



*Olympic Oil Industries Limited*

37<sup>th</sup> Annual Report



**COMPANY INFORMATION**

<b>BOARD OF DIRECTORS</b>	1. Mr. Nipun Verma (DIN: 02923423)	Whole Time Director
	2. Mr. Sharad Bhartia (DIN: 01719932)	Whole Time Director
	3. Mr. Arvind Srivastava (DIN: 01957831)	Independent Director
	4. Mr. Ashok Vadilal Patel (DIN: 06414016)	Independent Director
	5. Mr. Gopal Saxena (DIN: 06656177)	Independent Director
	6. Mrs. Poonam Singh (DIN: 0709937) (w.e.f. 28th Sept, 2016)	Non-Executive Director
<b>COMPLIANCE OFFICER</b>	Mr. Atul Rastogi	
<b>CHIEF FINANCIAL OFFICERS</b>	1. Mr. Ronak Jain (Upto 21st April, 2017)	
	2. Mr. Manoj Kumar Upadhyay (w.e.f. 1st June, 2017)	
<b>COMPANY SECRETARY</b>	Mr. Mahesh Kuwalekar	
<b>REGISTERED OFFICE</b>	<p>709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400051 CIN : L15141MH1980PLC022912 Tel. No. : 91 22 6249 4444 Fax No. : 91 22 2652 0906 Website: www.olympicoil.co.in Email: olympicoilltd@gmail.com</p>	
<b>OFFICES</b>	1. 411, Kalpana Plaza, 24/147-B, Birhana Road, Kanpur 208001	
	2. 37, Shakespeare Sarani, S. B. Towers, Suit # 4, 3rd Floor, Kolkata 700017	
	3. 406, 4th Floor, Shail's Mall, C. G. Road, Navrangpura, Ahmedabad 380009	
	4. AC 69-70, Industrial Estate, Phase - 1, Okhla, New Delhi - 110020	
<b>STATUTORY AUDITORS</b>	<p>M/s. Shankarlal Jain &amp; Associates LLP, Chartered Accountants 12, Engineer Building, 265 Princess Street, Mumbai 400002</p>	
<b>REGISTRAR AND SHARE TRANSFER AGENT</b>	<p>Sharex Dynamic (India) Pvt. Ltd., Unit 1, Luthra Ind Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400072</p>	
<b>BANKERS</b>	<p>Bank of India Allahabad Bank Indian Overseas Bank Oriental Bank of Commerce Bank of Baroda State Bank of India ICICI Bank Limited</p>	

## NOTICE

**NOTICE** is hereby given that the Thirty Seventh Annual General Meeting of the Members of **Olympic Oil Industries Limited** will be held on Thursday, 28<sup>th</sup> day of September, 2017 at 03.00 p.m. at The Orchid Hotel, 70-C, Nehru Road, Near Mumbai Domestic Airport, Vile Parle (East), Mumbai-400099 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as on 31<sup>st</sup> March, 2017 together with the reports of the Board of Directors and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Sharad Bhartia (DIN: 01719932), who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provision of Section 139,142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditor) Rules, 2014,(including any Statutory Modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) M/S. Bhattar & Paliwal, Chartered Accountants (FRN:131411W), who have offered themselves for appointment and have confirmed their eligibility to be appointed a Statutory Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the rules framed there under, be and are hereby appointed as a Statutory Auditors of the Company in place of Shankarlal Jain & Associates LLP to hold office for a period of five years from the conclusion of this Annual General Meeting until the conclusion of 42<sup>nd</sup> Annual General Meeting of the Company to be held in the year 2022 on such remuneration as may be mutually agreed upon between by the Board of Directors and the Statutory Auditors in addition to all the applicable taxes and reimbursement of the out of pocket expenses, travelling expenses etc. incurred by them in connection with the audit of the accounts of the Company.

### SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any Statutory Modification(s), amendment(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Poonam Singh (DIN 0709937) who has been appointed as an Additional Director of the Company by the Board of Directors at their meeting held on September 28, 2016 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from the member proposing her candidature for the office of Non-Executive Director of the Company be and is hereby appointed as a Non-Executive Director of the Company liable to retire by rotation.”

5. To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company at an Annual General Meeting held on 7<sup>th</sup> September, 2015 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 and read with the Articles of Association of the Company and all other provisions of applicable law, consent of the members be and is hereby granted to authorize the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to borrow monies, from time to time, from financial institutions, nonbanking finance companies, co-operative banks, investment institutions and their subsidiaries, banks, mutual funds, trusts and other bodies corporate (hereinafter referred to as the “Lending Agencies”),whether by way of advances, loans, issue of debentures/bonds and/or other instruments or otherwise which together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the Company’s paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, so that the total amount up to which the monies borrowed by the Board of Directors and which shall remain outstanding at any time, exclusive of interest and other charges shall not exceed the sum of Rs.1000 Crores (Rupees One Thousand Crores only) over and above the aggregate of the paid-up share capital and free reserves of the Company for the time being.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to do all such acts, deeds and things as it may in its absolute discretion deem fit, necessary, proper, desirable and to settle any question, difficulty, doubt that may arise in respect of the borrowing(s) as aforesaid and further to do all such acts, deeds and things and to execute all documents and writings as may be necessary, proper, desirable or expedient to give effect to this resolution.”

6. To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** in supersession to the earlier resolution passed by the members of the Company at an Annual General Meeting held on 7<sup>th</sup> September, 2015 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with the applicable provisions of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modifications, clarifications, exemptions or re-enactment thereof, for the time being in force) and read with the Articles of Association of the Company and all other provisions of applicable law, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall deemed to include any Committee thereof which the Board may have constituted/reconstituted or hereinafter constitute/reconstitute to exercise its powers including the powers conferred by this Resolution) to create charges, mortgage, pledge and hypothecation, in addition to existing charges, mortgages, pledges and hypothecation created by the Company on such moveable and/or immoveable, tangible and/or intangible properties of the Company, both present and future, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may deem fit, together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/ to be availed by way of any kind of credit facilities, advances or deposits, loans or bill discounting, any other

securities or instruments such as but not limited to bonds, secured premium notes, floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments either in rupees or in such other foreign currency as may be permitted by law from time to time, issued/ to be issued by the Company, from time to time, subject to the limits approved under section 180(1)(c) of the Companies Act, 2013 and temporary loans obtained from the Company's Bankers in the ordinary course of business, together with interest the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, remuneration of agents(s) / trustee(s), premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of loan agreement(s), heads of agreements(s), debenture trust deed(s) or any other document entered into/to be entered into between the Company and the lender(s)/agent(s)/trustee(s), in respect of the said loans/borrowings/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board and the lender(s)/agents(s)/trustee(s);

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors or any person authorized by the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its sole discretion deem necessary, proper or desirable and to settle any questions, difficulties, doubts that may arise in respect of the borrowing(s) aforesaid and further do all such acts, deeds and things and to execute all such documents, deeds, drafts, agreements, undertakings and writings as may be necessary, proper, desirable or expedient to give effect to this resolution."

7. To consider and if thought fit to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 and (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Sharad Bhartia (DIN : 01719932) as a Whole-Time Director of the Company for a period of 5 (Five) years commencing from April 02, 2018 to April 01, 2023 (both days inclusive) and for payment of remuneration as per the terms and conditions set out below:

#### **Terms of Appointment**

Mr. Sharad Bhartia (DIN: 01719932) re-appointed as a Whole-Time Director of the Company for a period of 5 (Five) years with effect from April 02, 2018 to April 01, 2023 (both days inclusive) at a remuneration not exceeding Rs.25,00,000/- (Rupees Twenty Five Lakhs Only) per annum (including remuneration to be paid in the event of any loss, absence or inadequacy of profit during his term).

#### **Additional Terms:**

The remuneration is inclusive of Salary and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement, leave travel concession for self and family, club fees, medical/ accident insurance, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Superannuation Fund Scheme in accordance with the Company's rule and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income Tax Act, 1961. Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

**RESOLVED FURTHER THAT** notwithstanding anything herein above stated where in any financial year during the currency of the tenure of Mr. Sharad Bhartia as Whole-Time Director of the Company, the Company incurs loss or its profits are inadequate, the Company shall pay to Mr. Sharad Bhartia by way of salary, allowance and perquisites not exceeding the limits specified in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to execute such deeds, documents and writings and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto."

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 31<sup>st</sup> August, 2017**

**Registered Office:**  
**709, C Wing, One BKC,**  
**Near Indian Oil Petrol Pump,**  
**G Block Bandra- Kurla Complex,**  
**Bandra (East), Mumbai - 400051**  
**CIN: L15141MH1980PLC022912**  
**Website: www.olympicoil.co.in**  
**Email: olympicoilltd@gmail.com**

**Nipun Verma**  
**Chairman**  
**DIN : 02923423**

## NOTES :

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT OF PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY SO APPOINTED SHALL NOT HAVE ANY RIGHT TO SPEAK AT THE MEETING. A person can act as a proxy on behalf of not more than fifty members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent 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.**
2. All documents referred to in the accompanying Notice are available for inspection at the Registered Office of the Company on all working days, except Saturdays, Sundays and public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the 37<sup>th</sup> Annual General Meeting.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013, with respect to Item Nos.4 to 7 of the notice set out above is annexed hereto.
5. The details as stipulated under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Item No. 2, 4 and 7 of this notice are annexed.
6. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 26, 2017 to Thursday, September 28, 2017 (both days inclusive) for the purpose of Annual General Meeting. Notice is being sent to all the Members, whose names appear in the Register of Members as on September 01, 2017.
7. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013, together with specimen signature, authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
8. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
9. Members desirous of seeking any clarification pertaining to agenda items at the 37<sup>th</sup> AGM are requested to send in advance their questions so as to reach the Company's Registered Office at least 7 days before the date of the AGM, so that the same can be suitably replied to.
10. Members are requested to address all correspondence to the Registrar and Share Transfer Agent-Sharex Dynamic (India) Private Limited, Unit No 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai 400072.
11. As per the provisions of Section 72 of the Act, and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH. 13 with Registrar and Share Transfer Agent i.e. Sharex Dynamic (India) Private Limited. In respect of shares held in dematerialized form, the nomination may be filed with the respective Depository Participants.
12. The Company is concerned about the environment and utilizes natural resources in a sustainable way. The Ministry of Corporate Affairs, Government of India, has permitted companies to send official documents to their Members electronically as a part of its green initiative in Corporate Governance.  
To support the green initiative of the Ministry of Corporate Affairs, the Notice along with Annual Report will be sent electronically indicating the process and manner of Remote E-voting to the members whose e-mail addresses are registered with the depository participants unless any Member has requested for a physical copy of the same. The physical copy of Notice along with Annual Report will be sent to those members whose email addresses are not registered with the depository participants indicating the process and manner of Remote E-voting. Members may note that this Notice and the Annual Report will also be available on the Company's website at [www.olympicoil.co.in](http://www.olympicoil.co.in).
13. Members/Proxies should bring the Attendance Slip duly filled in, for attending the meeting and also their copy of the Annual Report. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the duly filled in Attendance Slip at the registration counter to attend the AGM.
14. In compliance with the Rule 20 of the Companies (Management and Administration) Rules, 2014 and Secretarial Standards issued by the Institute of Company Secretaries of India, the Company has considered September 20, 2017 to determine the eligibility of Members to vote by electronic means or through physical ballot at the AGM ("Cut off date"). The persons whose names appear on the Register of Members/List of Beneficial Owners as on the cut off date would be entitled to vote through electronic means or through physical ballot at the AGM.
15. Members holding shares in physical form may kindly register their e-mail IDs with the RTA by sending an e-mail at [investor@sharexindia.com](mailto:investor@sharexindia.com) and Members holding shares in demat form, who have not registered their e-mail address so far, are requested to register their e-mail address with their respective Depository Participants for receiving all communication including Annual Report, Notices, Circulars etc. from the Company electronically.
16. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
17. In terms of Section 108 of the Companies Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is

providing the facility to its Members, being eligible to vote, to exercise their right to vote by electronic means on any or all of the businesses specified in the accompanying Notice. Members can cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The persons who have become the Members of the Company after the dispatch of the Notice and Annual Report and their names appear in the Register of Members/List of Beneficial owners as on the Cut off date i.e. September 20, 2017 may contact Registrar and Share Transfer Agent (RTA) of the Company - Sharex Dynamic (India) Private Limited, Unit No 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400072 to obtain the Notice of AGM and the login details for casting vote electronically or may cast their vote through physical ballot at the AGM. Details of the process and manner of remote e-voting along with the login details are being sent to all the Members along with the Notice.

The Company has engaged the services of Central Depository Services Limited (CDSL) to provide remote e-voting facilities and for security and enabling the Members to cast their vote in a secured manner. The members may cast their votes on electronic voting system from place other than the venue of the meeting (Remote E-Voting). The remote e-voting facility will be available during the following period:

<b>Commencement of remote e-voting</b>	<b>From 9.00 a.m on 24<sup>th</sup> September, 2017</b>
<b>Conclusion of remote e-voting</b>	<b>Up to 5.00 p.m on 27<sup>th</sup> September, 2017</b>

18. After the items of the notice have been discussed, the Chairman will order poll in respect of the items. Poll will be conducted and supervised under the Scrutinizer appointed for remote e-voting and poll as stated above. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date and who have not cast their vote by remote e-voting, and being present at the AGM either personally or through proxy, only shall be entitled to vote at the AGM. After conclusion of the poll, the Chairman may declare the meeting as closed. The results of the poll aggregated with the results of remote e-voting will be announced by the Company on its website at [www.olympicoil.co.in](http://www.olympicoil.co.in) within 48 hours of conclusion of the AGM and also inform to the stock exchange where the securities of the Company is listed .

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Sunday, 24<sup>th</sup> September, 2017 at 09.00 a.m. and ends on Wednesday, 27<sup>th</sup> September, 2017 at 05.00 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 20<sup>th</sup> September, 2017 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 meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders/ Members
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> <li>• 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.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 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.</li> </ul>
Dividend Bank details or Date of birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) For 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 **Olympic Oil Industries 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 Resolution details.
- (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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a 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) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a 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 linked in the login should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) The Board of Directors has appointed Ms. Khushboo Gopani, Practicing Company Secretary, (Membership No. 29194), to act as the Scrutinizer for conducting the electronic voting and physical ballot voting process in a fair and transparent manner.
- (xxii) Remote e-voting shall not be allowed beyond 5.00 p.m. on September 27, 2017. During the remote e-voting period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Cut off date, may cast their vote electronically. A Person who is not a member as on cut off date should treat this Notice for information purpose only. Once the vote on a resolution is cast by the Members, the Members shall not be allowed to change it subsequently.
- (xxiii) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on cut off date.
- (xxvi) Please note that the Members who have not exercised their right to vote by remote e-voting shall be entitled vote by way of ballot at the venue of the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and Ballot shall be treated as invalid.
- (xxv) The Scrutinizer, after scrutinizing the votes cast at the AGM and through remote e-voting make a consolidated scrutinizers report and submit to the Chairman or Whole Time Director. The results declared alongwith the Scrutinizer’s Report will be available on the website of the Company at [www.olympicoil.co.in](http://www.olympicoil.co.in) and simultaneously be communicated to the BSE Limited (Stock Exchange).
- (xxvi) The Results of e-voting and poll voting at the meeting on resolutions shall be aggregated and declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite numbers of votes in favour of the Resolutions.
19. Route map showing directions to reach venue of the AGM is annexed at the end of the Annual Report.



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013.****Item No. 4**

Ms. Poonam Singh who has been appointed as an Additional Director of the Company under Section 161(1) of the Companies Act, 2013 effective from 28<sup>th</sup> September, 2016 holds office up to the date of this Annual General Meeting, and is eligible for appointment as Director.

The Company has received notice under Section 160 of the Companies Act, 2013 from a member signifying intention to propose the candidature of Ms. Poonam Singh for the office of Director. A brief resume of Ms. Poonam Singh and other details, as required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has been given end of this Notice.

Except Mrs. Poonam Singh being an appointee, none of the Directors and the Key Managerial Personnels of the Company and their relatives are concerned or interested, in the resolution set out at Item No. 4.

Board recommends the passing of an Ordinary Resolution set out at item no. 4 of this Notice.

**Item Nos. 5 & 6**

The Members of the Company by way of Special resolutions passed at Annual General Meeting held on September 07, 2015 had accorded its approval under Section 180 (1) (a) and 180 (1)(c) of the Companies Act, 2013 for borrowing of sums by the Company upto a limit not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) and to create securities for such borrowings by creation of mortgage, charge and/or hypothecation on movable and immovable assets of the Company.

Nonetheless, taking into account the business operations and future growth plans of the Company and to cater to the working capital needs, a fresh resolution is proposed to borrow monies, from time to time, for the purpose of the Company's business, notwithstanding that the monies to be borrowed by the Company together with monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the Company's paid up share capital and free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount up to which monies may be so borrowed by the Board and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 1,000 Crores (Rupees One Thousand Crores only) and to create security for the borrowings by way of suitable mortgage, hypothecation or charge on all or any of the movable and/or immovable properties of the Company.

Accordingly, the approval of the Members of the Company is sought to increase Borrowing powers as mentioned in the Resolution at Item Nos. 5 and 6 of this Notice.

None of the directors and/or key managerial personnel of your Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item Nos. 5 and 6 of the Notice.

The Board recommends the passing of the Resolutions set out at Items Nos. 5 and 6 of the Notice.

**Item No.7**

The Members at their meeting held on September 07, 2015 appointed Mr. Sharad Bhartia as the Whole -Time Director of the Company for period of three years with effect from April 2, 2015 to April 1, 2018.

The Board of Directors in its meeting held on August 31, 2017 re-appointed him as a Whole Time Director on the approved terms and conditions and remuneration for period of five years commencing from April 2, 2018 on the basis of recommendations by Nomination, Remuneration and Compensation Committee. The Members are informed that the proposed remuneration of Mr. Sharad Bhartia is within the limits provided in Schedule V of the Companies Act.

Accordingly, the approval of the Members of the Company is sought for re-appointment of Mr. Sharad Bhartia as Whole-Time Director of the Company and for payment of remuneration to him as mentioned in the Resolution as set out in the Item No. 7 of the AGM Notice.

None of the directors and/or key managerial personnels of your Company and their relatives except Mr. Sharad Bhartia are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board recommends the passing of the Resolution set out at Item No.7 of the Notice.

**By Order of the Board of Directors**

**Place: Mumbai**  
**Date: 31<sup>st</sup> August, 2017**

**Nipun Verma**  
**Chairman**  
**DIN : 02923423**

**Registered Office:**  
**709, C Wing, One BKC,**  
**Near Indian Oil Petrol Pump,**  
**G Block Bandra- Kurla Complex,**  
**Bandra (East), Mumbai - 400051**  
**CIN: L15141MH1980PLC022912**  
**Website: www.olympicoil.co.in**  
**Email: olympicoilltd@gmail.com**

**ANNEXURE TO ITEMS NO. 2, 4 & 7 OF THE NOTICE**

Details of the Director seeking reappointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) issued by The Institute of Company Secretaries of India (ICSI)

<b>Name of the Director</b>	Mr. Sharad Bhartia (DIN: 01719932)	Ms. Poonam Singh (DIN: 07099937)
<b>Age</b>	35	56
<b>Nationality</b>	Indian	Indian
<b>Date of Appointment</b>	26.10.2010	28.09.2016
<b>Shares held in the Company</b>	NIL	NIL
<b>Qualification</b>	Bachelor of Business Management	BA (Hons)
<b>Brief resume and Expertise in specific functional area</b>	Hailing from a business background, he took the plunge into his business as soon as he graduated. Over the years he has gained tremendous experience and today Plastics & Paper and Silk Yarn has become his forte. He has also ventured into the corrugated and cardboard boxes manufacturing facilities and enjoys good clientele. He is serving to the Company on whole time basis since 26 <sup>th</sup> October, 2010.	Ms. Poonam has wide experience in Management and administration of business.
<b>Terms &amp; Conditions of reappointment/variation of remuneration</b>	As per attached resolution	NA
<b>Remuneration last drawn</b>	15,00,000 p.a.	NA
<b>Directorships held in other Companies (Excluding Foreign, Private, Unlisted Public Company &amp; Section 8 company)</b>	NIL	NIL
<b>Chairman / Membership in other committees of the Board</b>	Audit Committee - Member	NIL
<b>Inter-se relationship with other directors / Key Managerial Personnel</b>	NIL	NIL
<b>No. of Board meetings attended during the year</b>	5	2