



## Olympia Industries Ltd.

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

Tel.: 022 42138333 | info@olympiaindustriesltd.com | www.olympiaindustriesltd.com

C.I.N. No.: L17110MH1987PLC645248

### Declaration of Results of Postal Ballot

Dear Members,

Pursuant to section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the approval of the shareholders was sought by the postal ballot as per the details furnished in the postal ballot notice dated 14.11.2015, sent to all the shareholders, on the proposal and for passing special resolutions to approve :

1. Alteration of the Main Object clause of the Memorandum of Association of the Company.
2. Adoption of new set of Articles of Association of the Company.
3. Issue of Convertible warrants on Preferential Allotment basis.

Mr. Vinod Kumar Mandawaria, Practicing Company Secretary, Scrutinizer who was appointed for conducting the Postal Ballot and e-voting process in a fair and transparent manner, submitted his consolidated Report on the Postal Ballot.

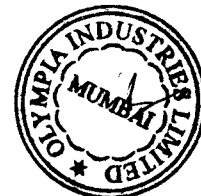
On the basis of report received from Mr. Vinod Kumar Mandawaria, Practicing Company Secretary, Scrutinizer, I hereby declare the result of Postal Ballot as under:

#### **Item and Resolution No.1**

#### **Alteration of the main object clause of the Memorandum of Association of the Company. (As a Special Resolution)**

**"RESOLVED THAT** in accordance with the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to such approvals as may be necessary or required, Clause III.A of the Memorandum of Association of the Company relating to its Objects be and is hereby altered by adding the following sub-clause as new sub-clause 1A after the existing sub-clause 1:

- A. To carry on the business of buying, selling, reselling, importing, exporting, transporting, storing, developing, promoting, marketing, supplying, trading, dealing in any manner whatsoever in all type of goods, materials and commodities on retail as well as on wholesale basis in India or elsewhere through internet or any other channel and all type of e-Commerce business in all goods and services, merchandise, vide business to business (b2b), business to customer (b2c), customer to customer (c2c) and providing services in Payment gateways, Portals, Vortals, Internet Marketing, Electronic Publishing.



**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

Vote received from Members on above Resolution are as under:-

No. of Members who casted vote	No. of shares held by them		% of Total Paid up share Capital			
37	1886239		62.38			
	Remote E-voting		Voting by Postal Ballot		Total	
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	37	1886239	0	0	1886239	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	37	1886239	0	0	1886239	100

As all votes received in favour of the Resolution, I declare the Resolution passed by the Members unanimously as a Special Resolution.

**Item and Resolution No.2**

**Adoption of New Set of Articles of Association of the Company .(As a Special Resolution)**

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and any statutory modification(s) or re- enactment thereof, for the time being in force, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

**RESOLVED FURTHER THAT** the Board of Directors of the Company 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.”

Vote received from Members on above Resolution are as under:-

No. of Members who casted vote	No. of shares held by them		% of Total Paid up share Capital			
37	1886239		62.38			
	Remote E-voting		Voting by Postal Ballot		Total	
	No. of Members	No. of Shares	No. of Members	No. of Shares	No. of Shares	%



		held.		held.	held.	
Assent	37	1886239	0	0	1886239	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
<b>Total</b>	<b>37</b>	<b>1886239</b>	<b>0</b>	<b>0</b>	<b>1886239</b>	<b>100</b>

As all votes received in favour of the Resolution, I declare the Resolution passed as a Special Resolution unanimously by the Members.

### **Item and Resolution No.3**

#### **Issue of Convertible Warrants on Preferential allotment basis .(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 relevant clause(s) 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:

Sl. No.	Name of the Proposed Allottee/Promoter	No. of Convertible Warrants	Name of the Ultimate Beneficiaries/Owners
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
	<b>Non Promoter</b>		
6.	Paresh Bhagat	2,50,000	Paresh Bhagat
7.	Meenakshi Kanoongo	2,50,000	Meenakshi Kanoongo
	<b>Total</b>	<b>30,00,000</b>	

**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 **14th December, 2015** being the 30th day prior to date of declaration of result of Postal Ballot by chairman as per Companies Act, 2013 .
- 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 shareholders of the Company.

**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 (eighteen) 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% (Twenty Five percent) of the total consideration per warrant be received on the date of allotment of the said warrants and the balance 75% (Seventy Five percent) 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."

Vote received from Members on above Resolution are as under:-

No. of Members who casted vote	No. of shares held by them		% of Total Paid up share Capital			
	Remote E-voting	Voting by Postal Ballot	Total			
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
38		1886274				62.38
Assent	37	1886239	0	0	1886239	99.998
Dissent	1	35	0	0	35	0.002
Invalid	0	0	0	0	0	0
Total	38	1886274	0	0	1886274	100

As votes received in favour of the Resolution are 99.998% of the total vote casted ,I declare the Resolution passed as a Special Resolution with requisite majority by the Members.

Date: 13.01.2016

Place: Mumbai

For Olympia Industries Limited



*Navans*

Navin Pansari  
Chairman & Wholetime Director

DIN: 00085711

**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,  
OLYMPIA INDUSTRIES LTD.  
C-205, SYNTHOFINE INDUSTRIAL ESTATE,  
BEHIND VIRWANI INDUSTRIAL ESTATE,  
GOREGAON (EAST), MUMBAI-400063

Dear Sir,

1. I, Vinod Kumar Mandawaria, a Practicing Company Secretary, have been appointed as a scrutinizer by the Board of Directors of Olympia Industries Limited (the Company) for the purpose of:
- 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
  - Voting through Postal Ballot under the provisions of Section 110 of the Companies Act, 2013 Act read with Rule 22 of the Rules, on the Resolutions contained in the Postal Ballot Notice dated 14<sup>th</sup> November, 2015.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules relating to voting through electronic means [i.e by remote e-voting] and voting by Postal Ballot and provisions of Circular No. CIR/CFD POLICY CELL/2/2014 dated 17<sup>th</sup> April, 2014 issued by Securities and Exchange Control Board of India for the Resolutions contained in the Postal Ballot Notice dated 14<sup>th</sup> November, 2015. My responsibility as a scrutinizer for the voting process of voting through electronic means (i.e. by remote e-voting) and voting by Postal Ballot is restricted to make a Consolidated scrutinizer's Report of the votes cast "in favour" or "against" the Resolutions (To seek brevity heading of Resolution has only been 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 Postal Ballot.
3. No Postal ballot was received and therefore no Member has casted his vote by physical Postal Ballot.
4. The records of Members who have voted through E- Voting were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with them/ Company.
5. I did not find any invalid vote.
6. I submit herewith my consolidated scrutinizer's report on the results of voting through electronic means and voting by Postal ballot as under:-





(2)

Cut off date: 4<sup>th</sup> December, 2015.

voting commencement date: 9.00 AM, 11<sup>th</sup> December, 2015.

Remote e-voting end date: 5.00 PM, 9<sup>th</sup> January, 2016.

Total No. of Members of the Company as on cut off date:- 16589

Total No. Shares held by the Members as on cut off date :- 3023570.

The results of remote e-voting together with that of Postal ballot are as under:-

**Item and Resolution No.1**

**Alteration of the main object clause of the Memorandum of Association 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	
	Remote E-voting		Voting by Postal Ballot		Total	%
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	
37		1886239			1886239	62.38
Assent	37	1886239	0	0	1886239	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	37	1886239	0	0	1886239	100

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

**Item and Resolution No.2**

**Adoption of New Set of Articles of Association 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	
	Remote E-voting		Voting by Postal Ballot		Total	%
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	
37		1886239			1886239	62.38
Assent	37	1886239	0	0	1886239	100
Dissent	0	0	0	0	0	0
Invalid	0	0	0	0	0	0
Total	37	1886239	0	0	1886239	100

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

(3)

**Item and Resolution No.3**

**Issue of Convertible Warrants on Preferential allotment basis .(As a Special Resolution)**

No. of Members who casted vote	No. of shares held by them		No. of shares held by them		% of Total Paid up share Capital	
	Remote E-voting	Voting by Postal Ballot	No. of Members	No. of Shares held.	No. of Shares held.	%
38						62.38
	No. of Members	No. of Shares held.	No. of Members	No. of Shares held.	No. of Shares held.	%
Assent	37	1886239	0	0	1886239	99.998
Dissent	1	35	0	0	35	0.002
Invalid	0	0	0	0	0	0
Total	38	1886274	0	0	1886274	100

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

7.The electronic data , all other relevant records relating to the e-voting are 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 Postal Ballot .

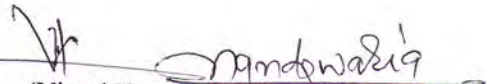
Thanking You,

Yours faithfully,

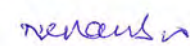
Mumbai.

Date:- 11-1-2016.



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



Counter signed by:  
For Olympia Industries Limited  
  
( Navin Pansari )  
Chairman and Whole Time Director.



**OLYMPIA INDUSTRIES LIMITED**

Regd. Off. :C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Off. Aarey Road,  
Goregaon (East), Mumbai-400 063. India. Tel. No. 022 4213 8333, Tele fax No. 022 4213 8320  
Website: www.olympiaindustriestd.com Email :info@olympiaindustriestd.com  
C.I.N. No. : L17110MH1987PLC045248.

**POSTAL BALLOT RESULT**

Pursuant to section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 approval of the Members of the Company was sought by means of Postal Ballot Forms/E-voting. The Company had provided the facility of E-voting to the Members to enable them to cast their vote electronically or through Postal Ballot Forms on the Resolutions proposed in the Postal Ballot Notice dated November 14, 2015.

Mr.Vinod Kumar Mandawaria, Practicing Company Secretary, was appointed as Scrutinizer for conducting the Postal Ballot and e-voting process who has submitted his Consolidated Report dated January 11, 2016. Based on the aforesaid report, Mr.NavinPansari, Chairman &Whole-time Director has today announced the results of the Postal Ballot at the Registered Office of the Company which is summarised as below:

Particulars of the Resolutions	Consolidated (E-Voting and Voting through Postal Ballot Forms)			
	No. of Votes in Favour	No. of Votes Against	% of Votes in Favour	No. of Votes Against
1. Alteration of the main object clause of the Memorandum of Association of the Company.	18,86,239	0	100	0
2. Adoption of new set of Articles of Association of the Company.	18,86,239	0	100	0
3. Issue of Convertible warrants on Preferential Allotment basis.	18,86,239	35	99.998	0.002

Accordingly, the Chairman announced the Resolutions passed as special resolutions unanimously/with requisite majority.

For Olympia Industries Limited  
Sd/-

Place : Mumbai  
Date : January 13, 2016

Radhika Jharolla  
Company Secretary