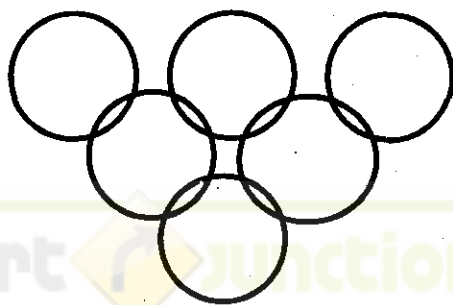


**Tenth Annual Report
1998 - 99**



Report  junction.com

Olympia Industries Limited

**OLYMPIA INDUSTRIES LIMITED****CORPORATE DIRECTORY****BOARD OF DIRECTORS :**

Shri. Arun Jaswantlal

Shri. Niraj Anand

Shri. R.R. Kanoongo

Shri. Navin Pansari

REGISTERED OFFICE :

309, Nirma Plaza
Makwana Road, Marol,
Andheri (East),
Mumbai - 400 059.

MANUFACTURING FACILITIES :

Block No.284, Plot No. 4&5
Mota Borasara
Kim - 394 110
Dist. Surat, Gujarat.

S.No. 441/2,4,6 Village Mahim
Palghar - 401 404
Dist. Thane
Maharashtra

AUDITORS :**CPM & Associates**

Chartered Accountants
32, Nityanand Nagar III
Andheri (East)
Mumbai 400 069

FINANCIAL INSTITUTION :**Industrial Development Bank of India****BANKER :****Union Bank of India****LEGAL ADVISOR :****Matubhai Jamietram**

Advocates, Solicitors & Notary
Lentin Chambers,
Dalal Street, Fort,
Mumbai - 400 023

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NOTICE**TO THE MEMBERS**

NOTICE is hereby given that the 10th Annual General Meeting of the Members of OLYMPIA INDUSTRIES LIMITED will be held on Saturday, the 25th September, 1999 at Hotel Kumaria Presidency, Andheri Kurla Road, Andheri (East), Mumbai - 400 059 at 11 A.M. to transact the following business :

ORDINARY BUSINESS :-

1. To receive, consider and adopt the Audited Profit and Loss Account of the Company for the year ended 31st March, 1999 and the Balance Sheet as at that date together with Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Arun Jaswantlal, who retires by rotation and, being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Navin Pansari who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint Auditors and fix their remuneration.

SPECIAL BUSINESS :-

5. 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 guidelines issued by Securities and Exchange Board of India (SEBI) for the voluntary delisting of Securities from the Stock Exchanges and subject to the approval of the concerned Stock Exchange under the Listing Agreement entered with it by the Company for the listing of Equity Shares of the Company with it, the consent of the Company be and is hereby accorded to the delisting of the Equity Shares of the Company on the Calcutta, Delhi, Madras, Cochin and Ahmedabad Stock Exchanges, as and when the Board of Directors (the Board) of the Company finds it suitable and convenient".

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take all necessary actions in this connection including making an offer to the Shareholders falling within the jurisdiction of the above stated Stock Exchanges, on behalf of the promoters of the Company for purchasing their shares at the rate specified as per the SEBI guidelines".

6. 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 Section 17 and other applicable provisions, if any, of the Companies Act, 1956 the Memorandum of Association of the Company be and is hereby altered by inserting the following sub-clause as new Sub-Clause (71) immediately after the existing Sub-Clause (70) of Clause III C of the Memorandum of Association of the Company;

(71) To carry on the business as manufacturers, importers, exporters, dealers, agents, representatives in all kinds of Computer Software Systems, Computer Hardware Systems, Computer Accessories, Computer Spare Parts, Printers, Computer Stationaries, all kinds of Electronic Equipment including Electronic Data-Processing Equipments and to undertake installation, maintenance, servicing hiring out, render advisory and consultancy services in respect of know-how, design for the same and activities of all kinds of software development and all type of business activities under E-Commerce and Internet permissible within the cyber laws in force from time to time".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, proper or expedient for giving effect to the Resolution and for matters connected therewith or incidental thereto".

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

"RESOLVED THAT pursuant to Section 149 (2A) and other applicable provisions, if any, of the Companies Act, 1956 approval of the Company be and is hereby accorded to the Board of Directors of the Company for commencing and undertaking all or any of the business activities specified in sub-clause (53) and (71) of the Memorandum of Association of the Company as and when deemed fit by the Board of Directors of the Company".

By order of the Board

NAVIN PANSARI
Director.

Registered Office :

309, Nirma Plaza,
Makwana Road, Marol,
Andheri (East),

Mumbai - 400 059.

Dated : 31st July, 1999



OLYMPIA INDUSTRIES LIMITED

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE SUBMITTED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from Monday the 20th September, 1999 To Saturday the 25th September, 1999 (both days inclusive).
3. Members are requested to bring their copy of Annual Report to the Meeting.
4. Members are requested to intimate any Change in their Address at the Registered Office of the Company.
5. Members desirous of getting any information about the Accounts and Operation of the Company are requested to address their queries to the Company well in advance so that the same are received at least 7 days before the date of the Meeting to keep the information readily available at the Meeting.
6. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Item No.5 to 7 of the Notice is given in Annexure.

ANNEXURE

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No.5

The Company want to delist the Equity Shares of the Company on Cochin, Calcutta Delhi, Madras and Ahmedabad Stock Exchanges as permitted by the guidelines of The Securities and Exchange Board of India (SEBI) relating to the voluntary delisting of Securities on Stock Exchanges, due to the reason that on these Stock Exchanges the shares of the Company are not traded for many years or infrequently traded. Therefore the very purpose of the listing is not fulfilled and hence the payment of listing fees to these Stock Exchanges, every year is avoidable expenses, considering the financial position of the Company. Even after delisting of shares of the Company on these Stock Exchanges the same will remain listed with the Mumbai Stock Exchange, Mumbai, where the same can be traded. Also as per the guidelines of SEBI an exist option will also be given to those shareholders who fall under the jurisdiction on these Stock Exchange by way of purchase of their shares by the promoters of the Company at specified price under these guidelines.

For this purpose the permission of share holders is required and hence the Resolution at Item No.5 is set out for this purpose. Your Directors Commend the Resolution.

None of the Directors are concerned or interested in the Resolution except to the extent the shares may be acquired by them from the share holders of the Company who are coming under the jurisdiction of stock exchanges where the Company is delisting its shares and opt for selling their shares.

Item No.6 & 7

The Directors, in the interest of the Company, proposes to diversify the activities of the Company by undertaking activities related to computers both hardwares and softwares, E-Commerce and Internet business and import and indenting of Coal and Coke.

The Directors are of the view that it will be beneficial for the Company and the Shareholders to diversify in aforesaid activities.

The activities of import and indenting of Coal and Coke are covered under existing sub-clause (53) of the Memorandum of Association of the Company but the other activities stated above are not specifically covered under any existing clauses of the Memorandum of Association of the Company and therefore a new sub-clause (71) is proposed to be added after the existing sub-clause No.(70) in the Memorandum of Association of the Company and the Resolution at Item No.6 is setout for this purpose.

The Directors are also of the view that the proposed additional object viz. sub-clause (71) of the Memorandum of Association of the Company can conveniently and advantageously be combined with the existing business of the Company.

Pursuant to Section 149 (2A) of the Companies Act, 1956, Commencement of any new business mentioned under clause IIIC of Memorandum of Association of the Company requires approval of Shareholders by passing a Special Resolution in General Meeting and hence the Resolution at Item No.7 of the Notice is setout for this purpose.

New business mentioned in sub-clauses 53 and 71 of the Memorandum of Association may be commenced by the Company any time after the approval of Shareholders is obtained.

A copy of the Memorandum of Association of the Company is open for inspection by the Members of the Company at the Registered office of the Company on any working day between 11.00 A.M. to 1 P.M.

The Directors commend the Resolutions. None of the Directors of the Company is concerned or interested in the said Resolutions.

By order of the Board

NAVIN PANSARI
Director

Place: Mumbai
Dated : 31st July, 1999

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DIRECTORS' REPORT

To The Members,

The Directors have pleasure in presenting before you their Tenth Annual Report of your Company together with the Audited Statement of Accounts for the year ended 31st March, 1999.

FINANCIAL RESULTS :

	Rs. in Lacs	
	Year ended	Period ended
	31.03.99	31.03.98
	(12 Months)	(18 Months)
Turnover	2422.34	6465.39
Profit/ (Loss) before Interest & Finance		
Charges, Depreciation and Tax	(167.40)	649.58
Interest & Finance Charges	276.27	435.41
Profit/(Loss) before Depreciation	(443.67)	214.17
Depreciation	112.43	185.44
Provision for Taxation	—	6.62
Net Profit/(Loss) after Tax	(556.10)	22.10
Add : Prior Period Adjustments	—	(3.97)
Add : Profit Brought Forward	112.00	97.50
	<u>(444.10)</u>	<u>115.63</u>

Appropriations :

Proposed Dividend On Preference Shares	—	3.30
Provision for Tax on Dividend	—	0.33
Balance Carried to Balance Sheet	(444.10)	112.00
	<u>(444.10)</u>	<u>115.63</u>

OPERATIONS :

During the year under review, worldwide business were experiencing sluggishness and facing recession. The market virtually for every sector was in bad shape. Economics of most of the countries were characterised with industrial recession, political instability, wide currency fluctuations etc. Indian economy was also not untouched and industry in general had a bitter experience. Lower industrial growth, low investment, infrastructure bottlenecks, political instability, paralysed capital market, tight liquidity position in the market etc. were witnessed which did not allow the corporate sector to consolidate their position.

The Textile sector has been the worst hit during the year under consideration on account of recession in the economy and dumping of cheap fabrics by far east countries. The situation is further aggravated due to sharp rise in power cost coupled with rise in other cost components.

Given the above scenario, your Company made its best efforts to keep the ball rolling. During the year sales of the Company was lower at Rs.2422.34 Lacs as against Rs.6465.39 Lacs in the previous period of 18 months. The Company incurred a net loss of Rs.556.11 Lacs as against a net profit of Rs.22.10 Lacs in the previous period. In view of this your Directors are unable to recommend payment of any dividend.

In view of sharp downturn in company's performance your directors are taking suitable steps to rehabilitate/ restructure the Company's operations as may be advised by technical experts in the field.

EXPORTS:

During the year under report the Company has exported 216 MT Polyester Filament Yarn of Rs. 139.18 Lacs against 168 MT of Rs. 156.97 Lacs during the previous period. However, due to unremunerative prices and dumping of yarns by far east countries, the Company could not maintain the growth in exports.

FUTURE OUT LOOK:

The Company has taken a number of measures to improve its performance. The Management is hopeful of improving its performance during the current year by way of cost reduction and better utilisation of available resources besides diversification into the more rewarding business activities like Computer Hardwares, Softwares, E-Business and Import/Indenting of Coke & Coal.

Y2K COMPLIANCE :

The Management has taken adequate steps for Y2K compliance. All the systems will be Y2K compliant by 30th September, 1999. The total cost involved will be approximately Rs.5 Lacs. No major problem which may affect adversely the Company's day to day functions, is anticipated. However adequate contingency plan will be developed to meet any unanticipated system failure.

FIXED DEPOSITS :

There are no unclaimed or overdue deposits as on 31st March, 1999.