



POONA DAL AND OIL INDUSTRIES LTD.

REGD. OFFICE : 103/104, INDUSTRIAL ESTATE, HADAPSAR, PUNE - 411 013 (INDIA).
TEL.: +91 20-26816020, 26816024, FAX : 26816021, E-mail : pdoil@pdbmgroup.com
CIN : L15313PN1993PLC070263

RESULTS OF E-VOTING AND *POLL* CONDUCTED IN CONNECTION WITH THE 22nd ANNUAL GENERAL MEETING HELD ON 27TH SEPTEMBER, 2014

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with clause 35-B of the Listing agreements entered in to with Stock Exchange, the Company has arranged for electronic voting through Central Depository Services India Limited.

E-voting was made available to members for two days from 9.00 A.M. on 22.09.2014, Monday to 6.00 P.M. on 23.09.2014, Tuesday.

To oversee the E-voting process and Voting by Poll, the Board of Directors of the Company appointed Mr. S. Krishnamurthy, a Practicing Company Secretary (M. No. ACS 7233) in Pune as the scrutinizer.

Mr. S. Krishnamurthy has scrutinized the votes cast through E-voting and Poll and combined the votes cast under both method and submitted his report to the chairman and Managing Director.

The results of E-voting and the Poll were announced by the Chairman at the Annual General Meeting held at on 27th September, 2014 at 103/104, Hadapsar Industrial Estate, Pune - 411013.

The Results are as below:-

Item	Promoter/Public	No. of Votes in favour	No. of votes against	Result
1) Approval of audited accounts for the year ended 31 st March, 2014	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	
2) Re-appointment of Shailesh C. Doshi (DIN 00399599) as Director who retires by rotation and offers himself for re-appointment	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	
3) Re-appointment of M/s. M.Z. Gandhi & Co., Chartered	Promoter and Promoter Group	2540068	0	Pass



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Accountants, (ICAI Firm Registration No. 117819W) as Statutory Auditors of the Company and fixation of their remuneration.	Public Others	5509	0	
4) Re-appointment of Mr. Shailesh C. Doshi (DIN 00399599) as Whole-Time Director of the Company for the tenure of One Year.	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	
5) Appointment of Mr. Jitendra H. Palnitkar (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	
6) Appointment of Mr. Ayushman Mehta (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	2539768	0	Pass
	Public Others	5509	0	
7) Appointment of Mr. Gautam S. Surana (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	
8) Appointment of Mr. Prakash Narvekar (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	
9) Variation in terms of appointment of Mr. Pradip P. Parakh , Managing Director of the Company	Promoter and Promoter Group	2540068	0	Pass
	Public Others	5509	0	

Accordingly, I hereby report that all the resolutions moved at the 22nd Annual General Meeting held on 27.09.2014 were passed with requisite majority.

For POONA DAL AND OIL INDUSTRIES LIMITED

Pradip
CHAIRMAN
PRADIP P. PARAKH



SCRUTINIZER'S REPORT FOR E-VOTING AND POLL AT THE AGM

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

To
Chairman
Poona Dand And Oil Industries Limited
CIN: L15313PN1993PLC070263
103/104, Hadapsar Industrial Estate, Pune - 411013

Dear Sir,

Sub: Scrutinizers Report on e-voting conducted pursuant to the provisions of section 108 Of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management And Administration) Rules, 2014.

I, S. Krishnamurthy, ACS (Membership No. 7233) proprietor of M/s. S. Krishnamurthy & Co., Company Secretaries, Pune have been appointed by the Board of Directors of POONA DAL AND OIL INDUSTRIES LIMITED ("the Company) as a Scrutinizer for the purpose of scrutinizing in a fair and transparent manner and ascertaining the requisite majority on the e-voting carried out in accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the Resolution(s) as set out in the Notice convening the 22nd Annual General Meeting (AGM) of the Company to be held on Saturday, 27th September 2014 at 3. P.M. at 103/104, Hadapsar Industrial Estate, Pune - 411013

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and the Rules made there under in relation to exercising of voting rights through electronic means as set out in the Notice convening the 22nd Annual General Meeting dated 27th September, 2014.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the e-voting process at the 22nd Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out in the Notice convening the 22nd Annual General Meeting, based on the reports generated from the e-voting system provided by Central




S. KRISHNAMURTHY & CO.,
Company Secretaries
Mont Vert Marc, 3rd Floor, S. No. 129/2, Pashan Sus Road, Pune - 411021

Depository Services Limited (CDSL), the Authorized Agency engaged by the Company for providing e-voting facilities.

Further in addition to the above, I submit my report as under:

- The Notice dated 8th August, 2014 convening the Annual General Meeting (AGM) of the Company along with statement setting out material facts under Section 102 of the Companies Act 2013 were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 27th September, 2014.
- The Company has availed the e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company.
- The shareholders of the Company holding shares as on the "cut-off" date of 22nd August, 2014 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 9 in the Notice of the 22nd AGM of Poona Dal And Oil Industries Limited.
- The voting period for e-voting commenced on Monday, 22nd September, 2014 at 9.00 A.M. and ended on Tuesday, 23rd September, 2014 at 6.00 P.M.
- I, as the Scrutinizer unblocked the votes, on 24th September, 2014 at 11.00 a.m. in the presence of Mr. Pavan C. Baldota (the undersigned as Witness No. 1) and Mr. Hanumant Kshirsagar (the undersigned as Witness No. 2) who are not in employment of the Company, in accordance with Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014.

Witness No. 1

Name: Pavan C. Baldota
Address: Isha Sangam, Mkt Yard,
Pune - 411037
Occupation: Service
Signature: 

Witness No. 2

Hanumant Kshirsagar
C/o, Poona Dal And Besan
Mills Pvt. Ltd, Pune - 411013
Service



I now hereby submit my Report on the Result of the E-voting in respect of the said Resolution(s) as under:



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Item	Promoter/Public	No. of Votes in favour	No. of votes against	Result
1) Approval of audited accounts for the year ended 31 st March, 2014	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
2) Re-appointment of Shailesh C. Doshi (DIN 00399599) as Director who retires by rotation and offers himself for re-appointment	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
3) Re-appointment of M/s. M.Z. Gandhi & Co., Chartered Accountants, (ICAI Firm Registration No. 117819W) as Statutory Auditors of the Company and fixation of their remuneration.	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
4) Re-appointment of Mr. Shailesh C. Doshi (DIN 00399599) as Whole-Time Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
5) Appointment of Mr. Jitendra H. Palnitkar (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
6) Appointment of Mr. Ayushman Mehta (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1936058	0	Passed
	Public Others	NIL	NIL	
7) Appointment of Mr. Gautam S. Surana (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
8) Appointment of Mr. Prakash Narvekar (DIN) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	
9) Variation in terms of appointment of Mr. Pradip P. Parakh , Managing Director of the Company	Promoter and Promoter Group	1936358	0	Passed
	Public Others	NIL	NIL	

S. Krishnamurthy
(CP No. 2120)

Place: Pune
Date: 27.09.2014

