



# 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

By Courier

25<sup>th</sup> September, 2015

To,  
The Secretary,  
Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

## **Sub: Proceedings of Twenty Third Annual General Meeting of the Company**

Dear Sir,

We hereby inform you that at the Twenty Third Annual General Meeting concluded today, the following important items of business were transacted as per the notice of the meeting which were approved by the shareholders of the Company by the prescribed process:

1. Adoption of Audited Accounts for the year ended 31<sup>st</sup> March 2015.
2. Appointment Mr. Pradip P. Parakh (holding DIN 00053321) as Director who retired by rotation and was eligible for reappointment.
3. Appointment of M/s. M.Z. Gandhi & Co., Chartered Accountants (Firm Reg. No. 117819W), as Statutory Auditors of the Company who were eligible for reappointment for 2015-16.
4. Re-appointment of Mr. Pradip P. Parakh (holding DIN 00053321) as Managing Director for a period of two year with effect from 1<sup>st</sup> July, 2015.
5. Appointment Mr. Jitendra H. Palnitkar (holding DIN 00053185) as Independent Director for tenure of one year with effect from 8<sup>th</sup> August, 2015.
6. Appointment Mr. Ayushman Mehta (holding DIN 05233289) as Independent Director for tenure of one year with effect from 8<sup>th</sup> August, 2015.



## 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

7. Appointment Mr. Gautam Surana (holding DIN 06923575) as Independent Director for tenure of one year with effect from 8<sup>th</sup> August, 2015.
8. Appointment Mr. Prakash Narvekar (holding DIN 06773062) as Independent Director for a tenure of one year with effect from 8<sup>th</sup> August, 2015.
9. Sell/ Lease or Otherwise dispose off the Whole of the Undertaking of the Company situated at, Gat No. 285/286/287 Nanekarwadi, Chakan, Tal. Khed, Dist. Pune – 410501.
10. Regularization of Appointment of Woman Director Mrs. Geeta Kharade (holding DIN 07099681) as Director of the Company
11. Regularization of Appointment of Mr. Rakesh Singh (holding DIN 06987619) as Director of the Company.
12. Appointment of Mr. Rakesh Singh (holding DIN 06987619) as Whole-Time Director designated as 'Works Director' of the Company's plant located at 366, Kesharnagar, Shikrapur, Tal. Shirur, Dist. Pune for a period of two years with effect from 14<sup>th</sup> October, 2014.

Yours faithfully

For POONA DAL AND OIL INDUSTRIES LIMITED

  
DIRECTOR  
(DIN: 00053321)



**RESULTS OF E-VOTING AND POSTAL BALLOT CONDUCTED IN CONNECTION WITH THE 23<sup>rd</sup> ANNUAL GENERAL MEETING HELD ON 25<sup>TH</sup> SEPTEMBER, 2015**

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 three days from 9.00 A.M. on 22.09.2015, Tuesday to 5.00 P.M. on 24.09.2015, Thursday.

To oversee the overall voting process, the Board of Directors of the Company appointed Mrs. Swapna Mande, a Practicing Company Secretary (M. No. ACS 27245) in Pune as the scrutinizer. Mrs. Swapna Mande has scrutinized the votes cast through E-voting and submitted her report to the Chairman of the Company.

The results of E-voting and the Poll were announced by the Chairman at the Annual General Meeting held at on 25<sup>th</sup> September, 2015 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 <sup>st</sup> March, 2015	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,880	-	
2) Re-appointment of Pradip P. Parakh (DIN 00053321) as Director who retires by rotation and offers himself for re-appointment	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,880	-	
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	22,41,508	-	Pass
	Public Others	5,880	-	
4) Re-appointment of Mr. Pradip P. Parakh (DIN 00053321) as Managing Director of the Company for the tenure of two Year.	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	





# POONA DAL AND OIL INDUSTRIES LTD.

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

5) Appointment of Mr. Jitendra H. Palnitkar (DIN 00053185) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
6) Appointment of Mr. Ayushman Mehta (DIN 05233289) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
7) Appointment of Mr. Gautam S. Surana (DIN 06923575) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
8) Appointment of Mr. Prakash Narvekar (DIN 06773062) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
9) Sell, Lease or otherwise dispose of Undertaking of the Company	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
10) Regularisation of Appointment Of Mrs. Geeta Kharade (holding DIN 07099681) as Director of the Company	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
11) Regularisation of Appointment Of Mr. Rakesh Singh (holding DIN 06987619) as Director of the Company	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	
12) Appointment of Mr. Rakesh Singh (holding DIN 06987619) as Whole-Time Director of the Company	Promoter and Promoter Group	22,41,508	-	Pass
	Public Others	5,187	693	

Accordingly, I hereby report that all the resolutions moved at the 23<sup>rd</sup> Annual General Meeting held on 25.09.2015 were passed with requisite majority.

**For POONA DAL AND OIL INDUSTRIES LIMITED**

  
**CHAIRMAN**  
**PRADIP P. PARAKH**  
**(DIN: 00053321)**



CS SWAPNA MANDE  
& Associates  
Company Secretaries

Off.: B1/, Gururaj Society  
Pune – Satara Road,  
Padmavati, Pune - 411037  
Mobile: +919657722765  
Email : csswapna.mande@gmail.com

SCRUTINIZER'S REPORT FOR E-VOTING AT THE TWENTY THIRD ANNUAL  
GENERAL MEETING

(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, Swapna Mande, ACS (Membership No. 27245) proprietor of M/s. Swapna Mande & Associates, 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 23<sup>rd</sup> Annual General Meeting (AGM) of the Company to be held on Friday, 25<sup>th</sup> September 2015 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 23<sup>rd</sup> Annual General Meeting dated 25<sup>th</sup> September, 2015.



**CS SWAPNA MANDE  
& Associates  
Company Secretaries**

**Off.: B1/, Gururaj Society  
Pune – Satara Road,  
Padmavati, Pune - 411037  
Mobile: +919657722765  
Email : csswapna.mande@gmail.com**

---

**Responsibility as a Scrutinizer**

My responsibility, as a Scrutinizer for the e-voting process at the 23<sup>RD</sup> 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 23<sup>rd</sup> Annual General Meeting, based on the reports generated from the e-voting system provided by Central 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 8<sup>th</sup> August, 2015 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 25<sup>th</sup> September, 2015.
- 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 18<sup>th</sup> September, 2015 were entitled to vote on the proposed resolutions as set out in item nos. 1 to 12 in the Notice of the 23<sup>rd</sup> AGM of Poona Dal And Oil Industries Limited.
- The voting period for e-voting commenced on Tuesday, 22<sup>nd</sup> September, 2015 at 9.00 A.M. and ended on Thursday, 24<sup>th</sup> September, 2015 at 5.00 P.M.
- At the end of evoting period, I have unblocked the electronic votes in the presence of two witnesses, mentioned below, who are not in the employment of the Company, in accordance with Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014.



CS SWAPNA MANDE  
& Associates  
Company Secretaries

Off.: B1/, Gururaj Society  
Pune – Satara Road,  
Padmavati, Pune - 411037  
Mobile: +919657722765  
Email : csswapna.mande@gmail.com

Witness No. 1  
Name: K. Shanta Kumari  
Address: 19, Napier Road, Pune-40  
Occupation: Employed  
Signature: 

Witness No. 2  
Hanuman Kshirsagar  
c/o Poona Dal & Besan  
Mills Pvt. Ltd, Hadapsar  
Industrial Estate, Pune-12  
Employed  
Signature: 

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

Item	Promoter/Public	No. of Votes in favour	No. of votes against
1) Approval of audited accounts for the year ended 31 <sup>st</sup> March, 2015	Promoter and Promoter Group	1642098	-
	Public Others	693	-
2) Re-appointment of Pradip P. Parakh (DIN 00053321) as Director who retires by rotation and offers himself for re-appointment	Promoter and Promoter Group	1642098	-
	Public Others	693	-
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	1642098	-
	Public Others	693	-
4) Re-appointment of Mr. Pradip P. Parakh (DIN 00053321) as Managing Director of the Company for the tenure of two Year.	Promoter and Promoter Group	1642098	-
	Public Others	-	693
5) Appointment of Mr. Jitendra H. Palnitkar (DIN 00053185) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1642098	-
	Public Others	-	693
6) Appointment of Mr. Ayushman Mehta (DIN 05233289) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1642098	-
	Public Others	-	693



CS SWAPNA MANDE  
& Associates  
Company Secretaries


Off.: B1/, Gururaj Society  
Pune – Satara Road,  
Padmavati, Pune - 411037  
Mobile: +919657722765  
Email : csswapna.mande@gmail.com

7) Appointment of Mr. Gautam S. Surana (DIN 06923575) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1642098	-
	Public Others	-	693
8) Appointment of Mr. Prakash Narvekar (DIN 06773062) as Independent Director of the Company for the tenure of One Year.	Promoter and Promoter Group	1642098	-
	Public Others	-	693
9) Sell, Lease or otherwise dispose of Undertaking of the Company	Promoter and Promoter Group	1642098	-
	Public Others	-	693
10) Regularisation of Appointment Of Mrs. Geeta Kharade (holding DIN 07099681) as Director of the Company	Promoter and Promoter Group	1642098	-
	Public Others	-	693
11) Regularisation of Appointment Of Mr. Rakesh Singh (holding DIN 06987619) as Director of the Company	Promoter and Promoter Group	1642098	-
	Public Others	-	693
12) Appointment of Mr. Rakesh Singh (holding DIN 06987619) as Whole-Time Director of the Company	Promoter and Promoter Group	1642098	-
	Public Others	-	693

Place: Pune

Date: 25/09/2015



  
Swapna Mande  
(CP No. 9994)