

2021-22 ANNUAL REPORT



Olympia Industries Ltd.

BOARD OF DIRECTORS

Mr. Navin Kumar Pansari Chairman & Managing Director

Mr. Pravin Kumar Shishodiya Independent Director Mr. Naresh Waghchaude Independent Director Mr. Kamlesh Shah Independent Director

Ms. Anisha Parmar Non-Executive Non-Independent Director

CHIEF FINANCIAL OFFICER

Mr. Ramjeevan V. Khedia

COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Radhika Jharolla

STATUTORY AUDITORS

M/s. Sunil Vankawala & Associates [Chartered Accountant]

REGISTERED OFFICE:

C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai- 400 063

Tel: 022-42026868

Email: info@olympiaindustriesltd.com Website: www.olympiaindustriesltd.com

REGISTRAR & TRANSFER AGENTS

Purva Sharegistry (India) Pvt Ltd Unit: Olympia Industries Limited Unit No. 9, Ground Floor, Shiv Shakti Ind. Est, J. R. Boricha Marg, Lower Parel East, Mumbai, Maharashtra 400011.

Tel Nos.: (022) 23018261

Email id: support@purvashare.com Website: www.purvashare.com

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Notice

To, Members, Olympia Industries Limited

Notice is hereby given that the 33rd Annual General Meeting ("AGM") of the Members of M/s Olympia Industries Limited ("the Company") will be held on Wednesday, 21st September, 2022 at 11.00 A.M through Video Conferencing (VC) or other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESSES:

- 1) To Consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31st March, 2022, together with the Board's Report and the Auditors' Report thereon.
- 2) To appoint a director in place of Ms. Anisha Parmar, having Director Identification Number (DIN) 07141598, who will retire by rotation and being eligible, offer herself for re-appointment.
- 3) To Appoint the Statutory Auditors and fix their remuneration and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution: -

"RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s. R A Kuvadia & Co., Chartered Accountants, (Firm Registration No. 105487W) be and are hereby appointed as the Statutory Auditors of the Company for a term of five consecutive years to hold the office from the conclusion of this 33rd Annual General Meeting till the conclusion of 38th Annual General Meeting of the Company, at such remuneration as shall be fixed by the Board of Directors of the Company for each Financial Year on recommendation of Audit Committee."

SPECIAL BUSINESSES:

4) Place of keeping and inspection of the Registers and Annual Returns of the Company

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

"RESOLVED that in supersession of all Resolutions passed earlier in this regard and pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to keep the Registers as prescribed under Section 88 of the Act and copies of Annual Returns under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, to be kept, preserved & maintained at the office of the Registrar & Share Transfer Agent ("RTA") of the Company i.e. Purva Sharegistry (India) Pvt. Ltd situated at 9, Shiv Shakti Industrial Estate J.R.

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Boricha Marg, Opp. Kasturba Hospital, Lower Parel (East), Mumbai - 400 011 and/or such other place where the office of the Registrar and Transfer Agent of the Company is situated within Mumbai, from time to time instead of keeping the same at the Registered Office of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto."

5) Reappointment of Mr. Navin Pansari holding DIN: 00085711 as Managing Director of the Company

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

"RESOLVED THAT on recommendation of the Nomination &Remuneration Committee ("Committee"), pursuant to the provisions of Section 178(2) of the Companies Act, 2013 & approval of Audit committee pursuant to the provisions of section 177(4)(iv) of the companies Act, 2013 ("the Act") and approval of Board of Directors ("Board") subject to the approval of Members of the Company and pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provision of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule- V of the Act as may be amended from time to time, the consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Navin Pansari (DIN: 00085711) as Managing Director of the Company for a period of three(03) years with effect from 23rd July, 2022 to 22nd July, 2025 on the remuneration and other terms and conditions details of which are given in the Explanatory Statement, annexed hereto,

"RESOLVED FURTHER THAT Mr. Navin Pansari, Managing Director be paid the aforesaid remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Navin Pansari, in excess of limits prescribed under sections 196, 197 and 198 of the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and the Company Secretary of the Company be and are hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-forms with the Registrar of Companies."

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For Olympia Industries Limited

Place: Mumbai

Date: 12th August, 2022

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Radhika Jharolla Company Secretary & Compliance Officer

Registered Office: C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai–400063.



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Notes:

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is annexed hereto. The Board of Directors have considered and decided to include the Item No. 4 & 5 given above as Special Business in the forthcoming AGM.
- Pursuant to General Circular No. 02/2022 dated 5th May, 2022 read with General Circular No. 20/2020dated 5thMay, 2020 read with General Circular No. 02/2021 dated 13th January, 2021 and General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020 issued by the Ministry of Corporate Affairs (MCA) and the circulars issued by the Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12thMay, 2020 read SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated 13thMay, 2022 and other circulars issued in this regard ("SEBI Circulars") (collectively referred to as "Circulars"), respectively has permitted the Companies to conduct the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the presence of physical members at a common venue during the calendar year 2022. In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 33rd AGM of the Company shall be conducted through VC/OAVM. In terms with the Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India, the venue of the 33rd (Thirty Third) AGM shall be deemed to be the Registered Office of the Company situated at C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai-400063.
- 3) Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with and there is no provision for the appointment of proxies. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the 33rd (Thirty Third) AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- 4) Since the 33rdAGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 5) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 8thApril, 2020, 13thApril, 2020 and 5thMay, 2020 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting before AGM as well as the e-voting on the date of the AGM will be provided by CDSL.
- 6) The Board has appointed Mr. V. K. Mandawaria Proprietor M/s V.K. Mandawaria & Co., Company Secretaries (FCS No. 2209), as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.

Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (pdf/jpg format) of its board or governing's body resolution/authorization etc., authorizing their

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representative to attend the 33rdAGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company on Email ID info@olympiaindustriesltd.com

- 8) A brief detail of the directors who are being reappointed, is annexed hereto as per the requirements of Regulation 36 (3) of the SEBI Listing Regulations and as per the provisions of the Act.
- 9) In compliance with the aforesaid MCA Circulars & SEBI Circular dated 13th May, 2022, Notice of the 33rd AGM along with the Annual Report 2021-2022 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/Registrar & Transfer Agent. Members may note that the Notice and Annual Report for the Financial Year 2021-2022 will also be available on the Company's website www.olympiaindustriesltd.com, websites of the Stock Exchanges i.e. **BSE Limited** and on the website of the **CDSL www.evotingindia.com**. Shareholders who have not registered their e-mail address and in consequence the Annual Report, Notice of AGM and e-voting notice could not be serviced, may also temporarily provide their email address and mobile number to the Company's Registrar and Share Transfer Agent, Purva Sharegistry Pvt. Ltd., by sending email to support@purvashare.com for sending the same. Shareholders are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, shareholder may write to support@purvashare.com.

Alternatively, members may send an e-mail request at the email id support@purvashare.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of \electronic folio and copy of share certificate in case of physical folio for sending the Annual Report, Notice of AGM and the e-voting instructions.

- 10) Members attending the 33rdAGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 11) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on Wednesday, 14th September, 2022 being Cut-off Date.
- 12) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. 21stSeptember, 2022. Members seeking to inspect such documents can send an email to info@olympiaindustriesltd.com
- 13) KYC –The Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC details and Nomination pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rdNovember, 2021 in Form ISR-1. Members are requested to complete their KYC as per the aforesaid SEBI Circular as amended from time to time. Members may download KYC forms from the Company's website at https://www.olympiaindustriesltd.com/shareholder.html.
- 14) In terms of the amended Regulation 40(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide SEBI Circular No.

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SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated25thJanuary, 2022, as amended, except in case of transmission or transposition, requests for effecting transfer of securities of listed companies shall not be processed unless the securities are held in dematerialized form with a Depository. In view of the above, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Accordingly, the members are requested to make service request by submitting a duly filled and signed Form No. ISR-4, the format of which is available on the Company's website at https://www.olympiaindustriesltd.com/shareholder.html and on the website of Company's R & T Agents at https://purvashare.com/faqs. Members are requested to note that any service request would only be processed after the folio is KYC compliant.

15) To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Company's R & T Agents in case the shares are held by them in physical form.

CDSL e-Voting System - For Remote e-voting and e-voting during Annual General Meeting ("AGM"):

- 1) As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No. 02/2022 dated 5thMay, 2022 read with Circular No. 14/2020 dated 8thApril, 2020, Circular No.17/2020 dated 13thApril, 2020 and Circular No. 20/2020 dated 5thMay, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
- 2) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated8thApril, 2020, 13thApril, 2020 and 5thMay, 2020 and pursuant to SEBI Circular dated 9thDecember, 2020,the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
- 3) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 4) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- 5) Pursuant to MCA Circular No. 14/2020 dated 8thApril, 2020 and aforesaid Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section

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112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

- 6) Pursuant to MCA Circular No. 02/2022 dated May 5, 2022read with Circular 02/2021 dated 13thJanuary, 2021, Circular No. 20/2020 dated 5thMay, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13thMay, 2022, the Notice calling the AGM has been uploaded on the website of the Company at www.olympiaindustriesltd.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
- 7) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 02/2022, MCA Circular No. 14/2020 dated 8thApril, 2020, MCA Circular No. 17/2020 dated 13thApril, 2020 and MCA Circular No. 20/2020 dated 5th May, 2020.
- 8) In continuation of this Ministry's General Circular No. 02/2022 dated 5thMay 5, 2022 read with General Circular No. 20/2020, dated 5thMay, 2020, General Circular No. 02/2021 dated 13thJanuary, 2021, General Circular No. 19/2021 dated 8thDecember, 2021 and 21/2021 dated 14thDecember, 2021, it has been decided to allow companies whose AGMs are due to be held in the year 2022, to conduct their AGMs on or before 31st December, 2022, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2022 dated 5thMay, 2022.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i) The voting period begins on 18th September, 2022 at 09.00 A.M and ends on 20th September, 2022 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the AGM.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9thDecember, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast



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their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9thDecember, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method	
Individual Shareholders holding	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.	
securities in Demat mode with CDSL	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration	
	4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.	
Individual Shareholders holding securities in demat mode with NSDL	on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon und "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your Us in ID and Password. After successful authentication, you will be able to see e-Voting services. Click of "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on Compa	

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	 If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 	
	3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting	
Individual Shareholders (holding securities in demat mode) login through their	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider mame and you will be redirected to e-Voting service provider website for casting your vote during the remote	
Depository Participants		

- v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits Beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.
 - 6) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your
Bank	demat account or in the Company records in order to login.
details OR	

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