

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the Members of **OLYMPIA CAPITALS LIMITED** will be held on Friday, the 29th September, 2017 at 10.30 a. m. at 204 Nirma Plaza Makwana Road, off Andheri Kurla Road, Marol Naka, Near Metro Railway Station Andheri East Mumbai - 400059 to transact the following business: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon.

2. To appoint a Director in place of Shri Ram Ratan Kanoongo (DIN-00138962) who retires by rotation and being eligible, offers himself for reappointment.

3. To appoint M/s. Sunil Vankawala & Associates, Chartered Accountants, as the Statutory Auditors of the Company and to fix their remuneration and in this regard to pass the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Sunil Vankawala &

Place: Mumbai

Date: 05th September 2017

Registered Office: -

204 Nirma Plaza Makwana Road,
Off Andheri Kurla Road, Marol Naka, Near Metro Railway Station
Andheri East ,Mumbai-400 059

Associates, Chartered Accountants, Mumbai (Firm Registration No. 110616W), be and are hereby appointed as the Statutory Auditors of the Company, in place of M/s. Hiren & Co., Chartered Accountants, the retiring Statutory Auditors, to hold office for a term of five years from the conclusion of this Annual General Meeting till the conclusion of Thirty fifth Annual General Meeting of the Company to be held in the year 2022 (subject to ratification of their appointment by the Members at every Annual General Meeting, if so required under the Act), at such remuneration as may be decided by Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if though fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Kalpesh Ramesh Shah (DIN-07756551) who was appointed as an Additional Director on the Board of the Company in terms of Section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a Notice in writing from a Member pursuant to Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed a Director of the Company, liable to retire by rotation.”

**By order of the Board of Directors,
For Olympia Capitals Limited**

**Ram Ratan Kanoongo
Chairman
DIN: 00138962**

Notes:

1. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
3. Members are requested to bring their Attendance Slip while attending the Annual General Meeting.
4. Members are requested to write their Folio Numbers on the attendance slip for attending the meeting.
5. The Company has appointed Adroit Corporate Services Pvt. Ltd as Registrars and Share transfer Agents for the Company. Members are requested to intimate the changes if any, in their address, e-mail address, bank mandate etc. to the Company's Registrars.
6. Government of India in Ministry of Corporate Affairs has announced "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Directors' Report, Auditor's Report etc. to their members through email instead of mailing physical copies.
7. Members are requested to support the Green Initiative by the Government and get their email addresses registered with Adroit Corporate Services Pvt. Ltd (Registrars).
8. Annual Report copies will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report. Electronic copy of the Annual Report is being sent to all the members whose email IDs are registered with the Company/ Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.
9. In case of joint holders attending the Meeting, joint holder ranked higher in the order of names will be entitled to vote at the meeting.
10. The Register of Members and Share Transfer Books of the Company shall remain closed from 23rd September 2017 to 29th September, 2017 (both days inclusive).
11. Facility of nomination is now available and members are requested to make use of the same by contacting the Registrars.
12. For any assistance or information about shares, members may contact the Company or the Registrars.
13. Members are requested to quote their Folio Number and contact details such as email address, contact number and complete address in all correspondences with the Company or its Registrars.
14. Members who hold shares in multiple folios and in identical names are requested to contact the Registrars for consolidating their holdings into a single folio.
15. Members desirous of getting any information, on the accounts and operations of the Company, may please forward their queries to the Company at least seven days prior to the Meeting so as to enable the Company to provide appropriate response thereto at the Meeting.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every

participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

17. Shareholders, who still continue to hold shares in physical form, are requested to dematerialize their shares at the earliest and avail of the various benefits of dealing in securities in electronic/ dematerialized form. The shareholders have the option to hold Company’s shares in demat form through the National Securities Depository Limited (NSDL) or Central Depository Services (India) Limited (CDSL).

18. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business(es) contained therein may be transacted through Remote e-Voting Services provided by Central Depository Services Limited (CDSL):

Instructions for the voting through electronic means:-

Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to its members facility to exercise their right to vote at

the 30th Annual General Meeting (AGM) by electronic means and the business(es) contained therein may be transacted through Remote e-Voting Services provided by Central Depository Services Limited (CDSL):

In case of members receiving e-mail:

- (i) The voting period begins on 26-09-2017 (9.00 a.m.) and ends on 28-09-2017(5.00 p.m.) During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22-09-2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iv) Click on “Shareholders” tab.
- (v) 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please

Birth (DOB)	enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).
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- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then reach directly 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Olympia Capitals Limited on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) 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 linked in the login 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.
- (xxi) 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
- (xxii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22ND September, 2017.
- (xxiii) Mr. Mukesh Saraswat of M K Saraswat & Associates, Company Secretaries, (Membership No. ACS-28618)(Address: 1st floor JBF House 13, Old Post Office Lane, Kalbadevi Road, Marine Lines (E), Mumbai-

400002) has been appointed as the Scrutinizer to scrutinize the e-voting process (including the physical ballots received from members who don't have access to the e-voting process) in a fair and transparent manner.

(xxiv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of

(xxvi) Brief of the Director seeking reappointment at the ensuing Annual General Meeting.

(Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

Name of the Director	Ram Ratan Kanoongo
DIN	00138962
Date of Birth	05-06-1959
Date of Appointment	15-04-1986
Relationship with other Directors	none
Expertise in specific functional area	Accounts & Finance & Stock Broking
Qualification	B.Com, C.A.
Directorships held in other companies	1. Olympia Securities Ltd 2. Headway Capital Advisors Ltd. 3. Devkant Synthetics India Pvt. Ltd. 4. Pioneer Infra Ventures Ltd. 5. Headway Resolution and Insolvency Services Pvt. Ltd.
Position held in Mandatory committees of other companies	None

EXPLANATORY STATEMENT

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

Pursuant to Section 102 of the Companies Act, 2013 ("the Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. of the accompanying Notice.

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Item No. 3: Appointment of M/s Sunil Vankawala & Associates, Chartered Accountants as Statutory Auditors of the Company In accordance with Section 139 of the Companies Act, 2013 read with the

the votes cast in favor or against, if any, and send it to the Chairperson of the Company.

(xxv) The Results shall be declared at or after the Annual General Meeting of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.olympiacapitals.com and on the website of CDSL within two(2) days of passing of the resolutions at the AGM of the Company and also communicated to the Bombay Stock Exchange Ltd. (BSE).

Companies (Audit and Auditors) Rules, 2014, M/s. Hiren & Co., Chartered Accountants, Statutory Auditors of the Company shall retire at the conclusion of this Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the appointment of M/s Sunil Vankawala & Associates, Chartered Accountants, Mumbai (Firm Registration. No. 110616W) as the Statutory Auditors at the Annual General Meeting for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the Thirty fifth Annual General Meeting of the

Company to be held in the year 2022, subject to ratification of their appointment by the Members at every AGM, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. The first year of audit will be of the financial statements for the year ending March 31, 2018. Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. Sunil Vankawala & Associates, Chartered Accountants, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued there under.

None of the Directors and Key Managerial Personnel of the Company is interested, whether directly or indirectly, in this resolution

Place: Mumbai

Date: 05th September 2017

Registered Office: -

204 Nirma Plaza Makwana Road,
Off Andheri Kurla Road, Marol Naka Near Metro Railway Station
Andheri East ,Mumbai-400 059

The Board recommends the Ordinary Resolution set forth in the Notice for approval of the Members.

Item No. 4: -The Board of Director appointed Mr. Kalpesh Ramesh Shah (DIN-07756551) as an Additional Director with effect from 05-09-2017 on the Board of the Company and Mr. Kalpesh Shah is a Bachelor of Commerce and he has overall experience of more than 19 years in the field of Finance and accounts.

None of the Directors and Key Managerial Personnel or their relatives of the Company other than Mr. Kalpesh Ramesh Shah (DIN-07756551) are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Accordingly, the Resolution has been put for your approval.

**By order of the Board of Directors,
For Olympia Capitals Limited**

**Ram Ratan Kanoongo
Chairman
DIN: 00138962**

OLYMPIA CAPITALS LIMITED

PROXY FORM

Olympia Capitals Limited
(CIN: L67190MH1986PLC039575)

Registered Office: 204 Nirma Plaza Makwana Road, off Andheri Kurla Road, Marol Naka,
Near Metro Railway Station Andheri East Mumbai- 400059 **Website:**
www.olympiacapitals.com **Email:** info@olympiacapitals.com

Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the companies
(Management and Administration Rule, 2014)

Name of the member (s):
Registered address :
E-mail Id :
Folio/DP ID-Client ID No. :

I/We being the member(s) of _____ shares of the above named
Company hereby appoint:

1. Name _____ E-Mail ID : _____
Address _____
Signature _____ or failing
him/her

2. Name _____ E-Mail ID : _____
Address _____
Signature _____ or failing
him/her

3. Name _____ E-Mail ID : _____
Address _____
Signature _____ or failing
him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Friday, 29th September, 2017 at 10.30 a.m. at 204 Nirma Plaza Makwana Road, off Andheri Kurla Road, Marol Naka, Near Metro Railway Station Andheri East Mumbai -400059 and at any adjournment thereof in respect of such resolutions as are indicated below:

OLYMPIA CAPITALS LIMITED

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business:			
1.	Adoption of Audited Financial Statements for the year ended 31st March 2017. Reports of the Board of Directors and Auditors thereon.		
2.	Re-appointment of Shri Ram Ratan Kanoongo(DIN-00138962) who retires by rotation		
3.	Appointment of M/s Sunil Vankawala & Associates, Chartered Accountants (Firm Registration No. 110616W), as Statutory Auditors and fixing their remuneration.		
Special Business:			
4.	Appointment of Mr. Kalpesh Shah (DIN-07756551) as an Additional Director.		

Signed this..... Day of..... 2017

Signature of shareholder.....

Signature of Proxy holder(s)

Affix
Revenue
Stamp
requisite

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 30th Annual General Meeting.
3. It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

OLYMPIA CAPITALS LIMITED

Olympia Capitals Limited
(CIN: L67190MH1986PLC039575)

Registered Office: 204 Nirma Plaza Makwana Road, off Andheri Kurla Road, Marol Naka,
Near Metro Railway Station Andheri East Mumbai -400059 **Website:**
www.olympiacapitals.com **Email:** info@olympiacapitals.com

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting venue.

Folio No.	No. of shares held
Name and address of the shareholders	

I certify that I am a registered shareholder/proxy for the registered shareholder of the Company. I hereby record my presence at the 30th Annual General Meeting of the Company held a on Friday 29th September, 2017 at 10.30 a.m. at 204 Nirma Plaza Makwana Road, off Andheri Kurla Road, Marol Naka, Near Metro Railway Station Andheri East Mumbai -400059

.....
Proxy's Name in Block Letters

.....
Member's/Proxy's Signature

Notes:

1. This Meeting is of Members only and you are requested not to bring with you any person who is not a Member.
2. Shareholders/Proxy holders are requested to bring the attendance slips with them when they come to the Meeting and hand over at the entrance after affixing their signature on them.
3. Shareholders are requested to bring their copy of the Annual Report along with them to the Annual General Meeting, as copies of the Report will not be distributed again at the Meeting, in view of the increasing cost of the Annual Report.
4. If it is intended to appoint a proxy, the Form of Proxy should be completed and deposited at the Registered Office of the Company at least 48 hours before the Meeting.