



Dated 17th September,2021

To
The General Manager
Listing Dept.
BSE Ltd,
P J Towers, Dalal Street, Fort
Mumbai 400001

Sub: Addendum to the Notice of 29th Annual General Meeting

Dear Sir,

This is further to our letter dated 6th September, 2021 submitting Notice of 29th Annual General Meeting in compliance with Regulation 30 of the SEBI Listing Regulations,2015 we hereby enclose a copy of the Addendum to the Notice of 29th Annual General Meeting(AGM) of members Poona Dal and Oil Industries Ltd scheduled to be held on Thursday, 30th September,2021 proposing Reappointment of Mr. Kevalchand Muthiyan as Non-Executive Independent Director.

Kindly take above on the Record and acknowledge the receipt.

For Poona Dal and Oil Industries Limited

Pradip P Parakh
Managing Director
DIN:00053321

ADDENDUM TO THE NOTICE OF 29TH ANNUAL GENERAL MEETING (AGM) OF POONA DAL AND OIL INDUSTRIES LTD

Poona Dal and Oil Industries Ltd ("The Company") had issued a Notice (Original Notice), dated 6th September, 2021 of the 29th Annual General Meeting (AGM) to be held on Thursday the 30th Day of September, 2021 At 11.00 A.M. At the Registered Office of the Company Situated At E-2, Kurkumbh, MIDC, Tal-Daund, Dist-Pune- 413802, to transact Nine business items (7 Ordinary Business and 2 Special Business) as specified in the said notice. Further to the above, Notice is hereby given that at the said meeting following special business will also be transacted as Item No.10 as Special Resolution:

Special Business:

10. To re-appoint Shri Kevalchand Muthiyar (DIN: 07597879) as a Non-Executive Independent Director of the Company.

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

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board and subject to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Shri Kevalchand Muthiyar (DIN: 07597879), who was appointed as an Independent Director for a term of 5 (five) years by the shareholders, in their Annual General Meeting held on 23rd September, 2016, and being eligible, in respect of whom the Company has received a notice in writing under Section 170 of the Act from a member proposing his candidature for the office of Independent Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of up to 5 (five) consecutive years on the Board of the Company effective from 17th September, 2021.

By the order of Board of Directors

POONA DAL AND OIL INDUSTRIES LIMITED

Sd/-

PRADIPP. PARAKH

CHAIRMAN & MANAGING DIRECTOR

(DIN: 00053321)

Place: Pune

Date: 17th September, 2021

NOTES:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business as proposed above to be transacted at the AGM is annexed hereto.
2. Statement giving details of the Director seeking re-appointment pursuant to the requirement of Secretarial Standard on General Meeting ("SS-2") is given below.
3. Relevant documents and Addendum to Notice of 29th AGM will be available on the website of the Company www.pdoil.co.in for inspection by the Members.
4. All the processes, notes and instructions for members for attending the 29th AGM shall mutatis-mutandis apply to the voting for the Resolution proposed in this Addendum to the Notice.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 Item No. 10

The Board of Directors at its meeting held on September 17, 2021 had appointed Shri. Kevalchand Muthiyan as an Additional Director of the Company to hold office till ensuing Annual General Meeting. Further, the Members at the Annual General Meeting held on September 23, 2016 appointed Shri. Kevalchand Muthiyan as an Independent Director to hold office for a term of 5 years. Accordingly, the tenure of Shri. Kevalchand Muthiyan, as an Independent Director is expired. In terms of provisions of section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee of the Company shall recommend to the Board of the Directors, the appointment/reappointment of a Director. In terms of provisions of section 149(10) of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for reappointment on passing of a special resolution by the Shareholders of the Company. Based on the nomination received from Nomination and Remuneration Committee of the Company, constituted by the Board, and performance evaluation by NRC and in accordance with Applicable Law and the Independent Director(s) to be so appointed shall be persons of high standing, good repute and widely acknowledged as experts in his respective field, which the Board deems beneficial to the Company. The Company has received the consent from Shri. Kevalchand Muthiyan to act as the Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act

Except, Shri Kevalchand Muthiyan himself, none of the other Directors, Key Managerial Personnel of the company and their relatives is concerned or interested financially or otherwise in this Resolution proposed to be passed

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Shri Kevalchand Muthiyan as an Independent Director.

Accordingly, the Board recommends the resolution in relation to appointment of Shri Kevalchand Muthiyan as an Independent Director for the approval by the shareholders of the Company by way of passing Special Resolution.

Brief profile of Shri Kevalchand Muthiyan

Age: 69 years

Qualification: Bachelor of Commerce

Experience: Over 5 Decades of experience in Agro and Oil based Industries

No. of shares held : Nil

Directorship in other companies: Nil

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 Thursday, 30th September,2021 at 11.00 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:

Reso lutio n Num ber	Resolution	Vote (please mention number of shares)		
		No. of shares	For	Against
Ordinary Business		No. of shares	For	Against
1	To Consider and adopt the Audited Financial Statements for the financial year ended 31st March,2021 and the reports of the Directors, the auditors and thereon;			
2	To re-appoint Mr. Rakesh Singh (DIN:06987619) as a Director who retires by rotation and being eligible, seeks re-appointment			
3	To appoint M/s. BORA NS & Co, Chartered Accountant as a Statutory Auditor for a period of one year.			
Special Business		No. of shares	For	Against
4	To Re-appoint Mr. Pradip Parakh as Managing Director			
5	Approval for Re-appointment of Mr. Rakesh Singh as a Whole Time Director			
6	Ratification of Appointment of Mr. Ajinkya Ghogardare as a Non-Executive Independent Director			
7	Ratification of Appointment of Mrs. Lizy George as a Non-Executive Independent Director			
8	Approval of Cost Audit Fees for financial year 2020-21			
9	Approval of Related Party Transactions for FY 2020-21			
10	Approval of Reappointment of Mr. Kevalchand Muthiyan for second term of Five years w.e.f. 17 th September,2021			

Signed this _____ day of _____ 2021. Signature of shareholder _____

Affix Revenue
Stamp

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 MEETING