



POONA DAL AND OIL INDUSTRIES LTD

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

Dated 30th August, 2018

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

BSE scrip code: 519359

Sub: 26th Annual General Meeting ('AGM') of the company

Dear Sir/Madam

Pursuant to applicable regulations of SEBI (Listing obligation and disclosure Requirement) Regulation, 2015, and the provisions of Companies Act, 2013, rules made there under, the following submissions to the exchange is made for the 26th Annual general Meeting of the company:

1. Regulation 30: Proceedings of 26th AGM of the company held on Thursday the 30th August, 2018 at 3.00 p.m. at the registered office of the company at 71/A, Industrial Estate, Hadapsar, Pune-411013
2. Regulation 44(3) : details of Voting results.
3. Section 108 of the Companies Act, 2013: Scrutinizer's Report dated 30th August, 2018

Kindly take above on the record and acknowledge.

For Poona Dal and Oil Industries Limited

Pradip P. Parakh
Managing Director
(DIN: 00053321)





ROHIT KULKARNI & ASSOCIATES

COMPANY SECRETARIES

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 26th Annual General Meeting of equity shareholders of Poona Dal & Oil Industries Limited held on Thursday the 30th August 2018 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 26th Annual General Meeting of the Company held on Thursday the 30th day of August, 2018 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 CS. Sanjana Hinge and CS. Shirang Ketkar 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 2018 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 (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%

ii. Voted against the resolution (physical)

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



iii. Invalid votes (Physical)

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

iv. Abstain from voting (Physical)

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

Item No. 2 – Ordinary Resolution – Re-appointment of Mr. Rakesh Virendra Singh (DIN: 06987619) who retires by rotation and being eligible, seeks re-appointment.

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%

ii. Voted against the resolution (physical)

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

iii. Invalid votes (Physical)

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

iv. Abstain from voting (Physical)

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

Item No. 3 – Ordinary Resolution – Appointment of Auditors (M/s Shrishti Agarwal & Associates, Chartered Accountants until the conclusion of 27th AGM held for Financial Year ending on 31.03.2019.



i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%

ii. Voted against the resolution (physical)

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

iii. Invalid votes (Physical)

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

iv. Abstain from voting (Physical)

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

Item No. 4 – Special Resolution – Sale of undertaking under section 180 (1) (a) of the Companies Act, 2013.

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%

ii. Voted against the resolution (physical)

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

iii. Invalid votes (Physical)

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



iv. Abstain from voting (Physical)

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

Item No. 5 – Special Resolution – Shifting of Registered Office of the Company from 71/A, Industrial Estate, Hadapsar, Pune – 411 012 to E-2, MIDC, Kurkumb, Tal-Daund, Pune – 413 801

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%

ii. Voted against the resolution (physical)

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

iii. Invalid votes (Physical)

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

iv. Abstain from voting (Physical)

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

Item No. 6 – Ordinary Resolution – Approval of Cost Audit Fees payable to M. R. Pandit & Associates, Cost Accountants.

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%



ii. Voted against the resolution (physical)

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

iii. Invalid votes (Physical)

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

iv. Abstain from voting (Physical)

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

Item No. 7 - ^{Special} Resolution - Related Party Transaction pursuant to Section 188 of the Companies Act, 2013.

i. Voted in favour of the resolution (Physical)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
17	1064265	100%

ii. Voted against the resolution (physical)

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

iii. Invalid votes (Physical)

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

iv. Abstain from voting (Physical)

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



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- ROHIT KULKARNI & ASSOCIATES
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,

Rohit Kulkarni

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



Witness No. 1:

Sanjana

Witness No. 2:

S.H.

Place : Pune
Date : 30.08.2018



ROHIT KULKARNI & ASSOCIATES

COMPANY SECRETARIES

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,
71/A 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 26th Annual General Meeting of the Company to be held on Thursday the 30th day of August 2018, submit my report as under:

1. The e-voting facility to the shareholders was kept open for a period of 3 days from 27th August 2018 to 29th August 2018.
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 CS Sanjana Hinge and CS Shrirang Ketkar.
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 2018 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 (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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



iii. Abstain from voting

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

Item No. 2 – Ordinary Resolution – Re-appointment of Mr. Rakesh Virendra Singh (DIN: 06987619) who retires by rotation and being eligible, seeks re-appointment.

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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

iii. Abstain from voting

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

Item No. 3 – Ordinary Resolution – Appointment of Auditors (M/s Shrishti Agarwal & Associates, Chartered Accountants until the conclusion of 27th AGM held for Financial Year ending on 31.03.2019.

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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



iii. Abstain from voting

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

Item No. 4 – Special Resolution – Sale of undertaking under section 180 (1) (a) of the Companies Act, 2013.

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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

iii. Abstain from voting

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

Item No. 5 – Special Resolution – Shifting of Registered Office of the Company from 71/A, Industrial Estate, Hadapsar, Pune – 411 012 to E-2, MIDC, Kurkumb, Tal-Daund, Pune – 413 801

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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

iii. Abstain from voting

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



Handwritten signature/initials

Item No. 6 – Ordinary Resolution – Approval of Cost Audit Fees payable to M. R. Pandit & Associates, Cost Accountants.

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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

iii. Abstain from voting

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

Item No. 7 – ^{Special} Resolution – Related Party Transaction pursuant to Section 188 of the Companies Act, 2013.

i. Voted in favour of the resolution (Evoting)

No. of members present and voting (in person or by proxy)	No. of votes cast by them	% of total number of valid votes cast
4	2663700	100%

ii. Voted against the resolution (Evoting)

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

iii. Abstain from voting

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

5. A file containing a list of equity shareholders who voted "FOR", "AGAINST" and those who abstained from voting for each resolution is enclosed.



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6. The electronic data and all other relevant records related to this e-voting were sealed and handed over to the Managing Director of the Company as authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,

Rohit

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



Witness No. 1:

Banjara

Witness No. 2:

S.H.

Place : Pune
Date : 30.08.2018