



NOTICE

To
The Members,
Olympia Industries Limited

Notice is hereby given that the 26th Annual General Meeting of the Members of M/s. Olympia Industries Limited will be held on Wednesday the 30th September, 2015 at 10.00 A.M. at Smt. Smita Mahavir Agrawal Seminar Hall at 6th Floor, Durga Devi Saraf Institute of Management Studies, RS Campus, S.V. Road, Malad (West), Mumbai 400 064 for transacting the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended on March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Navin Pansari having Director Identification Number 00085711, who will retire by rotation and is eligible for re-appointment.
3. To ratify the appointment of auditors and

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

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 (the “Act”) read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification/(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby given for ratification of the appointment of M/s. CPM & Associates, Chartered Accountants (Firm Registration No. 114923W), as the Statutory Auditors of the Company made in the 25th Annual General Meeting of the Company to hold office from the conclusion of the 25th Annual General Meeting of the Company until the conclusion of the 28th Annual General Meeting and the Board of Directors be and are hereby authorized to fix their remuneration for the financial year 2015-16 on the recommendation of the Audit Committee in consultation with the Auditors .”

SPECIAL BUSINESS:

4. **Appointment of Ms. Anisha Parmar as Non-Executive Non- Independent Director of the Company:**



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

“RESOLVED THAT pursuant to section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Anisha Parmar (holding DIN 07141598) who was appointed as an Additional Director of the Company with effect from March 30, 2015 by the Board of Directors under Section 161(1) of the Companies Act, 2013 and Article 122 of the Articles of Association of the Company in the category of Non- executive Non- Independent Director and who holds the office only up to the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing the candidature of Ms. Anisha Parmar for the office of the Director be and is hereby appointed as a Director of the Company liable to retire by rotation.”

5. Appointment of Mr. Anurag Pansari as Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, the consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Anurag Pansari as Managing Director of the Company for the period from 30th March, 2015 to 25th July,2015 on the remuneration and other terms and conditions details of which are given in Explanatory Statement at item no. 5 annexed hereto”.

6. Appointment of Mr. Naresh Waghchaude as Independent Director of the Company:

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act, Mr. Naresh Waghchaude (holding DIN 07240631) who was appointed subject to the approval of Members, as an Additional and Independent Director of the Company with effect from July 23, 2015 by the Board of Directors under section 161(1) of the Companies Act, 2013 and Article 122 of the Articles of Association of the Company and who holds the office only up to the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing



the candidature of Mr. Naresh Waghchaude for the office of the Director be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five years with effect from July 23, 2015.”

7. Appointment of Mr. Pravin Kumar Shishodiya as Independent Director of the Company:

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

“RESOLVED THAT pursuant to section 149, 152 and other applicable provisions, if any of the Companies Act, 2013 (hereinafter referred to as the “Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV of the said Act, Mr. Pravin Kumar Shishodiya (holding DIN 03011429) who was appointed subject to the approval of Members, as an Additional and independent Director of the Company with effect from July 23, 2015 by the Board of Directors under section 161(1) of the Companies Act, 2013 and Article 122 of the Articles of Association of the Company in the category of Non- executive Independent Director and who holds the office only up to the date of the ensuing Annual General Meeting of the Company and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a member under section 160 of the Act proposing the candidature of Mr. Pravin Kumar Shishodiya for the office of the Director be and is hereby appointed as an Independent Director of the Company to hold the office for a term of five years with effect from July 23, 2015.”

8. To appoint Mr. Navin Pansari (DIN: 00085711) as a Whole Time Director:

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

“RESOLVED THAT in accordance with the provisions of Sections 196(4),197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and remuneration of Managerial Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. Navin Pansari (DIN 00085711) as a Whole Time Director, for a period of one year with effect from 23rd July, 2015 without any remuneration on the terms and conditions as set out in the Explanatory Statement annexed to the Notice convening this Meeting at Item No.8 with liberty to the Board of Directors, (herein after referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To create Charge on the Assets of the Company:



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

“RESOLVED THAT pursuant to the provisions of section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with rules framed there under (including any statutory modification(s) or re- enactments thereof for the time being in force) and subject to such consents, approvals and permissions as may be necessary in that regards, consent of the Members of the Company be and is hereby accorded for creation by the Board of Directors of the Company (the “Board”, which term shall be deemed to include its “Committee of its Directors”), such mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may direct in favour of Financial institutions, Investment Institutions and their subsidiaries, banks, mutual funds, trusts, NBFC, other bodies corporate or other entities as may be permissible (hereinafter referred to as the “Lending Agencies”) and trustees for the holders of debentures/ bonds and /or other instruments which may be issued on private placement basis or otherwise, to secure rupee term loans/ foreign currency loans, debentures, bonds and other instruments of an outstanding aggregate value not exceeding Rs. 200 Crore (Rupees Two hundred crore only) together with interest thereon at the agreed rates, further interest, liquidated damages, premium on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company to the trustees under the Trust Deed and to the Lending Agencies under the respective Agreements/ Loan Agreements/ Debenture Trust Deeds entered /to be entered into by the Company in respect of the said borrowings.

RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise with such Lending Agencies/ trustees, the terms and conditions and the documents for creating the aforesaid mortgage or charge and/or hypothecations and to accept any modifications to, or to modify, alter or vary, the terms and conditions or the documents as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper and desirable and to settle any questions, difficulties or doubts that may arise in regard to creating mortgages / charges as aforesaid without requiring the Board to secure any further consent or approval of the Members and the Board is hereby further authorised to nominate one or more representative of the Company to execute such further deeds, documents and writings that may be considered necessary and to carry out any or all activities that the Board is empowered to do for the purpose of giving effect to this resolution.”

10. To approve increase in Borrowing Limits:

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

“RESOLVED THAT in supersession of earlier resolution passed by the members in the General Meeting and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if



any, of the Companies Act, 2013 consent of the members be and is hereby given to the Board of Directors of the Company to borrow from time to time such sum or sums of money as they may deem fit by way of loans / debentures or any other mode of borrowings as may be deemed fit by the Board of Directors for the purpose of the business of the Company notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up Share capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board of Directors shall not exceed the sum of Rs. 200 Crores (Rupees Two Hundred Crores Only) at any time".

"RESOLVED FURTHER THAT Board of Directors or its delegated authority be and is hereby authorized to finalize terms and conditions of such borrowing and to do all such acts, deeds and things as may be necessary to give effect to the aforesaid resolution".

11. Issue of Convertible warrants on preferential allotment basis:

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

"RESOLVED THAT in accordance with the provisions of Section 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), and Regulation 72(1)(a) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**the "SEBI (ICDR) Regulations, 2009"**), as amended thereto and Clause 23 of the Listing agreements entered by the company with Stock Exchanges, the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement entered into by the Company with the stock exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (**"Concerned Authorities"**) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **"the Board"** which expression 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) and subject to such terms, conditions and modifications as the Board may in its discretion impose or agree to, the Board be and is hereby authorized to create, offer, issue and allot by way of Preferential Allotment, up to 30,00,000 (Thirty Lacs) convertible warrants of Rs. 45/- (Rupees Forty five only)



to Strategic Investors and Promoters , on preferential allotment basis in compliance with Chapter VII of SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto & on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit, to the following persons/entities as mentioned below:

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
	Promoter		
1.	Anurag Pansari	7,50,000	Anurag Pansari
2.	Agrankit Synfab Pvt. Ltd.	7,50,000	(1) Navin Pansari (2) Chirag Pansari
3.	Ekamat Synthetics Pvt. Ltd.	5,00,000	(1) Navin Pansari (2) Chirag Pansari
5.	Alok Pansari	5,00,000	Alok Pansari
	Non Promoter		
6.	Paresh Bhagat	2,50,000	Paresh Bhagat
7.	Meenakshi Kanoongo	2,50,000	Meenakshi Kanoongo
	Total	30,00,000	

RESOLVED FURTHER THAT:

- (i) The relevant date for the purpose of pricing of issue of the convertible warrants in accordance with the Regulation 71 of SEBI (ICDR) Regulations, 2009 (as amended) be fixed as **31st August, 2015** being the 30th day prior to **30th September, 2015** i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 96 of the Companies Act, 2013 to consider the proposed preferential issue.
- (ii) The convertible warrants allotted in terms of this resolution shall rank *paripassu* in all respects with the existing Equity Shares of the Company.
- (iii) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of convertible warrants, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the Company in a General Meeting.

RESOLVED FURTHER THAT the aforesaid convertible warrants allotted on preferential basis shall be locked in from the date of trading approval granted from all the stock exchanges for such periods as prescribed in Regulation 78 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009.



RESOLVED FURTHER THAT each of the aforesaid warrants be converted at the option of the holder at any time within 18 months from the date of issue, into one fully paid-up Equity Share of Rs.10/- each at the price which be determined in accordance with prevailing SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and a sum equivalent to 25% of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% of the total consideration per warrant be received at the time of allotment of Equity Shares pursuant to exercise of option against each such warrant by the warrant holder.

RESOLVED FURTHER THAT in the event of the Company making a bonus issue of shares or making rights issue of shares / convertible debentures or any other securities in whatever proportion prior to the exercise of the rights attached to the warrants, the entitlement of the holders shall stand augmented in the same proportion in which the equity share capital of the company increases as a consequences of such bonus/rights issues and that the exercise price of the warrant be adjusted accordingly, subject to such approvals as may be required.

RESOLVED FURTHER THAT the convertible warrants to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the proposal as may be required by the agencies involved in such issues but subject to such conditions as the Reserve Bank of India (RBI) / Securities and Exchange Board of India (SEBI) and/ or such other appropriate authority may impose at the time of their approval as agreed by the Board.

RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of convertible warrants of the Company, the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of convertible warrants of the Company as it may in its absolute discretion deem fit and proper.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the company to give effect to this resolution.”

12. Keeping of Register of Members at any other place instead of Registered office of the Company:

To consider and, if thought fit, to pass, with or without modifications, the following Resolution as a Special Resolution:-

“RESOLVED THAT pursuant to the provisions of the Section 94 of the Companies Act, 2013, consent of the Members of the Company be and is hereby accorded to the Company for keeping



its Register of Members maintained under the provisions of Section 88 of the Companies Act, 2013 at the office of its Registrar and Share Transfer Agent M/s.Universal Capital Securities Pvt Ltd. (Formerly known as Mondkar Computers Pvt Ltd), 21 Shakil Niwas, Opp Satya Saibaba Temple, Mahakali Caves Road, Andheri (East) Mumbai 400 093 instead of keeping and maintaining the same at the Registered Office of the Company with effect from 1st October, 2015.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all steps as may be necessary, proper or expedient to give effect to this resolution”.

For Olympia Industries Limited

Place: Mumbai
Date: 28.08.2015

Radhika Jharolla
Company Secretary

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

NOTES:

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF.**

A person can act as proxy on behalf of members not exceeding fifty (50) Members and holding in the aggregate not more than ten percent of the total share capital of the Company. THE PROXY FORM MUST BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE ATLEAST 48 HOURS BEFORE THE TIME OF ANNUAL GENERAL MEETING.

- The statement setting out details relating to the Special Business to be transacted at the Annual General Meeting, pursuant to Section 102(1) of the Companies Act, 2013, is annexed hereto.
- Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- Pursuant to Section 72 of the Companies Act, 2013, shareholders holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's



Registrar and Transfer Agent. In respect of shares held in electronic/demat form, the nomination form may be filed with the respective Depository Participant.

- A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
- Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
- Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No.
- 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 at the Meeting.
- Members are requested to intimate any change in their address to the Registrar and Transfer Agent of the company.
- Members seeking any information with regard to accounts are requested to write to the undersigned at Registered Office of the Company at C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai-400063, at least 15 days in advance, so as to keep the information ready at the Meeting.
- SEBI has made it mandatory for every participant in the securities/capital market to furnish the details of Income Tax Permanent Account Number (PAN). Accordingly, all the shareholders holding shares in physical form are requested to submit their details of PAN along with a photocopy of both sides of the PAN card, duly attested, to the Registrar and Share Transfer Agents of the Company, M/s. Universal Capital Securities Private Limited, Mumbai and the members holding shares in Electronic form are requested to submit the PAN to their Depository Participant with whom they are maintaining their Demat Accounts.
- The Register of Members and Share Transfer Books of the Company shall remain closed from September 24, 2015 to September 30, 2015, both days inclusive, for Annual General Meeting.



• **INSTRUCTIONS FOR THE VOTING THROUGH ELECTRONIC MEANS**

The instructions for members for voting electronically are as under:-

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the company will be providing members facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of AGM will be provided by Central Depository Securities Limited.
2. The facility for poll shall be made available at the AGM and the members attending the meeting who have not casted their vote by e-voting shall be able to exercise their right at the meeting through poll paper.
3. The members who have casted their vote by e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
4. The E-voting period commences on 27th September, 2015 from 09.00 a.m. to 29th September, 2015 up to 5.00 p.m. During this period members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date of 23rd September, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote is casted by the member, the member shall not be allowed to change it subsequently.
5. Voting rights shall be reckoned on the paid up value of shares registered in the name of the member/ beneficial owner (in case of electronic shareholding) as on the cut-off date i.e 23rd September, 2015.
6. The Process and manner of e-voting is as under.
 - (A) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (B) Click on Shareholders.
 - (C) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (D) Next enter the Image Verification as displayed and Click on Login.
 - (E) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (F) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)



	<ul style="list-style-type: none">• 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.• 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If 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)

(G)After entering these details appropriately, click on “SUBMIT” tab.

(H) 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.

(I) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(J) Click on the EVSN for the relevant OLYMPIA INDUSTRIES LIMITED on which you choose to vote.

(K) 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.

(L)Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(M)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.



(N) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(O) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(P) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(Q) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF and NRI etc.) and Custodian are required to log on to 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.
- 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 should be mailed to 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.

(R) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

(S) Any person who acquires shares of the Company and become member of the Company after dispatch of the Notice and holding shares on cut-off date i.e. 23rd September, 2015 may obtain the login id and password by sending a request at helpdesk.evoting@cdslindia.com

(T) Mr. V. K. Mandawaria, Company Secretary (FCS no. 2209) has been appointed as the Scrutinizer for providing the facility to the members of the Company to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner

For Olympia Industries Limited

Place: Mumbai
Date: 28.08.2015

Radhika Jharolla
Company Secretary

Regd. Office:-
C-205, Synthofine Industrial
Estate, Behind Virwani Industrial
Estate, Goregaon (West),
Mumbai-400063.

**EXPLANATORY STATEMENT****EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 4:**

Ms. Anisha Parmar a law graduate having experience of more than 3 years in the field of Compliance related work and have good exposure of the secretarial work also. In order to maintain a gender balance in the board of the company which is also a requirement under Companies Act, 2013, the Board of Directors had appointed Ms. Anisha Parmar as an Additional Director under the category Non Executive Non Independent of the company in their meeting held on 30th March, 2015 to hold the office till the conclusion of the ensuing Annual General Meeting.

The Company has received a notice from a member under the provisions of Section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- proposing candidature of Ms. Anisha Parmar as Director of the Company and requisite consent has been received from Ms. Anisha Parmar pursuant to provisions of Section 152(5) of the Companies Act, 2013. She has also given a declaration to the company that she is not disqualified to become a Director under this Act.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Ms. Anisha Parmar as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Ms. Anisha Parmar as a Director, for the approval by the Members of the Company.

Except Ms. Anisha Parmar, no other Directors, Key managerial Personnel and their relatives are concerned or interested in the Resolution.

Item No. 5:

Mr. Anurag Pansari was first inducted to the Board at the Board Meeting held on 29th June, 2013. He was appointed as a Non- Executive Director. He had completed his almost 2 years term as a Non-executive Director on 30th March, 2015. Mr. Anurag Pansari is a MBA. He is largely responsible for the efficient operations of the company and its excellent Marketing performance. The Board of Directors, at their meeting held on 30th March, 2015, on the recommendation of Nomination and Remuneration Committee of the Board, considered and decided to entrust Mr. Anurag Pansari with increased role and responsibility by elevating him as Managing Director of the Company subject to the approval of Members of the Company on following terms and conditions:-

(1) Period of 3 years with effect from 30th March, 2015 to 29th March, 2018.

Other terms and conditions:

1. **BASIC SALARY** : Rs.1,50,000/- per month
2. **CONTRIBUTION TO PROVIDENT FUND** : Rs. 21,600/-



3. **PERQUISITES AND ALLOWANCES** :

i) In addition to the salary and Contribution to Provident Fund the appointee shall also be entitled to perquisites and allowances like Accommodation (furnished or unfurnished) or House Rent Allowance together with reimbursement of expenses or allowances for utilities such as Gas, Electricity, Water, Furniture and Fixtures, Furnishings and Repairs, Medical Reimbursements, Club Fees and Leave Travel concession for himself and his family, Medical and Personal Accident insurance premium, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed by the Board of Directors and the appointee, subject however that these perquisites and allowances will be subject to a limit of Rs.11,00,000/- per annum or 60% of Basic Salary whichever is higher.

ii) Provision for use of the Company's car for official duties and telephone at residence and mobile phone (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 above ceiling.

iii) The Managing Director shall be entitled to be reimbursed in respect of all expenses incurred by him (including traveling entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to the Managing Director for attending the Meetings of the Board of Directors or Committee thereof.

4. **INCREMENT**

The Managing Director will be entitled increment from time to time as decided by the Nomination and Remuneration Committee and Board of Directors of the Company within the maximum permissible limit specified in Schedule V of the Act.

Note:

1. For the purpose of perquisites stated here above, "family" means wife, dependent children and dependent parents of Mr. Anurag Pansari.
2. Perquisites shall be valued at actual cost to the Company.

MINIMUM REMUNERATION

The above remuneration will be paid as minimum remuneration to Mr. Anurag Pansari as the Company does not have adequate profits and will be subject to the approval of members of the Company by a Special Resolution to be obtained in a General Meeting giving the necessary information and disclosure as specified in Schedule V of the Act.

The appointment of Mr. Anurag Pansari may be terminated by either party by giving three months' notice in each case.



The remuneration of Mr. Anurag Pansari is within the ceiling limit specified in Schedule V of the Companies Act, 2013.

The Managing Director shall be subject to the superintendence and control of Board of Directors of the Company, manage the whole business and affairs of the Company.”

Subsequently, Mr. Anurag Pansari has resigned from the Board with effect from 25.07.2015 due to his further study he is not able to devote time for the work and therefore the approval of members has been sought for the period he worked as Managing Director of the company.

The necessary information and disclosure as specified in Schedule V of the Act are given as under:-

Disclosure as required under Schedule V to the Companies Act, 2013 is given hereunder:

1. General Information:

- i. Nature of Industry: FMCG
- ii. Date or expected date of Commercial Production: N.A. since the Company has already commenced its business activities
- iii. In case of new Companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: N.A.

Financial Performance:

Particulars for the Year Ended

	F. Y. 2012-13	F.Y. 2013-14	F.Y. 2014-15
Total Revenue	27,46,275	6,79,41,405	1,22,74,81,822
Depreciation	20,81,498	20,05,761	18,94,101
Total Expenses	34,31,194	6,23,43,184	1,17,61,24,537
Net Profit	(27,66,417)	35,92,460	4,94,63,184
Paid up Capital	5,54,84,460	3,26,18,160	3,26,18,160
Reserves & Surplus	(3,87,24,676)	(1,23,077)	5,30,30,123
Earnings Per Share	(1.49)	1.74	15.12

Foreign Investments or collaborations, if any – There is no direct foreign investment in the Company except to the extent shares held. There is no foreign collaboration in the Company.

Information about the Appointees:

- Name of Director : Anurag Pansari
- Background details : He has a good experience and knowledge of



	computer peripherals and other IT products, Home and Kitchen appliances, and other FMCG products. He is a MBA graduate.
Past remuneration	: N.A.
Job Profile and his suitability	: He will be responsible for all the activities related to Company and any other statutory laws. He will be handling all the day to day affairs of the company. He is largely responsible for the efficient operations of the company and its excellent Marketing performance.
Remuneration proposed	: As mentioned in the resolution
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	: Apart from receipt of Managerial Remuneration he does not have any other pecuniary relationship with the company except his relationship with Mr. Navin Pansari, Director of the company.

Comparative remuneration profile with respect to industry, size of Company, profile of the position and person:

The remuneration offered to Mr. Anurag Pansari is at par with the industry norms. The Board of Directors considered that the remuneration paid to him is justified, commensurate with other organizations of the similar type, size and nature in the similar company.

Expected increase in productivity and profits in measurable terms

Disclosures

The remuneration packages of Managing Director has been given above.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the Resolution except Mr. Anurag Pansari himself and his relative Mr. Navin Pansari, Chairman & Wholetime Director of the Company. Accordingly the Board recommends the passing of the Special resolution as set out in the Item no.5 of the Notice.

A copy of the Board resolution for appointment of Mr. Anurag Pansari, Managing Director will be available for inspection between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) at the Registered Office of the Company till the date of this AGM.

Item No. 6:

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr .Pravin Kumar Shishodiya as an Additional and Independent Director of the Company and he holds the office up to the ensuing Annual General Meeting. The Board has received a notice in writing from a member of the Company



proposing his appointment as Director of the Company, under Section 160 of the Companies Act, 2013 together with a deposit of Rs. 1,00,000.

Also requisite consent has been received from Mr .Pravin Kumar Shishodiya pursuant to the provisions of Section152(5) of the Companies Act, 2013. In the opinion of the Board, Mr .Pravin Kumar Shishodiya who is proposed to be appointed as an Independent Director of the Company for the period of five years from 23rd July, 2015, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is independent of the management. Copy of the draft letter for appointment of Mr. Pravin Kumar Shishodiya an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) till the date of this AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr .Pravin Kumar Shishodiya as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr .Pravin Kumar Shishodiya an independent Director, for the approval by the Members of the Company.

Except Mr .Pravin Kumar Shishodiya, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 6.

Item No. 7:

The Board of Directors of the Company based on recommendation of the Nomination and Remuneration Committee of the Board, appointed Mr. Naresh Waghchaude as an Additional and Independent Director of the Company and he holds the office up to the ensuing Annual General Meeting. The Board has received a notice in writing from a member of the Company together with a deposit of Rs. 1,00,000/- proposing his appointment as Director of the Company, under Section 160 of the Companies Act, 2013.

Also requisite consent has been received from Mr. Naresh Waghchaude pursuant to the provisions of Section152(5) of the Companies Act, 2013. In the opinion of the Board, Mr. Naresh Waghchaude who is proposed to be appointed as an Independent Director of the Company for the period of five years from 23rd July, 2015, fulfils the conditions specified under Section 149(6) and Schedule IV of the Companies Act, 2013 and is independent of the management. Copy of the draft letter for appointment of Mr. Naresh Waghchaude an Independent Director setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) till the date of this AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Naresh Waghchaude as an Independent Director. Accordingly, the Board recommends the Resolution in relation to appointment of Mr. Naresh Waghchaude an independent Director, for the approval by the Members of the Company.



Except Mr. Naresh Waghchaude, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution set out at Item No. 7

Item No. 8:

The Board of Directors of the Company (the 'Board'), at its meeting held on 23rd July, 2015 has, on the recommendation of Nomination and Remuneration Committee of the Board and subject to the approval of members, appointed Mr. Navin Pansari (DIN: 00085711) as a Whole Time Director, for a period of one year with effect from 23rd July, 2015 on following

1. The Whole Time Director shall be entitled for the reimbursement in respect of all expenses incurred by him (including travelling entertainment etc.) for and on behalf of the Company. However, no sitting fees will be paid to him for attending the Meetings of the Board of Directors or Committee thereof.
2. The appointment of Mr. Navin Pansari may be terminated by either party by giving one month notice in each case.
3. The Whole-Time Director shall be subject to the superintendence and control of Board of Directors of the Company and will manage the whole business and affairs of the Company.”
4. The appointment of Whole Time Director meets the conditions specified in schedule V Part I of the Companies Act, 2013 and the whole time Director has given a declaration for the purpose.
5. The Whole Time Director will be liable for retirement by rotation as per the provisions of Section 152(6) of the Companies Act, 2013.

Mr. Navin Pansari satisfies all the conditions set out in Part- I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Companies act, 2013.

The copy of relevant resolution of the Board is available for inspection by members at the registered office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) till the date of this AGM.

Except Mr. Navin Pansari none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution set out at Item No.8 of the Notice for approval of Members.



Item No. 9:

Presently the Company has not taken any Secured loan from Banks or Financial Institutions. However looking into the expanding business of the Company the Company is in the process of tying up secured loans from Banks. To secure their loan/credit facilities, Company is required to provide them security of its movable and immovable Assets.

In terms of provisions of Section 180 of the Companies Act, 2013, the Board of Directors of a company shall exercise the following powers only with the consent of the members by way of a Special resolution.

Therefore the Resolution at Sr. No. 9 of the notice has been proposed to take consent of the Members of the Company for creation of mortgage or charge for the said borrowings, as security by way of mortgage/hypothecation on the company's assets in favour of Company's Bankers/ Financial Institutions/ other investing agencies and trustees for the amounts borrowed within the limit specified in the Resolution.

The Board recommends the Resolution for your consent.

None of the Directors or Key Managerial person and their relatives are concerned or interested in the said resolutions.

Item No. 10:

The Company is focusing on development of the business of the company. The Company would need funds for various expansion/diversification business activities.

Keeping in view the future fund requirements of the Company, the Board of Directors at its Board meeting held on 23rd July 2015 has approved enhancement of the borrowing limits to Rs. 200 Crores. As per the provisions of Section 180(1)(c) of the Companies Act, 2013, approval of the Members of the Company is required to borrow money in excess of paid up Share capital of the company and its free reserves. Hence the above resolution at item No. 10 of the Notice of A.G.M. is placed for approval of the members.

The Board recommends the Resolution for your consent.

None of the Directors or Key Managerial person and their relatives are concerned or interested in the said resolutions.

Item No. 11:

As per Section 62 of the Companies Act, 2013 approval of Members of the Company is required if the new securities are not offered to the existing Members of the Company. As the proposed convertible warrants are not offered to the existing Members of the Company but it is being allotted on preferential basis and hence approval of the Members of the Company is required for issue of convertible warrants details of which have been given in the Special Resolution at Sr. No. 11 of the notice of AGM.



Further as per the provisions of Regulation 72(1)(a) of Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the “SEBI (ICDR) Regulations, 2009”) and Clause 23 of the Listing Agreements entered by the Company with Stock Exchanges, approval of the Members is also required by a special Resolution for issue of securities on preferential basis.

The necessary information pertaining to the proposed preferential allotment in terms of Regulation 73(1) of SEBI (ICDR) Regulations, 2009, and Rule 14(2) of Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended thereto, are set out as below:

1. List of Allottees

Sr. No.	Name of the Proposed Allottees	No. of Convertible Warrants proposed to be allotted	Name of the Ultimate Beneficiaries/ Owners
Promoter			
1.	Anurag Pansari	7,50,000	Anurag Pansari
2.	Agrankit Synfab Pvt. Ltd.	7,50,000	(1) Navin Pansari (2) Chirag Pansari
3.	Ekamat Synthetics Pvt. Ltd.	5,00,000	(1) Navin Pansari (2) Chirag Pansari
4.	Alok Pansari	5,00,000	Alok Pansari
Non Promoter			
5.	Paresh Bhagat	2,50,000	Paresh Bhagat
6.	Meenakshi Kanoongo	2,50,000	Meenakshi Kanoongo
	Total	30,00,000	

2. Object/s of the issue:

The proposed preferential allotment of convertible warrants is made to meet the funding requirements for working capital requirements and general corporate purpose.

3. Intention of Promoters/ Directors/ Key Management Persons to subscribe to the offer:

All Promoters are intending to subscribe to the offer and except Mr. Navin Pansari, none of the director or Key Management of the Company are intended to subscribe to the offer being proposed under special resolution of the Notice for approval of Members at this meeting.

4. Shareholding Pattern before and after the Issue:

The shareholding pattern before and after the allotment of 30,00,000 convertible warrants is as under : (As on 28th August, 2015)

Category of Shareholders	Existing Shareholding		Shareholding assuming full conversion of warrants	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group (A)	18,28,355	60.47	43,28,355	71.86



Public Shareholding (B)	11,95,215	39.53	16,95,215	28.14
Total (A) + (B)	30,23,570	100.00	60,23,570	100.00
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	30,23,570	100.00	60,23,570	100.00

5. Consequential Changes in the Voting Rights :

Voting rights will change according to the change in the shareholding pattern mentioned above.

6. Proposed time within which the allotment shall be completed:

The Board proposes to allot convertible warrants within a period of 15 days from the date of passing of the resolution by the shareholders in the Annual General Meeting, provided that when the allotment on preferential basis is pending on account of pendency of any approval or permission for such allotment by any regulatory authority or the Central Government, the period of fifteen days shall be counted from the date of such approval or permission.

7. Identity of the proposed allottee and the percentage of post preferential issue capital that may be held by them:

Identity	Existing Shareholding		No. of Convertible warrants to be issued	Shareholding assuming full conversion of warrants	
	No. of Shares	%age	No. of Warrants	No. of Shares	%age
Proposed Allottees					
Promoter					
AGRANKIT SYN FAB PRIVATE LIMITED	70,000	2.32	7,50,000	8,20,000	13.61
ANURAG PANSARI	NIL	N.A.	7,50,000	7,50,000	12.45
EKAMAT SYNTHETICS PRIVATE LIMITED	3,48,420	11.52	5,00,000	8,48,420	14.09
ALOK PANSARI	NIL	N.A.	5,00,000	5,00,000	8.30
Non Promoter					
Paresh Bhagat	NIL	N.A.	2,50,000	2,50,000	4.15
Meenakshi Kanoongo	NIL	N.A.	2,50,000	2,50,000	4.15

Assumptions:

1. All Warrants offered pursuant to the aforesaid resolution will be fully subscribed and allotted.
2. The warrants will be held by the aforesaid allottee at the time of exercise of the option and
3. The options will be exercised by them in full.



8. Lock in Period:

The aforesaid allotment of warrants and Equity shares arising from conversion of warrants shall be locked in as per Regulation 78 of Chapter VII of the SEBI (ICDR) Regulations, 2009, as amended.

9. Change in Management:

The proposed preferential allotment of convertible warrants and equity shares arising from conversion of warrants will not result in any change in the management and control of the Company. Voting right shall change according to the change in shareholding pattern mentioned above.

10. Pricing of the issue:

The issue of Equity Shares pursuant to conversion of warrants on preferential basis shall be at a price of Rs. 45/- each (Rs. Forty Five only). The price is determined in compliance with SEBI (ICDR) Regulations, 2009 for Preferential Issues.

Currently SEBI (ICDR) Regulations 2009, provides that the issue of shares on preferential basis can be made at a price calculated as per regulation 76A of SEBI (ICDR) Regulations, 2009 taking into account valuation parameters in case of infrequently traded shares. Since shares of the company are infrequently traded on the Bombay Stock Exchange, the price of the shares of the Company to be allotted has been determined taking into account valuation parameters and the Company shall submit a certificate obtained from an Independent chartered accountant to Bombay Stock Exchange for the same.

11. Auditor's Certificate:

A copy of the certificate of the Auditors of the Company certifying the adherence in SEBI's Regulations for Preferential Issues, being Chapter VII to the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 by the proposed issue shall be laid before the Members at their proposed Annual General Meeting.

12. Payment and Conversion Terms:

25% of the value of the warrant is to be paid against each warrant on the date of application of warrants. The balance 75% is payable at the time of allotment of Equity shares pursuant exercise of the option for conversion of the warrant. Warrant will be converted at the option of the allottees, into one equity share of Face value of Rs.10/- each at a price of Rs.45/- (Rs. Forty Five only) each which is determined in accordance with the SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2009 at any time within 18 months from the date of issue. In case the option is not exercised within a period of 18 months from the date of issue, the aforesaid 25% amount paid on the date of allotment shall be forfeited.



13. Undertakings:

- I. The Issuer Company undertakes that they shall re-compute the price of the Equity shares in terms of the provisions of SEBI (ICDR) Regulations, 2009, as amended where it is required to do so.
- II. The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.
- III. The entire pre-preferential holding of the proposed allottees will be locked for a period commencing from the relevant date to a period of six months from the date of trading approval granted by Bombay Stock Exchange.

14. Interest of Promoters/ Directors

The Promoters details of which are given above and Mr. Navin Pansari, Chairman and Whole Time Director is interested in the Resolution because the proposed warrants are being allotted to them.

No other Directors of the Company and their relatives is in any way, directly or indirectly concerned or interested in the resolution.

The Certificate of Chartered Accountant for valuation of shares of the Company is available for inspection of Members on Monday to Friday between 10.30 AM to 1.00 PM at the registered office of the Company.

The Board recommends the Special Resolution set out at Item No.12 of the Notice for approval of Members.

Item No. 12

Your Company proposes that the Register of Members should be kept and maintained at the office of the Registrar & Share Transfer Agent M/s. Universal Capital Securities Pvt Ltd. instead of keeping and maintaining at its Registered Office because they are handling the share transfer work of the Company both for physical as well as for Demat and therefore keeping and maintaining the Register at its registered office will be duplicity of the work.

In terms of Section 94 of Companies Act, 2013, consent of Members of the Company is required for keeping the Register of Members at any other place other than its Registered office.

The Resolution at Sr. No. 12 of the notice of AGM is for the purpose.
Your Directors recommend the Resolution for your approval.



No Director, Key Managerial Personnel of the Company and their relatives are in any way concerned or interested in the Resolution.

For Olympia Industries Limited

Place: Mumbai
Date: 28.08.2015

Radhika Jharolla
Company Secretary

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

UPDATION OF EMAIL ID

Kindly ensure to register/update your fresh Email ID with the Company/Depository if you have changed the same.

DEMATERIALISE OF SHARES

Kindly demat your shares in order to change the marketable lot of shares on the Stock Exchange *

*As per SEBI circular dated 24th March, 2015,

(http://www.sebi.gov.in/cms/sebi_data/attachdocs/1427200216888.pdf) 50% public
shareholding should be in demat form to enable the change in marketable lot of share.

OLYMPIA INDUSTRIES LIMITED

CIN L17110MH1987PLC045248

Regd office: C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate,
Goregaon (East), Mumbai-400063. Tel -022-42138333

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

**NOTICE OF ANNUAL GENERAL MEETING,
E-VOTING AND BOOK CLOSURE DATES**

Notice is hereby given that the 26th Annual General Meeting ("AGM") of the members of **Olympia Industries Limited** will be held on **Wednesday, 30th September, 2015 at 10.00 a.m.** at Smt. Smita Mahavir Agrawal Seminar Hall at 6th Floor, Durga Devi Saraf Institute of Management Studies, RS Campus, S.V. Road, Malad (West), Mumbai- 400 064 to transact the business as set out in the Notice along with explanatory statement pursuant to Section 102 of the Companies Act, 2013.

The said Notice of AGM along with the Annual Report, Proxy Form and Attendance Slip for the financial year 2014-2015 have been sent to the members whose names appeared in the Register of Members/ Register of Beneficial owners as on August 28, 2015, by permitted mode individually at their postal address and sent electronically at their email address available with the Company/ Depository Participants on 07th September, 2015. These documents are also available on the Company's website www.olympiaindustriesltd.com

The relevant documents referred to in the AGM Notice are open for inspection by Members at the registered office of the Company on all working days 10.00 a.m. to 01.00 p.m. except Saturdays, Sundays and Public Holidays up to the date of meeting.

Pursuant to Section 91 of the Act and Rule 10 of Companies (Management and Administration) Rules, 2014 and in accordance with Clause 16 of the Listing Agreement entered into with the Stock Exchanges, it is hereby informed that the Register of Members and Share Transfer books of the Company will remain closed from Thursday, **24th September, 2015** to Wednesday, **30th September, 2015 (both days inclusive)** for the purpose of annual closing.

Pursuant to Section 108 of the Companies Act, 2013 and read the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and clause 35 of the Listing Agreement, the Company is pleased to provide the remote e-voting facility to its members holding shares in physical or dematerialised form, as on the **cut-off date, i.e. Wednesday, 23rd September, 2015**. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) for providing remote e-voting facilities in a secure manner and has appointed Mr. Vinod Kumar Mandawaria, (Membership No. 2036 FCS: 2209) Practising Company Secretary, as the scrutinizer for conducting the voting process in a fair and transparent manner.

The details pursuant to the provisions of the Act and the said Rules are provided herein below:

1. Date and time of **Commencement** of remote e-voting: **Sunday, 27th September, 2015 at 09.00 a.m.**
2. Date and time of end of remote e-voting: Tuesday, September 29, 2015 at 05.00 p.m.
3. The e-voting facility will **not be provided beyond September 29, 2015 after 05.00 p.m.**
4. Cut-off date as on which the right of voting of members shall be reckoned: **Wednesday, 23rd September, 2015.**

In case a person has become the member of the Company after dispatch of the Notice but on or before the **cut-off date i.e. Wednesday, 23rd September, 2015** may obtain their login details for remote e-voting by sending an email to helpdesk.evoting@cdslindia.com

5. A member may participate in the AGM even after exercising the right to vote through remote e-voting but shall not be entitled to vote at the AGM.
6. In case of any queries or issues regarding e-voting, please refer the Frequently Asked Questions ('FAQs') and e-voting manual available at www.evoting@cdslindia.com or write an email to helpdesk.evoting@cdslindia.com

By order of the Board of Directors
For Olympia Industries Limited
Radhika Jharolla
Company Secretary

Place : Mumbai
Date : 08/09/2015

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NAISHAKTI
ON 08/09/2015