

# 29<sup>th</sup>

**Annual Report  
2020-2021**



**PDOIL**

**POONA DAL AND OIL INDUSTRIES LTD.**

## BOARD OF DIRECTORS

Pradip P. Parakh	Managing Director
Rakesh Singh	Whole Time Director
Mayur s. Ghule	Non Executive Independent Director
Kewalchand M. Muthiyan	Non Executive Independent Director
Priyanka A. Surana	Non Executive Independent Director (Resigned w.e.f. 12th February, 2021)
Ms.Ligy George	Non Executive Independent Director (Appointed w.e.f. 30th June,2021)

## REGISTERED AND CORPORATE OFFICE

### Registered Office:

E-2,Kurkumbh, MIDC, Tal-Daund, Dist-Pune 413802  
Tel No. 0217235901 Fax : 0217235902

### Corporate Office:

71/A,Industrial Estate,Hadapsar,Pune 411013

## LOCATION OF PLANTS

Gat No. 366, Kesharnagar, At Post Shikrapur,  
Tal- Shirur, Dist. Pune - 413802  
Maharashtra, India.

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

## BANKERS

Central Bank of India, Pune  
Corporation Bank, Pune

## 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. Bora N S & Co.

Chartered Accountant

11,Swojas House,1159, Sadashiv Peth,  
Near Hatti Ganpati, Pune - 411030

## 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: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

Phone: (022) 28515606, 28515644





**NOTICE IS HEREBY GIVEN THAT THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED WILL BE HELD ON THURSDAY THE 30 TH 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- 412802 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, 2021 and the Statement of Profit and Loss Account for the year ended as on that date together with the Directors' Report and the Auditors' Report thereon and annexure thereto
2. To appoint a Director in place of Mr. Rakesh Singh (DIN: 06987619) who retires by rotation and being eligible offers himself for reappointment.
3. Appointment of Auditor

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

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. BORA N S & Co, Chartered Accountants, Pune (Firm Registration No. 148087W/168182), be and is hereby appointed as the Statutory Auditors of the Company and to hold the office from the conclusion of this ensuing Annual General Meeting till the conclusion of next Annual General Meeting of the Company, subject to ratification as to the said appointment at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable GST and out of pocket expenses incurred by them for the purpose of audit of the accounts of the Company for the years ending March 31, 2022".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf."

#### **Special Business**

- 4) Re-appointment of Managing Director

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Pradip P. Parakh (DIN 00053321) as Managing Director of the Company for the period of five years with effect from September 3, 2021 on the terms and conditions as set out and as enumerated in the Agreement, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in the said regard."

- 5) Re-appointment of Whole Time Director

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

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the re-appointment of Mr. Rakesh V. Singh (DIN: 06987619) as a Whole Time Director of the Company for the period of five years with effect from November 10 ,2021 on the terms and conditions as set out and as enumerated in the Agreement, a copy whereof, initialed by the Chairman of the meeting for the purposes of identification, has been submitted to this meeting, which agreement is also hereby specifically approved."



6) Ratification of Appointment of Additional Independent Director

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for appointment of Mr. Ajinkya Ajay Ghogardare as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Mr. Ajinkya Ajay Ghogardare (DIN 09123073), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a tenure of five years with effect from 30<sup>th</sup> June, 2021 and whose office shall not be liable to determination by retirement by rotation”.

7) Ratification of Appointment of Additional Independent Director

To consider and if thought fit, to pass, with or without modification, the following Resolution as an Ordinary Resolution for an appointment of Ms. Lizy George as an Independent Director:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed thereunder as read with Schedule IV to the Act, as amended from time to time, Ms. Lizy George (DIN 09120881), a non-executive director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act be and is hereby appointed as an Independent Director of the Company for a tenure of five years with effect from 30<sup>th</sup> June, 2021 and whose office shall not be liable to determination by retirement by rotation”.

8) 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. 55,000/- 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 30<sup>th</sup> June, 2021 to conduct audit of the cost accounting records maintained by the Company for the financial year 2020 –2021”.

9) Approval of Related Party Transaction.

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

‘RESOLVED THAT pursuant to the provisions of section 188 and other applicable provisions, if any of the Companies Act, 2013, the Companies (Meeting of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any Statutory modification(s) or enactment thereof for the time being in force) and also pursuant to approval of audit Committee, the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the company be and are hereby accorded to the material related party transactions as entered by the Company for the financial year 2021-22 up to 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.

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

Tel-02117-235901  
Fax: 0217235902  
CIN: L15313PN1993PLC070263

Place: Pune  
Date: 3<sup>rd</sup> September, 2021

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
POONA DAL AND OIL INDUSTRIES LIMITED**

**Sd/-  
PRADIP P. PARAKH  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00053321)**



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 28<sup>th</sup> September, 2021, 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 Thursday, 23<sup>rd</sup> September 2021 to Thursday 30<sup>th</sup> September, 2021 (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. The Company has transferred the unpaid or unclaimed dividends for the financial year 2012-13 to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
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](http://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 Twenty Ninth 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. 1<sup>st</sup> April, 2019. Members can contact the Company or it's R&TA (Link In Time India Private Ltd) for assistance in this regard.
13. 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.
14. IN COMPLIANCE WITH THE PROVISIONS OF SECTION 108 OF THE COMPANIES ACT, 2013 AND THE RULES FRAMED THERE UNDER, THE MEMBERS ARE PROVIDED WITH THE FACILITY TO CAST THEIR VOTE





ELECTRONICALLY, THROUGH THE E-VOTING SERVICES PROVIDED BY CENTRAL DEPOSITORY SERVICES LIMITED (CDSL), ON ALL THE RESOLUTIONS SET FORTH IN THIS NOTICE. ELECTRONIC COPY OF THE NOTICE OF THE AGM OF THE COMPANY *INTER ALIA* INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT TO ALL THE MEMBERS WHOSE EMAIL IDS ARE REGISTERED WITH THE COMPANY/DEPOSITORIES FOR COMMUNICATION PURPOSES UNLESS ANY MEMBER HAS REQUESTED FOR A HARD COPY OF THE SAME. FOR MEMBERS WHO HAVE NOT REGISTERED THEIR EMAIL ADDRESS, PHYSICAL COPIES OF THE NOTICE OF THE AGM OF THE COMPANY *INTER ALIA* INDICATING THE PROCESS AND MANNER OF E-VOTING ALONG WITH ATTENDANCE SLIP AND PROXY FORM IS BEING SENT IN THE PERMITTED MODE. THE DETAILS AND PROCEDURES FOR E-VOTING ARE ATTACHED WITH THE ANNUAL REPORT.

15. The cut-off date (record date) shall be 23<sup>rd</sup> September, 2021. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2021 may refer instructions kit attached to the notice for e-voting
16. The e-voting period commences on Monday 27<sup>th</sup> September, 2021 (9.00 IST) and ends on Wednesday, 29<sup>th</sup> September, 2021 (5.00 IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. A separate communication is being sent to the Members to avail of the e-voting facility.
17. All relevant documents referred in the Notice shall be open for inspection by the members at the 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.
18. MEMBERS REQUIRING INFORMATION ON THE AUDITED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2021 AND THE BALANCE SHEET AS AT THAT DATE ARE REQUESTED TO WRITE TO THE COMPANY AT LEAST SEVEN (7) DAYS BEFORE THE DATE OF THE MEETING TO ENABLE THE COMPANY TO FURNISH THE INFORMATION.
19. The Members, who have voted electronically, are not eligible to vote by ballot paper at the meeting. In case, members cast their vote through both the methods the votes cast through e-voting shall prevail and votes cast through ballot paper shall be considered invalid.
20. Ms. Trupti Anandrao Chendake, Practicing Company Secretary is appointed as Scrutinizer to scrutinize the e-voting and ballot process in a fair and transparent manner.
21. The results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two working days of passing of the resolutions at the Twenty Ninth Annual General Meeting of the Company on 30<sup>th</sup> September, 2021 and communicated to the Stock Exchanges where the shares of the Company are listed.
22. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 in respect of business under item no. 4 to 9 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.
23. 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)

As required under section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned at Item Nos. 4 to 9 of the accompanying Notice dated 14<sup>th</sup> August, 2021

#### Item No.4

The Board of Directors at its meeting held on 3<sup>rd</sup> September, 2021 re-appointed Mr. Pradip P. Parakh (holding DIN 00053321) as a Managing Director of the Company w.e.f. 3<sup>rd</sup> September, 2021 for the period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For the purpose, an agreement has been entered into by the Company with the Managing Director.

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

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

#### Item No.5

The Board of Directors at its meeting held on 3<sup>rd</sup> September, 2021 re-appointed Mr. Rakesh V. Singh (holding DIN 06987619) as a Whole Time Director of the Company with effect from November 10, 2021 for the period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For the purpose, an agreement has been entered into by the Company with the Whole Time Director.

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

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

#### Item No.6 to 7

Mr. Ajinkya Ajay Ghogardare joined the Board of Directors of the Company as on 30<sup>th</sup> June, 2021 and is a Commerce graduate, pursuing Chartered Accountant profession at its Final Level. He possesses expertise in Finance, Accounts and the Board considers that his association with the Company would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, your Directors commend the adoption of the resolution at item no. 6. Except Mr. Ajinkya Ajay Ghogardare, being an appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, the resolution set out at Item No.6. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015.

Ms. Lizy George, a graduate in commerce, joined the Board of Directors of the Company as on 30<sup>th</sup> Day of June, 2021 and possesses expertise in business operations. She has rich experience of 30 years in Accounts and Finance. The Board considers that Ms. George's association as a lady Independent Director will be beneficial to the Company to better synergy of operations.

Hence, it is recommended to avail services of Ms. Lizy George as an Independent Director and accordingly, your Directors commend adoption of the resolution at item no. 7. except Ms. Lizy George, being an appointee, none of the Directors or KMP of the Company or their relatives are concerned or interested, financial or otherwise, the resolution set out at Item No.7. This Explanatory Statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulation, 2015.

#### Item No.8

Directors, Company has appointed the Cost Auditor for the financial year 2020-21. 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 2020-21. During the year Board has approved the professional fee of Rs.55,000/- 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. 55,000/- 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.9**

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 2021-22 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. 9 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.

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

Tel-02117-235901  
Fax: 0217235902  
CIN: L15313PN1993PLC070263

Place: Pune  
Date: 3<sup>rd</sup> September, 2021

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS  
POONA DAL AND OIL INDUSTRIES LIMITED**

**Sd/-  
PRADIP P. PARAKH  
CHAIRMAN & MANAGING DIRECTOR  
(DIN: 00053321)**





### PROCEDURE FOR E-VOTING

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Twenty Ninth Annual General Meeting by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

#### The instructions for members voting electronically are as under:

- (i) The voting period begins on 27<sup>th</sup> September, 2021 at 9.00 a.m. and ends on 29<sup>th</sup> September, 2021 at 5.00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2021, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.</li></ul> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv)

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



- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**Route map to the Venue**



**DIRECTORS' REPORT**

Your Directors have pleasure in presenting their Twenty Ninth Report together with the Audited Accounts of your Company for the year ended 31<sup>st</sup> March, 2021.

**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 2020-2021 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, 2021 are presented below

(Rs. In Lakhs)

	<b>2020-2021</b>	2019-2020
Sales	<b>16237.66</b>	15728.69
Profit before tax	<b>129.80</b>	120.66
Profit after tax	<b>108.80</b>	89.66

**COMPANY'S PERFORMANCE**

The world isn't only fighting a health pandemic but also an economic one, as the Novel Coronavirus (COVID-19) casts its long shadow over economies around the globe. The entire lockdown situation in several countries has directly or indirectly impacted many industries causing a shift in activities like supply chain operations, vendor operations, product commercialization, etc.

In the last month of FY 2019-2020, the COVID-19 pandemic developed rapidly into a global crisis, forcing governments enforce lock-downs of all economic activity. For the Company, the focus immediately shifted to ensuring the health and well-being of all employees and on minimizing disruption to services for all our customers globally. Since the Company is in the Essential Category, it was allowed to operate the plant in lockdown but due to Covid-19 cases in the city, the plant was shut down. From June, 2020, the Plant is operating with the compliance of all directives related to maintaining of Social Distancing and mandatory to wear face mask and have proper sanitizations. The Company's business in the domestic edible oil market is not expected to impact much, therefore, it will be impacting Company's profitability to some extent

The segment wise revenue of your Company from operations for the fiscal year 2020-2021 is as follows:

Oil Division : Rs. 14,185.22 Lakhs

Agro Division : Rs.2,052.45 Lakhs

Highlights of performance of both the segments of the Company are discussed in the Management Discussion and Analysis Report attached as Annexure II to this report.

Your Company generated a profit after tax from operations of Rs 1,08,80,484 lakhs as compared with Rs. 89.66 lakhs in the previous year. As there is decrease in the net profit, the earnings per share of the Company has been increased to 1.91 from 1.57 per share for the financial year 2020-2021.

**CHANGE IN SHARE CAPITAL**

During the year under review, there is change in the promoter's stake of the Company as follows: Mr. Suraj Sunil Parakh had transferred his shares to Mr. Sunil Deepchand Parakh (Interse Transfer).

**DIVIDEND**

In order to increase internal generation of funds and with a view to reducing finance costs, your directors have decided no dividend be recommended for the year.

**DIRECTORATE**

In accordance with the provisions of the Companies Act, 2013 and Company's Article Association, Mr. Rakesh V. Singh,



Whole Time director retires by rotation and offers himself for re-appointment. Necessary Resolution for re-appointment of directors is being proposed in the Twenty Ninth Annual General Meeting. However Ms Priyanka A Surana resigned from the Board w.e.f. 12<sup>th</sup> February,2021 The Board has approved her resignation as on that date and Mrs. Lizy George was appointed as an additional non-executive director of the company w.e.f. 30<sup>th</sup> June,2021 and Mr. Mayur Sopan Ghule resigned as on 30<sup>th</sup> June,2021 and Mr. Ajinkya Ajay Ghogardare appointed as Non-Executive Independent Director w.e.f. 30<sup>th</sup> June,2021

In compliance with requirement with the Regulation of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirements)Regulation,2015 details of other directorships, membership in committees of other companies and shareholding in the Company of persons appointed as Directors as on 31<sup>st</sup> March,2021 are as under:

Name of Director	DIN	Date of Appointment	Qualification	Directorship held in other Cos. in India as on 31.03.2021	Membership of Committees of other Companies in which he is a Director, as on 31.03.2021	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
Mayur S. Ghule	07589305	Resigned w.e.f. 30/06/2021	B.Com, CA Inter	NIL	NIL	NIL
Kewalchand M. Muthiyar	07597879	25/08/2017	B.Com	NIL	NIL	NIL
Rakesh V. Singh	06987619	14/10/2014	B.A.	NIL	NIL	NIL
Priyanka A. Surana	08520999	Resigned w.e.f. 12/02/2021	B.com	NIL	NIL	NIL
Ajinkya A. Ghogardare	09123073	30/06/2021	B.Com, CA Final	NIL	NIL	NIL

#### EXTRACTS OF ANNUAL RETURN

The extract of Annual Return in form no.MGT-9 as per Section 134(3) (a) of the Companies Act, 2013 as on 31<sup>st</sup>March, 2021 is attached as Annexure V.

#### 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-II**.

#### 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>

#### CORPORATE SOCIAL RESPONSIBILITY

The Company has duly constituted a Committee under the nomenclature of Corporate Social Responsibility Committee consisting of one non-executive Independent Directors. The Committee has developed Company's Corporate Social Responsibility Policy and is monitoring implementation of the same. The CSR Committee reports to the Board of Direc-



tors. The Corporate Social Responsibility Committee was formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time

The Disclosure with respect to CSR activities forming part of this report is given in Annexure-I.

#### **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.

#### **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 III.
- 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 was Rs. 999.72 Lacs (P.Y. INR 2715.74 Lacs).





## **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. BORA N S & Co, Chartered Accountant, Pune (Firm Reg. No. 148087W/168182) as a Statutory Auditor of the Company for a period of 1 year w.e.f. 23<sup>rd</sup> December, 2020 which has been approved by the members of the company in Annual General Meeting held on 23.12.2020. 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 2020-21 on such Remuneration as may be decided by the Board of Directors from time to time and submitted Cost Audit Report to Central Government. There is slight delay in submitting Cost Audit report for FY 2019-20.

## **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 Ms. Trupti Anandrao Chendake, Practising Company Secretary, for conducting Secretarial Audit of the Company for the financial year 2021. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March, 2021 is annexed herewith as Annexure IV. 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 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

ICRA Limited, credit rating agency, has not submitted its report of Credit Rating for the year ended till the date of this Annual Report. However it will be disclosed on the Stock Exchange as and when we receive the same.

### 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**

Place: Pune  
Date: 3<sup>rd</sup> September, 2021

**Sd/-**  
**PRADIP PARAKH**  
**(DIN: 00053321)**  
**CHAIRMAN & MANAGING DIRECTOR**



**ANNEXURE I TO DIRECTOR'S REPORT**

**Annual Report on Corporate Social Responsibility (CSR) Activities**

A brief outline of the Company's CSR Policy including overview of projects or programs proposed to be undertaken and a reference to the weblink to the CSR policy and projects or programs	Pursuant to Section 135 of the Companies Act, 2013, the Corporate Social Responsibility Committee of the Board had approved a CSR Policy with primary focus on Education, Healthcare, Women Empowerment. Besides these focus areas the Company shall also undertake any other CSR activities listed in schedule VII of the Companies Act, 2013.
The Composition of the CSR Committee.	The CSR Committee of the Board comprises of 3 Directors. Mr. Pradip P. Parakh, Managing Director is the Chairman of the Committee while Mr. Kewalchand M. Muthiyan, Non Executive Independent Director & Mr. Rakesh V Singh, Executive Director are its Members.
Average net profit of the Company for last three financial years	Rs. 5,91,30,791
Prescribed CSR expenditure (two percent of the average net profits for last three years)	Rs. 11,82,616
Details of CSR to be spent during FY	Rs.12,00,000
Details of CSR to be unspent during FY	Nil

Sr. No	CSR project or Activity Identified	Sector in which the project is covered	Project or Program (1) Local Area or Other (2) Specify the State and district where projects or programs was undertaken	Amount Outlay (Budget) Project or Program wise	Amount spent on the Projects or Programs Sub Heads: (1) Direct Expenditure on Projects or Programs (2) Overheads	Cumulative Expenditure upto the reporting period	Amount Spent : Direct or through Implementing Agency
1.	Development, Promotion and Educaion	Education	Pune (Maharashtra)	12,00,000	12,00,000	12,00,000	Through Implementing agency

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

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place: Pune  
Date: 3<sup>rd</sup> September, 2021

**Sd/-**  
**PRADIP PRAKH**  
**(DIN: 00053321)**  
**CHAIRMAN & MANAGING DIRECTOR**



**ANNEXURE II 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 arms 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 (Sale and Purchase)	31.24
2	Poona Pulses Private Limited(Sale and Purchase)	Nil
	Total	31.24

- b) Duration of the contracts / arrangements/transactions: Arrangement if any made will be for period not exceeding one year that is 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2021.
- 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: its out of day to day business requirements.
- e) Date(s) of approval by the Board: 30<sup>th</sup> July, 2020
- 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: 23<sup>rd</sup> December, 2020

**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**

**Sd/-  
Pradip P. Parakh  
Managing Director  
(DIN: 00053321)**

**Sd/-  
Rakesh V. Singh  
Director  
(DIN: 06987619)**

Place: Pune  
Date: 3<sup>rd</sup> September, 2021



ANNEXURE III TO THE DIRECTOR'S REPORT

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

	As at 31.03.2021	As at 31.03.2020
<b>A. POWER AND FUEL CONSUMPTION:</b>		
1 <b>Electricity</b>		
Purchased	331856	277517
Unit-KWH		
Rs. Lakhs	50.19	51.00
MD and other Charges		
Charges	50.19	51.00
Rate/Unit Rs.	15.12	18.38
2 <b>Coal</b>		
Quantity-MTS	Nil	Nil
Total Cost Rs. Lakhs	Nil	Nil
Average Rate -Rs./MTS	Nil	Nil
3 <b>Others</b>		
Quantity-MTS	Nil	Nil
Total Cost Rs. Lakhs	Nil	Nil
Average Rate -Rs./MTS	Nil	Nil
<b>B. CONSUMPTION PER UNIT OF PRODUCTION:</b>		
Electricity-KWH	43.85 Kwh/MT	55.73 Kwh/MT
Coal	-	-
Others	-	-



**ANNEXURE IV 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 31<sup>st</sup> March, 2021

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 31<sup>st</sup> March, 2021, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2021 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;
  - b. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; and
  - c. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015
- v. The following laws / regulations / guidelines, though prescribed by the Government in the format of Secretarial Audit Report, were not applicable to the Company during the audit period:
  - a. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
  - d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
  - f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; and





- g. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- vi. Other laws specifically applicable to the Company along with their notifications, circulars & regulations as amended till date:
  - a. The Essential Commodities Act, 1955
  - b. Food, Safety and Standards Act, 2006 and Food Safety and Standards Rules, 2011
  - c. Legal Metrology Act, 2009
  - d. The Air (Prevention & Control of Pollution) Act, 1986
  - e. The Environment (Protection) Act, 1986
  - f. The Water (Prevention & Control of Pollution) Act, 1974

I further report that adequate systems and processes are in place in the Company to monitor and ensure compliance with general laws like labour laws, finance laws and tax laws.

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

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to the following observations:

The Company had filed its Annual Returns with the Registrar of Companies in the necessary format within due date and Cost Audit Report for FY 2019-20 filed slightly late.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision of the Board of Directors is carried through and are captured and recorded as part of the minutes. There were no dissenting views.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period there were no specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines etc. having a major bearing on the Company's affairs.

For and on behalf of Trupti Chendake & Associates,  
Company Secretaries

Sd/-  
Trupti A Chendake  
Practicing Company Secretary  
FCS: 11169  
C.P. No. 14346  
UDIN: F011169C000884131

Date : 02/09/2021  
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 & Associates,  
Company Secretaries

Sd/-  
Trupti A Chendake  
Practicing Company Secretary  
FCS: 11169  
C.P. No. 14346  
UDIN: F011169C000884131

Date : 02/09/2021  
Place : Pune



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

**EXTRACT OF ANNUAL RETURN As on financial year ended 31-03-2021  
[Pursuant to Section 92(3) of the Companies act, 2013 read with  
[The Companies (Management and Administration) Rules, 2014]  
FORM NO. MGT-9**

**A. REGISTRATION AND OTHER DETAILS:**

<b>CIN:-</b>	<b>L15313PN1993PLC070263</b>
<b>Registration Date:</b>	01.01.1993
<b>Name of the Company:</b>	<b>Poona Dal and Oil Ind.Ltd.</b>
<b>Category / Sub-Category of the Company</b>	Public Company; Limited by shares
<b>Address of the Registered office and contact details:</b>	E-2, Kurkumbh, MIDC, Tal-Daund, Dist-Pune 413802
<b>Whether listed company</b>	Listed
<b>Name, Address and Contact details of Registrar and Transfer Agent, if any</b>	Link In Time India Private Ltd merged with Sharex Dynamic India Pvt Ltd C 101,247 Park, L B S Marg, Vikhroli west, Mumbai- 400083

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
a.	Edible oil	10402	78.2
b.	Pulses	10613	21.8

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

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

**D. SHARE HOLDING PATTERN**

**i) Category-wise Share Holding**

Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2020				No. of Shares held at the end of the year 31-03-2021				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(A) Shareholding of Promoter and Promoter Group									
[1] Indian									
(a) Individuals / Hindu Undivided Family	4017219	0	4017219	70.3787	4016919	0	4016919	70.3735	-0.0052
(b) Central Government / State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c) Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d) Any Other (Specify)									
Sub Total (A)(1)	4017219	0	4017219	70.3787	4016919	0	4016919	70.3735	-0.0052
[2] Foreign									
(a) Individuals (Non-Resident Individuals / Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000



Category of Shareholders	No. of Shares held at the beginning of the year 01-04-2020				No. of Shares held at the end of the year 31-03-2021				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(b) Government	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c) Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d) Foreign Portfolio Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e) Any Other (Specify)									
Sub Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total Shareholding of Promoter and Promoter Group(A)=(A)(1)+(A)(2)	4017219	0	4017219	70.3787	4016919	0	4016919	70.3735	-0.0052
(B) Public Shareholding									
[1] Institutions									
(a) Mutual Funds / UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(b) Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c) Alternate Investment Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d) Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
(e) Foreign Portfolio Investor	465	0	465	0.0081	0	0	0	0.0000	-0.0081
(f) Financial Institutions / Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
(g) Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
(h) Provident Funds/ Pension Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
(i) Any Other (Specify)									
Sub Total (B)(1)	465	0	465	0.0081	0	0	0	0.0000	-0.0081
[2] Central Government/ State Government(s)/ President of India									
Sub Total (B)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
[3] Non-Institutions									
(a) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh.	695510	617640	1313150	23.0054	746274	615340	1361614	23.8545	0.8491
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	169346	21100	190446	3.3365	112893	21100	133993	2.3475	-0.9890
(b) NBFCs registered with RBI	0	0	0	0.0000	0	0	0	0.0000	0.0000
(d) Overseas Depositories (holding DRs) (balancing figure)	0	0	0	0.0000	0	0	0	0.0000	0.0000
(c) Any Other (Specify)									
IEPF	116200	0	116200	2.0357	116200	0	116200	2.0357	0.0000
Hindu Undivided Family	40914	800	41714	0.7308	46319	800	47119	0.8255	0.0947
Non Resident Indians (Non Repat)	1350	0	1350	0.0237	1781	0	1781	0.0312	0.0075
Non Resident Indians (Repat)	11282	0	11282	0.1977	15544	0	15544	0.2723	0.0746
Clearing Member	3944	0	3944	0.0691	6694	0	6694	0.1173	0.0482
Bodies Corporate	12230	0	12230	0.2143	8136	0	8136	0.1425	-0.0718
Sub Total (B)(3)	1050776	639540	1690316	29.6131	1053841	637240	1691081	29.6265	0.0134
Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)	1051241	639540	1690781	29.6213	1053841	637240	1691081	29.6265	0.0052
Total (A)+(B)	5068460	639540	5708000	100.0000	5070760	637240	5708000	100.0000	0.0000
(C) Non Promoter - Non Public									
(C1) Shares Underlying DRs									
[1] Custodian/DR Holder	0	0	0	0.0000	0	0	0	0.0000	0.0000
(C2) Shares Held By Employee Trust									
[2] Employee Benefit Trust (under SEBI (Share based Employee Benefit) Regulations, 2014)	0	0	0	0.0000	0	0	0	0.0000	0.0000
Total (A)+(B)+(C)	5068460	639540	5708000	100.0000	5070760	637240	5708000	100.0000	



ii) Shareholding of promoters

Sr. No	Shareholder's Name	Shareholding at the beginning of the Year - 2020			Shareholding at the end of the Year - 2021			% changes in share holding during the year
		No. of Shares	% of total Shares of the company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of shares Pledged/encumbered to total shares	
1	Sudarshanbai Deepchand Parakh	1755179	30.7495	0	1755179	30.7495	0	0
2	Deepchand Kesharchand Parakh	614810	10.771	0	614810	10.771	0	0
3	Sujit Deepchand Parakh	451850	7.9161	0	451850	7.9161	0	0
4	Sunil Deepchand Parakh (HUF)	321110	5.6256	0	321110	5.6256	0	0
5	Meera Sujit Parakh	293960	5.15	0	293960	5.15	0	0
6	Rajashree Sunil Parakh	293710	5.1456	0	293710	5.1456	0	0
7	Sunil Deepchand Parakh	286300	5.0158	0	286600	5.0158	0	0
8	Suraj Sunil Parakh	300	0.0053	0	0	0	0	-0.0053
	Total	4017219	70.3787	0	4017219	70.3735	0	-0.0052

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

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
1	SUDARSHANBAI DEEPCHAND PARAKH AT THE END OF THE YEAR	1755179	30.7495			1755179 1755179	30.7495 30.7495
2	DEEPCHAND KESHARCHAND PARAKH AT THE END OF THE YEAR	614810	10.7710			614810 614810	10.7710 10.7710
3	SUJIT DEEPCHAND PARAKH AT THE END OF THE YEAR	451850	7.9161			451850 451850	7.9161 7.9161
4	SUNIL DEEPCHAND PARAKH (HUF) AT THE END OF THE YEAR	321110	5.6256			321110 321110	5.6256 5.6256
5	MEERA SUJIT PARAKH AT THE END OF THE YEAR	293960	5.1500			293960 293960	5.1500 5.1500
6	RAJASHREE SUNIL PARAKH AT THE END OF THE YEAR	293710	5.1456			293710 293710	5.1456 5.1456
7	SUNIL DEEPCHAND PARAKH Transfer AT THE END OF THE YEAR	286300	5.0158	31 Mar 2021	300	286300 286600 286600	5.0158 5.0210 5.0210
8	SURAJ SUNIL PARAKH Transfer AT THE END OF THE YEAR	300	0.0053	26 Mar 2021	(300)	300 0 0	0.0053 0.0000 0.0000



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

Sr No	Name & Type of Transaction	Shareholding at the beginning of the year - 2020		Transactions during the year		Cumulative Shareholding at the end of the year - 2021	
		No. of Shares Held	% of Total Shares of the Company	Date of Transaction	No. of Shares	No of Shares Held	% of Total Shares of the Company
1	SUNIL DEEPCHAND PARAKH Transfer AT THE END OF THE YEAR	286300	5.0158	31 Mar 2021	300	286300 286600 286600	5.0158 5.0210 5.0210
2	INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS AT THE END OF THE YEAR	116200	2.0357			116200 116200	2.0357 2.0357
3	SANGEETHA S Transfer AT THE END OF THE YEAR	75730	1.3267	05 Feb 2021	(1730)	75730 74000 74000	1.3267 1.2964 1.2964
4	HANSIL PATEL AT THE END OF THE YEAR	0	0.0000			0 0	0.0000 0.0000
5	DEVENDRA SURANA AT THE END OF THE YEAR	16503	0.2891			16503 16503	0.2891 0.2891
6	PARUL VIPUL SHETH Transfer Transfer Transfer Transfer AT THE END OF THE YEAR	11610	0.2034	01 May 2020 26 Jun 2020 11 Dec 2020 08 Jan 2021	(810) 450 900 (900)	11610 10800 11250 12150 11250 11250	0.2034 0.1892 0.1971 0.2129 0.1971 0.1971
7	N K MALLIGA Transfer AT THE END OF THE YEAR	10885	0.1907	19 Jun 2020	255	10885 11140 11140	0.1907 0.1952 0.1952
8	KAMLA G JOTWANI AT THE END OF THE YEAR	10000	0.1752			10000 10000	0.1752 0.1752
9	PRADEEP MAHADEO TILLU Transfer Transfer Transfer Transfer Transfer Transfer AT THE END OF THE YEAR	11000	0.1927	18 Sep 2020 09 Oct 2020 16 Oct 2020 23 Oct 2020 18 Dec 2020 22 Jan 2021	(450) (20) (106) (530) (94) 200	11000 10550 10530 10424 9894 9800 10000 10000	0.1927 0.1848 0.1845 0.1826 0.1733 0.1717 0.1752 0.1752
10	RAJIV R JAGDALE - HUF Transfer Transfer Transfer Transfer Transfer Transfer Transfer AT THE END OF THE YEAR	5922	0.1037	10 Apr 2020 08 May 2020 10 Jul 2020 17 Jul 2020 30 Sep 2020 20 Nov 2020 27 Nov 2020	500 (815) 1000 603 500 200 1500	5922 6422 5607 6607 7210 7710 7910 9410 9410	0.1037 0.1125 0.0982 0.1157 0.1263 0.1351 0.1386 0.1649 0.1649
11	NARENDER SURANA Transfer Transfer AT THE END OF THE YEAR	11846	0.2075	08 May 2020 12 Feb 2021	(10846) (100)	11846 1000 900 900	0.2075 0.0175 0.0158 0.0158
12	MARUPAKA DAYAKAR Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer Transfer AT THE END OF THE YEAR	40842	0.7155	03 Apr 2020 10 Apr 2020 17 Apr 2020 24 Apr 2020 01 May 2020 08 May 2020 29 May 2020 05 Jun 2020 12 Jun 2020 19 Jun 2020 26 Jun 2020 21 Aug 2020 04 Sep 2020	4 26 72 439 33 (14216) 1058 1000 100 205 41 (17564) (12040)	40842 40846 40872 40944 41383 41416 27200 28258 29258 29358 29563 29604 12040 0 0	0.7155 0.7156 0.7160 0.7173 0.7250 0.7256 0.4765 0.4951 0.5126 0.5143 0.5179 0.5186 0.2109 0.0000 0.0000





**Shareholding of Directors and Key Managerial Personnel:**

Sr. No	Name	Shareholding at the Beginning of the Year			Cumulative Shareholding at the end of the Year			
		No. of Shares at the beginning /end of the Year	% of the Shares of the company	Date	Increasing/ Decreasing in shareholding	Reason	No. of shares	% of total Shares of the company
	NIL							

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

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

**REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

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

Sr.no.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Pradip P Parakh	Rakesh Singh	
1	Gross salary	600,000	247,200	847,200
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961			
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961			
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit			
	- others, specify...			
5	Others, please specify	-	-	-
	Total (A)			
	Ceiling as per the Act			



**B. Remuneration to other directors:**

Particulars of Remuneration	Name of Directors Manager	Total Amount
1. Independent Directors	Nil	Nil
● Fee for attending board / committee meetings		
● Commission		
● Others, please specify		
Total (1)		
2. Other Non-Executive Directors	-	-
● Fee for attending board / committee meetings		
● Commission		
● Others, please specify		
Total (2)		
Total (B)=(1+2)		
Total Managerial Remuneration		
Overall Ceiling as per the Act		

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sr No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Company Secretary	CFO	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	300,000	220,800	520,800
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission- as % of profit- others, specify...	-	-	-
	Others, please specify			
	Total			



**PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the	Brief Description Companies Act	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT/ COURT]	Authority [RD / NCLT/ COURT]
Penalty Punishment Compounding			Nil		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty Punishment Compounding			Nil		



## ANNEXURE VI TO THE DIRECTOR'S REPORT

### REPORT ON MANAGEMENT'S DISCUSSIONS AND ANALYSIS

#### ● MANAGEMENT DISCUSSION AND ANALYSIS

##### a) Economic Scenario and Future Outlook

We hope that a normal onset of monsoon will help the crop production and lead to better quality crop in the current year. The Company is currently focusing on sustaining core business and improve sustainable margins. The company is also focusing on right sizing of capacities with a view to optimize the return on capital employed. The focus areas in future involves evaluation of:

- (a) investments for potential value creation,
- (b) proposals for strategic action,
- (c) schemes for exploitation of assets and resources to the maximum possible potential
- (d) controlling of costs to stay competitive in business

The industry expects that, due to improved weather conditions, the current year augurs well for better soya crop size than the previous year, entailing better availability of seeds for crushing and capacity utilization of the production capacities. However there are serious concerns about crop arrival and consumption due to COVID-19 pandemic.

##### b) Industry Outlook and Opportunities

There is ever increasing potential in the edible oil business and growing consumption across the population. The company is positive in its outlook for demand for its refined edible oil and other agro based products. The future outlook particularly in the area of food grains is encouraging. However, given international trends, the oil division may come under some pressure, on account of low margins prevalent

##### c) Opportunities and Threats:

Opportunities may arise once the severity of corona virus infections go down and normalcy returns to poultry sector in India and abroad. There are positive signs from Bangladesh, a major importer, which presents opportunity during the coming year. The predominant threat this financial year continues to be the COVID-19 pandemic. It is difficult to assess material impact on business given the volatile nature of infection and the steps taken by government to deal with it on a situation based basis.

The products of the Company are largely agro based and performance would depend to a large extent on the vagaries of the monsoon. A serious threat to the oil division is the availability of imported edible oil at comparatively lower prices, which continues to have a significant impact on the prospects of the Company. However, the Company is able to sustain profitability by strict adherence to quality and standards.

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

#### ● Risk and Concerns

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

#### ● Internal control systems and their adequacy

The Company has adequate internal control systems with appropriate controls and checks. Effective measures are taken to ensure that all assets of the Company are protected and all transactions are recorded in conformity with



accepted accounting principles. As stated in the report of the board, it is implementation of systems, particularly cost control measures that has resulted in the increased profitability. The internal audit department regularly conducts review of the financial and operating controls in all areas of the Company's operations including transaction checks and significant issues, if any, are brought to the attention of the audit committee.

- **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 VII 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, 2021**

**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:**

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	4	4	Yes	NIL	Nil	Nil
Priyanka A. Surana	Non Executive Independent Director	4	4	Yes	NIL	Nil	Nil
Mr. Rakesh V. Singh	Executive Director	4	4	Yes	Nil	Nil	Nil
Mr. Kewalchand M. Muthiyani	Non Executive Independent Director	4	4	Yes	Nil	Nil	Nil
Mr. Mayur S. Ghule	Non Executive Independent Director	4	4	Yes	Nil	Nil	Nil

**The details of Board Meetings held during the financial year ended March 31, 2021 are as under**

Sr.No.	Date of the Meetings	Board Strength	No. of Directors Present
1	30.07.2020	5	5
2	07.09.2020	5	5
3	13.11.2020	5	5
4	12.02.2021	5	5

Attendance of each Director at the Board Meetings held during the financial year 2020-21 and at the last Annual General Meetings is furnished in the above table.

None of the Directors are holding any share in the company as on 31<sup>st</sup> March 2021.

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, 2021.

**THE COMMITTEES OF THE BOARD**

To focus effectively on the issues and ensure expedient resolution of diverse matters, the Board has constituted a set of Committees with specific terms of reference / scope. The Committees operate as empowered agents of the Board as per their Charter / terms of reference. Targets set by them as agreed with the management are reviewed periodically and mid-course corrections are also carried out. The minutes of the meetings of all Committees of the Board are placed before the Board for discussions / approvals / noting.

**1. AUDIT COMMITTEE**

The objective of the Audit Committee is to keep a vigil and oversight on the Management’s financial reporting process with a view to ensure timely and transparent disclosures in the financial statements. The terms of reference of the Committee are extensive and include all the requirements as mandated in Regulation 18 of SEBI (Listing





Obligation and Disclosure Requirements) Regulations, 2015 read with Section 177 (4) of the Companies Act, 2013. The role of the Committee includes meticulous review and monitoring the financial reporting system within the Company and considering un-audited and audited financial results, as may be applicable, for the relevant quarters and year before being adopted by the Board. The Committee also focused its attention on topics such as review of internal audit reports, approval of transactions with related parties, scrutiny of inter corporate loans, evaluation of internal financial controls, review of independence of Auditors, legal compliance reporting system, review of internal control systems, major accounting policies and practices, compliance with accounting standards and risk management. The Committee also continued to advise the management on areas where greater internal audit focus was needed and on new areas to be taken up for audit purpose. The Company Secretary acts as the Secretary to the Committee. The Committee meetings were also attended by Chief Financial Officer, Accounts and Finance executives, Internal Auditor and Statutory Auditors of the Company as and when required.

The details of composition of the Audit Committee as on 31<sup>st</sup> March, 2021 is furnished hereunder:

Sr. No.	Members	Designation	Meeting Held	Meeting Attended
1	Mr. Mayur Ghule	Chairman	4	4
2	Mr. KewalchandMuthiyan	Member	4	4
3	Mr. Pradip Parakh	Member	4	4

Note: During the year four meetings of the Audit Committee were held as on 30.07.2020, 07.09.2020, 13.11.2020, 12.02.2021

## 2. NOMINATION AND REMUNERATION COMMITTEE

The composition of Nomination & Remuneration Committee is as per Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI (LODR), 2015. The N&R Committee shall act in terms of reference specified by the Board which is empowered to review the remuneration of the Executive Directors and Key Managerial Personnel and Senior Management. The Remuneration Committee of the Board consists as on date of the following three Independent Directors during the year under review:

Sr. No.	Members	Designation
1	Mr. KewalchandMuthiyan	Chairman
2	Mr. Mayur Ghule	Member
3	Ms. Priyanka Surana	Member

Note: during the year under review there were one meeting held as on 12.02.2021 by Nomination and Remuneration committee, as there was one resignation for position of Women Director.

### 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.2,47,200 p.a.	NIL	NIL
3	Mayur S. Ghule	NIL	NIL	NIL
4	KewalchandMuthiyan	NIL	NIL	NIL
5	Ms. Piyanka Surana	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 31,2021

### 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.

**3. 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. KewalchandMuthiyan	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 one complaint received from the shareholders of the Company

The status on the total number of complaints received during the FY 2020-21, is as follows:-

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

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

**4. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE**

The Corporate Social Responsibility Committee was formed pursuant to section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, to formulate and recommend to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII to the Act, to recommend the amount of expenditure to be incurred on such activities and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The Corporate Social Responsibility Committee comprises 3 (Three) members of which 2 (Two) are Executive and one is Non Executive Independent Director, the Chairman being Executive Director of the company. The Company Secretary of the Company acts as Secretary to the Corporate Social Responsibility Committee. The Composition of Corporate Social Responsibility Committee as on 31st March, 2021 is given below:

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

During the year under review, the Company undertook CSR initiative for promotion of education and spent entire amount in Pune City through implementing agency.

Note: during the year under review there was two meeting held as on 30.07.2020 and 12.02.2021 by Corporate Social Responsibility committee for discussing the progress of the work to be undertaken by the company in context of CSR.



### GENERAL BODY MEETINGS

The last two Annual General Body Meetings were held at E-2, Kurkumbh, MIDC, Tal-Daund Dist-Pune 413802 as on 22<sup>nd</sup> August, 2019 and 23<sup>rd</sup> December, 2020 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, 2021
- Unclaimed Dividends -The Company has to transfer the unclaimed dividend after a period of seven years from the date it becomes due for payment to the Investor Education and Protection Fund, established by the Central Government. Following are the details of the unclaimed dividend:-

Sr. No.	Type of Dividend	Year	Unclaimed Dividend Declaration/Approval	Unclaimed Dividend as on March, 2021	Due date for transfer of unclaimed dividend to Investor Education & Protection Fund
1	Final Dividend	2012-13	10/7/2013	Rs. 322342	7/10/2020 transferred to IEPF within due date

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](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](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 '**Mumbai Lakshdweep**'. 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](http://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 30<sup>th</sup> June 2021. 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 / CSDL and the total issued and listed capital was furnished to the Stock Exchanges on the following dates:

For the Quarter ended	Furnished on
30.06. 2020	30.07.2020
30.09. 2020	30.10.2020
31.12. 2020	27.01.2021
31.03.2021	28.04.2021

**GENERAL SHAREHOLDER INFORMATION**

AGM : Date, time and venue	Wednesday, 30 <sup>th</sup> September, 2021, 11 a.m. At: E-2, Kurkumbh, MIDC, Tal-Daund, Dist – Pune 412802
Financial Calendar (tentative and subject to change)	June & July 2021 Audited results for the year ended 31.03.2020 August 2021 Unaudited results for the quarter ended 30.06.2021 September 2021 Annual General Meeting November 2021 Unaudited results for the quarter ended 30.09.2021 February 2021 Unaudited results for the quarter ended 31.12.2021
Date of Book closure	23 <sup>rd</sup> September, 2021 to 30 <sup>th</sup> September, 2021 (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, 2021
Demat ISIN	The ISIN allotted to the Company's Equity Shares is : <b>INE809E01018</b>



Market Price Data :	MONTH	HIGHEST RS.	LOWEST RS.	VOLUME NO. OF SHARES	
High, low and volume during each month in the last financial year Ended 31 <sup>st</sup> March, 2021	Apr-20	47.55	19.60	87804	
	May-20	63.45	31.25	126782	
	Jun-20	35.30	30.65	59019	
	Jul-20	33.30	29.10	41261	
	Aug-20	47.90	28.95	121307	
	Sep-20	37.65	29.55	57533	
	Oct-20	34.95	30.00	36228	
	Nov-20	34.95	30.00	45534	
	Dec-20	44.40	30.65	164180	
	Jan-21	58.70	38.35	301294	
	Feb-21	44.80	35.35	61242	
	Mar-21	39.85	30.00	60760	
	Performance, in comparison to broad based indices, such as BSE Sensex, etc.	MONTH	INDEX(SENSEX)		QUOTE
		HIGH	LOW	HIGH	LOW
April-2020		33887.25	27500.79	47.55	19.60
May		32845.48	29968.45	63.45	31.25
June		35706.55	32348.10	35.30	30.65
July		38617.03	34927.20	33.30	29.10
August		40010.17	36911.23	47.90	28.95
September		39359.51	36495.98	37.65	29.55
October		41048.05	38410.20	34.95	30.00
November		44825.37	39334.92	34.95	30.00
December		47896.97	44118.10	44.40	30.65
January-2021		50184.01	46160.46	58.70	38.35
February		52516.76	46433.65	44.80	35.35
March	51821.84	48236.35	39.85	30.00	
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 &amp; Client ID at the following addresses:</p> <p><b>LINK IN TIME INDIA PRIVATE LIMITED</b>  <b>(Merged with SHAREX DYNAMIC (INDIA) PRIVATE LIMITED)</b>            C-101,247 Park, LBS Marg,            Vikhroli West, Mumbai – 400 083  <a href="mailto:support@sharexindia.com">support@sharexindia.com</a>            Phone: (022) 28515606, 28515644</p>				
Share Transfer System	<p>All the transfers received are processed at the office of Registrar and Share Transfer Agent and are approved by the Stakeholders Relationship Committee. Shares Transfers are normally registered and returned within 15 days from the date of lodgment, if documents are complete in all respect</p>				



Distribution of shareholding as on March 31, 2021	Shares of nominal Value	No. of Holders	% of Holders	Total Amount	% of Amount
	Up to – 5000	3754	88.62	6715990	11.76
	5001 – 10000	283	6.68	2317650	4.06
	10001 – 20000	98	2.31	1442980	2.52
	20001 – 30000	41	.96	1019560	1.78
	30001 – 40000	12	.283	417270	0.73
	40001 – 50000	15	.354	727180	1.27
	50001 – 100000	16	.378	1205700	2.11
	100001 and above	17	.401	43233670	75.74
		<b>4187</b>	<b>100.00</b>	<b>57080000</b>	<b>100.00</b>
Pattern of Shareholding as on March 31, 2021	Category		No. of Shares	% of share holders	
	Promoters		4017219	70.38	
	Institutions(FIIs)		Nil	0.00	
	Non – Institutions- Private Body Corporate		8136	0.21	
	Residential Individuals		1542426	27.07	
	Others(IEPF)		116200	2.03	
	NRI		17325	0.03	
	Clearing Members		6694	0.04	
	<b>TOTAL :</b>		<b>5708000</b>	<b>100</b>	
Dematerialization of shares and liquidity	5070760 equity shares in the paid-up capital of the Company were in dematerialized form as on 31 <sup>st</sup> March, 2021. 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:	<b>Kurkumbh:</b> E 2, Kurkumbh MIDC, Kurkumbh, Tal. Daund, Dist. Pune – 413802, Maharashtra, India <b>Shikrapur:</b> 366, Kesharnagar, Shikrapur, Tal. Shirur, Dist-Pune-412208
Address for correspondence	71/A, Hadapsar Industrial Estate, Hadapsar, Pune – 411013, Maharashtra, India, Phone: (020)26816020/24 Fax: (020)26816021 E-Mail ID: pdoil@pdbmgroup.com

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

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS**

Place: Pune  
Date: 3<sup>rd</sup> September, 2021

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





**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 31.03.2021, as stipulated in Regulation 15(2) of Securities Exchange Board Of India (Listing Obligation and Disclosure Requirement) 2015 for the period 1<sup>st</sup> April, 2020 to 31<sup>st</sup> March,2021.

The Compliance related to Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

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

- (a) all the mandatory regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [wherever applicable after it has come into effect 1<sup>st</sup>December, 2015].
- (b) the following non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015:
  - (i) The Company has moved to a regime of financial statements with unmodified audit opinion.
  - (ii) The internal auditors directly reporting to the Audit Committee

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

**For M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

Date: 03/09/2021  
Place: Pune

Sd/-  
**CA Nikhilesh Bora**  
Proprietor  
Membership No. 168182  
UDIN: 21168182AAAADP8051



### 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 31<sup>st</sup> March, 2021 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 2021, and profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Management's 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 are 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 31<sup>st</sup> March, 2021.
- ii) In the case of Statement of Profit and Loss of the Profit for the year ended 31<sup>st</sup> March, 2021.
- 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.

### Emphasis of matter

We draw attention to the accompanying Standalone financial results, as regards the management evaluation of COVID-19 impact on the operations and assets of the Group. Our opinion is not modified in respect of this matter.

The COVID-19 pandemic has disrupted various business operations due to Lockdown and other emergency measures imposed by the governments. The operations of the Company were continued with lower capacity utilization during this period. The company is taking utmost care of its staff and workforce like sanitizing, social distancing, temperature testing, immunity boosters for employees, mandatory mask wearing and thermal check at the gate, maintaining proper hygiene.

As the Company is in the segment of essential commodities and the demand for edible oil and pulses is hampered to some extent due to continues lockdown in various cities of Maharashtra, where most of the customers are located. However, given the massive stimulus announced by the government, we are confident that any demand contraction would be of a short term nature and should bounce back quickly. To the best of our knowledge, it is expected good growth in times to come.

### 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, 2016 ("the Order"), issued by the Central Government of India in terms of Sub-section (11) of section 143 of the Companies act, 2013, we give in the **Annexure A**, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
- 2) As required by section 143 (3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b) In our opinion proper books of accounts as required by law have been kept by the company so far as appears from our examination of these books.



- c) The 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 31<sup>st</sup> March, 2021, and taken on record by the Board of Directors, none of the director is disqualified as on 31<sup>st</sup> March, 2021 from being appointed as a director in terms of section 164(2) of the Act.
- f) As required under clause (i) of sub-section 3 of Section 143 of the companies Act, 2013, we give the report on internal financial controls over financial reporting in the **Annexure B**, a statement on the matters and statement on inherent limitations.
- g) With respect to the other matters 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:
  - 1) The Company does not have any pending litigations which would impact its financial position.
  - 2) The Company did not have any long term contract including derivatives contracts for which there were any material foreseeable losses.
  - 3) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company. During the year company has transferred Rs. 3,22,341/- against unclaimed dividend of FY 2012-2013.

**For M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

**CA Nikhilesh Bora**  
Proprietor  
(Membership No. 168182)

Place: - Pune  
Date: - 30<sup>th</sup> June, 2021.



**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 31<sup>st</sup> March, 2021. We report that:

- 1) a) The company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) We are informed that, the company has regular program of physical verification of its fixed assets by which fixed assets are verified in phase manner over period of five years. In accordance with this program, certain fixed assets verified during the year and no material discrepancies were noticed on such verification by the management. In our opinion this periodicity of physical verification is reasonable having regard to size of the company and nature of its assets. According to the information and explanations given to us, no discrepancies were noticed on physical verification of fixed assets.
- c) According to the information and explanations given to us, the title deeds of immovable properties are held on the name of company except leasehold properties situated at shikrapur and kurkumbh.
- 2) a) The Management of the company is maintaining proper records of inventory. We are informed that, the physical verification of inventory has been conducted during the year at reasonable intervals by the management. No material discrepancies were noticed on physical verification of inventory as compared to book records.
- 3) The company has granted loans secured or unsecured to the companies, firms, Limited liability partnership or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
  - a) Interest free loans for the short term have been granted to the parties covered in the register maintained under section 189 of the Companies Act, 2013 and prima facie not prejudicial to the interest of the company.
  - b) In case of loans granted to the bodies corporate listed in the register maintained u/s 189 of the companies Act 2013, borrowers have been regular in repayment of the same as stipulated. There are no outstanding dues at the end of the year.
  - c) There is no overdue amount in respect of loan granted to the bodies corporate listed in the register maintained u/s 189 of the Companies Act 2013.
- 4) In our opinion and according to the information and explanation given to us, the company has complied with provisions of section 185 and 186 of the Companies act 2013, with respect to loans and investment made.
- 5) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits during the year from the public as per directives issued by RBI and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act and rules framed there under. Hence this clause is not applicable.
- 6) We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules, 2011 prescribed by the Central Government under Section 148(1) of the Companies Act and are of the opinion that prima facie the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or not.
- 7) a) In our opinion & according to the information and explanations given to us; and on the basis of the records produced before us, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income Tax, 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 company has Opted "Vivad se Vishwas scheme" and paid all the disputed dues of Income Tax on 10.06.2020 and hence now there are no disputed outstanding dues as on date.
- 8) 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.
- 9) The company did not raise any money by way of initial public offer or further public offer (including debt instruments) and also not availed any term loans during the year.
- 10) On the basis of our examination and according to the information and explanation given to us, no fraud by the company or in the company by its officers / employees has been noticed or reported during the course of our audit.



- 11) Company has paid / provided managerial remuneration in accordance with requisite approvals mandated by the provision of the section 197 read with schedule V of the companies Act, 2013.
- 12) In our opinion and according to the information and explanation given to us, the company is not 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 23<sup>rd</sup> December 2020.
- 14) According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
- 15) The Company has not entered into non-cash transactions with directors or persons connected with them.
- 16) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

**CA Nikhilesh Bora**  
Proprietor  
(Membership No. 168182)

Place: - Pune  
Date: - 30<sup>th</sup> June, 2021.



### **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 31<sup>st</sup> March, 2021. We report that:

#### **Report on the Internal Financial Controls over Financial Reporting**

We have examined the internal financial control over financial reporting of Poona Dal and Oil Industries Limited, as of 31<sup>st</sup> March, 2021 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, 2021, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the guidance note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

Place: - Pune  
Date: - 30<sup>th</sup> June, 2021.

**CA Nikhilesh Bora**  
Proprietor  
(Membership No. 168182)



**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 in edible oil and pulses through its two segments viz. Oil Division and Agro Division respectively.

**2) Significant Accounting Policies**

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

- a) **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, where 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 employees who have 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.
- iii) Godown Rent:** Godown Rent income is recognised on an accrual basis, when it is probable that the economic benefits will flow to the company and the Rent has been accounted when it became realisable.

**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:** Transactions in foreign currencies are translated into INR at the rate of exchange ruling on the date of the transactions or fair rate.

Gains or losses resulting from foreign currency transactions have been considered at the time of settlement / payment of transactions and are netted off in purchase ledger only.

**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.

As required by IND AS, Company has recognised deferred taxes which result from the time difference between book profit & tax profit arrived at INR 6,05,000/- & deferred taxes comes to INR 1,68,311/-. As it resulted as Deferred Tax Asset, the same has not been accounted for in the books of accounts.

**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 last 5 years; 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 2020-21	FY 2019-20
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 9,28,91,170/- (previous year INR 6,80,72,344/-) 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:**

INR 999.72 Lacs (P.Y. INR 2715.74 Lacs).

**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 2020-2021	FY 2019-2020
Statutory Audit Fees	2,50,000	2,50,000

**8) Gross Profit and Ratio Analysis:**

Particulars	FY 2020-2021	FY 2019-2020
Revenue from Operations	1,62,37,66,082	1,57,28,69,716
Cost of Material Consumed & Traded Goods	1,58,57,38,519	1,53,44,40,050
Gross Profit	3,80,27,563	3,84,29,666
Gross Profit %	2.34%	2.44%

**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 2020-2021	FY 2019-2020
Profit for the year after tax and exception / extraordinary items	1,08,80,484	89,66,070
No. of Shares	57,08,000	57,08,000
Basic & Diluted Earnings Per shares	1.91	1.57

**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 except Covid-19. Though lockdown has been continued but companies' operations were in progress as per government directions. Hence, it will not impact adversely.

**12) Segment wise reporting:**

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

Particulars	(Rs. In Lakhs)	
	Oil Division	Agro Division
Revenue	14,185.22	2,052.45
Profit before tax and finance cost	164.04	39.34
Less: Finance Cost	73.58	
Total Profit before Tax	129.80	
Provision for Taxation	21.00	
Total Profit after Tax	108.80	
Assets	4,915.36	2,154.83
Liabilities	1,816.72	9.17
Net Capital Employed	3,098.64	2,145.67

**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.	Mayur Sopan Ghule	Director
5.	Sunil Murlidhar Sharma	CFO
6.	Swati Pritesh Runwal	CS



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

III. Related Party Transactions		(Amount in Rs.)	
		Associate Company/ Firm	KMP/ Control
1.	Sales of Material / Receipts	5,27,65,246	—
2.	Purchases of Materials	25,97,30,959	—
3.	Director Remuneration	—	8,47,200

#### 14) Small And Medium Enterprises Dues:

Since last 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 is generated from operations. The Company has no outstanding borrowings. The company believes that the working capital is sufficient to meet its current requirements.

Financial Liabilities	Due in One Year	Due after One Year	Total Contractual Cash Flows
a) Trade Payable			
31 <sup>st</sup> March, 2021	1,09,408	—	1,09,408
31 <sup>st</sup> March, 2020	12,18,088	—	12,18,088
31 <sup>st</sup> March, 2019	2,43,378	—	2,43,378
b) Borrowings & Interest			
31 <sup>st</sup> March, 2021	—	—	—
31 <sup>st</sup> March, 2020	—	—	—
31 <sup>st</sup> March, 2019	—	—	—
c) Other financial liabilities			
31 <sup>st</sup> March, 2021	89,72,467	—	89,72,467
31 <sup>st</sup> March, 2020	1,24,54,290	—	1,24,54,290
31 <sup>st</sup> March, 2019	2,61,77,828	—	2,61,77,828





<b>Financial Liabilities</b>	<b>Due in One Year</b>	<b>Due after One Year</b>	<b>Total Contractual Cash Flows</b>
Total			
31 <sup>st</sup> March, 2021	90,81,875	—	90,81,875
31 <sup>st</sup> March, 2020	1,36,72,378	—	1,36,72,378
31 <sup>st</sup> March, 2019	2,64,21,206	—	2,64,21,206

**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.

As per our attached report of even date

**M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

**Sd/-**  
**CA Nikhilesh Bora**  
Proprietor  
(Membership No. 168182)  
UDIN: 21168182AAAACT3489

Pune, 30th June, 2021

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

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

**Sd/-**  
**Sunil M. Sharma**  
CFO

Pune, 30th June, 2021

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

**Sd/-**  
**Swati P. Runwal**  
Company Secretary and  
Compliance Officer

Pune, 30th June, 2021

**Balance Sheet As at 31st March, 2021**

Particulars	Notes No.	31st March, 2021 Amount (Rs.)	31st March, 2020 Amount (Rs.)
<b>ASSETS</b>			
<b>1 Non Current Assets</b>			
(a) Property, Plant and Equipment	1	24,383,395	27,284,064
(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	20,091,985	21,353,984
<b>2 Current Assets</b>			
(a) Inventories	3	92,891,170	68,072,344
(b) Financial Assets			
(i) Current Investments		-	-
(ii) Trade Receivables	4	18,519,080	12,192,173
(iii) Cash and Cash Equivalents	5	201,534,466	222,205,695
(iv) Bank balances other than (iii) above	6	-	322,341
(v) Current Loans and Advances	7	15,105,199	11,566,216
(c) Current Tax Assets (Net)		-	-
(d) Other current assets	8	160,986,917	162,500,263
		<u>533,512,212</u>	<u>525,497,080</u>
<b>EQUITY AND LIABILITIES</b>			
<b>A) Equity</b>			
(a) Equity Share Capital	9	57,080,000	57,080,000
(b) Other Equity	10	467,350,337	454,744,702
<b>B) Liabilities</b>			
<b>1 Non-current Liabilities</b>			
(a) Financial Liabilities			
(i) Non-current Borrowings		-	-
(ii) Trade Payables		-	-
(b) Non-current Provisions		-	-
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other non-current Liabilities	11	300,000	-
<b>2 Current liabilities</b>			
(a) Financial Liabilities			
(i) Current Borrowings	12	-	-
(ii) Trade Payables	13	109,408	1,218,088
(b) Other current Liabilities	14	5,524,131	7,182,313
(c) Current Provisions	15	3,148,336	5,271,977
(d) Current Tax Liabilities (Net)		-	-
<b>Total</b>		<u>533,512,212</u>	<u>525,497,080</u>

As per our attached report of even date

For and on behalf of Board of Directors

M/s. Bora N. S. & Co.  
Chartered Accountants  
(Firm Registration No. 148087W)

Sd/-  
CA Nikhilesh Bora  
Proprietor  
(Membership No. 168182)  
UDIN: 21168182AAAAC3489

Pune, 30th June, 2021

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

Sd/-  
Sunil M. Sharma  
CFO

Pune, 30th June, 2021

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

Sd/-  
Swati P. Runwal  
Company Secretary and  
Compliance Officer

Pune, 30th June, 2021

**Statement of Profit and Loss for The Year Ended 31st March, 2021**

Particulars	Notes No.	31st March, 2021 Amount (Rs.)	31st March, 2020 Amount (Rs.)
<b>A] Income</b>			
Revenue From Operations	16	1,623,766,082	1,572,869,716
Other Income	17	3,933,066	4,817,045
<b>Total (A)</b>		<b>1,627,699,148</b>	<b>1,577,686,761</b>
<b>B] Expenses</b>			
Cost of Materials Consumed	18	1,163,178,434	1,139,451,655
Purchases and attributable expenses of traded goods	19	464,521,437	384,152,204
(Increase)/Decrease In Inventories of finished Goods	20	(41,961,352)	10,836,191
(Increase)/Decrease In Inventories of traded Goods	21	-	-
Employee Benefit Expenses	22	8,091,706	8,488,046
Finance Costs	23	7,357,690	6,942,148
Depreciation and Amortization Expenses	24	3,454,019	3,845,457
Other Expenses	25	10,076,730	11,904,990
<b>Total (B)</b>		<b>1,614,718,664</b>	<b>1,565,620,691</b>
<b>Profit / (Loss) before exceptional items and tax (A-B)</b>		<b>12,980,484</b>	<b>12,066,070</b>
Exceptional / Extraordinary Items		-	-
<b>C] Profit / (Loss) for the period before tax</b>		<b>12,980,484</b>	<b>12,066,070</b>
<b>Tax Expense</b>			
Provision For current tax		2,100,000	3,100,000
Provision For deferred tax		-	-
<b>D] Profit / (Loss) for the period from continuing operations</b>		<b>10,880,484</b>	<b>8,966,070</b>
Profit / (Loss) for the period from discontinued operations		-	-
Tax expenses of discontinued operations		-	-
<b>E] Profit / (Loss) for the period from discontinued operations (after tax)</b>		<b>-</b>	<b>-</b>
<b>F] Profit / (Loss) for the period</b>		<b>10,880,484</b>	<b>8,966,070</b>
<b>G] Other Comprehensive Income</b>		<b>-</b>	<b>-</b>
<b>H] Total Comprehensive Income for the period (F+G)</b>		<b>10,880,484</b>	<b>8,966,070</b>
<b>I] Earning per equity share (for continuing operations)</b>			
Basic		1.91	1.57
Diluted		1.91	1.57
<b>J] Earning per equity share (for discontinued operations)</b>			
Basic		-	-
Diluted		-	-
<b>K] Earning per equity share (for discontinued &amp; continuing operations)</b>			
Basic		1.91	1.57
Diluted		1.91	1.57

As per our attached report of even date

For and on behalf of Board of Directors

**M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

**Sd/-**  
**CA Nikhilesh Bora**  
Proprietor  
(Membership No. 168182)  
UDIN: 21168182AAAAC3489

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

**Sd/-**  
**Sunil M. Sharma**  
CFO

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

**Sd/-**  
**Swati P. Runwal**  
Company Secretary and  
Compliance Officer

Pune, 30th June, 2021

Pune, 30th June, 2021

Pune, 30th June, 2021

**Cash Flow Statement for the year ended 31st March, 2021**

<b>Sr. No.</b>	<b>Particulars</b>	<b>31st March, 2021 Amount (Rs.)</b>	<b>31st March, 2020 Amount (Rs.)</b>
<b>A</b>	<b>Cash Flows From Operating Activities</b>		
	Net Profit for the year	<b>12,980,484</b>	12,066,070
	<b>Adjustments for:</b>		
	Depreciation of property, plant and equipment	<b>3,454,019</b>	3,845,457
	Interest earned on fixed deposits	<b>(96,255)</b>	(601,002)
	Finance costs	<b>7,357,690</b>	6,942,148
	Provision for taxation	<b>(2,100,000)</b>	(3,100,000)
	Change in Reserves	<b>1,725,151</b>	(2,657,427)
	<b>Operating profit before changes in operating assets and liabilities</b>	<b>23,321,089</b>	16,495,246
	(Increase) / decrease in inventories	<b>(24,818,826)</b>	(6,297,094)
	(Increase) / decrease in trade receivables	<b>(6,326,907)</b>	9,154,616
	(Increase) / decrease in other current assets and loans & advances	<b>(2,025,637)</b>	(145,660,670)
	(Increase) / decrease in other non current assets	<b>3,492,095</b>	(16,384,268)
	Increase / (decrease) in trade payables	<b>(1,108,680)</b>	974,710
	Increase / (decrease) in other current liabilities and provisions	<b>(3,781,823)</b>	(14,056,884)
	Increase / (decrease) in non current liabilities	<b>300,000</b>	(1,522,342)
	<b>Cash flows from operating activities</b>	<b>(10,948,689)</b>	(157,296,686)
	Interest paid	<b>(7,357,690)</b>	(6,942,148)
	Taxes Paid	<b>(2,230,096)</b>	(3,482,833)
	<b>Net Cash flow from operating activities (A)</b>	<b>(20,536,476)</b>	(167,721,667)
<b>B</b>	<b>Cash Flows From Investing Activities</b>		
	Purchase of Property, plant and equipment	<b>(553,350)</b>	(3,259,921)
	Interest earned on fixed deposits	<b>96,255</b>	601,002
	<b>Net Cash flow from investing activities (B)</b>	<b>(457,095)</b>	(2,658,919)



<b>Sr. No.</b>	<b>Particulars</b>	<b>31st March, 2021 Amount (Rs.)</b>	<b>31st March, 2020 Amount (Rs.)</b>
<b>C</b>	<b>Cash Flows From Financing Activities</b>		
	(Repayment of) / Proceeds from secured loans	-	-
	<b>Net Cash flow from financing activities (C)</b>	-	-
	<b>Net Increase In Cash and Cash Equivalents (A+B+C)</b>	<b>(20,993,571)</b>	<b>(170,380,586)</b>
	Cash and cash equivalents at beginning of year	<b>222,528,037</b>	392,908,623
	<b>Cash and Cash Equivalents At End of Year</b>	<b>201,534,466</b>	<b>222,528,037</b>

As per our attached report of even date

**M/s. Bora N. S. & Co.**  
Chartered Accountants  
(Firm Registration No. 148087W)

**Sd/-**  
**CA Nikhilesh Bora**  
Proprietor  
(Membership No. 168182)  
UDIN: 21168182AAAACT3489

Pune, 30th June, 2021

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

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

**Sd/-**  
**Sunil M. Sharma**  
CFO

Pune, 30th June, 2021

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

**Sd/-**  
**Swati P. Runwal**  
Company Secretary and  
Compliance Officer

Pune, 30th June, 2021

**Notes To Financial Statements For The Year Ended 31st March, 2021**
**Note No. 1**

Tangible Assets	Amount (Rs.)												
	Air Conditioner	Building	Car / Jeep	Computer	Electrical Instruments	Furniture	Motor Cycle	Office Equipments	Plant & Machinery	Truck	Weightage Scale	Land	Total
<b>GROSS BLOCK</b>													
As on 1st April, 2019	199,997	49,750,478	1,874,153	1,697,148	4,488,272	3,449,749	41,230	1,226,077	71,032,746	-	1,238,328	4,402,040	139,400,218
Add: - Additions / Transfer	-	-	-	-	76,000	-	-	-	3,183,921	-	-	-	3,259,921
Less: - Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
As on 31st March, 2020	199,997	49,750,478	1,874,153	1,697,148	4,564,272	3,449,749	41,230	1,226,077	74,216,667	-	1,238,328	4,402,040	142,660,139
Add: - Additions / Transfer	-	-	-	220,000	-	-	-	-	333,350	-	-	-	53,350
Less: - Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
As on 31st March, 2021	199,997	49,750,478	1,874,153	1,917,148	4,564,272	3,449,749	41,230	1,226,077	74,550,017	-	1,238,328	4,402,040	143,213,489
<b>ACCUMULATED DEPRECIATION</b>													
As on 1st April, 2019	181,813	38,807,734	1,780,445	1,534,785	4,232,375	3,294,388	39,168	1,165,811	59,478,628	-	1,015,471	-	111,530,618
Charge for the year	2,395	1,235,660	-	65,479	35,523	-	-	3,411	2,460,064	-	42,925	-	3,845,457
Less: - Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
As on 31st March, 2020	184,208	40,043,394	1,780,445	1,600,264	4,267,898	3,294,388	39,168	1,169,222	61,938,692	-	1,058,396	-	115,376,075
Charge for the year	1,774	1,126,437	-	19,113	25,869	-	-	396	2,245,882	-	34,548	-	3,454,019
Less: - Disposals	-	-	-	-	-	-	-	-	-	-	-	-	-
As on 31st March, 2021	185,982	41,169,831	1,780,445	1,619,377	4,293,767	3,294,388	39,168	1,169,618	64,184,574	-	1,092,944	-	118,830,094
<b>NET BLOCK</b>													
As on 31st March, 2019	18,184	10,942,744	93,708	162,363	255,897	155,361	2,062	60,266	11,554,118	-	222,857	4,402,040	27,869,600
As on 31st March, 2020	15,789	9,707,084	93,708	96,884	296,374	155,361	2,062	56,855	12,277,975	-	179,932	4,402,040	27,284,064
As on 31st March, 2021	14,015	8,580,647	93,708	297,771	270,505	155,361	2,062	56,459	10,365,443	-	145,384	4,402,040	24,383,395

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

Gross block Rs. 4,97,50,478 (31st March, 2020: Rs. 4,97,50,478)

Depreciation charge for the year Rs. 11,26,437 (31st March, 2020: Rs. 12,35,660)

Accumulated depreciation Rs. 4,11,69,831 (31st March, 2020: Rs. 4,00,43,394)

Net book value Rs. 85,80,647 (31st March, 2020: Rs. 97,07,084)

**Notes To Financial Statements For The Year Ended 31st March, 2021**

<b>Note No.</b>	<b>Particulars</b>	<b>31st March, 2021 Amount (Rs.)</b>	<b>31st March, 2020 Amount (Rs.)</b>
<b>2</b>	<b>Other non-current assets</b>		
	- Investments & Deposits	<b>1,489,581</b>	1,489,581
	- Appeal deposit - FY 14-15 & 17-18	-	16,901
	- MAT Credit FY 2018-19	<b>18,592,145</b>	19,847,502
	- Appeal deposit VAT - FY 16-17	<b>10,259.00</b>	-
	<b>Total</b>	<b>20,091,985</b>	<b>21,353,984</b>
<b>3</b>	<b>Inventories</b>		
	- Raw Materials, Packing & other	<b>15,875,914</b>	33,018,440
	- Finished Goods	<b>77,015,256</b>	35,053,904
	- Traded Goods	-	-
	<b>Total</b>	<b>92,891,170</b>	<b>68,072,344</b>
<b>4</b>	<b>Trade Receivables</b>		
	- Trade receivables outstanding for a period less than six months Unsecured, considered good	<b>18,519,080</b>	12,192,173
	- Trade receivables outstanding for more than six months	-	-
	<b>Total</b>	<b>18,519,080</b>	<b>12,192,173</b>
<b>5</b>	<b>Cash and Cash Equivalents</b>		
	<b>a. Cash in Hand</b>		
	- Cash in Hand	<b>3,930,075</b>	4,258,363
	<b>Total (a)</b>	<b>3,930,075</b>	<b>4,258,363</b>
	<b>b. Cash With Banks</b>		
	- In Current and Cash Credit Accounts	<b>192,104,391</b>	217,947,332
	- In Deposit Accounts	<b>5,500,000</b>	-
	<b>Total (b)</b>	<b>197,604,391</b>	<b>217,947,332</b>
	<b>Total (a+b)</b>	<b>201,534,466</b>	<b>222,205,695</b>
<b>6</b>	<b>Bank balances other than Cash and Cash Equivalents</b>		
	- In Earmarked balances with Banks (Unclaimed Dividends)	-	322,341
	<b>Total (a+b)</b>	-	<b>322,341</b>



**Notes To Financial Statements For The Year Ended 31st March, 2021**

Note No.	Particulars	31st March, 2021 Amount (Rs.)	31st March, 2020 Amount (Rs.)
<b>7</b>	<b>Current Loans and Advances</b>		
	- Staff Advances	653,995	776,278
	- Accrued Interest / Prepaid Expenses	1,314,588	2,608,668
	- Balance with Tax Authorities (Net)	13,136,616	8,181,270
	<b>Total</b>	<b>15,105,199</b>	<b>11,566,216</b>
<b>8</b>	<b>Other current assets</b>		
	- Advances given to Trade Payables	160,964,269	162,500,263
	- Balance with Revenue Authority	22,648	-
	<b>Total</b>	<b>160,986,917</b>	<b>162,500,263</b>
<b>9</b>	<b>Share Capital</b>		
	<b>a) Authorized Shares Capital</b>		
	6,000,000 (P.Y. 6,000,000) Equity share of Rs. 10/- each	60,000,000.00	60,000,000.00
	<b>Total Authorized Shares Capital</b>	<b>60,000,000.00</b>	<b>60,000,000.00</b>
	<b>b) Issued, Subscribed and Paid-up Capital</b>		
	5,708,000 (P.Y. 5,708,000) Equity share of Rs. 10/- each	57,080,000.00	57,080,000.00
	<b>Total Issued, Subscribed and Fully Paid-up Share Capital</b>	<b>57,080,000.00</b>	<b>57,080,000.00</b>
	<b>c) Details of Shareholders Holding More Than 5% Shares In The Company</b>		
	<b>Name of Shareholder</b>	<b>As on 31st March, 2021</b>	<b>As on 31st March, 2020</b>
		<b>No. of Shares held</b>	<b>No. of Shares held</b>
		<b>% of Holding</b>	<b>% of Holding</b>
	Deepchand Kesharchand Parakh	614,810	614,810
		10.77%	10.77%
	Sudarshanabai Deepchand Parakh	1,755,179	1,755,179
		30.74%	30.74%
	Meera Sujit Parakh	293,960	293,960
		5.15%	5.15%
	Rajshree Sunil Parakh	293,710	293,710
		5.15%	5.15%
	Sujit Deepchand Parakh	451,850	451,850
		7.92%	7.92%
	Sunil Deepchand Parakh	286,300	286,300
		5.02%	5.02%
	Sunil Deepchand Parakh (HUF)	321,110	321,110
		5.63%	5.63%

**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
57,080,000.00	-	57,080,000.00



**Notes To Financial Statements For The Year Ended 31st March, 2021**
**Note No. 10 Other Equity**

Particulars	Share application money pending allotment	Equity component of compound financial instruments	Reserves and Surplus				Debt instruments through Other Comprehensive Income	Equity Instruments through Other Comprehensive Income	Effective portion of Cash Flow Hedges	Revaluation Surplus	Exchange differences on translating financial statement	Other item of other comprehensive income	Money received against share warrant	Total
			Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings								
Opening Balance	-	-	-	-	24,000,000	430,744,702	-	-	-	-	-	-	454,744,702	
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	
Restated balance	-	-	-	-	-	-	-	-	-	-	-	-	-	
Total Comprehensive Income for the year	-	-	-	-	-	10,880,484	-	-	-	-	-	-	10,880,484	
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	
Transfer to/from retained earnings	-	-	-	-	-	-	-	-	-	-	-	-	-	
Any other change	-	-	-	-	-	1,725,151	-	-	-	-	-	-	1,725,151	
<b>Closing Balance</b>	-	-	-	-	<b>24,000,000</b>	<b>443,350,337</b>	-	-	-	-	-	-	<b>467,350,337</b>	

**Notes To Financial Statements For The Year Ended 31st March, 2021**

Note No.	Particulars	31st March, 2021 Amount (Rs.)	31st March, 2020 Amount (Rs.)
<b>11</b>	<b>Other non-current Liabilities</b>		
	- Godown Rent Deposit	<b>300,000</b>	-
	<b>Total</b>	<b>300,000</b>	-
<b>12</b>	<b>Current Borrowings</b>		
	<b>a. Secured</b>		
	- from banks		
	i. Cash Credit	-	-
	<b>Total (a)</b>	-	-
	<b>b. Unsecured</b>		
	<b>Total (b)</b>	-	-
	<b>Total (a+b)</b>	-	-
	<b>Bank borrowings are secured by hypothecation of trade receivables, inventories &amp; mortgage of Land, Building, &amp; fixed assets of shikrapur &amp; kurkumbh unit alongwith personal guarantees of -</b>		
	1) Deepchand Kesharchand Parakh		
	2) Sunil Deepchand Parakh		
	3) Sujit Deepchand Parakh		
	4) Pradip Poonamchand Parakh		
<b>13</b>	<b>Trade Payables</b>		
	- Sundry Creditors for Purchases	<b>109,408</b>	1,218,088
	<b>Total</b>	<b>109,408</b>	1,218,088
<b>14</b>	<b>Other Current Liabilities</b>		
	- Sundry Creditors for expenses	<b>5,224,708</b>	4,824,524
	- Advances received from Trade Receivables	<b>299,423</b>	2,035,448
	- Unclaimed Dividends	-	322,341
	<b>Total</b>	<b>5,524,131</b>	7,182,313
<b>15</b>	<b>Current Provisions</b>		
	- Provision For Taxation	<b>2,100,000</b>	3,100,000
	- Statutory Dues Payable	<b>186,364</b>	1,428,728
	- Provision for Expenses	<b>861,972</b>	743,249
	<b>Total</b>	<b>3,148,336</b>	5,271,977

**Notes To Financial Statements For The Year Ended 31st March, 2021**

Note No.	Particulars	31st March, 2021 Amount (Rs.)	31st March, 2020 Amount (Rs.)
<b>16</b>	<b>Revenue From Operations</b>		
	- Sale of products	<b>1,623,766,082</b>	1,572,869,716
	<b>Total</b>	<b><u>1,623,766,082</u></b>	<b><u>1,572,869,716</u></b>
<b>17</b>	<b>Other Income</b>		
	- Godown Rent	<b>3,779,226</b>	4,096,273
	- Interest on Bank Fixed Deposits	<b>96,255</b>	601,002
	- Other Income	<b>57,585</b>	119,770
	<b>Total</b>	<b><u>3,933,066</u></b>	<b><u>4,817,045</u></b>
<b>18</b>	<b>Cost of Materials Consumed</b>		
	Opening Inventory	<b>33,018,440</b>	15,885,155
	Add : Purchases during the year	<b>1,080,577,478</b>	1,097,587,422
	Add : Direct Expenses	<b>65,458,430</b>	58,997,518
	Less : Closing Inventory	<b>(15,875,914)</b>	(33,018,440)
	<b>Total</b>	<b><u>1,163,178,434</u></b>	<b><u>1,139,451,655</u></b>
<b>19</b>	<b>Purchases and attributable expenses of traded goods</b>		
	- Purchases during the year	<b>444,889,870</b>	282,861,587
	- Direct Expenses for purchase	<b>19,631,567</b>	101,290,617
	<b>Total</b>	<b><u>464,521,437</u></b>	<b><u>384,152,204</u></b>
<b>20</b>	<b>(Increase) / Decrease In Inventories of finished Goods</b>		
	Inventories at the beginning of the year	<b>35,053,904</b>	45,890,095
	Less : Inventories at the end of the year	<b>(77,015,256)</b>	(35,053,904)
	<b>Total</b>	<b><u>(41,961,352)</u></b>	<b><u>10,836,191</u></b>
<b>21</b>	<b>(Increase) / Decrease In Inventories of traded Goods</b>		
	Inventories at the beginning of the year	-	-
	Less : Inventories at the end of the year	-	-
	<b>Total</b>	<b><u>-</u></b>	<b><u>-</u></b>

**Notes To Financial Statements For The Year Ended 31st March, 2021**

<b>Note No.</b>	<b>Particulars</b>	<b>31st March, 2021 Amount (Rs.)</b>	<b>31st March, 2020 Amount (Rs.)</b>
<b>22</b>	<b>Employee Benefit Expenses</b>		
-	Director Remuneration	<b>847,200</b>	814,949
-	Salaries, Wages and Bonus	<b>3,846,072</b>	3,633,555
-	Gratuity & Sanugrah Expenses	<b>212,651</b>	179,894
-	Contribution to Employees State Insurance	<b>161,247</b>	222,898
-	Contribution to Labour welfare Fund	<b>7,486</b>	3,864
-	Contribution to Provident Fund	<b>228,374</b>	258,852
-	Leave Encashment Benefits	<b>98,410</b>	103,825
-	House Rent Allowance Expenses	<b>928,688</b>	998,868
-	Staff Welfare Expenses	<b>88,391</b>	435,851
-	Other Expenses	<b>1,673,187</b>	1,835,490
	<b>Total</b>	<b>8,091,706</b>	8,488,046
<b>23</b>	<b>Finance Costs</b>		
-	Bank Interest	<b>4,055,657</b>	4,696,109
-	Bank Processing & Commitment Charges	<b>3,302,033</b>	2,246,039
	<b>Total</b>	<b>7,357,690</b>	6,942,148
<b>24</b>	<b>Depreciation and Amortization Expenses</b>		
-	Depreciation on Tangible Assets	<b>3,454,019</b>	3,845,457
	<b>Total</b>	<b>3,454,019</b>	3,845,457

**Notes To Financial Statements For The Year Ended 31st March, 2021**

<b>Note No.</b>	<b>Particulars</b>	<b>31st March, 2021 Amount (Rs.)</b>	<b>31st March, 2020 Amount (Rs.)</b>
<b>25</b>	<b>Other Expenses</b>		
	- Payment to Auditors	<b>475,000</b>	475,000
	- Insurance Expenses	<b>1,308,706</b>	982,131
	- Lease Rent	-	25,000
	- Legal And Professional Fees	<b>1,444,165</b>	1,217,221
	- Listing Fees Expenses	<b>306,600</b>	324,080
	- Membership & License Fees	<b>183,065</b>	383,290
	- Postage & Telephone Expenses	<b>183,845</b>	515,582
	- Printing, Stationery & Advertisement Expenses	<b>146,840</b>	204,997
	- Profession Tax	<b>2,500</b>	2,500
	- Rent, Rates & Taxes	<b>617,267</b>	592,267
	- Repairs and Maintenance	<b>825,527</b>	829,524
	- Travelling & Conveyance Expenses	<b>417,275</b>	813,094
	- Vehicle running Expenses	<b>105,140</b>	197,724
	- Other Expenses	<b>4,060,800</b>	5,342,580
	<b>Total</b>	<b>10,076,730</b>	11,904,990









# POONA DAL AND OIL INDUSTRIES LIMITED

CIN: L15313PN1993PLC070263

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

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

Phone: (020)26816020, 26816024; Fax: (020) 26816021 Email: [pdoil@pdbmgroup.com](mailto:pdoil@pdbmgroup.com)

**29<sup>th</sup> Annual General Meeting - 30<sup>th</sup> September, 2021**

## Proxy Form

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

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

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

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

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

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

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

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

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

**or failing him**

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

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

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

**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, 30<sup>th</sup> 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:

Resolution Number	Resolution	Vote (please mention number of shares)		
		No. of shares	For	Against
	<b>Ordinary Business</b>			
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. BORANS & Co, Chartered Accountant as a Statutory Auditor for a period of one year.			
	<b>Special Business</b>			
4	Approval for Re-appointment of Mr. Pradip P 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 2021-22			
9	Approval of Related Party Transactions for FY 2021-22			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021.

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

Affix Re.1  
Revenue  
Stamp

Note: This form of Proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**POONA DAL AND OIL INDUSTRIES LIMITED**

**CIN: L15313PN1993PLC070263**

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

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

Phone: (020)26816020, 26816024; Fax: (020) 26816021 Email: [pdoil@pdbmgroup.com](mailto:pdoil@pdbmgroup.com)

**ATTENDANCE SLIP**

**ANNUAL GENERAL MEETING - 30<sup>th</sup> September, 2021**

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

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

I hereby record my presence at the Annual General Meeting of the Company at E-2, Kurkumbh, MIDC,Tal-Daund, Dist-Pune 413802 at 11.00 a.m.

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Electronics Voting Particulars

<b>EVSN(Electronics Voting Sequence Number)</b>	<b>User ID</b>	<b>(Pan/Seq. No.)</b>
<b>210902057</b>		

Note: Please read the complete instructions given under the Note (The instructions for Shareholders voting electronically) to the Notice of Annual General Meeting. The voting starts from 27<sup>th</sup> September,2021 from 9.00 a.m. and ends on 29<sup>th</sup> September,2021 to 5.00 p.m. the voting module shall be disabled by CDSL for voting thereafter.





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