

# **Olympia Industries Ltd.**

C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai - 400 063, Maharashtra, India. Tel.: 022 42138333 | ③ info@olympiaindustriesltd.com | ④ www.olympiaindustriesltd.com

C.I.N. No.: L17110MH1987PLC045248

Ref.: OIL/BSE/2015

Date: 01.10.2015

To, *Corporate Relationship Department Bombay Stock Exchange Ltd.* 14<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, <u>Mumbai-400001.</u> *Scrip Code*: 521105

# Sub: 26<sup>th</sup> AGM –Compliance of Clause 35A of the Listing Agreement

Sir,

This is to inform you that the 26<sup>th</sup> Annual General Meeting (AGM) of the Members of Olympia Industries Limited was held on Wednesday, 30<sup>th</sup> September, 2015 at 10.00 a.m. at Smt. Smita Mahavir Agrawal Seminar Hall, at 6<sup>th</sup> Floor, Durgadevi Saraf Institute of Management Studies, RS Campus, S.V. Road, Malad (West), Mumbai- 400064. All the items of business as mentioned in the Notice convening the said AGM have been transacted and the Resolutions have been passed by the Members.

In compliance with the requirements under Clause 35A of the Listing Agreement with the Stock Exchanges, we are furnishing relevant details pertaining to the aforesaid AGM in the prescribed format as annexure. The Report of Scrutinizer is annexed.

Please take the same on records and acknowledge the receipt of the same.

Thanking you.

For Olympia Industries Limited

Radhika Jharolla Company Secretary Encl. As stated above



### Annexure

- 1. Date of the Annual General Meeting: 30th September, 2015
- 2. Total number of shareholders on record date (cut off date for E-voting): 16650 (as on cutoff date i.e. 23.09.2015)
- 3. No. of shareholders present in the meeting either in person or through proxy:

**Promoters and Promoter Group: 5** 

Public: 34

4. No. of Shareholders attended the meeting through Video Conferencing

**Promoters and Promoter Group: NIL** 

Public: NIL

(Agenda-wise)

### The Mode of Voting for all the Resolutions was:

- 1) E-voting conducted between 27<sup>th</sup> September, 2015 to 29<sup>th</sup> September, 2015.
- 2) Poll conducted (Ballot) at the Meeting on 30<sup>th</sup> September, 2015.

Given below is the resolution wise combined result of e-voting and poll (Ballot) at the meeting:

### Agenda No. 1: Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015 along with the reports of Directors' and Auditors thereon

### **Resolution required:** Ordinary

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
· ·	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0



Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0	
Public- Others	1195215	35115	2.93%	35115	0	100%	0	
Total	3023570	1863470	61.63%	1863470	0	100%	0	

## Agenda No. 2: Appointment of Mr. Navin Pansari as Director who retires by rotation.

**Resolution required:** Ordinary

Promoter	No. of	No. of	% of Votes	No. of	No. of	% of Votes	% of Votes
/ Public	Shares held	Votes polled	Polled on outstanding shares	Votes- In favour	Votes- Against	in favour on votes polled	against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

Agenda No. 3: Ratification of appointment of Auditors M/S CPM & Associates and to fix their remuneration.

**Resolution required:** Ordinary



Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

# Agenda No. 4: Appointment of Ms. Anisha Parmar as Non-Executive Non-independent Director of the Company.

## Resolution required: Ordinary

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0



Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

### Agenda No. 5: Appointment of Mr. Anurag Pansari as an Managing Director.

Resolution required: Special

Result: The Resolution has been approved by the Members unanimously as a Special Resolution.

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

# Agenda No. 6: Appointment of Mr. Naresh Waghchaude as Independent Director of the Company.

**Resolution required:** Ordinary

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100



Promoter	1828355	1828355	100%	1828355	0	100%	0
and							
Promoter	· .						
Group							
Public-	0	0	0%	0	0	0%	0
Institution							
al Holders			•				
(FII)							
Public-	1195215	35115	2.93%	35115	0	100%	0
Others	1170210	55115	2.5570	50110	Ŭ	10070	Ŭ
Total	3023570	1863470	61.63%	1863470	0	100%	0

### Agenda No. 7: Appointment of Mr. Pravin Kumar Shishodiya as Independent Director.

### **Resolution required:** Ordinary

Result: The Resolution has been approved by the Members unanimously as an Ordinary Resolution.

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

### Agenda No. 8: Appointment of Mr. Anurag Pansari as an Managing Director.

# Resolution required: Ordinary



Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

# Agenda No. 9: To Charge on Assets of the Company

## **Resolution required:** Special

**Result:** The Resolution has been approved by the Members with requisite majority as a Special Resolution.

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	. 100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public-	1195215	35115	2.93%	35080	35	99.99%	0.01%



Others							
Total	3023570	1863470	61.63%	1863435	35	99.99%	0.01%

## Agenda No. 10: To approve increase in borrowing limits.

## **Resolution required:** Special

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	In this peep approved by the avenue is multimously as a spec	TAL RESOLUTION

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Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

# Agenda No. 11: Issue of Convertible warrants on preferential allotment basis:

## Resolution required: Special

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0



Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35115	0	100%	0
Total	3023570	1863470	61.63%	1863470	0	100%	0

# Agenda No. 12: Keeping of Register of Members at any other place instead of Registered office of the Company

## **Resolution required:** Special

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**Result:** The Resolution has been approved by the Members with requisite majority as a Special Resolution.

Promoter / Public	No. of Shares held	No. of Votes polled	% of Votes Polled on outstanding shares	No. of Votes- In favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2) ]*100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	1828355	1828355	100%	1828355	0	100%	0
Public- Institution al Holders (FII)	0	0	0%	0	0	0%	0
Public- Others	1195215	35115	2.93%	35080	35	99.99%	0.01%
Total	3023570	1863470	61.63%	1863435	35	99.99%	0.01%

Iympia Industries Limited ika Jharolla **FIIV** Company Secretary

# V.K. MANDAWARIA & CO. **Company Secretaries**

VINOD KUMAR MANDAWARIA, B. Com., F.C.S., F.C.A.

28, Mogal Bldg., 2<sup>nd</sup> Floor, 25, Vaju Kotak Road, Fort, Mumbai-400 001 Tel : 2265 5377, Email: vinodmandawaria@gmail.com

### **Consolidated Scrutinizer's Report** {Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended}

To.

The Chairman of 26th Annual General meeting of the Members of Olympia Industries Limited held on 30<sup>th</sup> September, 2015 at 6<sup>th</sup> Floor, Durga Devi Saraf Institute of Management Studies, RS campus, S.V. Road, Malad(West), Mumbai-400 064, Maharashtra.

#### Dear Sir,

1. I. Vinod Kumar Mandawaria, a Practicing Company Secretary, have been appointed as a scrutinizer by Directors of Olympia Industries Limited (the Company) for the purpose of: the Board of

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 (Management and Administration) Rules, 2014, as amended (Rules) and
- (ii) Poll through ballot papers under the provisions of Section 109 of the Companies Act, 2013 Act read with Rule 21 of the Rules, on the Resolutions contained in the notice to the 26<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company held on 30<sup>st</sup> September, 2015.

2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means [i.e by remote e-voting] and voting by poll through ballot paper at the AGM for the Resolutions contained in the Notice to the AGM of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means(i.e. by remote e-voting) and voting by poll through ballot paper at the AGM is restricted to make a Consolidated scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd (CDSL), the Agency authorized under the Rules and engaged by the Company to provide e-voting facilities for voting through electronic means and voting by poll through ballot paper at the AGM.

3. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.

4. The locked ballot box was subsequently opened in my presence and poll papers were diligently Scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

5. I did not find any poll papers invalid.

6. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means and voting by poll through ballot paper at the AGM as under:-



Cutoff date: 23<sup>rd</sup> September,2015. Remote e-voting commencement date: 9.00, AM, 27<sup>th</sup> September, 2015. Remote e-voting end date: 5.00 PM, 29<sup>th</sup> September, 2015.

The results of remote e-voting together with that of ballot forms and papers are as under:-

#### <u>Item and Resolution No.1</u> <u>Adoption of Audited Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015</u> along with the reports of Directors' and Auditors thereon. (As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	voting	Voting at A	AGM by	Total	
			Ballot Pap	ers		
	No. of	No. of	No. of	No. of	No. of	%
	Members	Shares	Members	Shares	Shares	
		held.		held.	held.	
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as an Ordinary Resolution.

### Item and Resolution No.2

Appointment of Mr.Navin Pansari as Director who retires by rotation. (As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	Remote E-voting		Voting at AGM by Ballot Papers		
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as an Ordinary Resolution.



(2)

# (3)

### Item and Resolution No.3 Ratification of appointment of Auditors M/S CPM & Associates and to fix their remuneration.(As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

97	Remote E-	voting	Voting at A Ballot Pap	•	Total	
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as an Ordinary Resolution.

### <u>Item and Resolution No.4</u> <u>Appointment of Ms. Anisha Parmar as Non-Executive Non-independent Director of the Company.</u> (As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	voting	Voting at Ballot Pap	•	Total	
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as an Ordinary Resolution.

### Item and Resolution No.5

Appointment of Mr. Anurag Pansari as an Managing Director. (As a Special Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63



			(4)			
	Remote E-	-voting	Voting at Ballot Pap		Total	
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as a Special Resolution. **Item and Resolution No.6** 

Appointment of Mr. Naresh Waghchaude as Independent Director of the Company. (As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	-voting	Voting at Ballot Pap	•	Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%
		held.		held.	held.	
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as an Ordinary Resolution.

### Item and Resolution No.7

# Appointment of Mr.Pravin Kumar Shishodiya as Independent Director. (As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	voting	Voting at Ballot Pap	•	Total	-
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100



### Item and Resolution No.8 Appointment of Mr.Navin Pansari as Whole Time Director. (As an Ordinary Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	voting	Voting at A Ballot Pap	•	Total	
x	No. of	No. of	No. of	No. of	No. of	%
	Members	Shares	Members	Shares	Shares	
		held.		held.	held.	
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as an Ordinary Resolution.

### Item and Resolution No.9 To Charge on Assets of the Company. (As a Special Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-voting		Voting at AGM by Ballot Papers		Total	
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	0	0	37	1863435	1863435	99.999
Dissent	1	35	0	0	35	0.001
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members with requisite majority as a Special Resolution.

### Item and Resolution No.10. To approve increase in borrowing limits. (As a Special Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63
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(5)

	(6)						
	Remote E-	Remote E-voting		Voting at AGM by Ballot Papers			
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%	
Assent	1	35	37	1863435	1863470	100	
Dissent	0	0	• 0	0	0	0	
Invalid	0	0	0	0	0	0	
Total	1	35	37	1863435	1863470	100	

The Resolution has been approved by the Members unanimously as a Special Resolution.

### Item and Resolution No.11. Issue of Convertible warrants on preferential allotment basis: (As a Special Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	Remote E-voting		AGM by ers	Total	
	No. of	No. of	No. of	No. of	No. of	%
	Members	Shares	Members	Shares	Shares	
		held.		held.	held.	
Assent	1	35	37	1863435	1863470	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members unanimously as a Special Resolution.

#### Item and Resolution No.12.

Keeping of Register of Members at any other place instead of Registered office of the Company: (As a Special Resolution)

No. of Members who casted vote	No. of shares held by them	% of Total Paid up share Capital
38	1863470	61.63

	Remote E-	-voting	Voting at	AGM by	Total	
			Ballot Papers			
	No. of	No. of	No. of	No. of	No. of	%
	Members	Shares	Members	Shares	Shares	
		held.		held.	held.	
Assent	0	0	37	1863435	1863435	99.999
Dissent	1	35	0	0	35	0.001
Invalid	0	0	0	0	0	0
Total	1	35	37	1863435	1863470	100

The Resolution has been approved by the Members with requisite majority as a Special Resolution.



7. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handled over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the AGM.

Thanking You,

Yours faithfully,

Vinod Kumar Mandawaria Practicing Company Secretary FCS-2209 Proprietor, V.K.Mandawaria & Co. Company Secretaries.





Counter signed by: For Olympia Industries Limited

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(Navin Pansari) Chairman and Whole Time Director.