



*Olympic Oil Industries Limited*

39<sup>th</sup> Annual Report



**COMPANY INFORMATION**

<b>BOARD OF DIRECTORS</b>	Mr. Nipun Verma (DIN: 02923423) Whole Time Director	Mr. Sharad Bhartia (DIN: 01719932) (UPTO 17-12-2018) Whole Time Director
	Mr. Arvind Srivastava (DIN: 01957831) Independent Director	Mr. Gopal Saxena (DIN: 06656177) Independent Director
	Mrs. Poonam Singh (DIN: 07099937) Non-Executive Director	
<b>COMPANY SECRETARY &amp; COMPLIANCE OFFICER</b>	Mr. Mahesh Kuwalekar (Upto 27-05-2019)	
<b>COMPLIANCE OFFICER</b>	Mr. Atul Rastogi	
<b>CHIEF FINANCIAL OFFICER</b>	Mr. Manoj Kumar Upadhyay	
<b>REGISTERED OFFICE</b>	709, C-Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400051	Tel. No. : 91 22 2654 0901 Fax No. : 91 22 2652 0906 Website : www.olympicoil.co.in Email : olympicoillimited@gmail.com
<b>OFFICES</b>	411, Kalpana Plaza, 24/147-B Birhana Road, Kanpur 208001	C 69-70, Industrial Estate, Phase -1, Okhla, New Delhi 110020
	406, 4th Floor, Shail's Mall, C G Road Navrangpura, Ahmedabad 380009	
<b>BANKERS</b>	Bank of India Allahabad Bank Indian Overseas Bank Oriental Bank of Commerce	Bank of Baroda State Bank of India ICICI Bank Limited
<b>STATUTORY AUDITORS</b> Bhatter & Paliwal, Chartered Accountants 212, 2 <sup>nd</sup> Floor, Kimatrai Building, 77-79, Maharshi Karve Marg, Marine Lines, Mumbai 400002		<b>REGISTRAR AND SHARE TRANSFER AGENT</b> Sharex Dynamic (India) Pvt. Ltd. C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400083
<b>FOR ANY QUERY RELATING TO THE SHARES OF THE COMPANY</b>		<b>SECRETARIAL DEPARTMENT</b>
Sharex Dynamic (India) Private Limited C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400083 Contact: 28515606 / 28515644 Email: <a href="mailto:investor@sharexindia.com">investor@sharexindia.com</a>		709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051 Contact No: 022 -2654 0901 Email: olympicoilltd@gmail.com

## NOTICE

**NOTICE** is hereby given that the Thirty Ninth Annual General Meeting of the Members of **Olympic Oil Industries Limited** will be held on **Saturday, September 28, 2019 at 03.00 p.m.** at Registered Office of the Company at **709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block Bandra- Kurla Complex, Bandra (East) Mumbai – 400051** 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 March 31, 2019 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Poonam Singh (DIN: 07099937), who retires by rotation and being eligible, offers herself for re-appointment.

### SPECIAL BUSINESS

3. To re-appoint Mr. Arvind Srivastava (DIN: 01957831) as an Independent Director and to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 , 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination, Remuneration and Compensation Committee in accordance with the provisions of Section 160 of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Arvind Srivastava (DIN: 01957831) as an Independent Director of the Company not liable to retire by rotation and to hold office for second term i.e for a period of five (5) years with effect from September 22, 2019 to September 21, 2024.

**RESOLVED FURTHER THAT** any one Directors of the Company be and is hereby authorized jointly and/or severally to do all such acts, deeds or thing as required to give effect to the aforesaid resolution.”

4. To re-appoint Mr. Gopal Saxena (DIN: 06656177) as an Independent Director and to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149 , 152 read with Schedule IV and other applicable provisions, if any, of the companies Act, 2013 and The Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable Regulations of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and on the recommendation of Nomination, Remuneration and Compensation Committee in accordance with the provisions of Section 160 of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded to re-appoint Mr. Gopal Saxena (DIN: 06656177) as an Independent Director of the Company not liable to retire by rotation and to hold office for second term i.e for a period of five (5) years with effect from September 22, 2019 to September 21, 2024.

**RESOLVED FURTHER THAT** any one Directors of the Company be and is hereby authorized jointly and/or severally to do all such acts, deeds or things as required to give effect to the aforesaid resolution.”

**For and on behalf of the Board**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2019**

**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 & Whole Time Director**  
**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 39<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 ('the Act') in respect to business under Item Nos. 3 and 4 of the notice set out above is annexed hereto.
5. The relevant details of the Director(s) seeking re-appointment/appointment pursuant to Regulation 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') and as required under Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Item Nos. 2, 3 & 4 of this notice are annexed.
6. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, September 25, 2019 to Saturday, September 28, 2019 (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 August 30, 2019.
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 business items at the 39<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, C 101, 247 Park, L B S Marg, Vikhroli (W) Mumbai 400083.
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 Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company has considered September 21, 2019 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 [support@sharexindia.com](mailto:support@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. The Securities and Exchange Board of India ('SEBI') has mandated the transfer of securities to be carried out only in dematerialised form (except in case of transmission or transposition of securities) effective from 1st April, 2019. Accordingly, requests for physical

transfer of securities of listed entities shall not be processed. In view of such amendment and in order to eliminate the risks associated with physical holding of shares, Members who are holding shares in physical form are hereby requested to dematerialise their holdings

18. Members holding the shares in physical mode are requested to notify immediately the change of their address and bank particulars to the RTA of the Company. In case shares held in dematerialized form, the information regarding change of address and bank particulars should be given to their respective Depository Participant.
19. SEBI vide its circular dated April 20, 2018 has made it mandatory for the Company to collect copy of Income Tax Permanent Account Number (PAN) and bank account details of all security holders holding securities in physical form. Accordingly, all Shareholders holding shares in physical form are requested to submit duly attested documents to RTA.
20. 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 21, 2019 may contact Registrar and Share Transfer Agent (RTA) of the Company - Sharex Dynamic (India) Private Limited, C 101, 247 Park, L B S Marg, Vikhroli (W), Mumbai 400083 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 25<sup>th</sup> September, 2019</b>
<b>Conclusion of remote e-voting</b>	<b>Up to 5.00 p.m. on 27<sup>th</sup> September, 2019</b>

21. 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 Wednesday September 25, 2019 at 09.00 a.m. and ends on Friday September 27, 2019 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 September 21, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) 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.
- (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](http://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:

<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 sequence number which is printed on Posatl Ballot / Attendance Slip indicated 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 (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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) 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 relevant <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 login 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. 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 mailed 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.
  - (xx) 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 Mr. Jinesh Dedhia, Practicing Company Secretary, (Membership No. 54731), 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, 2019. 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.
  - (xxiv) 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, shall make a consolidated scrutinizers report and submit the same to the Chairman. 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.
22. A 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 Nos.3 & 4**

At the Annual General Meeting held on September 22, 2014, the members of the Company had appointed Mr. Arvind Srivastava (DIN: 01957831) & Mr. Gopal Saxena (DIN: 06656177) as an Independent Director of the Company, to hold office up to September 21, 2019 ("first term").

The Nomination Remuneration and Compensation Committee (NRC Committee) of the Board of Directors, on the basis of the report of performance evaluation, considering diverse experience and valuable contribution to the Company of both Independent Directors has recommended re-appointment of Mr. Arvind Srivastava and Mr. Gopal Saxena as an Independent Director, for a second term i.e for a period of 5 (five) consecutive years, on the Board of the Company with effect from September 22, 2019.

Pursuant to Secretarial Standards on General Meetings, the summary of performance evaluation report as follows:

Both Directors helps in bringing judgment on the Board of Directors' deliberations especially on issues of strategy, performance, risk management, resources and key appointments. They participate constructively and actively in the meetings of the Board /Committees of the Board in which they are members.

The Board, based on the performance evaluation and as per the recommendation of the NRC Committee, considered that, the continued association of Mr. Arvind Srivastava & Mr. Gopal Saxena would be beneficial to the Company and it is desirable to continue to avail their services as an Independent Directors. Accordingly, Board proposes and recommends the resolution in relation to re-appointment of Mr. Arvind Srivastava & Mr. Gopal Saxena as an Independent Director of the Company, not liable to retire by rotation, for a second term i.e for a period of 5 (five) consecutive years on the Board of the Company with effect from September 22, 2019 for the approval of the Shareholders of the Company.

Mr. Arvind Srivastava & Mr. Gopal Saxena is not disqualified or debarred from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 ("the Act"), or by virtue of any SEBI order or any other such authority and has given their consent to act as a Director.

The Company has also received declarations from Mr. Arvind Srivastava & Mr. Gopal Saxena that they meets the criteria of independence as prescribed both under Section 149(6) of the Act and under The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, Mr. Arvind Srivastava & Mr. Gopal Saxena fulfills the conditions as specified in the Act and the Listing Regulations for appointment as an Independent Directors of the Company.

The copy of the draft letter of appointment of Mr. Arvind Srivastava & Mr. Gopal Saxena as an Independent Director setting out the terms and conditions would be available for inspection by the members 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 Annual General Meeting.

Details of Mr. Arvind Srivastava & Mr. Gopal Saxena are provided in the "Annexure" to the Notice, as required pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.

Other than Mr. Arvind Srivastava & Mr. Gopal Saxena, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item Nos. 3 & 4 of the Notice for approval of the members.

**For and on behalf of the Board**

**Place: Mumbai**  
**Date: 14<sup>th</sup> August, 2019**

**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 & Whole Time Director**  
**DIN : 02923423**



**Details of the Director seeking reappointment/appointment 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)**

Name of the Director	Mrs. Poonam Singh (DIN: 07099937)	Mr. Arvind Srivastava (DIN: 01957831)	Mr. Gopal Saxena (DIN: 06656177)
Age (Years)	58	65	67
Nationality	Indian	Indian	Indian
Date of first Appointment on the Board	28 <sup>th</sup> September, 2016	24 <sup>th</sup> September, 2010	12 <sup>th</sup> August, 2013
Shareholding in the Company	NIL	50,000 Equity Shares of face value of Rs. 10 each (1.75%)	46,600 Equity Shares of face value of Rs. 10 each (1.63%)
Qualification	BA (Hons)	MBA in foreign trade	LLB
Brief resume and Expertise in specific functional area	Mrs. Poonam has wide experience in Management and administration of business.	Mr. Arvind Srivastava, (DIN 01957831) is the Non-executive and Independent Director of the Company. He holds a graduate degree of Law and MBA from Allahabad University. He has vast experience in foreign trade and has visited more than 85 countries on work related to the export promotion. He joined the Board of Directors of the Company with effect from September 24, 2010.	Mr. Gopal Saxena, (DIN 06656177) is a Non-executive and Independent Director of the Company. He holds a graduate degree of Law from M J P Rohilkhand University. He has the experience of about 20 years in Legal Matter. He joined the Board of Directors of the Company with effect from August 12, 2013.
Terms & Conditions of re-appointment/variation of Remuneration	Non-executive Director liable to retire by rotation	As per the resolution at Item No. 3 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Arvind Srivastava is proposed to be re-appointed as an Independent Director.	As per the resolution at Item No. 4 of the Notice convening this Meeting read with explanatory statement thereto, Mr. Gopal Saxena is proposed to be re-appointed as an Independent Director.
Remuneration last drawn	NA	NA	NA
Directorships held in other Companies (excluding Directorship in private and companies under Section 8 of the Companies Act, 2013)	NIL	NIL	NIL
Chairman/Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	NIL	NIL	NIL
Inter-se relationship with other directors/Key Managerial Personnel	None	None	None
No. of Board meetings attended during the year	4	5	5

## DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

To  
The Members,

Your Directors have pleasure in presenting the Thirty Ninth Directors Report along with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2019.

### 1. FINANCIAL HIGHLIGHTS

The Financial Performance of your Company for the year ended 31<sup>st</sup> March, 2019 is summerized below: **(Figures in Rs.)**

Particulars	2018-19	2017-18
<b>Income</b>		
Revenue from Operations	17,23,08,962	12,336,973,667
Other Income	13,15,280	12,303,411
<b>Total Income</b>	<b>17,36,24,242</b>	<b>12,349,277,078</b>
<b>Less: Expenses</b>		
Operating, Depreciation and Other Expenses	66,07,72,621	12,313,896,849
Salaries and Benefits	75,78,588	7,447,463
Extra Ordinary Items	—	—
<b>Total Expenses</b>	<b>66,83,51,209</b>	<b>12,321,344,312</b>
<b>Profit/(Loss) before Tax and Appropriations</b>	<b>(49,47,26,967)</b>	<b>27,932,766</b>
<b>Less: Tax Expenses</b>		
Provision for Deferred Tax	39,561	684,409
Provision for Income Tax	—	9,500,000
Excess Provision of Income Tax for last year	22,85,475	(1,260,375)
<b>Total Tax Expenses</b>	<b>23,25,036</b>	<b>8,924,034</b>
<b>Profit / (Loss) after Tax</b>	<b>(49,70,52,003)</b>	<b>19,008,732</b>
<b>Other Comprehensive Income</b>		
A Items that will not be reclassified to Profit & Loss	(5,58,810)	73,041
B) Items that will be reclassified to Profit & Loss	—	—
<b>Total Comprehensive Income for the year</b>	<b>(5,58,810)</b>	<b>73,041</b>
<b>Profit carried to the Balance Sheet</b>	<b>(49,76,10,813)</b>	<b>19,081,773</b>

### 2. STATE OF COMPANY'S AFFAIRS

- Ø During the year your Company registered turnover of Rs. 1,723 Lakhs as against turnover of Rs. 1,23,370 Lakhs in the previous year indicated reduction in growth.
- Ø Sale of Paper has been decreased by 63.76% i.e from Rs. 4,064.23 lakhs in Financial Year 2017-18 to Rs. 1,472.49 lakhs in Financial Year 2018-19.
- Ø The EBITDA (before exceptional items) booked loss of Rs. 41,93,62,164 /- in year 2018-19.
- Ø The Company has booked loss of Rs. 49,76,10,813/- in financial year 2018-19.

### 3. DIVIDEND

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year under review.

### 4. TRANSFER TO RESERVES

Considering the loss incurred in the current financial year, your Directors is not in a position to recommend any amount to transfer in to the reserves.

### 5. SHARE CAPITAL AND CHANGES THEREIN

There was no change in the Authorized share capital of the Company during the financial year. As on 31<sup>st</sup> March, 2019, the paid up equity share capital of your Company was Rs. 2,85,40,000 divided into 28,54,000 equity shares of Rs.10/- each.

### 6. EXTRACT OF ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013 the extract of Annual Return for the financial year ended 31<sup>st</sup> March, 2019 in **Form MGT-9** in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <http://www.olympicoil.co.in/> and is also appended as **ANNEXURE I** to this Report.

### 7. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirms that: