



OLYMPIC CARDS LTD

A HOME FOR WEDDING CARDS

(Regd. Off. : 195, N.S.C. Bose Road, Chennai - 600 001)



23rd

ANNUAL REPORT

2014 - 2015

M/s.OLYMPIC CARDS LIMITED
Registered Office : 195, N.S.C. Bose Road, Chennai - 600 001

FINANCIAL HIGHLIGHTS					
	₹	₹	₹	₹	₹
PARTICULARS	2010-2011	2011-2012	2012-2013	2013-2014	2014-2015
Share Capital	85,189,000	163,087,000	163,087,000	163,087,000	163,087,000
Reserves & Surplus	25,212,843	199,127,494	213,243,050	229,090,945	216,373,878
Net Worth	110,401,843	362,214,494	376,330,050	392,177,945	379,460,878
Return on Capital Employed	20.40 %	10.73 %	9.33 %	12.30 %	6.05 %
Fixed Assets (Net)	130,277,106	132,118,990	190,866,679	490,850,049	534,196,869
Sales/ Other Income	391,010,765	437,873,145	496,889,520	538,127,846	550,730,143
Gross Profit / (Loss)	100,916,614	100,492,117	109,125,455	135,213,642	152,278,760
Interest / Finance Charges	28,670,214	20,804,245	25,434,941	31,513,380	43,937,928
Depreciation	6,418,482	5,905,338	6,404,957	8,121,668	28,688,188
Current Tax	10,529,265	11,764,752	12,990,855	7,133,021	882,181
Deffered Tax	3,586,322	85,459	800,674	5,751,979	2,397,650
Net Profit / Loss	35,981,117	35,654,075	40,097,746	39,407,672	39,407,673
Dividend (Including Tax)	4,446,393	5,685,213	11,372,627	13,356,255	9,593,348
Dividend (%)	5%	3%	6%	7%	5%
Earnings Per Share	2.57	1.46	1.61	1.63	0.08

BOARD OF DIRECTORS

H. Noor Mohamed

Managing Director - DIN : 00269456

N. Mohamed Faizal

Whole Time Director - DIN : 00269448

N. Mohamed Iqbal

Whole Time Director - DIN : 01259155 (Till 31.03.2015)

S. Jarina

Whole Time Director - DIN : 00269434 (w.e.f. 31.03.2015)

Abdul Latif Ameer Ali

Independent Director - DIN : 02111528

Ramanathan Lakshmanan

Independent Director - DIN : 00269439

Dr. S. Amuthakumar

Independent Director - DIN : 03139309

Audit Committee

Abdul Latif Ameer Ali

- Chairman

Ramanathan Lakshmanan

- Member

Dr. S. Amuthakumar

- Member

Auditors:

M/s C.S. Hariharan & Co.,

Chartered Accountants

'Bagirathi' Ground Floor

112/249, Royapettah High Road, Chennai – 014.

Phone : 044 - 45000141 / 42

E-mail : cshariharan01@yahoo.co.in

Company Secretary & Compliance Officer :

N. Gopalswamy - Till 12.08.2014

K. Rafee Ahammed - w.e.f 12.08.2014

Bankers:

Axis Bank Ltd., Chennai-600002.

HDFC Bank Ltd., Mylapore, Chennai - 600004.

ICICI Bank Ltd., Chennai-600001.

City Union Bank Ltd., Chennai - 600001.

Lakshmi Vilas Bank Ltd., Chennai-600004.

Registered Office:

195, N.S.C. Bose Road, Chennai - 600 001.

CIN: L65993TN1992PLC022521

Telephone: 044 - 2538 0652 / 4292 1000

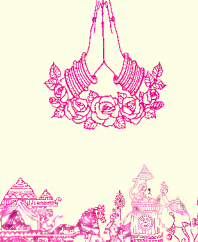
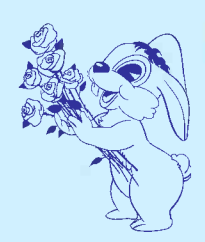
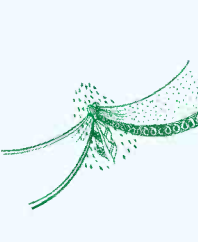
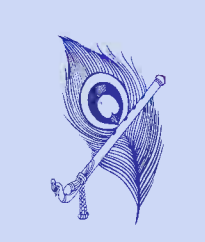
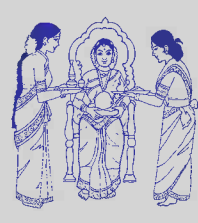
Fax: 044 - 2539 0300

E-mail: office@oclwed.com

Website: www.oclwed.com

Plant Location :

Kannigaiper, Thiruvallur District, Tamilnadu.



CONTENTS

Contents	Page No.
Notice to the shareholders	: 1
Directors' Report and Management Discussion & Analysis Report	: 10
Report on Corporate Governance	: 43
Auditors' Report	: 55
Balance Sheet	: 59
Statement of Profit & Loss	: 60
Cash Flow Statement	: 61
Notes to Financial Statements	: 62



Form A


(Pursuant to Clause 31 (a) of the Listing Agreement)

1. Name of the Company	OLYMPIC CARDS LIMITED
2. Annual Financial Statement for the year ended	31st March 2015
3. Type of Audit observation	Unqualified Audit Report
4. Frequency of observation	Not Applicable


For OLYMPIC CARDS LIMITED

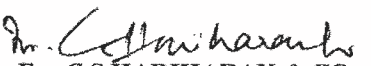

(H. NOOR MOHAMED)
 Managing Director
 (DIN:00269456)


For OLYMPIC CARDS LIMITED


(R. DHANASEKARAN)
 Chief Financial Officer
 (PAN NO.AGRPD8712H)

For OLYMPIC CARDS LIMITED


(ABDUL LATIF AMEER ALI)
 Chairman – Audit Committee
 (DIN No.02111528)


For C.S.HARIHARAN & CO
 Chartered Accountants
 FRN 001086S


C.S. HARIHARAN
 Partner-M.No.216277



NOTICE

NOTICE is hereby given that the 23rd Annual General Meeting of the Shareholders of M/s. OLYMPIC CARDS LIMITED will be held at “**NARADHAGANASABHA TRUST (Regd), MINI HALL, 314, T.T.K. Road, Chennai-600 018, at 3 P.M. on Tuesday, 15th September, 2015** to transact the following business:

ORDINARY BUSINESS:

1. ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015 and the Profit & Loss Statement and the Cash Flow Statement for the year ended on that date together with Directors' Report and Auditor's Report thereon.

2. DECLARATION OF DIVIDEND

To declare 5% (Rs.0.50 per equity share) dividend on Equity Shares of 1,63,08,700 of Rs.10 each for the year ended 31st March 2015.

3. REAPPOINTMENT OF DIRECTORS:

To appoint a Director in the place of **Mr. N.Mohamed Faizal (DIN: 00269448)** who retires by rotation and being eligible offers himself for re-appointment.

4. RATIFICATION OF AUDITORS' APPOINTMENT:

To ratify the appointment of auditors and to fix their remuneration and in this connection to consider and if thought fit, to pass, with or without modification(s), the following as an ORDINARY RESOLUTION

“RESOLVED THAT pursuant to provisions of Section 139, 141, 142, 143(B) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any amendment, modification, variation or re-enactment thereof, the company do hereby ratify the appointment of M/S. C.S. Hariharan & Co. (FR No.001086S), Chartered Accountants, Chennai, as statutory auditors of the company for the financial year 2015-16, pursuant to resolution passed by the members at the 22nd Annual General Meeting held on 11th September, 2014 to hold office till the conclusion of the 25th Annual General Meeting to be held for the financial year 2016-17, at such remuneration as may be agreed between the company and the auditors including reimbursement out of pocket expenses incurred by them in connection with the Company's audit for the financial year 2015-16.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the remuneration payable to M/S. C.S. Hariharan & Co. (FR No.001086S), Chartered Accountants, Chennai, for the subsequent financial years, subject to recommendation of the members of Audit committee”.

SPECIAL BUSINESS:

5. APPOINTMENT OF MRS. S. JARINA AS DIRECTOR: (DIN : 00269434)

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

"RESOLVED THAT Mrs. S.Jarina, (DIN : 00269434) who was appointed as an additional director of the company, by a resolution passed by the Board of Directors in its meeting held on 31st March 2015, under section 161(1) and other applicable provisions of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as a Director of the Company."

"RESOLVED FURTHER THAT Mr. H. NOORMOHAMED, Managing Director of the Company be hereby authorized to file e-form DIR-12 and other documents with the Registrar of Companies and further to do all such acts, deeds and things and execute such other documents as may be necessary for the purpose of giving effect to this resolution including making necessary entries in the Statutory Registers prescribed under the Companies Act, 2013".

6. RE-APPOINTMENT OF WHOLE-TIME DIRECTOR MR. N.MOHAMED FAIZAL (DIN: 00269448):

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification or re-enactment thereof) read with Schedule V to the Act, the consent of the Company be and is hereby accorded for the reappointment of Mr. Mohamed Faizal who was appointed as a Whole time Director of the company from 01.12.2012 for a period of 3 years ending on 30.11.2015 as the Whole-time director for a period of 3 years commencing from 01.12.2015 on the terms as set out in the Explanatory Statement attached to the Notice and is liable to retire by rotation".

Regd.Office:

OLYMPIC CARDS LIMITED,
195, N.S.C. Bose Road, Chennai - 600 001.
CIN: L65993TN1992PLC022521
Telephone: 044 - 2538 0652 / 4292 1000
Fax: 044 - 2539 0300
E-mail: office@oclwed.com
Website: www.oclwed.com

BY ORDER OF THE BOARD
For **OLYMPIC CARDS LIMITED**

K. RAFEE AHAMMED
COMPANY SECRETARY

Date: 27.05.2015

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ABOVE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED AT THE REGISTERD OFFICE OF THE COMPANY NOT LATER THAN 48(FORTY EIGHT) HOURS BEFORE THE TIME FIXED FOR HOLDING THE MEETING; IN DEFAULT, THE INSTRUMENT OF PROXY SHALL BE TREATED AS INVALID.

2. A person shall not act as a proxy on behalf of Members exceeding fifty in number and holding in the aggregate more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Share Transfer Registers will remain closed from 09th September, 2015 to 14th September, 2015 (both days inclusive) in connection with the Annual General Meeting and for the purpose of payment of Dividend. It is further informed that dividend on equity shares, on declaration at the AGM, will be paid/dispatched on or before 12th October, 2015:
 - i) In respect of shares held in physical form, to those members whose names appear on the Register of Members on 08th September, 2015 and;
 - ii) In respect of shares held in electronic form, to those members whose names appear in the list of beneficial owners furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Depositories, as per the details furnished by the Depositories for the purpose.
4. Members/ Proxies should bring the attendance slip duly filled in and signed and has to be handed over the same at the entrance hall for attending the meeting. Members are requested to indicate their Folio no/ DP ID and Client ID numbers in the attendance slip.
5. Members are requested to furnish the details of their nomination (if not already sent) in the prescribed form to M/s. Cameo Corporate Services Limited, Chennai, the Registrars and Share Transfer Agent (RTA) of the company. The prescribed form can be obtained from the Company's Registrar and Share Transfer Agent.
6. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit the PAN to their respective depository participants. Members holding shares in physical form can submit their PAN details to the Company or the Registrar & Transfer Agents.
7. Members are requested to bring their copy of the Annual Report to the meeting, as the same will not be distributed at the meeting.
8. In terms of the Green Initiative in Corporate Governance of the Ministry of Corporate Affairs, communicated vide General Circular No. 17/2011 dated 21-04-2011 read with General Circular No. 18/2011 dated 29-04-2011, the Annual Reports, notice of meetings and other statutory documents required to be furnished by the Company to the Members can be sent in electronic mode. For this purpose, the Members are requested to register their email addresses with the RTA for receiving the aforesaid information in electronic mode.

9. Voting through Electronic Means:

I. 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 members facility to exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

(A) The voting period begins on 12th Sep. 2015 (9.00 am) and ending on 14th Sep. 2015 (5.00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 8th September, 2015 (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Select "OLYMPIC CARDS LIMITED" from the drop down menu and click on "SUBMIT"
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, 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 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:
- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly 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) 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 <Company Name> (viz. OLYMPIC CARDS 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 Resolutions.
- (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.

Fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form/ in Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <p>*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.</p> <p>In case of the sequence number is less than 8 digits enter the applicable number 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. S.No. mentioned in your address label can be used as Sequence No. for the purpose.</p>	
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#	<p>Enter the Dividend Bank Details as recorded in your Demat account or in the company records for the said Demat account or folio.</p> <p>Please enter the DOB or Dividend Bank details in order to log on. If the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field.</p>	

For Members holding shares in Demat Form and Physical Form

- (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 changed 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 (i.e. other than Individuals, HUF and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register them as Corporate.

*A scanned copy of the Registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@csdlindia.com.

*After receiving the login details they have to create 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@csdlindia.com. And on approval of the accounts they would be able to cast their vote.