



POONA DAL AND OIL INDUSTRIES LTD.

OFFICE : 71/A, INDUSTRIAL ESTATE, HADAPSAR, PUNE - 411 013 (INDIA).
TEL.: +91 20-26816020, 26816024, FAX : 26816021, E-mail : pdoil@pdbmgroup.com
CIN : L15313PN1993PLC070263

GIST OF THE PROCEEDINGS OF THE 24TH ANNUAL GENERAL MEETING OF MEMBERS OF POONA DAL AND OIL INDUSTRIES LIMITED HELD ON FRIDAY THE 23RD SEPTEMBER, 2016 AT THE REGISTERED OFFICE OF THE COMPANY AT 71/A, INDUSTRIAL ESTATE, HADASSAH, PUNE-411013 AT 3.00 P.M.

PRESENT:

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

Mr. Abhijit A. Rathod	Chief Financial Officer
Ms. Swati A. Kankariya	Company Secretary and Compliance Officer
Mr. Mahendra Gandhi	M/s. M.Z. Gandhi & Co. (Statutory Auditor)
Mr. Rohit Ravikiran Kulkarni	M/s. Rohit Kulkarni & Co. (Secretarial Auditor & Scrutinizer)

Total 20 members (including 1 Proxy) attended the 24th Annual General Meeting (the "AGM" or the meeting)

Mr. Mayur Sopan Ghule, Director of the Company, occupied the chair and presided over the meeting. The chairman after ascertaining that requisite quorum was present, called the Meeting to order.

The Chairman welcomed the members to the 24th Annual General Meeting and commenced the proceedings of the Meeting.

The Chairman address the meeting, several members asked questions and sought clarification and gave their suggestion.

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

Thereafter, the poll process through ballot poll was ordered and the members voted in the Meeting on all 12 resolutions using ballot form.

The following item of business as per 24th AGM notice date 10th August, 2016, was transacted at the meeting and the members passed the following resolution with requisite majority.



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Ordinary Business

1. Adopt the audited financial statements for the financial year ended 31st March, 2016 and the reports of the Directors' the auditors' and thereon;
2. Appointment of Mr. Pradip Parakh (DIN: 00053321) who retires by rotation and being eligible, seeks re-appointment.
3. Appointment of Mr. Rakesh Singh (DIN: 06987619) , who retires by rotation and being eligible, seeks re-appointment.
4. Appointment of M.Z. Gandhi & Co., Chartered Accountant (Firm Reg.No.117819W) as Statutory Auditor who was eligible for re-appointment.

Special Business

5. Regularization of appointment of Mr. Shankar S. Jagtap (DIN: 07395002) as a Whole Time Director of the company.
6. Adoption of New set of Articles of Association as per Companies Act,2013
7. Adoption of new set of Memorandum of Association as per Companies act,2013
8. Appointment of Mr. Mayur Sopan Ghule (DIN:7589305) as an Independent Director of the company for a period of five years w.e.f. 10th August,2016
9. Appointment of Ms. Ligy George (DIN: 07589299) as an Independent Director of the company for a period of five years w.e.f. 10th August,2016
10. Appointment of Mr. Kevalchand Muthiyan (DIN: 07597879) as an Independent Director of the company for a period of five years w.e.f. 25th August, 2016
11. Approval of Cost Audit Fees for Financial Year 2016-17
12. Approval of Borrowing Limit in Consortium Finance pursuant to section 180(1)(c) of the companies Act,2013.

FOR POONA DAL AND OIL INDUSTRIES LIMITED


DIRECTOR

(DIN: 07589305)





POONA DAL AND OIL INDUSTRIES LIMITED
24TH ANNUAL GENERAL MEETING
23.09.2016

Details regarding the voting results of the Annual General Meeting of Poona Dal & Oil Industries Limited held on 23rd September 2016 pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the Annual General Meeting	23 rd September 2016
Total number of shareholders on record date	4268
No. of shareholders present in the meeting either in person or through proxy	20
• Promoters and Promoter Group	8
• Public	12
No. of shareholders attended the through video conferencing	No video conferencing
• Promoters and Promoter Group	Not Applicable
• Public	Not Applicable

Agenda – wise

Item No. 1 – Adoption of the Audited Statement of Profit and Loss for the year ended on 31st March 2016 and the Balance Sheet as on that date together with Report of Auditors and Directors of the Company thereon and annexure thereto.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0



POONA DAL AND OIL INDUSTRIES LIMITED

24TH ANNUAL GENERAL MEETING

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Item No. 2 – Re-appointment of Mr. Pradip Poonamchand Parakh (DIN 00053321) as Managing Director of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)*100$	$7=[(5)/(2)*100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0

Item No. 3 – Re-appointment of Mr. Rakesh Virendra Singh (DIN 06987619) as Director of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)*100$	$7=[(5)/(2)*100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0



POONA DAL AND OIL INDUSTRIES LIMITED

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Item No. 4 – Re-appointment of M/s. M. Z. Gandhi & Co., Chartered Accountants, Pune as Auditors of the Company from the conclusion of this meeting till the conclusion of 25th Annual General Meeting.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0

Item No. 5 – Appointment of Shri. Shankar S. Jagtap as a Whole – time Director of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			No					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=\frac{(2)}{(1)}*100$	4	5	$6=\frac{(4)}{(2)}*100$	$7=\frac{(5)}{(2)}*100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0



POONA DAL AND OIL INDUSTRIES LIMITED

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23.09.2016

Item No. 6 – Adoption of new set of Articles of Association of the Company.

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0

Item No. 7 – Adoption of new set of Memorandum of Association of the Company.

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0



POONA DAL AND OIL INDUSTRIES LIMITED

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23.09.2016

Item No. 8 – Appointment of Mr. Mayur Sopan Ghule (DIN 07589305) as an Independent Director of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)*100$	$7=[(5)/(2)*100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0

Item No. 9 – Appointment of Ms. Ligy George (DIN 07589299) as an Independent Director of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3=[(2)/(1)]*100$	4	5	$6=[(4)/(2)*100$	$7=[(5)/(2)*100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0



POONA DAL AND OIL INDUSTRIES LIMITED
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Item No. 10 – Appointment of Mr. Kevalchand Manikchand Muthiyar (DIN 07597879) as an Independent Director of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0				
	Poll	0	0					
	Total	0	0					
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0

Item No. 11 – Ratification of remuneration payable to M. R. Pandit & Associates, Cost Accountants of the Company.

Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = \frac{(2)}{(1)} * 100$	4	5	$6 = \frac{(4)}{(2)} * 100$	$7 = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	00
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0



POONA DAL AND OIL INDUSTRIES LIMITED
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23.09.2016

Item No. 12 – Authorizing the Board of Directors to borrow money under Section 180(1)(c) of the Act but not exceeding Rs. 300 Crores. Authorizing the Board of Directors to borrow money under Section 180(1)(c) of the Act but not exceeding Rs. 300 Crores.

Resolution required: (Ordinary / Special)			Special					
Whether promoter / promoter group are interested in the agenda / resolution?			NO					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour of votes polled	% of Votes against on votes polled
		1	2	$3 = [(2)/(1)] * 100$	4	5	$6 = [(4)/(2)] * 100$	$7 = [(5)/(2)] * 100$
Promoter and Promoter Group	E-Voting	4017219	1642098	40.87	1642098	0	100	0
	Poll	4017219	599410	14.92	599410	0	100	0
	Total	4017219	2241508	55.79	2241508	0	100	0
Public – Institutions	E-Voting	0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0
	Total	0	0	0	0	0	0	0
Public – Non Institutions	E-Voting	1690781	1	0.0000	1	0	100	0
	Poll	1690781	8989	0.0053	8989	0	100	0
	Total	1690781	8990	0.0053	8990	0	100	0
Total		5708000	2250499	39.42	2250499	0	100	0





CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

FORM NO. MGT-13

Report of Scrutinizer(s)

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

To,
Shri. Pradip Poonamchand Parakh,
Managing Director,
Poona Dal & Oil Industries Limited,
Hadapsar, Pune – 411 013

Result of voting through poll conducted at the 24th Annual General Meeting of equity shareholders of Poona Dal & Oil Industries Limited held on Friday, 23rd September 2016 at the registered office of the Company.

Dear Sir

I, CS Rohit Ravikiran Kulkarni, a Practicing Company Secretary located at Pune, appointed as Scrutinizer for the purpose of poll taken on the below mentioned resolution(s), at the 24th Annual General Meeting of the Company held on Friday, 23rd September 2016, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification mark placed by me.
2. The locked ballot box was subsequently opened in my presence and in the presence of two witnesses Ms. Sanjana Hinge and Mr. Chaitanya Date and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The result of the Poll is as under:

Item No. 1 – Ordinary Resolution – Adoption of the Audited Statement of Profit and Loss for the year ended on 31st March 2016 and the Balance Sheet as on that date together with Report of Auditors and Directors of the Company thereon and annexures thereto.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
18 20	608400	100%

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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 2 – Ordinary Resolution – Re-appointment of Mr. Pradip Poonamchand Parakh (DIN 00053321) as Managing Director of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	638409	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

iv. Abstain from voting

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

Item No. 3 – Ordinary Resolution – Re-appointment of Mr. Rakesh Virendra Singh (DIN 06987619) as Director of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
10	608400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

Item No. 4 – Ordinary Resolution – Re-appointment of M/s. M. Z. Gandhi & Co., Chartered Accountants, Pune as Auditors of the Company from the conclusion of this meeting till the conclusion of 25th Annual General Meeting.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	608400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 5 – Ordinary Resolution – Appointment of Shri. Shankar S. Jagtap as a Whole – time Director of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	608400	100%

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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 6 – Special Resolution – Adoption of new set of Articles of Association of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
10 20	608400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

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Practicing Company Secretary

iv. Abstain from voting

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

Item No. 7 – Special Resolution – Adoption of new set of Memorandum of Association of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	608400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 8 – Ordinary Resolution – Appointment of Mr. Mayur Sopan Ghule (DIN 07589305) as an Independent Director of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	608400	100%

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ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 9 – Ordinary Resolution – Appointment of Ms. Ligy George (DIN 07589299) as an Independent Director of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	608400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

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Practicing Company Secretary

iv. Abstain from voting

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

Item No. 10 – Ordinary Resolution – Appointment of Mr. Kevalchand Manikchand Muthiyar (DIN 07597879) as an Independent Director of the Company.

i. Voted in favour of the resolution

ii.

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
23	508400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 11 – Ordinary Resolution – Ratification of remuneration payable to M. R. Pandit & Associates, Cost Accountants of the Company.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	508400	100%

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Practicing Company Secretary

ii. Voted against the resolution

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

iii. Invalid votes

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

iv. Abstain from voting

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

Item No. 12 – Special Resolution – Authorizing the Board of Directors to borrow money under Section 180(1)(c) of the Act but not exceeding Rs. 300 Crores.

i. Voted in favour of the resolution

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
20	608400	100%

ii. Voted against the resolution

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

iii. Invalid votes

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

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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

iv. Abstain from voting

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

4. A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
5. The poll papers and all other relevant records were sealed and handed over to the Managing Director of the Company as authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

P. Kulkarni

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



Witness No. 1:

Sanjana

Witness No. 2:

CS

Place : Pune
Date : 23.09.2016

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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

REPORT OF SCRUTINIZER

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

To,
Shri. Pradip Poonamchand Parakh,
Managing Director,
Poona Dal & Oil Industries Limited,
Hadapsar, Pune – 411 013

Dear Sir

I, CS Rohit Ravikiran Kulkarni, a Practicing Company Secretary located at Pune, appointed as Scrutinizer for the purpose of the e-voting taken on the below mentioned resolution(s), as mentioned in the Notice for the 24th Annual General Meeting of the Company to be held on Friday, 23rd September 2016, submit my report as under:

1. The e-voting facility to the shareholders was kept open for a period of 3 days from 20th September 2016 to 22th September 2016.
2. After the end of the voting period, I have downloaded the data regarding e-voting from the official website of the Central Depository Services (India) Ltd. (CDSL), in the presence of two witnesses Ms. Sanjana Hinge and Shri. Chaitanya Date.
3. The result of the e-voting is as stated under:

Item No. 1 – Ordinary Resolution – Adoption of the Audited Statement of Profit and Loss for the year ended on 31st March 2016 and the Balance Sheet as on that date together with Report of Auditors and Directors of the Company thereon and annexures thereto.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		



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Practicing Company Secretary

Item No. 2 – Ordinary Resolution – Re-appointment of Mr. Pradip Poonamchand Parakh (DIN 00053321) as Managing Director of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 3 – Ordinary Resolution – Re-appointment of Mr. Rakesh Virendra Singh (DIN 06987619) as Director of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 4 – Ordinary Resolution – Re-appointment of M/s. M. Z. Gandhi & Co., Chartered Accountants, Pune as Auditors of the Company from the conclusion of this meeting till the conclusion of 25th Annual General Meeting.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%



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ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 5 – Ordinary Resolution – Appointment of Shri. Shankar S. Jagtap as a Whole – time Director of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 6 – Special Resolution – Adoption of new set of Articles of Association of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		



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Practicing Company Secretary

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 7 – Special Resolution – Adoption of new set of Memorandum of Association of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 8 – Ordinary Resolution – Appointment of Mr. Mayur Sopan Ghule (DIN 07589305) as an Independent Director of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		



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CS ROHIT RAVIKIRAN KULKARNI

Practicing Company Secretary

Item No. 9 – Ordinary Resolution – Appointment of Ms. Ligy George (DIN 07589299) as an Independent Director of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 10 – Ordinary Resolution – Appointment of Mr. Kevalchand Manikchand Muthiyan (DIN 07597879) as an Independent Director of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 11 – Ordinary Resolution – Ratification of remuneration payable to M. R. Pandit & Associates, Cost Accountants of the Company.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

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Practicing Company Secretary

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

Item No. 12 – Special Resolution – Authorizing the Board of Directors to borrow money under Section 180(1)(c) of the Act but not exceeding Rs. 300 Crores.

i. Voted in favour of the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
6	1642099	100%

ii. Voted against the resolution

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

iii. Abstained from voting

No. of members voted in e-voting	No. of votes cast (Shares) in e-voting	% of total number of valid votes cast
----- Nil -----		

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

Thanking you,
Yours faithfully,


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



Witness No. 1: 

Witness No. 2: 

Place : Pune

Date : 23.09.2016

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