any: NA

For and on behalf of the Board of Director(s)
POONA DAL AND OIL INDUSTRIES LIMITED

Place: Pune
Date: 9th August, 2024

Sujit D Parakh
(DIN: 00067011)
Managing Director

Rakesh V. Singh
(DIN: 06987619)
Director

**ANNEXURE II TO THE DIRECTOR'S REPORT**

Total Energy consumption and energy consumption per unit of production as per Form - A

| A. POWER AND FUEL CONSUMPTION: | As at 31.03.2024 | As at 31.03.2023 |
|-----------------------------------------------|-----------------------------|-----------------------------|
| 1) Electricity | | |
| a) Purchased | 74922 | 95502 |
| Unit-KWH | | |
| Rs. Lakhs | 22.14 | 18.40 |
| MD and other Charges | | |
| Charges | 22.14 | 18.40 |
| Rate/Unit Rs. | 29.55 | 19.27 |
| 2 Coal | | |
| Quantity-MTS | Nil | Nil |
| Total Cost Rs. Lakhs | Nil | Nil |
| Average Rate -Rs./MTS | Nil | Nil |
| 3 Others | | |
| Quantity-MTS | Nil | Nil |
| Total Cost Rs. Lakhs | Nil | Nil |
| Average Rate -Rs./MTS | Nil | Nil |
| B. CONSUMPTION PER UNIT OF PRODUCTION: | | |
| Electricity-KWH | 13.05 Kwh/MT | 27.51 Kwh/MT |
| Coal | - | - |
| Others | - | - |



ANNEXURE III TO THE DIRECTOR'S REPORT

FORM NO. MR 3

SECRETARIAL AUDIT REPORT

[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]
For the financial year ended 31st March, 2024.

To,
The Members,
POONA DAL & OIL INDUSTRIES LIMITED,
E-2, Kurkumbh, MIDC, Tal-Daund,
Dist-Pune 413802

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and the Registrar and Transfer Agents and also the information provided by the Company, its officers, agents and authorized representatives along with the certificate(s) of compliance(s) received from the respective consultants during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2024 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- 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;
 - c. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
 - d. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015
- 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;
 - b. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - c. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - d. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;



- e. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and
 - f. Foreign Exchange Management Act, 1999 and the rules and regulations made 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 labor 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:

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. There is no change 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.

The company is advised to file POSH returns within due date and comply accordingly

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 Trupti Chendake and Associates
Company Secretaries

Sd/-
Trupti Chendake
Practicing Company Secretary
FCS No.11169
C.P. No. 14346
UDIN: F011169F001103755

Date : 2nd September, 2024

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,
E-2, Kurkumbh, MIDC, Tal-Daund,
Dist-Pune 413802

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 Trupti Chendake and Associates
Company Secretaries

Sd/-

Trupti Chendake
Practicing Company Secretary

FCS No.1116

C.P. No. 14346

UDIN: F011169F001103755

Date : 2nd September, 2024

Place : Pune



ANNEXURE IV TO THE DIRECTOR'S REPORT
REPORT ON MANAGEMENT'S DISCUSSIONS AND ANALYSIS

• **MANAGEMENT DISCUSSION AND ANALYSIS**

The Indian economy In FY 2023-24 has shown resilience despite global challenges, with particular emphasis on the oil and agro-industries. Here's an overview with respect to these sectors:

1. **Macroeconomic Overview**

GDP Growth:

India's GDP growth remained robust, with estimates ranging around 6-7%. This growth has been driven by a recovery in consumption, increased government spending, and a revival in industrial activities.

Inflation:

Inflationary pressures have persisted, primarily due to rising commodity prices, including crude oil. However, the Reserve Bank of India (RBI) has managed inflation through monetary tightening, with repo rate hikes aiming to control price levels.

Currency Fluctuations:

The Indian Rupee experienced fluctuations against the US Dollar, influenced by global economic uncertainties, rising interest rates in the US, and the impact of oil prices on the trade deficit.

2. **Impact on the Oil Industry**

Crude Oil Prices and Imports:

India, being heavily dependent on crude oil imports, faced challenges due to volatility in global oil prices. The fluctuating prices impacted the cost of production and transportation, affecting the overall economy.

Domestic Oil Production:

Efforts to increase domestic oil production were made through policy reforms and incentives. However, production levels remained below the growing demand, keeping the dependence on imports high.

Renewable Energy Shift:

The government continued to push for renewable energy alternatives, with investments in biofuels and solar energy. This shift is part of India's long-term strategy to reduce dependence on fossil fuels and improve energy security.

3. **Impact on Agro-Industry**

Agricultural Output:

The agriculture sector saw stable growth, supported by favorable monsoon conditions and government initiatives like the PM-KISAN scheme, which provided direct income support to farmers. The sector remains a significant contributor to the economy, employing a large portion of the population.

Rural Demand:

Rural demand, closely tied to agricultural income, showed signs of recovery. This was reflected in the increased sales of consumer goods, fertilizers, and agrochemicals, which are crucial for crop production.



Agri-Exports:

India continued to be a major exporter of agricultural products, with significant exports of rice, wheat, spices, and other commodities. The government's focus on boosting exports through improved infrastructure and logistics has started to show results.

Challenges in the Agro-Industry:

The sector faced challenges such as rising input costs, particularly for fertilizers and pesticides, due to global supply chain disruptions. Additionally, smallholder farmers continued to struggle with issues related to market access and price volatility.

4. **Government Policies and Reforms**

Atmanirbhar Bharat Initiative:

Under the Atmanirbhar Bharat (Self-Reliant India) initiative, the government promoted domestic manufacturing and reduced import dependence. In the agro sector, this included promoting indigenous seed production, farm mechanization, and agro-processing.

Incentives for Agro-Industries:

The government introduced several incentives for the agro-industries, including subsidies for irrigation, credit facilities for farmers, and support for value-added agriculture.

Focus on Sustainable Agriculture:

There was a growing emphasis on sustainable agricultural practices, including organic farming and water conservation techniques. The government launched several schemes to promote the use of micro-irrigation and reduce the carbon footprint of farming activities.

5. **Outlook for FY 24-25**

Oil Industry:

The oil sector is expected to continue facing challenges due to global price volatility and the transition towards renewable energy. However, government policies aimed at boosting domestic production and exploring alternative energy sources will likely mitigate some risks.

Agro-Industry:

The agro-industry is poised for steady growth, supported by continued government support, technological advancements, and an improving rural economy. Challenges such as climate change, input costs, and market access need to be addressed to sustain this growth.

IV. **INDUSTRY OVERVIEW:**

1. **Strengths**

Strong Agricultural Base:

Maharashtra has a robust agricultural sector, with significant production of pulses like tur (pigeon pea), chana (gram), and urad (black gram). The state's diverse agro-climatic conditions support the cultivation of a variety of pulses.

Large Consumer Base:

India, with its large population, has a high and steady demand for pulses and edible oils. Maharashtra, being one of the most populous states, represents a significant market for these products.

Established Processing Industry:

Maharashtra has well-established processing units for pulses and edible oils, including modern mills and refineries. The state is a major producer of besan (gram flour) and has numerous small to large-scale processing units.

Government Support:

The Indian government, along with the Maharashtra state government, provides various subsidies, minimum support prices (MSP), and other incentives to support farmers and the agro-processing industry.

2. Weaknesses**Dependence on Monsoons:**

A significant portion of agriculture in Maharashtra is rain-fed, making it vulnerable to fluctuations in monsoon rains. Inconsistent rainfall can lead to lower yields and reduced availability of raw materials for processing.

Infrastructure Gaps:

Despite improvements, there are still gaps in rural infrastructure, including storage facilities, transportation, and supply chain logistics. These gaps can lead to post-harvest losses and inefficiencies in the distribution of pulses and oils.

Fragmented Market:

The industry is highly fragmented, with many small and unorganized players. This fragmentation can lead to inefficiencies, lack of standardization, and challenges in scaling up operations.

Low Awareness of Quality Standards:

There is often a lack of awareness about quality standards among both producers and consumers. This can affect the marketability of products, especially in international markets where quality standards are stringent.

3. Opportunities**Rising Health Awareness:**

Increasing awareness of health and nutrition is driving demand for pulses and edible oils that are rich in protein and healthy fats. Products like atta (whole wheat flour) and cold-pressed oils are gaining popularity among health-conscious consumers.

Export Potential:

There is significant potential for exporting processed pulses and edible oils, especially to countries with large Indian diaspora populations. Maharashtra, with its proximity to major ports like Mumbai, is well-positioned to take advantage of this opportunity.

Value-Added Products:

There is growing demand for value-added products such as packaged atta, ready-to-cook dal, organic besan, and fortified edible oils. Investing in product innovation and branding can help capture a larger market share.

Government Initiatives:

Initiatives like Pradhan Mantri Kisan Sampada Yojana (PMKSY) and the National Food Security Mission (NFSM) provide opportunities for businesses to invest in food processing and agro-infrastructure development.

4. Threats**Price Volatility:**

The industry is exposed to significant price volatility, particularly in the case of edible oils, where global commodity prices can impact domestic prices. Fluctuating prices of raw materials like oilseeds can also affect profitability.



Climate Change:

The increasing impact of climate change poses a serious threat to agriculture, leading to unpredictable weather patterns, droughts, and floods, which can adversely affect the production of pulses and oilseeds.

Competition from Imports:

The Indian market, including Maharashtra, faces competition from imported pulses and edible oils, particularly palm oil, which is cheaper and more readily available. This can put pressure on domestic producers and processors.

Regulatory Challenges:

Frequent changes in government policies, such as import-export regulations, MSP adjustments, and food safety standards, can create an uncertain business environment. This uncertainty can affect planning and investment decisions in the industry.

- **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.

- **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 V TO THE DIRECTOR'S REPORT

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, 2024

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

(b) Directors' Compensation and Disclosures

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



(c) Other provisions related to Board and Committees

The Company Secretary circulates the agenda papers and supporting documents well in advance before the respective Board and Committee Meeting. The Board and Audit Committee meet at least four times on quarterly basis in a year to review the quarterly financial statements and meets on need basis on other matters, the gap between two meetings does not exceed four months. The Nomination & Remuneration Committee and Stakeholder’s Relationship Committee of the Board meets as and when required. Leave of absence was granted to the Directors as and when requested by them. The Board was made available necessary information as required to be placed before the Board as per Regulation 17 (7) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [“SEBI (LODR), 2015”] for their discussion and consideration. As per Regulation 26 of SEBI (LODR), 2015 none of the Directors on the Company’s Board is a member of more than ten committees or Chairman of more than five committees across all listed entities in which he/ she is director. All the directors have made necessary disclosure regarding committees positions held by them in other listed entities. None of the directors is having any relation with other directors of the Board.

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

Composition of Board of Directors and details of meeting attended:

The details of Board Meetings held during the financial year ended March 31, 2024 are as under

| 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 | 5 | 5 | Yes | NIL | Nil | Nil |
| Ligy George | Non-Executive Independent Director | 5 | 5 | Yes | NIL | Nil | Nil |
| Mr. Rakesh V. Singh | Executive Director | 5 | 5 | Yes | Nil | Nil | Nil |
| Mr. Kewalchand M. Muthiyar | Non-Executive Independent Director | 5 | 5 | Yes | Nil | Nil | Nil |
| Mr. Ajinkya Ghogardare | Non-Executive Independent Director | 5 | 5 | Yes | Nil | Nil | Nil |

| Sr.No. | Date of the Meetings | Board Strength | No. of Directors Present |
|--------|----------------------|----------------|--------------------------|
| 1 | 17.04.2023 | 5 | 5 |
| 2 | 27.05.2023 | 5 | 5 |
| 3 | 12.08.2023 | 5 | 5 |
| 4 | 03.11.2023 | 5 | 5 |
| 5 | 08.02.2024 | 5 | 5 |



Attendance of each Director at the Board Meetings held during the financial year 2023-24 and at the last Annual General Meetings is furnished in the above table.

None of the Directors are holding any share in the company as on 31st March 2024.

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, 2024.

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 31st March, 2024 is furnished hereunder:

| Sr. No. | Members | Designation | Meeting Held | Meeting Attended |
|---------|--------------------------|-------------|--------------|------------------|
| 1 | Mr. Ajinkya Ghogardare | Chairman | 4 | 4 |
| 2 | Mr. Kewalchand Muthiyani | Member | 4 | 4 |
| 3 | Mr. Pradip Parakh | Member | 4 | 4 |

Note: During the year five meetings of the Audit Committee were held as on 27.05.2023, 12.08.2023, 03.11.2023, 08.02.2024

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. Kewalchand Muthiyar | Chairman |
| 2 | Mr. Ajinkya Ghogardare | Member |
| 3 | Ms. Ligy George | Member |

Note: during the year under review there was one meeting held as on 08.02.2024 by Nomination and Remuneration committee.

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. 6,00,000 p.a. | NIL | NIL |
| 2 | Rakesh V. Singh | Rs. 2,82,000 p.a. | NIL | NIL |
| 3 | Ajinkya Ghogardare | NIL | NIL | NIL |
| 4 | Kewalchand Muthiyar | NIL | NIL | NIL |
| 5 | Mrs. 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, 2024.

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 |
|---------|-------------------------|-------------|
| 1 | Mr. Kewalchand Muthiyan | Chairperson |
| 2 | Mr. Rakesh V. Singh | Member |
| 3 | Mr. Pradip P Parakh | Member |

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 take care of requirements related to shareholders queries, re-materialization of shares, issue of duplicate share certificates, issue of new certificates in replacement of those that are torn, defaced, lost or destroyed, split/consolidation of share certificates and any other matter as and when received from the shareholders of the Company and maintain the records thereof.

During the financial year no complaint received from the shareholders of the Company

The status on the total number of complaints received during the FY 2023-24, 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

NA

GENERAL BODY MEETINGS

The last two Annual General Body Meetings were held at E-2,Kurkumbh , MIDC, Tal-Daund Dist-Pune 413802 as on 29th September,2023 and 30th September,2022 and last year respectively.

EXTRA-ORDINARY GENERAL MEETING:

During this year there were no Extra Annual General Meeting held.

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 significant related party transactions that may not 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, 2024



- **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.

Shareholders who have not claimed their shares and dividend are requested to correspond with the Link In Time India Private Ltd (Previously 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.pdoil.co.in/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.pdoil.co.in/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 newspapers, in accordance with the listing guidelines. They are usually published in 'Business Standard' and 'NAVRASHTRA'. 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.pdoil.co.in

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 25th May, 2024. 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 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 / CDSL 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. 2023 | 28.07.2023 |
| 30.09. 2023 | 09.10.2023 |
| 31.12. 2023 | 11.01.2024 |
| 31.03.2024 | 22.04.2024 |

GENERAL SHAREHOLDER INFORMATION

| | | | | |
|----------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------|--------|---------------|
| AGM : Date, time and venue | Friday, 27th September, 2024, 11 a.m. At: E-2, Kurkumbh, MIDC, Tal-Daund, Dist – Pune 413802 | | | |
| Financial Calendar (tentative and subject to change) | June & July 2024 | Audited results for the year ended 31.03.2024 | | |
| | August 2024 | Unaudited results for the quarter ended 30.06.2024 | | |
| | September 2024 | Annual General Meeting | | |
| | November 2024 | Unaudited results for the quarter ended 30.09.2024 | | |
| | February 2025 | Unaudited results for the quarter ended 31.12.2024 | | |
| Date of Book closure | 20 th September, 2024 to 27th September, 2024 (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, 2024 | | | |
| Demat ISIN | The ISIN allotted to the Company's Equity Shares is : INE809E01018 | | | |
| Market Price Data: High, low and volume during each month in the last financial year Ended 31 st March, 2024 | MONTH | HIGHEST | LOWEST | VOLUME |
| | | RS. | RS. | NO. OF SHARES |
| | Apr-23 | 58.80 | 49.40 | 27723 |
| | May-23 | 57.79 | 49.50 | 42299 |
| | Jun-23 | 57.99 | 49.00 | 45485 |
| | Jul-23 | 55.40 | 50.12 | 39190 |
| | Aug-23 | 58.90 | 50.11 | 54720 |
| | Sep-23 | 64.36 | 53.67 | 92239 |
| | Oct-23 | 66.99 | 53.50 | 83062 |
| | Nov-23 | 75.00 | 55.70 | 263531 |
| | Dec-23 | 70.99 | 58.51 | 167250 |



| | | | | | |
|-----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------|--------------|-------------|
| | Jan-24 | 77.48 | 60.51 | 132297 | |
| | Feb-24 | 68.25 | 57.10 | 123772 | |
| | Mar-24 | 65.25 | 56.89 | 85548 | |
| Performance, in comparison to broad based indices, such as BSE Sensex, etc. | MONTH | INDEX (SENSEX) | | QUOTE | |
| | | HIGH | LOW | HIGH | LOW |
| | April-2023 | 61209.46 | 58793.08 | 58.8 | 49.4 |
| | May-2023 | 63036.12 | 61002.17 | 57.79 | 49.5 |
| | June-2023 | 64768.58 | 62359.14 | 57.99 | 49 |
| | July-2023 | 67619.17 | 64836.16 | 55.4 | 50.12 |
| | August-2023 | 66658.12 | 64723.63 | 58.9 | 50.11 |
| | September-2023 | 67927.23 | 64818.37 | 64.36 | 53.67 |
| | October-2023 | 66592.16 | 63092.98 | 66.99 | 53.5 |
| | November-2023 | 67069.89 | 63550.46 | 75 | 55.7 |
| | December-2023 | 72484.34 | 67149.07 | 70.99 | 58.51 |
| | January-2024 | 73427.59 | 70001.6 | 77.48 | 60.51 |
| | February-2024 | 73413.93 | 70809.84 | 68.25 | 57.1 |
| | March 2024 | 74245.17 | 71674.42 | 65.25 | 56.89 |
| | Registrar and Transfer Agents | <p>For shares related matters, Members are requested to correspond with the Company's Registrars and Transfer Agents – Link In Time India Pvt Ltd (M/s. Sharex Dynamic (India) Private Limited) quoting their folio no./DP ID & Client ID at the following addresses:</p> <p>LINK IN TIME INDIA PRIVATE LIMITED (Merged with SHAREX DYNAMIC (INDIA) PRIVATE LIMITED) C-101,247 Park, LBS Marg, Vikhroli West, Mumbai – 400 083 helpdesk@linkintime.co.in 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, 2024 | Shares of nominal Value | No. of Holders | % of Holders | Total Amount | % of Amount |
| | Up to – 500 | 4820 | 91.94 | 665378 | 11.56 |
| | 501 – 1000 | 236 | 4.40 | 195098 | 3.42 |
| | 1001 – 2000 | 91 | 1.73 | 136871 | 2.40 |
| | 2001 – 3000 | 29 | 0.55 | 73238 | 1.28 |
| | 3001 – 4000 | 13 | 0.24 | 44904 | 0.79 |



| | | | | | |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|--------|---------------|-------------------|
| | 4001 – 5000 | 16 | 0.30 | 78627 | 1.38 |
| | 5001 – 10000 | 21 | 0.400 | 142895 | 2.50 |
| | 10001 and above | 16 | 0.30 | 4370989 | 76.58 |
| | | 5242 | 100.00 | 57080000 | 100.00 |
| Pattern of Shareholding as on March 31, 2024 | Category | | | No. of Shares | % of share holder |
| | Promoters | | | 4017219 | 70.38 |
| | Institutions(FIIs) | | | NIL | NIL |
| | Non – Institutions | | | | |
| | Private Body Corporate | | | NIL | NIL |
| | Residential Individuals | | | 1567875 | 27.47 |
| | Others(IEPF) | | | 115200 | 2.02 |
| | NRI | | | 7706 | 0.25 |
| | Clearing Members | | | 0 | 0.00 |
| | TOTAL : | | | 5 5708000 | 100.00 |
| Dematerialization of shares and liquidity | 5096775 equity shares in the paid-up capital of the Company were in dematerialized form as on 31 st March, 2024. The Company has not issued any GDRs/ADRs/Warrants or any convertible instruments | | | | |
| Outstanding GDRs/ADRs/Warrants or any Convertible instruments, conversion date and likely impact on equity | Not Applicable | | | | |
| Plant location: | Kurkumbh: E 2, Kurkumbh MIDC, Kurkumbh, Tal. Daund, Dist. Pune – 413802, Maharashtra, India | | | | |
| Address for correspondence | 71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411013, Maharashtra, India, Phone: (020)26816020/24 Fax: (020)26816021 E-Mail ID: pdoil@pdbmgroup.com | | | | |

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

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-

SUJIT D. PARAKH

Place: Pune

CHAIRMAN & MANAGING DIRECTOR

Date: 9th August, 2024



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 31.03.2024, as stipulated in Regulation 15(2) of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) 2015 for the period 1st April, 2023 to 31st March,2024.

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 1stDecember, 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

For M/s. Bharat Shah & Associates
Chartered Accountants
(Firm Registration No. 122100W)

CA Bharat H Shah
Proprietor
(Membership No. 110878)

Date : 09/08/2024

Place : Pune



Independent Auditor's Report

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

Report on the IND AS Standalone Financial Statements

We have audited the accompanying standalone financial statements of Poona Dal and Oil Industries Limited, which comprise the standalone Balance Sheet as at 31st March, 2024 and also the standalone Statement of Profit and Loss and the standalone Cash Flow Statement for the year ended on that date annexed there to, notes to the standalone financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements")

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountant of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provision of the Act and the Rules thereunder, and we have fulfilled out other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis of our opinion on the standalone financial statements.

Management's and Board of Directors Responsibility for the IND AS Standalone Financial Statements

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

In preparing the standalone financial statements, management and Board of Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.



Auditors Responsibility

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

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the IND AS standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the IND AS standalone 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 IND AS standalone 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 IND AS standalone 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 IND AS financial statements give the information as required by the Companies Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of the Balance Sheet of the state of affairs of the Company as at 31st March, 2024.
- ii) In the case of Statement of Profit and Loss of the Profit for the year ended 31st March, 2024.
- iii) In the case of Cash Flow Statement, of the Cash Flows for the year ended on that date.
- iv) Statement of Changes of Equity for the year ended on that date.

Key audit matters

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Other Information

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.



In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Report on Other Legal and Regulatory Requirements

- 1) As required by the Companies (Auditor's Report) Order, 2020 ("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) (A) As required by section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of these books.
 - c) The standalone Balance Sheet and standalone Statement of Profit and Loss Account and standalone Cash flow statement dealt with by the Report are in agreement with the books of accounts.
 - d) In our opinion, the standalone Statement of Profit and Loss Account and the standalone Balance Sheet comply with the accounting standards specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015 as amended.
 - e) On the basis of the written representation received from the directors as on 31st March, 2024, and taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2024 from being reappointed 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.
- (B) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - a) The Company does not have any pending litigations which would impact its financial position.
 - b) The Company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses.
- c) There are no transactions during the year which required to be transferred, to the Investor Education and Protection Fund by the Company.
- d)
 - (i) The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested by the company to or in any other person(s) or entity(ies) including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other person or entities identified in any manner whatsoever by or in behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or like on behalf of the Ultimate Beneficiary.



- (ii) The management has represented that, to the best of its knowledge and belief, no funds have been received by the company from any person(s) or entity(ies) including foreign entities ("Funding Parties") with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or like on behalf of the Ultimate Beneficiary.
 - (iii) In our opinion based on such audit procedures that were considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under the sub-clause (i) and (ii) above contain any material misstatement.
- e) The company has not declared or paid any dividend during the year in compliance with section 123 of Companies Act, 2013.
- (C) With respect to the matter to be included in the Auditors' Report under section 197(16) of the Act:

In our opinion and according to the information and explanation given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of section 197 of the Act. The remuneration paid to any director is not in excess of the limits laid down under section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) of the Act which are required to be commented upon by us.

M/s. Bharat H. Shah & Associates.
Chartered Accountants
(Firm Registration No. 122100W)

CA Bharat H Shah
Proprietor
UDIN: 24110878BKBIUD1213
(Membership No. 110878)

Place: - Pune
Date: - 25th May, 2024



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 31st March, 2024. We report that:

1)

- a) A) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- B) The company does not have any intangible assets. Hence this clause of the Order is not applicable.
- 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 material discrepancies were noticed on physical verification of fixed assets.
- c) According to the information and explanations given to us, the title deeds of immovable properties are held on the name of company except leasehold properties situated at Kurkumbh.
- d) The company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Hence this clause of the Order is not applicable.
- e) We are informed that no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Hence this clause of the Order is not applicable.

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.
- b) During the year, the company has not availed any credit facilities from either any bank or financial institution.

3)

According to information and explanation given to us and on the basis of our examination of the records of the Company, the Company has not made any investments in or provided security to companies, firms, limited liability partnerships or any other parties during the year. The Company has granted loans and advances in the nature of loans during the year to other parties details of which are stated below. The Company has not provided guarantees or granted loans or advances in the nature of loans during the year to firms or limited liability partnerships.

- (a) (A) Based on the audit procedures carried out by us and as per the information and explanation given to us, the Company has not given such loans or advances and guarantees or security to subsidiaries, joint ventures and associates.
- (B) Based on the audit procedures carried out by us and as per the information and explanation given to us, the Company has granted advances to the employees. The aggregate amount during the year Rs.2,75,000 and balance outstanding at the balance sheet date Rs.1,70,636.
- (b) The investments made, guarantees provided, security given and the terms and conditions of the grant of all loans and advances in the nature of loans and guarantees provided are prima facie not prejudicial to the interest of the company;



- (c) In respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has not been stipulated but the repayments or receipts are regular;
 - (d) The amount is not overdue for more than ninety days. Hence this clause of the Order is not applicable.
 - (e) According to the information and explanation given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loans granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the over-dues of existing loans or advances in the nature of loans given to same parties.
 - (f) The company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Hence, this clause of the Order is not applicable.
- 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 of the Order is not applicable.
- 6) The maintenance of cost records has been specified by the Central Government under subsection (1) of section 148 of the Companies Act and such accounts and records have been so made and maintained by the company.
- 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, Customs Duty, GST, and any other material statutory dues applicable to it. There is no overdue amount payable for more than six months.
 - b) The statutory dues referred to in sub-clause (a) have been deposited within due dates & there are no any disputed dues.
- 8) There are no any transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Hence this clause of the Order is not applicable.
- 9)
- a) The company does not have any outstanding over dues of any loan or borrowings to any financial institutions, banks, and Government or debenture holders during the year.
 - b) The company is not declared as willful defaulter by any bank or financial institution or other lender;
 - c) The company has not obtained any term loans. Hence this clause of the Order is not applicable.
 - d) The company has not raised funds on short term basis which have been utilized for long term purposes. Hence this clause of the Order is not applicable.
 - e) The company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures. Hence this clause of the Order is not applicable.



- f) The company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence this clause of the Order is not applicable.
- 10)
- a) 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 during the year.
- b) 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.
- 11)
- a) On the basis of our examination and according to the information and explanation given to us, no fraud by the company or in the company by its officers / employees has been noticed or reported during the course of our audit.
- b) Any report under sub-section (12) of section 143 of the Companies Act has not been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government as this clause of Order is not applicable.
- c) There is no whistle-blower complaints received during the year by the company.
- 12) In our opinion and according to the information and explanation given to us, the company is not a Nidhi Company. Hence this clause of the Order is not applicable.
- 13) Based on the representation and explanation received by us from the board of directors and based on our examination of the records of the Company, transactions with the related parties have been disclosed in the financial statements as required by the applicable IND AS. These transactions are in compliance with section 177 and 188 of the companies Act, 2013. Since the transactions are in ordinary course of business and on arm's length basis therefore the company is exempted from obtaining prior approval, but as a part of Good Governance the company has obtained prior approval from members in previous AGM held on 30th September 2022.
- 14)
- a) The company have an internal audit system commensurate with the size and nature of its business;
- b) We have considered the internal audit report of the Company issued for the period under audit.
- 15) The Company has not entered into non-cash transactions with directors or persons connected with them. Hence this clause of the Order is not applicable.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence this clause of the Order is not applicable.
- 17) The company has not incurred any cash losses in the financial year and in the immediately preceding financial year. Hence this clause of the Order is not applicable.
- 18) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, the auditor is of the opinion that no material uncertainty exists as on the date of the audit report that company is capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date.



- 19) In our opinion and according to the information and explanations given to us, there is no unspent amount under subsection (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 20(a) & (b) of the order are not applicable.
- 20) This report is prepared on the basis of standalone financial statements. Consolidated financial statements are not applicable to the company. Hence this clause of the Order is not applicable.

M/s. Bharat H. Shah & Associates.
Chartered Accountants
(Firm Registration No. 122100W)

CA Bharat H Shah
Proprietor
UDIN: 24110878BKBIUD1213
(Membership No. 110878)

Place: - Pune

Date: - 25th May, 2024



Annexure B to the Independent Auditor's Report

The Annexure B referred to in our report to the members of Poona Dal and Oil Industries Ltd. for the year ended 31st March, 2024. We report that:

Report on the Internal Financial Controls over Financial Reporting

We have examined the internal financial control over financial reporting of Poona Dal and Oil Industries Limited, as of 31st March, 2024 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 Standards on Auditing (SAs) specified under section 143 (10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

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, 2024, 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.

M/s. Bharat H. Shah & Associates.
Chartered Accountants
(Firm Registration No. 122100W)

CA Bharat H Shah
Proprietor
UDIN: 24110878BKBIUD1213
(Membership No. 110878)

Place: - Pune

Date: - 25th May, 2024



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, 1956. The company was registered on 01/01/1993.
- b) **Activity:** - The Company is engaged in the business of manufacturing and trading of edible oil and pulses through its two segments viz. Oil Division and Agro Division respectively.

2) Significant Accounting Policies

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

- a) **Statement of compliance and basis of preparation:** These standalone financial statements are prepared in accordance with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Companies Act"), as applicable and guidelines issued by the Securities and Exchange Board of India ("SEBI"). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016. The IND AS standalone financial statements correspond to the classification provisions contained in Ind AS 1, "Presentation of financial statements". For clarity, various items are aggregated in the statements of profit and loss and balance sheet. These items are disaggregated separately in the notes to the standalone financial statements, wherever applicable. Due to rounding off, the numbers presented throughout the document may not add up precisely to the totals and percentages may not precisely reflect the absolute figures.
- b) **Method of Accounting:** Company follows mercantile system of accounting.
- c) **Basis of measurement:** These IND AS standalone financial statements have been prepared on a historical cost convention and on an accrual basis.
- d) **Use of estimates and judgment:** The preparation of the standalone financial statements in conformity with IND AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from those estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. In particular, information about significant areas of estimation, uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are included in the notes separately mentioned below.
- e) **Non Current Assets:** Non Current Assets, (Property, Plant and Equipment) are stated at cost less accumulated depreciation. The cost comprises of basic price and any attributable cost for bringing the asset to the working condition for its intended use.
- f) **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.
- g) **Inventories:** Finished Goods are stated at the lower of cost or 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 is 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.

h) 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: The Company pays gratuity to the employee who has completed five years of service with the company at the time when employee leaves the Company. The gratuity is paid as per provisions of Payment of Gratuity Act, 1972. Staff end-of-service gratuity / sanugrah anudan has been accounted on payment basis.

i) Revenue:

i) Sale of goods: Revenue represents the amount invoiced, net of discounts and returns, for goods delivered during the year.

ii) Interest income: Interest income is recognised on an accrual basis using the effective interest method, when it is probable that the economic benefits will flow to the company and the interest can be measured reliably.

j) 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.

k) Foreign currency transactions: The company has not carried any transactions in foreign currencies and hence further remarks on this point is not required.

l) 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.



- m) **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.
- n) **Provisions, Contingent Liabilities and Contingent Assets:** As per IND AS, 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.
- 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 standalone financial statements since this may result in the recognition of income that may never be realized.

- o) 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 long; however same has not been executed by them 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.
- p) **Finance cost:** Finance cost comprise, Interest on Cash Credit & Letter of Credit, LC Commission charges, Bank Charges, Processing fees, commitment fees etc.
- q) **Expenditure incurred on Employees in respect of remuneration**

| Particulars | FY 2023-24 | FY 2022-23 |
|-------------------------------------------------------------------------------------------------------------------------|------------|------------|
| Expenditure incurred on Employees in respect of remuneration | | |
| Aggregating not less than Rs.60,00,000/- (Previous year Rs. 60,00,000/-) per annum. | Nil | Nil |
| For the financial year or Rs. 5,00,000/- (Previous year Rs. 5,00,000/-) per month when employed for a part of the year. | Nil | Nil |
| Number of Employees | Nil | Nil |



3) Significant Judgments Employed in Applying Accounting Policies:

The significant judgments made in applying accounting policies that have the most significant effect on the amounts recognised in the standalone 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 318993203/- (previous year INR 57521933/-) 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.

4) CIF Value of Imports:

NIL (P.Y. NIL).

5) FOB Value of Export:

NIL (P.Y. Rs. NIL).

6) Expenditure in Foreign Currency:

INR NIL (P.Y. INR NIL).

7) Auditors Remuneration:



| Particulars | FY 2023-2024 | FY 2022-2023 |
|----------------------|--------------|--------------|
| Statutory Audit Fees | 2,50,000 | 2,50,000 |

8) Gross Profit and Ratio Analysis:

| Particulars | FY 2023-2024 | FY 2022-2023 |
|------------------------------------------|--------------|----------------|
| Revenue from Operations | 98,40,14,553 | 1,85,12,76,206 |
| Cost of Material Consumed & Traded Goods | 95,87,40,597 | 1,82,16,63,945 |
| Gross Profit | 2,52,73,956 | 2,96,12,261 |
| Gross Profit % | 2.56% | 1.60% |

9) Earnings Per Share:

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

| Particulars | FY 2023-2024 | FY 2022-2023 |
|-------------------------------------------------------------------|--------------|--------------|
| Profit for the year after tax and exception / extraordinary items | 77,71,624 | 1,16,43,251 |
| No. of Shares | 57,08,000 | 57,08,000 |
| Basic & Diluted Earnings Per shares | 1.36 | 2.04 |

10) Prior Period Items:

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 standalone financial statements of one or more prior periods. There are no prior period items in the current financial year.

11) Events occurring after Balance Sheet date:

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

**12) Segment wise reporting:**

As per IND AS, segment reporting disclosed are as follows:

(Rs. In Lakhs)

| Particulars | Oil Division | Agro Division |
|------------------------------------|---------------|---------------|
| Revenue | 9840.15 | -- |
| Profit before tax and finance cost | 105.22 | - |
| Less: Finance Cost | -- | |
| Total Profit before Tax | 105.22 | |
| Provision for Taxation | 27.50 | |
| Total Profit after Tax | 77.72 | |
| Assets | 5643.33 | -- |
| Liabilities | 80.03 | - |
| Net Capital Employed | 5563.30 | -- |

13) Related Party Disclosures:

As per IND AS, the Company's related party disclosed as below:

| I. | KEY MANAGEMENT PERSONNEL | RELATIONSHIP |
|----|--------------------------------|------------------------------|
| 1. | Pradip P. Parakh | Chairman / Managing Director |
| 2. | Rakesh Singh | Works Director |
| 3. | Kevalchand Manikchand Muthiyan | Director |
| 4. | Ajinkya Ajay Ghogardare | Director |
| 5. | Lizy George | Women Director |
| 6. | Sunil Murlidhar Sharma | CFO |
| 7. | Shivali Vinod Agarwal | 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 | (AMOUNT IN RS.) | |
|------|------------------------------|------------------------|---------------|
| | | ASSOCIATE COMPANY/FIRM | KMP / CONTROL |
| 1. | Sales of Material / Receipts | - | -- |
| 2. | Purchases of Materials | 27,91,45,849 | -- |
| 3. | Director Remuneration | | 8,82,000 |
| 4. | Lease Rent | -- | -- |

14) Small And Medium Enterprises Dues:

Since previous year Company has initiated the process of identification of suppliers registered under The Micro Small and Medium Enterprises Development Act, 2006, by obtaining the confirmation from the suppliers, but till today the Company has not received any information from its suppliers regarding registration under 'The Micro, Small and Medium Enterprises Development Act, 2006', the disclosures / information required to be given in accordance with section 22 of the said Act, is not ascertainable.

15) Liquidity Risk:

The Company's principal sources of liquidity are cash and cash equivalents and cash flows that are 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 st March, 2024 | -- | -- | -- |
| 31 st March, 2023 | 21,369 | -- | 21,369 |
| 31 st March, 2022 | 1,42,60,933 | -- | 1,42,60,933 |
| | | | |



| | | | | |
|--|---------------------------------------|-------------|----|-------------|
| | b) Borrowings & Interest | | | |
| | 31 st March, 2024 | -- | -- | -- |
| | 31 st March, 2023 | -- | -- | -- |
| | 31 st March, 2022 | -- | -- | -- |
| | | | | |
| | c) Other financial liabilities | | | |
| | 31 st March, 2024 | 80,03,156 | - | 80,03,156 |
| | 31 st March, 2023 | 84,18,469 | -- | 84,18,469 |
| | 31 st March, 2022 | 1,29,23,332 | -- | 1,29,23,332 |
| | | | | |
| | Total | | | |
| | 31 st March, 2024 | 80,03,156 | -- | 80,03,156 |
| | 31 st March, 2023 | 84,39,838 | -- | 84,39,838 |
| | 31 st March, 2022 | 2,71,84,265 | -- | 2,71,84,265 |
| | | | | |

16)

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 and on behalf of Board of Directors

M/s. Bharat H. Shah & Associates
Chartered Accountants
(Firm Registration No. 122100W)

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

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

Sd/-
CA Bharat H Shah
Proprietor
(Membership No. 110878)
UDIN:24110878BKBIUD1213

Sd/-
Sunil M.Sharma
CFO

Sd/-
Shivali V.Agrawal
Company Secretary and
Compliance Officer

Pune, 25th May, 2024Pune, 25th May, 2024Pune, 25th May, 2024



Financial Statements



Poona Dal And Oil Industries Limited
(CIN. L15313PN1993PLC070263)
Balance Sheet As at 31st March, 2024

| | | Particulars | Notes No. | 31st March, 2024 Amount (Rs.) | 31st March, 2023 Amount (Rs.) |
|-------------------------------|--------------------------------|--------------------------------------------|--------------|----------------------------------|----------------------------------|
| ASSETS | | | | | |
| 1 | Non Current Assets | | | | |
| | (a) | Property, Plant and Equipment | 1 | 1,45,64,646 | 1,51,55,910 |
| | (b) | Capital Work-in-progress | | - | - |
| | (c) | Investment Property | | - | - |
| | (d) | Goodwill | | - | - |
| | (e) | Other Intangible Assets | | - | - |
| | (f) | Intangible Assets Under Development | | - | - |
| | (g) | Biological Assets other than bearer plants | | - | - |
| | (h) | Financial Assets | | - | - |
| | (i) | Investment | | - | - |
| | (ii) | Trade Receivables | | - | - |
| | (iii) | Non current Loans and Advances | | - | - |
| | (i) | Deferred Tax Assets (net) | | - | - |
| | (j) | Other non-current assets | 2 | 1,81,11,452 | 1,73,40,989 |
| 2 | Current Assets | | | | |
| | (a) | Inventories | 3 | 31,89,93,203 | 5,75,21,933 |
| | (b) | Financial Assets | | - | - |
| | (i) | Current Investments | | - | - |
| | (ii) | Trade Receivables | 4 | 1,09,59,265 | 1,59,70,593 |
| | (iii) | Cash and Cash Equivalents | 5 | 13,61,14,729 | 38,85,88,888 |
| | (iv) | Bank balances other than (iii) above | | - | - |
| | (v) | Current Loans and Advances | 6 | 4,14,12,892 | 1,35,43,486 |
| | (c) | Current Tax Assets (Net) | | - | - |
| | (d) | Other current assets | 7 | 2,41,76,889 | 4,88,76,355 |
| | | | | 56,43,33,076 | 55,69,98,134 |
| EQUITY AND LIABILITIES | | | | | |
| A) | Equity | | | | |
| | (a) | Equity Share Capital | 8 | 5,70,80,000 | 5,70,80,000 |
| | (b) | Other Equity | 9 | 49,92,49,920 | 49,14,78,296 |
| B) | Liabilities | | | | |
| 1 | Non-current Liabilities | | | | |
| | (a) | Financial Liabilities | | - | - |
| | (i) | Non-current Borrowings | | - | - |
| | (ii) | Trade Payables | | - | - |
| | (b) | Non-current Provisions | | - | - |
| | (c) | Deferred Tax Liabilities (Net) | | - | - |
| | (d) | Other non-current Liabilities | | - | - |
| 2 | Current liabilities | | | | |
| | (a) | Financial Liabilities | | - | - |
| | (i) | Current Borrowings | | - | - |
| | (ii) | Trade Payables | 10 | - | 21,369 |
| | (b) | Other current Liabilities | 11 | - | 34,03,809 |
| | (c) | Current Provisions | 12 | 80,03,156 | 50,14,660 |
| | (d) | Current Tax Liabilities (Net) | | - | - |
| Total | | | | 56,43,33,076 | 55,69,98,134 |

As per our attached report of even date

M/s. Bharat H. Shah & Associates.

Chartered Accountants

(Firm Registration No. 122100W)

CA Bharat H Shah

Proprietor

UDIN: 24110878BKBUD1213

(Membership No. 110878)

Pune, 25th May, 2024

For and on behalf of Board of Directors

Pradip P. Parakh

Managing Director

(DIN No. : 00053321)

Sunil M. Sharma

CFO

Pune, 25th May, 2024

Rakesh V. Singh

Director

(DIN No. : 06987619)

Shivall V. Agrawal

Company Secretary and

Compliance Officer

Pune, 25th May, 2024



| Poona Dal And Oil Industries Limited (CIN. L15313PN1993PLC070263) Statement of Profit and Loss For The Year Ended 31st March, 2024 | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------|-----------|------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| | Particulars | Notes No. | 31st March, 2024 Amount (Rs.) | 31st March, 2023 Amount (Rs.) |
| A) | Income | | | |
| | Revenue From Operations | 13 | 98,40,14,553 | 1,85,12,76,206 |
| | Other Income | 14 | 7,01,774 | 11,89,609 |
| | Total (A) | | 98,47,16,327 | 1,85,24,65,815 |
| B) | Expenses | | | |
| | Cost of Materials Consumed | 15 | 1,21,95,97,568 | 1,34,62,08,175 |
| | Purchases and attributable expenses of traded goods | 16 | - | 41,27,35,558 |
| | (Increase)/Decrease In Inventories of finished Goods | 17 | (26,38,43,541) | 2,94,49,888 |
| | (Increase)/Decrease In Inventories of traded Goods | 18 | 29,86,570 | 3,12,70,324 |
| | Employee Benefit Expenses | 19 | 52,49,501 | 53,97,817 |
| | Finance Costs | 20 | - | 3,29,239 |
| | Depreciation and Amortization Expenses | 21 | 24,91,264 | 19,44,578 |
| | Other Expenses | 22 | 77,13,341 | 74,86,985 |
| | Total (B) | | 97,41,94,703 | 1,83,68,22,564 |
| | Profit / (Loss) before exceptional Items and tax (A-B) | | 1,05,21,624 | 1,56,43,251 |
| | Exceptional / Extraordinary Items | | - | - |
| C) | Profit / (Loss) for the period before tax | | 1,05,21,624 | 1,56,43,251 |
| | Tax Expense | | | |
| | Provision For current tax | | 27,50,000 | 40,00,000 |
| | Provision For deferred tax | | - | - |
| D) | Profit / (Loss) for the period from continuing operations | | 77,71,624 | 1,16,43,251 |
| | Profit / (Loss) for the period from discontinued operations | | - | - |
| | Tax expenses of discontinued operations | | - | - |
| E) | Profit / (Loss) for the period from discontinued operations (after tax) | | - | - |
| F) | Profit / (Loss) for the period | | 77,71,624 | 1,16,43,251 |
| G) | Other Comprehensive Income | | - | - |
| H) | Total Comprehensive Income for the period (F+G) | | 77,71,624 | 1,16,43,251 |
| I) | Earning per equity share (for continuing operations) | | | |
| | Basic | | 1.36 | 2.04 |
| | Diluted | | 1.36 | 2.04 |
| J) | Earning per equity share (for discontinued operations) | | | |
| | Basic | | - | - |
| | Diluted | | - | - |
| K) | Earning per equity share (for discontinued & continuing operations) | | | |
| | Basic | | 1.36 | 2.04 |
| | Diluted | | 1.36 | 2.04 |
| As per our attached report of even date M/s. Bharat H. Shah & Associates. Chartered Accountants (Firm Registration No. 122100W) CA Bharat H Shah Proprietor UDIN: 24110878BKBIU D1213 (Membership No. 110878) Pune, 25th May, 2024 | | | For and on behalf of Board of Directors Pradip P. Parakh Managing Director (DIN No. : 00053321) Sunil M. Sharma CFO Pune, 25th May, 2024 | |
| | | | Rakesh V. Singh Director (DIN No. : 06987619) Shivali V. Agrawal Company Secretary and Compliance Officer Pune, 25th May, 2024 | |



| Poona Dal And Oil Industries Limited (CIN. L15313PN1993PLC070263) Cash Flow Statement for the year ended 31st March, 2024 | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| Sr. No. | Particulars | 31st March, 2024 Amount (Rs.) | 31st March, 2023 Amount (Rs.) |
| A | Cash Flows From Operating Activities | | |
| | Net Profit for the year | 1,05,21,624 | 1,56,43,251 |
| | Adjustments for: | | |
| | Depreciation of property, plant and equipment | 24,91,264 | 19,44,578 |
| | Interest earned on deposits | (7,01,774) | (6,51,102) |
| | Finance costs | - | 3,29,239 |
| | Provision for taxation | (27,50,000) | (40,00,000) |
| | Profit/Loss on sale of Immovable Property | - | (5,38,507) |
| | Change in Reserves | - | (1,14,810) |
| | Proposed Dividend & Dividend Tax | - | - |
| | Operating profit before changes in operating assets and liabilities | 95,61,114 | 1,26,12,649 |
| | (Increase) / decrease in inventories | (26,14,71,270) | 6,38,97,496 |
| | (Increase) / decrease in trade receivables | 50,11,328 | 1,67,391 |
| | (Increase) / decrease in other current assets and loans & advances | (31,69,940) | (19,16,175) |
| | (Increase) / decrease in other non current assets | (7,70,483) | 40,27,267 |
| | Increase / (decrease) in trade payables | (21,369) | (1,42,39,564) |
| | Increase / (decrease) in other current liabilities and provisions | (4,15,313) | (45,04,863) |
| | Increase / (decrease) in non current liabilities | - | - |
| | Cash flows from operating activities | (25,12,75,933) | 6,00,44,201 |
| | Interest paid | - | (3,29,239) |
| | Taxes Paid | - | (25,83,816) |
| | Net Cash flow from operating activities (A) | (25,12,75,933) | 5,71,31,146 |
| B | Cash Flows From Investing Activities | | |
| | Purchase of Property, plant and equipment | (19,00,000) | - |
| | Net Proceeds on disposal of Property, plant and equipment | - | 42,12,556 |
| | Profit in sale of Property, Plant and Equipment | - | 5,38,507 |
| | Interest earned on deposits | 7,01,774 | 6,51,102 |
| | Net Cash flow from investing activities (B) | (11,98,226) | 54,02,165 |
| C | Cash Flows From Financing Activities | | |
| | (Repayment of) / Proceeds from secured loans | - | - |
| | Net Cash flow from financing activities (C) | - | - |
| | Net Increase In Cash and Cash Equivalents (A+B+C) | (25,24,74,159) | 6,25,33,311 |
| | Cash and cash equivalents at beginning of year | 38,85,88,888 | 32,60,55,577 |
| | Cash and Cash Equivalents At End of Year | 13,61,14,729 | 38,85,88,888 |
| As per our attached report of even date M/s. Bharat H. Shah & Associates, Chartered Accountants (Firm Registration No. 122100W) CA Bharat H Shah Proprietor UDIN: 24110878BK6IU01213 (Membership No. 110878) Pune, 25th May, 2024 | | For and on behalf of Board of Directors Pradip P. Parakh Rakesh V. Singh Managing Director Director (DIN No. : 00053321) (DIN No. : 06987619) Sunil M. Sharma Shivali V. Agrawal CFO Company Secretary and Compliance Officer Pune, 25th May, 2024 Pune, 25th May, 2024 | |



Poona Dal And Oil Industries Limited
(CIN. L15131PN1993PLC070263)


Notes To Financial Statements For The Year Ended 31st March, 2024

| Tangible Assets | Air Conditioner | Building | Car / Jeep | Computer | Electrical Instruments | Furniture | Motor Cycle | Office Equipments | Plant & Machinery | Weightment Scale | Land | Total |
|---------------------------------|-----------------|-------------|------------|-----------|------------------------|-----------|-------------|-------------------|-------------------|------------------|-----------|--------------|
| GROSS BLOCK | | | | | | | | | | | | |
| As on 1st April, 2020 | 1,99,997 | 4,97,50,478 | 18,74,153 | 16,97,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,42,16,667 | 12,38,328 | 44,02,040 | 24,26,60,139 |
| Add: - Additions / Transfer | - | - | - | 2,20,000 | - | - | - | - | 3,33,350 | - | - | 5,53,350 |
| Less: - Disposals | - | - | - | - | - | - | - | - | - | - | - | - |
| As on 31st March, 2021 | 1,99,997 | 4,97,50,478 | 18,74,153 | 19,17,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,45,50,017 | 12,38,328 | 44,02,040 | 14,32,13,489 |
| Add: - Additions / Transfer | - | - | 9,09,780 | - | - | - | - | - | - | - | - | 9,09,780 |
| Less: - Disposals | - | - | 9,64,373 | 19,17,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,45,50,017 | 12,38,328 | 44,02,040 | 14,23,03,709 |
| As on 31st March, 2022 | 1,99,997 | 4,97,50,478 | 9,64,373 | 19,17,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,45,50,017 | 12,38,328 | 44,02,040 | 14,23,03,709 |
| Add: - Additions / Transfer | - | - | - | - | - | - | - | - | - | - | - | - |
| Less: - Disposals | - | 42,12,556 | - | - | - | - | - | - | - | - | - | 42,12,556 |
| As on 31st March, 2023 | 1,99,997 | 4,55,37,922 | 9,64,373 | 19,17,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,45,50,017 | 12,38,328 | 44,02,040 | 13,80,91,153 |
| Add: - Additions / Transfer | - | - | 19,00,000 | - | - | - | - | - | - | - | - | 19,00,000 |
| Less: - Disposals | - | 4,55,37,922 | 28,64,373 | 19,17,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,45,50,017 | 12,38,328 | 44,02,040 | 13,99,91,153 |
| As on 31st March, 2024 | 1,99,997 | 4,55,37,922 | 28,64,373 | 19,17,148 | 45,64,272 | 34,49,749 | 41,230 | 12,26,077 | 7,45,50,017 | 12,38,328 | 44,02,040 | 13,99,91,153 |
| ACCUMULATED DEPRECIATION | | | | | | | | | | | | |
| As on 1st April, 2020 | 1,84,208 | 4,00,43,394 | 17,80,445 | 16,00,264 | 42,67,898 | 32,94,388 | 39,168 | 11,69,222 | 6,19,38,692 | 10,58,396 | - | 11,53,76,075 |
| Charge for the year | 1,774 | 11,26,437 | - | 19,113 | 25,869 | - | - | 396 | 22,45,882 | 34,548 | - | 34,54,019 |
| Less: - Disposals | - | - | - | - | - | - | - | - | - | - | - | - |
| As on 31st March, 2021 | 1,85,982 | 4,11,69,831 | 17,80,445 | 16,19,377 | 42,93,767 | 32,94,388 | 39,168 | 11,69,618 | 6,41,84,574 | 10,92,944 | - | 11,88,30,094 |
| Charge for the year | 1,314 | 10,26,839 | - | 1,41,610 | 19,282 | - | - | - | 18,09,082 | 26,735 | - | 30,24,862 |
| Less: - Disposals | - | - | 8,64,291 | - | - | - | - | - | - | - | - | 8,64,291 |
| As on 31st March, 2022 | 1,87,296 | 4,21,96,670 | 9,16,154 | 17,60,987 | 43,13,049 | 32,94,388 | 39,168 | 11,69,618 | 6,59,93,656 | 11,19,679 | - | 12,09,90,665 |
| Charge for the year | 972 | 4,31,903 | - | 51,114 | 14,373 | - | - | - | 14,26,503 | 19,713 | - | 19,44,578 |
| Less: - Disposals | - | - | - | - | - | - | - | - | - | - | - | - |
| As on 31st March, 2023 | 1,88,268 | 4,26,28,573 | 9,16,154 | 18,12,101 | 43,27,422 | 32,94,388 | 39,168 | 11,69,618 | 6,74,20,159 | 11,39,392 | - | 12,29,35,243 |
| Charge for the year | 720 | 7,20,022 | 6,33,333 | 18,841 | 10,713 | - | - | - | 10,91,962 | 15,673 | - | 24,91,264 |
| Less: - Disposals | - | - | - | - | - | - | - | - | - | - | - | - |
| As on 31st March, 2024 | 1,88,988 | 4,33,48,595 | 15,49,487 | 18,30,942 | 43,38,135 | 32,94,388 | 39,168 | 11,69,618 | 6,85,12,121 | 11,55,065 | - | 12,54,26,507 |
| NET BLOCK | | | | | | | | | | | | |
| As on 31st March, 2020 | 15,789 | 97,07,084 | 93,708 | 96,884 | 2,96,374 | 1,55,361 | 2,062 | 56,855 | 1,22,77,975 | 1,79,932 | 44,02,040 | 2,72,84,064 |
| As on 31st March, 2021 | 14,015 | 85,80,647 | 93,708 | 2,97,771 | 2,70,505 | 1,55,361 | 2,062 | 56,459 | 1,03,65,443 | 1,45,384 | 44,02,040 | 2,43,83,395 |
| As on 31st March, 2022 | 12,701 | 75,53,808 | 48,219 | 1,56,161 | 2,51,223 | 1,55,361 | 2,062 | 56,459 | 85,56,361 | 1,18,649 | 44,02,040 | 2,13,13,044 |
| As on 31st March, 2023 | 11,729 | 29,09,349 | 48,219 | 1,05,047 | 2,36,850 | 1,55,361 | 2,062 | 56,459 | 71,29,858 | 99,936 | 44,02,040 | 1,70,55,910 |
| As on 31st March, 2024 | 11,009 | 21,89,327 | 13,14,886 | 86,206 | 2,26,137 | 1,55,361 | 2,062 | 56,459 | 60,37,896 | 83,263 | 44,02,040 | 1,45,64,646 |

Note No. 1.





|  Poona Dal And Oil Industries Limited (CIN. L15313PN1993PLC070263) Notes To Financial Statements For The Year Ended 31st March, 2024 | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------|
| Note No. | Particulars | 31st March, 2024 Amount (Rs.) | 31st March, 2023 Amount (Rs.) |
| 2 | Other non-current assets | | |
| | - Investments & Deposits | 17,13,240 | 17,78,621 |
| | - MAT Credit FY 2018-19 | 1,55,62,348 | 1,55,62,348 |
| | - TDS on Sale of Goods | 7,70,483 | - |
| | - Appeal deposit Income Tax FY 2010-11 | 65,381 | - |
| | Total | 1,81,11,452 | 1,73,40,969 |
| 3 | Inventories | | |
| | - Raw Materials, Packing & other | 1,93,97,932 | 1,87,83,633 |
| | - Finished Goods | 69,96,610 | 3,57,51,730 |
| | - Stock in Transit | 29,25,98,661 | 29,86,570 |
| | Total | 31,89,93,203 | 5,75,21,933 |
| 4 | Trade Receivables | | |
| | - Trade receivables outstanding for a period less than six months Unsecured, considered good | 1,09,59,265 | 1,59,70,593 |
| | - Trade receivables outstanding for more than six months | - | - |
| | Total | 1,09,59,265 | 1,59,70,593 |
| 5 | Cash and Cash Equivalents | | |
| a. | Cash in Hand | | |
| | - Cash in Hand | 4,80,646 | 2,38,162 |
| | Total (a) | 4,80,646 | 2,38,162 |
| b. | Cash With Banks | | |
| | - In Current and Cash Credit Accounts | 12,05,09,083 | 20,81,54,835 |
| | - In Fixed Deposit Accounts | 1,51,25,000 | 18,01,95,891 |
| | Total (b) | 13,56,34,083 | 38,83,50,726 |
| | Total (a+b) | 13,61,14,729 | 38,85,88,888 |
| 6 | Current Loans and Advances | | |
| | - Staff Advances | 1,70,636 | 47,666 |
| | - Accrued Interest / Prepaid Expenses | 1,69,584 | 2,52,152 |
| | - Loan/ Advance Given | 2,25,00,000 | - |
| | - Balance with Tax Authorities (Net) VatRefund 17-18 | 1,85,72,672 | 1,32,43,668 |
| | Total | 4,14,12,892 | 1,35,43,486 |
| 7 | Other current assets | | |
| | - Advances given to Trade Payables | 2,41,76,889 | 4,88,76,355 |
| | Total | 2,41,76,889 | 4,88,76,355 |
| 10 | Trade Payables | | |
| | - Sundry Creditors for Purchases | - | 21,369 |
| | Total | - | 21,369 |
| 11 | Other Current Liabilities | | |
| | - Sundry Creditors for expenses | - | 33,16,950 |
| | - Advances received from Trade Receivables | - | 86,859 |
| | - Unclaimed Dividends | - | - |
| | Total | - | 34,03,809 |
| 12 | Current Provisions | | |
| | - Provision For Taxation | 67,50,000 | 40,00,000 |
| | - Statutory Dues Payable | 4,51,039 | 2,92,232 |
| | - Provision for Expenses | 8,02,117 | 7,22,428 |
| | Total | 80,03,156 | 50,14,660 |
| 13 | Revenue From Operations | | |
| | - Sale of products | 98,40,14,553 | 1,85,12,76,206 |
| | Total | 98,40,14,553 | 1,85,12,76,206 |



| | | | |
|-----------|--------------------------------------------------------------------------------|-----------------------|-----------------------|
| 14 | Other Income | | |
| | - Godown Rent | - | |
| | - Interest on Bank Fixed Deposits | 7,01,774 | 5,62,870 |
| | - Other Income | - | 6,26,739 |
| | - Profit on sale of Building | - | - |
| | Total | 7,01,774 | 11,89,609 |
| 15 | Cost of Materials Consumed | | |
| | Opening Inventory | 1,87,83,633 | 2,19,60,917 |
| | Add : Purchases during the year | 1,15,18,44,062 | 1,68,48,93,231 |
| | Add : Direct Expenses | 6,83,67,805 | 7,28,73,218 |
| | Less : Closing Inventory | (1,93,97,932) | (1,87,83,633) |
| | Total | 1,21,95,97,568 | 1,76,09,43,733 |
| 16 | Purchases and attributable expenses of traded goods | | |
| | - Purchases during the year | | 41,27,35,558 |
| | - Direct Expenses for purchase | - | - |
| | Total | - | 41,27,35,558 |
| 17 | (Increase) / Decrease In Inventories of finished Goods | | |
| | Inventories at the beginning of the year | 3,57,51,730 | 6,52,01,618 |
| | Less : Inventories at the end of the year | (29,95,95,271) | (3,57,51,730) |
| | Total | (26,38,43,541) | 2,94,49,888 |
| 18 | (Increase) / Decrease In Inventories of traded Goods - Stock in Transit | | |
| | Inventories at the beginning of the year | 29,86,570 | 3,42,56,894 |
| | Less : Inventories at the end of the year | - | (29,86,570) |
| | Total | 29,86,570 | 3,12,70,324 |
| 19 | Employee Benefit Expenses | | |
| | - Director Remuneration | 8,82,000 | 8,61,200 |
| | - Salaries, Wages and Bonus | 23,80,120 | 25,50,375 |
| | - Gratuity & Sanugrah Expenses | - | - |
| | - Contribution to Employees State Insurance | 81,396 | 76,468 |
| | - Contribution to Labour welfare Fund | 2,400 | 2,004 |
| | - Contribution to Provident Fund | 1,53,214 | 1,66,614 |
| | - Leave Encashment Benefits | 10,500 | 52,306 |
| | - House Rent Allowance Expenses | 7,06,274 | 5,82,820 |
| | - Staff Welfare Expenses | - | 1,88,317 |
| | - Other Expenses | 10,33,597 | 9,17,713 |
| | Total | 52,49,501 | 53,97,817 |
| 20 | Finance Costs | | |
| | - Bank Interest | - | 1,86,186 |
| | - Bank Processing & Commitment Charges | - | 1,43,053 |
| | Total | - | 3,29,239 |
| 21 | Depreciation and Amortization Expenses | | |
| | - Depreciation on Tangible Assets | 24,91,264 | 19,44,578 |
| | Total | 24,91,264 | 19,44,578 |
| 22 | Other Expenses | | |
| | - Payment to Auditors | 4,75,000 | 4,75,000 |
| | - Insurance Expenses | 7,90,809 | 9,90,798 |
| | - Lease Rent | - | - |
| | - Legal And Professional Fees | 15,47,364 | 15,55,010 |
| | - Listing Fees Expenses | - | 4,65,180 |
| | - Loss on Sale of Asset | - | - |
| | - Membership & License Fees | 5,72,621 | 44,024 |
| | - Postage & Telephone Expenses | 2,30,150 | 1,21,485 |
| | - Printing, Stationery & Advertisement Expenses | 1,63,775 | 1,74,533 |
| | - Profession Tax | 2,279 | 2,280 |
| | - Repairs and Maintenance | 6,45,754 | 3,91,730 |
| | - Travelling & Conveyance Expenses | 5,63,202 | 5,43,932 |
| | - Vehicle running Expenses | 1,25,136 | 32,794 |
| | - Other Expenses | 25,97,251 | 26,90,219 |
| | Total | 77,13,341 | 74,86,985 |



Poona Dal And Oil Industries Limited
(CIN. L15313PN1993PLC070263)

Notes To Financial Statements For The Year Ended 31st March, 2024


Note No. 8 Equity Share Capital

| Balance at the beginning of the reporting period | Changes in equity share capital during the year | Balance at the end of the reporting period |
|--------------------------------------------------|-------------------------------------------------|--------------------------------------------|
| 5,70,80,000.00 | - | 5,70,80,000.00 |

Note No. 9 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 | | | | | | | | |
| Opening Balance | - | - | - | - | 2,45,00,000 | 46,69,78,296 | - | - | - | - | - | - | 49,14,78,296 |
| Changes in accounting policy or prior period errors | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Restated balance | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Total Comprehensive Income for the year | - | - | - | - | - | 77,71,624 | - | - | - | - | - | - | 77,71,624 |
| Dividends | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Transfer to/from retained earnings | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Any other change | - | - | - | - | - | - | - | - | - | - | - | - | - |
| Closing Balance | - | - | - | - | 2,45,00,000 | 47,47,49,920 | - | - | - | - | - | - | 49,92,49,920 |



|  Poona Dal And Oil Industries Limited (CIN. L15313PN1993PLC070263) Notes To Financial Statements For The Year Ended 31st March, 2024 | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------|--------------------|------------------------|--------------------|
| | Particulars | 31st March, 2024 | | 31st March, 2023 |
| | | Amount (Rs.) | | Amount (Rs.) |
| 9 | Share Capital | | | |
| a) | Authorized Shares Capital | | | |
| | 6,000,000 (P.Y. 6,000,000) Equity share of Rs. 10/- each | 6,00,00,000 | | 6,00,00,000 |
| | Total Authorized Shares Capital | 6,00,00,000 | | 6,00,00,000 |
| b) | Issued, Subscribed and Paid-up Capital | | | |
| | 5,708,000 (P.Y. 5,708,000) Equity share of Rs. 10/- each | 5,70,80,000 | | 5,70,80,000 |
| | Total Issued, Subscribed and Fully Paid-up Share Capital | 5,70,80,000 | | 5,70,80,000 |
| c) | Details of Shareholders Holding More Than 5% Shares In The Company | | | |
| Name of Shareholder | As on 31st March, 2024 | | As on 31st March, 2023 | |
| | No. of Shares held | % of Holding | No. of Shares held | % of Holding |
| Deepchand Kesharchand Parakh | 6,14,810 | 10.77% | 6,14,810 | 10.77% |
| Sudarshanabai Deepchand Parakh | 17,55,179 | 30.74% | 17,55,179 | 30.74% |
| Rajshree Sunil Parakh | 2,93,710 | 5.15% | 2,93,710 | 5.15% |
| Sujit Deepchand Parakh | 7,45,810 | 13.07% | 7,45,810 | 13.07% |
| Sunil Deepchand Parakh | 2,86,300 | 5.02% | 2,86,300 | 5.02% |
| Sunil Deepchand Parakh (HUF) | 3,21,110 | 5.63% | 3,21,110 | 5.63% |



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POONA DAL AND OIL INDUSTRIES LIMITED

Form MGT-11

Proxy form

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

CIN: L15313PN1993PLC070263

Name of the Company: POONA DAL AND OIL INDUSTRIES LIMITED

Registered Office: E-2, KURKUMBH, MIDC, TAL-DAUND, DIST-PUNE 413802

Name of Member(s)

Registered Address:

E-mail ID:

Folio No./DPID-Client ID:

I/We, _____ being the Member(s) of _____ shares of the above named Company, hereby appoint.

1. Name

Address:

Email-id

Signature: _____ or failing him

2. Name

Address:

Email-id

Signature: _____ or failing him

3. Name

Address:

Email-id

Signature: _____ or failing him



or failing him as my/ our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 27th September, 2024 at 11.30 a.m. at Regd Office of the Company at E-2, KURKUMBH, MIDC, TAL-DAUND, DIST-PUNE 413802 and at any adjournment thereof in respect of such resolutions as are indicated below:

| Resolution Number | Resolution | Vote (please mention number of shares) | | |
|-------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------|-----|---------|
| | | No. of shares | For | Against |
| Ordinary Business | | | | |
| 1 | To Consider and adopt the Audited Financial Statements for the financial year ended 31st March,2024 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. | | | |
| Special Business | | | | |
| 3 | Approval of Cost Audit Fees for financial year 2024-25 | | | |
| 4 | Approval for Regularization of Appointment of Shri Sujit D Parakh as a Managing Director of the Company | | | |
| 5 | Approval of Related Party Transactions till next Annual General Meeting | | | |
| 6 | Approval for Payment of Managerial Remuneration in Excess of Prescribed Limits | | | |

Signed this _____ day of _____ 2024.

Signature of shareholder _____

Signature of Proxy holder(s) _____

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. Office: E-2, KURKUMBH, MIDC, TAL-DAUND, DIST-PUNE 412802

Corporate Office: 71/A, HADAPSAR INDUSTRIAL ESTATE, PUNE: 411 013

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

ATTENDANCE SLIP

ANNUAL GENERAL MEETING -27th September, 2024

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

I certify that I am a member/Proxy for the member of the company

I hereby record my presence at the Annual General Meeting of the Company at

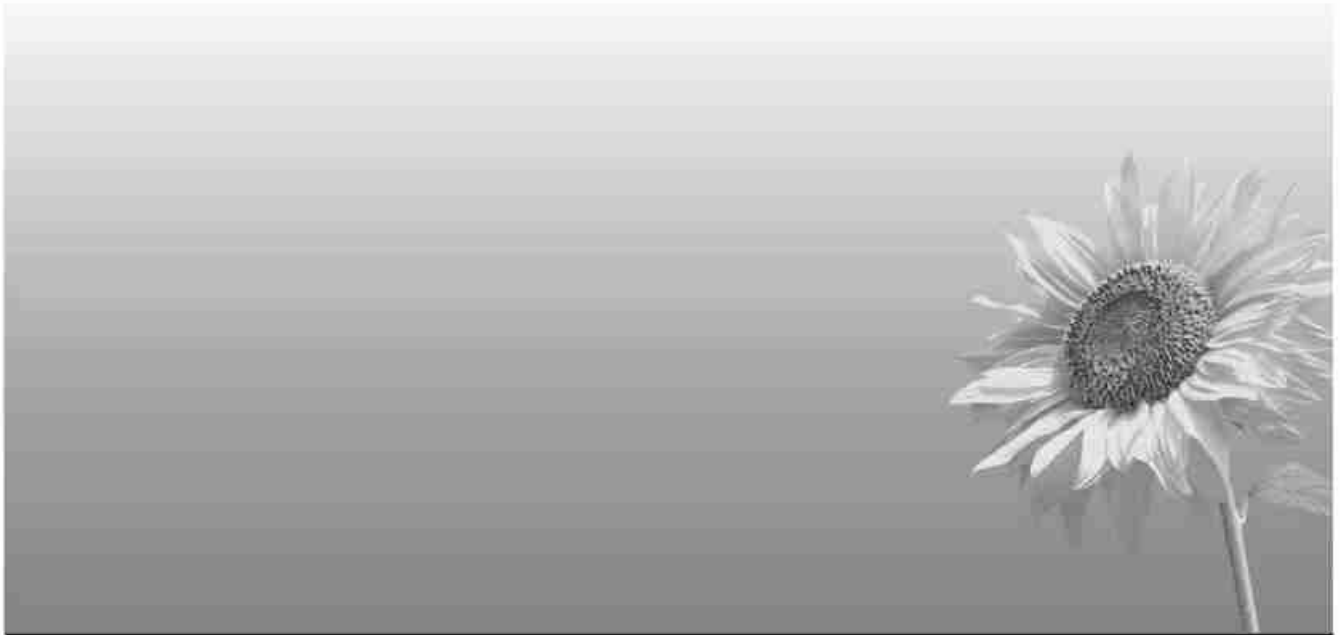
E-2, KURKUMBH, MIDC, TAL-DAUND, DIST-PUNE 413802 at 11.30 a.m.

_____cuthere_____

Electronics Voting Particulars

| EVSN (Electronics Voting Sequence Number) | User ID | (Pan/Seq. No.) |
|-------------------------------------------|---------|----------------|
| 240814020 | | |

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 24th September, 2024 from 9.00 a.m. and ends on 26th September, 2024 to 5.00 p.m. the voting module shall be disabled by CDSL for voting thereafter.



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If undelivered, please return to :-

POONA DAL AND OIL INDUSTRIES LTD.

Regd Address : E-2, MIDC, Kurkumbh, Tal. - Daund, Dist: Pune - 413802, Maharashtra (India)

Tel No.: 02117 235901, Fax : 02117-235902