



POONA DAL AND OIL INDUSTRIES LTD

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

GIST OF THE PROCEEDINGS OF THE EXTRA ORDINARY GENERAL MEETING OF MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED HELD ON THURSDAY THE 31ST DAY OF JANUARY, 2019 AT THE CORPORATE OFFICE OF THE COMPANY AT 71/A, INDUSTRIAL ESTATE, HADAPSAR, PUNE-411013 AT 10.30 AM

PRESENT:

Mr. Pradip Poonamchand Parakh	Managing Director
Mr. Mayur Sopan Ghule	Director
Mr. Shankar Jagtap	Executive Director
Mr. Rakesh Virendra Singh	Executive Director
Ms. Ligy George	Director
Mr. Kevalchand Muthiyan-	Director

Mr. Sunil M. Sharma	Chief Financial Officer
Ms. Swati P. Runwal	Company Secretary and Compliance Officer
Mr. Nikhilesh Bora	M/s. BORA N.S. & Co (Statutory Auditor)
Mr. Rohit Ravikiran Kulkarni	M/s. Rohit Kulkarni & Associates (Secretarial Auditor & Scrutinizer)

Total 19 members attended the Extra Ordinary General Meeting (the "EOGM" or the meeting) Mr. Pradip P. Parakh, Managing Director of the Company, occupied the chair and presided over the meeting. The chairman after ascertaining that requisite quorum was present, called the Meeting to order.

The Chairman welcomed the members to the Extra Ordinary General Meeting and commenced the proceedings of the Meeting.

The Chairman announced that the statutory registers are available for inspection for members.

The Chairman read the speech highlighting the operation and prospects of the company.

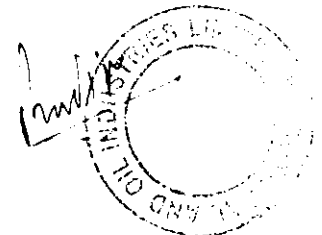
With the consent of the members present, the notice convening Extra Ordinary General Meeting was taken as read.

The Chairman requested the members present to raise the queries, several members asked questions and sought clarification and gave their suggestion.

The chairman then mentioned that the Companies Act, 2013 provided for Electronic Voting and the Company had provided its members the facility to cast their votes electronically through Central Depository Services Limited ("CDSL") system. The e-voting commenced on the 28th

Registered Add: E-2, Kurkumbh MIDC, Kurkumbh, Tal-Daund, Dist-Pune 412802 Maharashtra India

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scrutinize the e-voting process in fair and transparent manner. Mr. Rohit Kulkarni had submitted his report on e-voting to the Chairman.

The chairman thereafter ordered for voting by poll and requested the members who had not cast their vote on e-voting, to cast their vote on the poll paper, under supervision of Mrs. Swati Runwal, Company Secretary.

The members of the Company were briefed about the process of poll. Thereafter, Ms. Swati Runwal displayed the empty ballot box to the members and proxies present and sealed the same.

He further explained the objective and implication of all the resolutions before they were put to vote at the Meeting.

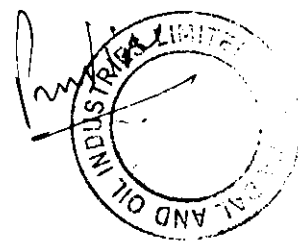
Thereafter, the poll process through ballot poll was ordered and the members voted in the Meeting on all 2 resolutions using ballot form.

The following items of business as per EOGM notice date 2nd January, 2019, were transacted at the meeting and the members passed the following resolution with requisite majority.

Special Business:

1. Approval of appointment of M/s. BORA NS & Co, Chartered Accountant as a Statutory Auditor for a period of one year.
2. Approval of keeping Registers, Copies of Returns etc. at the place other than registered office of the Company.

A Summary of Consolidated Voting results (e-voting and polling) was as below:



Poona Dal and Oil Industries Limited
Extra Ordinary General Meeting
31.01.2019

Details regarding the voting results of the Annual General Meeting of Poona Dal and Oil Industries Limited held on 31st January, 2019 pursuant to regulations 44(3) of SEBI(Listing Obligation and Disclosure Requirement)Regulation,2015.

Date of Annual General Meeting	31.01.2019
Total no. of Shareholders on Record Date	4292
No. of shareholders present in the meeting either in person or through proxy	
• Promoters and promoter's group	6
• Public	13
No. of Shareholders attended through video conferencing	No Video conferencing
• Promoters and promoter's group	NA
• Public	NA

Item No. 1 – Approval of appointment of M/s. BORA NS & Co, Chartered Accountant as a Statutory Auditor for a period of one year.

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)*100$	$7=[(5)/(2)*100$
Promoter and Promoter Group	E-Voting	4017219	2949999	73.43	2949999	0	100	0
	Poll	4017219	772960	19.24	772960	0	100	0
	Total	4017219	3722959	92.67	3722959	0	100	0
Public – Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	1690781	6	0.0000	0	6	0	0.00035
	Poll	1690781	2504	0.14	2504	0	100	00
	Total	1690781	2510	0.14	2504	0	99.76	00.23
Total	Total	5708000	3725469	65.26	3725463	6	99.99	0.0002

Result:Pass

Item No. 2 – Approval of keeping Registers, Copies of Returns etc. at the place other than registered office of the Company.

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	4017219	2949999	73.43	2949999	0	100	0
	Poll	4017219	772960	19.24	772960	0	100	0
	Total	4017219	3722959	92.67	3722959	0	100	0
Public – Institutions	E-Voting		0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public – Non Institutions	E-Voting	1690781	6	0.0000	0	6	0	0.00035
	Poll	1690781	2504	0.14	2504	0	100	00
	Total	1690781	2510	0.14	2504	0	99.76	00.23
Total	Total	5708000	3725469	65.26	3725463	6	99.99	0.0002

Result:Pass

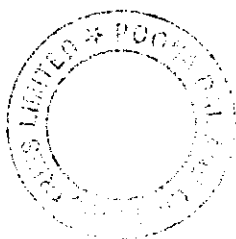
For Poona Dal and Oil Industries Limited



Pradip P. Parakh

Managing Director

(DIN: 00053321)





ROHIT KULKARNI & ASSOCIATES

FORM NO. MGT-13

Report of Scrutinizer(s)

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,
Shri. Pradip Poonamchand Parakh,
Managing Director,
Poona Dal & Oil Industries Limited,
E-2, Kurkumbh MIDC, Tal – Daund, Pune – 412 082

Result of voting through poll conducted at an Extra-ordinary General Meeting of equity shareholders of Poona Dal & Oil Industries Limited held on Thursday the 31st day of January, 2019 at the Corporate Office of the Company situated at 71 / A, Hadapsar Industrial Estate, Hadapsar, Pune – 411 013 of the Company.

Dear Sir

I, Rohit Ravikiran Kulkarni, a Practicing Company Secretary located at Pune, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at an Extra-ordinary General Meeting of the Company held on Thursday the 31st day of January, 2019 submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses Kasturi Rajiv More and Abhay Sushil Surana and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The result of the Poll is as under:
Item No. 1 – Special Resolution – Appointment of Statutory Auditor to fill Casual Vacancy

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
15	775465	100%

ii. Voted against the resolution (physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
-----NIL-----		





ROHIT KULKARNI & ASSOCIATES

iii. Invalid votes (Physical)

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	6

iv. Abstain from voting (Physical)

No. of members present and voting	No. of votes cast by them	% of total number of valid votes cast
-----NIL-----		

Item No. 2 – Special Resolution – Keeping Statutory Registers And Records In A Place Other Than The Registered Office of The Company

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
15	775465	%

ii. Voted against the resolution (physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
-----NIL-----		

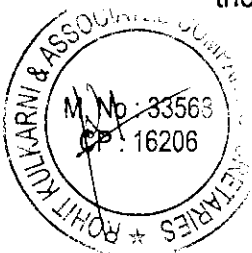
iii. Invalid votes (Physical)

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
4	6

iv. Abstain from voting (Physical)

No. of members present and voting	No. of votes cast by them	% of total number of valid votes cast
-----NIL-----		

4. A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.



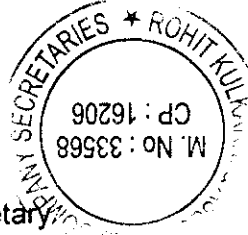


ROHIT KULKARNI & ASSOCIATES

5. The poll papers and all other relevant records were sealed and handed over to the Managing Director of the Company as authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

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



Name: Kashi R. More
Witness No. 1:

Witness No. 2: Abhay Sudul Surana
Pune.

Place : Pune
Date : 31.01.2019



ROHIT KULKARNI & ASSOCIATES

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,
Shri. Pradip Poonamchand Parakh,
Managing Director,
Poona Dal & Oil Industries Limited,
E-2, Kurkumbh MIDC, Tal – Daund, Pune – 412 082

Dear Sir

I, Rohit Ravikiran Kulkarni, a Practicing Company Secretary located at Pune, appointed as Scrutinizer for the purpose of the e-voting taken on the below mentioned resolution(s), as mentioned in the Notice for an Extraordinary General Meeting of the Company to be held on Thursday the 31st day of January 2019, submit my report as under:

1. The e-voting facility to the shareholders was kept open for a period of 3 days from 28th January 2019 to 30th January 2019.
2. After the end of the voting period, I have downloaded the data regarding e-voting from the official website of the Central Depository Services (India) Ltd. (CDSL), in the presence of two witnesses Kasturti Rajiv More and Abhay Sushil Surana.
3. The result of the Poll is as under:
Item No. 1 – Special Resolution – Appointment of Statutory Auditor to fill Casual Vacancy

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2949999	100%

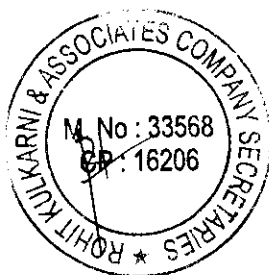
ii. Voted against the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
3	6	100%

iii. Abstain from voting

No. of members present and voting	No. of votes cast by them	% of total number of valid votes cast

-----NIL-----





ROHIT KULKARNI & ASSOCIATES

Item No. 2 – Special Resolution – Keeping Statutory Registers and Records in a place other than the Registered Office of the Company

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2949999	100%

ii. Voted against the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
3	6	100%

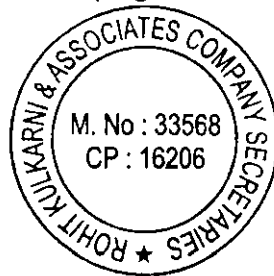
iii. Abstain from voting

No. of members present and voting	No. of votes cast by them	% of total number of valid votes cast
-----NIL-----		

- A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those who abstained from voting for each resolution is enclosed.
- The electronic data and all other relevant records related to this e-voting were sealed and handed over to the Managing Director of the Company as authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

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



Witness No. 1:

Witness No. 2: Abhay Sushil
Sufana

Place : Pune
Date : 31.01.2019