



Notice

To,
The Members,
Olympia Industries Limited,

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Notice is hereby given pursuant to the provisions of Section 110 and all other applicable provisions of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for seeking consent of the Members of the Company by passing following Resolutions by way of Postal Ballot, for the following special business :-

ITEM NO. 1 - TO ALTER THE MAIN OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

To consider and if thought fit, to give ASSENT/ DESSENT to the following Resolution 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."

ITEM NO.2 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to give ASSENT/ DESSENT to the following Resolution 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."

ITEM NO 3 – ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ALLOTMENT BASIS

To consider and if thought fit, to give ASSENT/ DESSENT to the following resolution as a **Special Resolution**:

Registered Office:

C/205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai 400063
Phone: +91-22-42138333 **Email:** info@olympiaindustriestd.com **Website:** www.olympiaindustriestd.com
CIN: L17110MH1987PLC045248

**Notice (Continued)**

“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:

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 **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



Notice (Continued)

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.”

By Order of the Board
For Olympia Industries Limited

Sd/-
Radhika Jharolla
Company Secretary

Place: Mumbai
Date: November 14, 2015

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



Notice (Continued)

Notes:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. A Statement pursuant to Section 102(1) of the Act setting out the material facts concerning each item of business to be transacted is annexed hereto.
3. Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on December 04, 2015.
4. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
5. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the "Investor Relations" section on the Company's website: www.olympiaindustriestd.com where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before January 09, 2016.
6. Resolutions passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
7. Pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014 and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of Central Depository Services Limited (CDSL) followed for voting through electronic means are annexed to the Notice.
8. The members can opt for only one mode of voting, i.e., either by physical ballot or e voting. In case members cast their votes through both the modes, voting done by e voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
9. 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. December 04, 2015.
10. A member cannot exercise his vote by proxy on postal ballot.
11. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
12. The Board has appointed Mr. Vinod Kumar Mandawaria, a Practicing Company Secretary as the Scrutinizer, for conducting this Postal Ballot voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website www.olympiaindustriestd.com and communicated to the Stock Exchange.
14. The resolutions, if approved, shall be deemed to have been passed on the date of declaration of result, i.e. January 13, 2016.
15. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at Company's registered office during business hours on all its working days from the date of dispatch of the Notice till January 09, 2016.
16. **Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.**

**Notice (Continued)****Instructions for process to be followed by members opting to vote through electronic means**

In compliance with Clause 35B of the Listing Agreement and Sections 108, 110 and all other applicable provisions of the Act and the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide e voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

- i. The voting period begins on 11th December, 2015 at 09.00 A.M. and ends on 09th January, 2016 at 05.00P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 04th December, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com.
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii. If you are a first time user follow the steps given below:

	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 sequence number which is printed on Postal Ballot indicated 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. <ul style="list-style-type: none"> • 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).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.



Notice (Continued)

- xi. Click on the EVSN for the relevant OLYMPIA INDUSTRIES LIMITED on which you choose to vote.
- xii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii. 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.
- xviii. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com 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.
- xix. 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.

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”)

Item No. 1

The Company is already engaged in some of the new proposed business set out in Resolution No.1 of the Postal Ballot Notice which are covered under the existing Clauses of the memorandum of association of the Company. However Company wants these business to be included in Main Objects of the Memorandum of Association of the Company.

Also the Company is pursuing growth opportunities in various fields of business and always consider new business proposals which have good future prospects and potentials to increase the shareholders’ return. To facilitate such initiatives, alteration is proposed by way of additions to the Objects Clause in the Memorandum of Association as set out in the resolution at Item No. 1 of the Notice.

Accordingly, the Board of Directors propose to alter Clause III.A of the Objects clause of the Memorandum of Association of the Company as set out in the resolution at Item No. 1.

The aforesaid alteration, if approved by the shareholders shall be registered by the Registrar of Companies, Maharashtra, Mumbai as per the provisions of the Act with such modifications as be advised by him.

The proposed new draft MOA will be available for inspection without any fee by the Shareholders at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) up to the last date for voting under Postal ballot i.e. 09th January, 2016.



Notice (Continued)

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board recommends the Special Resolution set out at Item No. 01 of the Postal Ballot Notice for approval of Members.

Item No. 2

The existing Articles of Association (“AOA”) of the Company are based on the Companies Act, 1956 and several clauses/ Regulations in the existing Articles of Association of the Company contain references to specific sections of Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Act.

With the enactment of Companies Act, 2013 several regulations of the existing AOA require alteration or deletions at various places. Hence, it is considered expedient to adopt the new set of Articles of Association of the Company to substitute the existing Articles of Association.

The new AOA to be substituted in place of the existing AOA which sets out the model articles of association for a company limited by shares. Shareholders attention is invited to certain salient provisions in the new draft AOA of the company viz:

- a. the nominee(s) of a deceased sole member are recognized as having title to the deceased’s interest in the shares;
- b. provisions of the existing AOA which are already part of the statute in the Act have not been reproduced in the new draft AOA as they would only lead to duplication – their non-inclusion makes the new AOA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AOA will be available for inspection without any fee by the Shareholders at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) up to the last date for voting under Postal ballot i.e. 09th January, 2016.

None of the Directors/Key Managerial Personnel of the Company/ their relatives are in, anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the Special Resolution set out at Item No. 02 of the Postal Ballot Notice for approval of Members.

Item No. 3

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. 03 of the notice of postal ballot.

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 relevant clause(s) 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.

**Notice (Continued)**

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:

Promoters are intending to subscribe to the offer and none of the director or Key Management of the Company except Mr. Navin Pansari is 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 14th November, 2015)

Category of Shareholders	Existing Shareholding		Shareholding assuming full conversion of warrants	
	No. of Shares	%	No. of Shares	%
Promoter and Promoter Group (A)	18,28,357	60.47	43,28,357	71.86
Public Shareholding (B)	11,95,213	39.53	16,95,213	28.14
Total (A) + (B)	30,23,570	100	60,23,570	100
Custodian (C)	-	-	-	-
Grand Total (A) + (B) + (C)	30,23,570	100	60,23,570	100

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 declaration of result of the postal ballot which is deemed to be the date of passing of the special resolution, 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.

**Notice (Continued)****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 Shares	%age
Proposed Allottees					
Promoter					
AGRANKIT SYN FAB PRIVATE LIMITED	70,000	2.32	7,50,000	8,20,000	13.61
ANURAG PANSARI	1	0	7,50,000	7,50,001	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:

- All Warrants offered pursuant to the aforesaid resolution will be fully subscribed and allotted.
- The warrants will be held by the aforesaid allottee at the time of exercise of the option and
- 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 and 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 Auditor 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 made available for inspection at the Registered Office of the Company between 11.00 A.M. to 1.00 P.M. on all working days (Monday to Friday) upto the last date for voting under Postal ballot i.e. 09th January, 2016.

12. Payment and Conversion Terms:



Notice (Continued)

25% (Twenty Five per cent) of the value of the warrant is to be paid against each warrant on the date of allotment of warrants. The balance 75% (Seventy Five percent) 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 (eighteen) months from the date of issue. In case the option is not exercised within a period of 18 (eighteen) months from the date of issue, the aforesaid 25% (Twenty Five cent) amount paid on the date of allotment shall be forfeited. Further, the proposed allotment is for cash consideration

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, Mr. Navin Pansari, Chairman & Wholetime Director is interested in the Resolution because the proposed warrants are being allotted to them.

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

The Certificate of Independent Chartered Accountant having experience of more than 10 years for valuation of shares of the Company is attached herewith for reference.

The Board recommends the Special Resolution set out at Item No. 03 of the Postal Ballot Notice for approval of Members.

By Order of the Board
For Olympia Industries Limited

Sd/-

Radhika Jharolla
Company Secretary

Place: Mumbai
Date: November 14, 2015

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

VALUATION OF EQUITY SHARES OF OLYMPIA INDUSTRIES LIMITED AS ON 31.03.2015

On the basis of the records produced before us for verification and information and explanations given to us by the management of Olympia Industries Limited (**"The Company"**), having its Registered Office situated at C-205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai-400063, we certify that:

Valuation of Equity Shares of Olympia Industries Limited have been determined in terms of CCI Guidelines named as **"GUIDELINES FOR VALUATION OF EQUITY SHARES OF COMPANIES AND THE BUSINESS AND NET ASSETS OF BRANCHES"** (herein after referred as "The Valuation Guidelines" issued by the erstwhile Controller of Capital Issue, Department of Economic Affairs, Ministry of Finance, Government of India and also keeping in view the supreme Court's decision in the Hindustan Lever Employees' Union vs. Hindustan Lever Limited (1995) reported at (83 Companies Cases 30)

The Valuation Guidelines: As per the above valuation guidelines the objective of the valuation process is to make a reasonable judgment of the value of the equity share of a company.

"The best reasonable judgment of the value will be referred to as the fair value (FV) and it will be arrived at on the basis of the following in the manner described in the subsequent paragraphs."

- I. Net Assets Value (NAV)
- II. Profit Earning Capacity Value (PECV)
- III. Market Value (MV) in the case of listed shares

The present report purported to certify the valuation done on the basis of above method as mentioned in the valuation guidelines.

The valuation on the above basis requires ascertainment of the following:

- I. The Average of Assets Value / Net Worth of the company based on audited financials as on 31.3.2015.
- II. Average Earning per Share (EPS) of Olympia Industries Limited is based on audited financials as on 31.3.2013, 31.3.2014 and 31.3.2015 and Average Earning Per Share (EPS) is capitalized by taking Industry Average Price Earning Ratio of 10.30 (Source : Industry – Diversified – medium/small - Capital Market Magazine, Edition : August 17-30, 2015, Page No. 60) which is in the same line of business activities.



Manoj K Shah & Co.

CHARTERED ACCOUNTANTS

9/11, Poddar Mansion, 2nd Floor,
Wanka Mohalla, Kolbhat Lane,
Off. M. B. Welkar Street,
Mumbai - 400 002.
Tel.: 2205 2750 Mob. : 98191 90423
E-mail : manojshahca@rediffmail.com

III. Though Olympia Industries Limited is listed on Bombay Stock Exchange, trading of the Shares on the Stock Exchange for last 3 years is very low. Hence for calculating per share value we have taken into consideration market value of last three years i.e. 2013, 2014 and 2015 (up to 5th November, 2015), average (yearly) of high/low prices of the company shares traded on the stock exchange.

Value per Equity Share: As per the valuation guideline mentioned above, the value per equity share to be considered as average of the values arrived/ determined on the basis of three methods mentioned above after giving them appropriate weights.

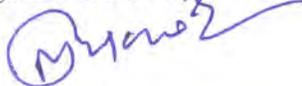
Considering the Supreme Court's Decision in the case Hindustan Lever Employees Union vs. Hindustan Lever Limited (1995) reported at (83 Company Cases 30) Where in the **Apex Court Has Opined That The Fair Value Of Listed Company Could Be Assessed Based On Weights The Following Weights, have been Assigned**

Method	Price Per Share (In Rs.)	Weight	Product	Remarks
P.E. Capacity Value	83.55	1	83.55	Annx. 1
Market Value	50.68	2	101.35	Annx. 2
Net asset Value	28.33	3	84.99	Annx. 3
		6	269.89	
Per Share Value (In Rs.)			44.98	
Rounded of (In Rs.)			45.00	

This certificate is issued by me in compliance with regulations 76(A) and 76 (B) of SEBI (ICDR) Regulations, 2009, as an Independent Chartered Accountant having more than 10 years of experience.

Accordingly, the fair value of per share is **Rs.45/-**

For Manoj K Shah & Co.
Chartered Accountants
(Regn. No 126403W)



(Manoj K Shah)
Proprietor
Membership No. : 119022
Place: Mumbai
Date: November 06, 2015



Manoj K Shah & Co.
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Valuation of Equity Shares of Olympia Industries Limited

ANNEXURE - I

Based on Profit Earning Capacity Value (PECV) as on 31st March, 2015

Period	Amount Rs.	No. of equity shares	Earning per share (EPS)
Profit After Tax			
01.04.2012 to 31.03.2013 (Audited)	(2,766,417)	5,548,446	(0.50)
01.04.2013 to 31.03.2014 (Audited)	3,592,460	3,261,816	1.10
01.04.2014 to 31.03.2015 (Audited)	45,720,076	3,023,570	15.12
Average Profit EPS			8.11
Industry Average Price Earning Ratio- based on same line of activity : industry : Diversified - medium/small. Source: Capital Market Magazine, Edition : Augsut 17-30, 2015.			10.30
PECV value per share			83.55



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Valuation of Equity Shares of Olympia Industries Limited

ANNEXURE - II

9/11, Poddar Mansion, 2nd Floor,
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Market Price Method			
Year	High (in Rs.)	Low (In Rs.)	Average (In Rs.)
2013	16.50	16.50	16.50
2014	17.50	15.20	16.35
2015 (upto 05-11-15)	220.00	18.35	119.18
Total of the Year Year 1 + Year 2 + Year 3			152.03
Average Market Price on the above basis			50.68



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Valuation of Equity Shares of Olympia Industries Limited

ANNEXURE - III

Based on Net Assets Value - Audited financials as on 31.03.2015	
Net Asset Value (NAV)	(Amount in Rs.)
Method I	
Particulars	31.03.2015
(A) Total Assets of Company [inclusive of Fixed Assets, Investments, Net Current Assets, Misc. Expenditure, Profit and Loss account]	405,746,377
(B) Deductions	
1] Secured Loan	2,953,835
2] Unsecured Loan	
3] Deferred Tax Liability	2,086,621
4] Miscellaneous Expenditure [to the extent not w/off or adjusted]	315,057,639
5] Profit and Loss Account (Debit Balance) share application	
Total Deductions	320,098,095
(C) Net Worth [A-B]	85,648,282
Total No. of Equity Shares	3,023,570
Net Assets Value per share (In Rs.)	28.33
Net Asset Value	28.33

Method II	
Particulars	31.03.2015
(A) Shareholders' Fund	
1] Equity Share Capital	30,235,700
2] Share forfeiture account	2,382,460
2] Reserves & Surplus	53,030,123
TOTAL	85,648,283
(B) Deductions	
Miscellaneous Expenditure [to the extent not w/off or adjusted]	-
Profit and Loss Account (Debit Balance)	-
(C) Net Worth [A-B]	85,648,283
No. of Equity Shares	3,023,570
Net Assets value per share (In Rs.)	28.33
Net Asset Value	28.33





Olympia Industries Ltd.

Registered Office: C/205, Synthofine Industrial Estate, Behind Virwani Industrial Estate, Goregaon (East), Mumbai 400063

Phone: +91-22-42138333 **Email:** info@olympiaindustriesltd.com **Website:** www.olympiaindustriesltd.com

CIN: L17110MH1987PLC045248

POSTAL BALLOT FORM

(Please read the instructions printed overleaf carefully before completing the form)

S. No. _____

1	Name(s) of shareholders(s) (In block Letters) including joint-holders, if any)	
2	Registered Address of the sole/first Named Shareholder	
3	Registered Folio No./DP ID No*	
4	Client ID No*.	
5	Number of shares held	

I/We hereby exercise my/our vote in respect of the following Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by conveying/ sending my/our assent(For) or dissent(Against) to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Resolution No.	Description	Type of Resolution	No. of shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1	Alteration of Main Object clause of the Memorandum of Association of the Company.	Special Resolution			
2	Adoption of new set of Articles of Association of the Company.	Special Resolution			
3	Issue of convertible warrants on Preferential Allotment basis.	Special Resolution			

Place:

Date:

Signature of the Shareholder / Beneficial Owner

Note:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last date for receipt of Postal Ballot Forms by Scrutinizer is Saturday 09th January, 2016



INSTRUCTIONS:

1. A member desiring to exercise vote by Postal Ballot Form shall send it to the company in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelope containing postal ballot, if sent by courier at the expense of the Registered Shareholder will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the company) by the first named shareholder and in his absence, by next named shareholder.
4. Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
5. The date of commencement of voting starts from Friday, 11th December, 2015 till the close of business hours (5.00 p.m.) on Saturday 09th January, 2016. Duly completed Postal Ballot Form should reach the Company not later than the close of working hours on Saturday 09th January, 2016. Postal Ballot Form received after this date will strictly treated as if the reply from the member has not been received. Results of the Postal Ballot will be declared by the Chairman on Wednesday 13th January, 2016.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of shareholders as on 04th December, 2015.
7. The Postal Ballot shall not be exercised by a Proxy.
8. In case of shares held by companies, trusts, societies etc. duly completed Postal Ballot should be accompanied by a certified true copy of Board resolution / Authority together with specimen signature(s) of the duly Authorised signatory/ies.
9. Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelope will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.

OLYMPIA INDUSTRIES LIMITED

CIN L17110MH1987PLC045248

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

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to section 110 and other applicable provisions of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has completed dispatch of Postal ballot Notice dated 14th November, 2015 along with postal ballot form on 10th December 2015 by sending through email/ Courier (for those shareholders who are holding their shares either physically or not registered their Mail with their DP) to the members for seeking their consent for Special Resolutions viz. (1) in respect of Alteration of Memorandum of Association of the Company (2) Adoption of new set of Articles of Association of the Company and (3) Issue of 30,00,000 convertible warrants to Promoters and Non promoters on preferential basis. Members, who have not received postal ballot forms may apply to the company and obtain a duplicate thereof.

The Board of Directors of the Company has appointed Mr. Vinod Kumar Mandawaria., a Practicing Company Secretary, as the scrutinizer for conducting the postal ballot process in a fair and transparent manner. As required under Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Securities Limited to provide electronic e-voting facility to the members of the Company.

Further, in compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Company is providing e-voting facility to its members whose name appear in the Register of Members / Beneficial owners as on the cut-off date i.e. 4th December, 2015. The Members have an option to cast their votes either through e-voting or through postal ballot form. In case Members cast their votes through both the modes, voting done by evoting shall prevail and votes cast through physical Postal ballot Forms will be treated as invalid.

The voting shall commence from Friday, 11th December, 2015 (9.00 A.M. IST) and ends on till the close of business hours (5.00 P.M. IST) on Saturday, 09th January, 2016. Voting through physical and electronic means shall not be allowed beyond 5.00 p.m. on 09th January, 2016.

Duly completed and signed Postal Ballot Forms should reach the scrutinizer not later than the close of business hours (5:00 p.m.) on Saturday, 09th January, 2016. Postal Ballot Forms received after the said date will be treated invalid and strictly as if the reply from such member has not been received. A member as on the cut-off date, can request the Company / Registrar and Share Transfer Agents of the Company for a duplicate postal ballot form. The Notice of Postal Ballot along with Postal Ballot form and e-voting instructions are available on the Company's website at <http://www.olympiaindustriesltd.com>. In case of any queries/grievances pertaining to e-voting, you may refer the e-voting instructions or send your queries by post to Ms. Radhika Jharolla at the Registered office of the Company or communicate by email at radhikaj@olympiaindustriesltd.com

For Olympia Industries Limited

Sd/-

Radhika Jharolla
Company Secretary

Place : Mumbai

Date : 10th December, 2015