



NOTICE OF 40TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the Members of **OLYMPIC MANAGEMENT & FINANCIAL SERVICES LTD** will be held at Indo American Society, Kitab Mahal, 5 D, Sukhadwala Marg, Next to New Excelsior Theater, Fort Mumbai 400001 on Monday, September 23, 2024 at 11:30 A.M. 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, 2024, the reports of the Board of Directors and Auditors thereon
2. To appoint a director in place of Mr. S. N. Agarwal (DIN: 01764628), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

SPECIAL BUSINESS:

3. Approval of limits for the Loans, Guarantees and investment by the company as per Section 186 of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made there under (including any statutory modification thereof for the time being in force) consent of the members of the company, be and is hereby accorded to the Board to (a) give any loan to anybody corporate(s)/person(s); (b) give any guarantee or provide security in connection with a loan to anybody corporate(s)/person(s); and (c) acquire by way of subscription, purchase or otherwise, securities of anybody corporate from time to time in one or more tranches as the Board of Directors in their absolute discretion deem fit for an amount not exceeding Rs. 2,00,00,000/- (Rupees Two Crore only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed in Section 186 of the Act.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writing that may be required on behalf of the



company and generally to do all such acts, deeds, matters and things as may be necessary proper expedient or incidental for giving effect to this resolution.”

4. Ratification of appointment of MR. PARMINDER SINGH KALSI as Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of sections 149(1) and all other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) as amended from time to time, MR. PARMINDER SINGH KALSI (DIN:10152883), who was appointed as an Additional Director & Independent Non-Executive Director of the Company by the Board of Directors with effect from 30th July, 2024 and in respect of whom the Company has received a notice in writing under section 160 of the Act, from a member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria for Independent director as second proviso to Section 149(1) of the Act and who is eligible for appointment, be and is hereby appointed as Independent Director of the Company and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized, jointly and /or severally to take such further steps as may be deemed necessary including filing of E-forms under the Companies Act, 2013 with the Registrar of Companies, Mumbai or any other authority to sign/execute any other forms, papers, documents, deeds, documents, affidavits etc. as they may deem necessary so as to give effect to the aforesaid resolution including the power to further amend the resolution if some amendment is required to be carried out by the Office of Registrar of Companies, Mumbai.”

For Olympic Management & Financial Services Limited

Anis Attar

**Anis Attar
Company Secretary & Compliance Officer
ACS-51424**

Place: Mumbai

Date: 23.08.2024

Registered Office:-

42, Gopal Bhawan 199, Princess Street, Mumbai – 400002



NOTES:

1. The respective Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item Nos.3 & 4 of the accompanying Notice is annexed hereto.
2. A statement giving additional details of the Directors seeking appointment/re-appointment as set out in Item Nos. 2 & 4 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.
3. A member entitled to attend and vote at the Annual General Meeting (the “Meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than 48 (forty-eight) hours before the commencement of the Meeting.
4. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
5. 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.
6. In terms of section 152 of the Companies Act, 2013 MR. S. N. Agarwal (DIN: 01764628), Director of the Company, retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company recommends his re-appointment.
7. Members are requested to bring their attendance slips duly completed and signed mentioning therein details of their DP ID and Client ID/ Folio No. along with their copy of Annual Report to the Meeting.



8. 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.
9. The Company has notified closure of Register of Members and Share Transfer Books from 17th September, 2024 to 23rd September, 2024 (both days inclusive).
10. Relevant documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except, Saturdays, Sundays and all public holidays, up to and including the date of the Annual General Meeting of the Company.
11. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend, if any. The Company or its Registrars and Transfer Agents, M/s. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company or M/s. Link Intime India Private Limited
13. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or M/s. Link Intime India Private Limited
14. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company.
15. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the Share Certificates to M/s Link Intime India Private Limited, for consolidation into a single folio.



16. SEBI, vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, amended Regulation 40 of SEBI Listing Regulations pursuant to which after December 5, 2018 transfer of securities could not be processed unless the securities are held in dematerialized form with a depository. The said deadline was extended by SEBI to September 30, 2024.

Members holding shares in physical form are requested to dematerialize their holdings at the earliest as it will not be possible to transfer shares held in physical mode henceforth.

KYC Forms can be downloaded from RTA Link:

<https://liiplweb.linkintime.co.in/KYC-downloads.html>

17. Non-Resident Indian Members are requested to inform M/s. Link Intime India Private Limited, immediately of:
 - (a) Change in their residential status on return to India for permanent settlement.
 - (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
18. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
19. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
20. Details of directors seeking re-appointment at the forthcoming Annual General Meeting [Pursuant to Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2)]:



PROFILE OF DIRECTORS RETIRING BY ROTATION SEEKING APPOINTMENT/ RE-APPOINTMENT

Name of Director	Satyanarayan Ramchandra Agarwal	Parminder Singh Kalsi
Category/Designation	Executive Whole Time Director of the Company	Non- Executive Independent Director of the Company
DIN	01764628	10152883
Date of appointment on Board	30/05/1999	30/07/2024
Qualification	B.Com	Company Secretary
Nationality	Indian	Indian
Experience in functional area	Mr. S. N. Agarwal has expertise in the field of Accounts and Finance	He has around 8 years of vast experience in Corporate Laws and Practice. He has handled all legal compliances and provide consultancy to various MNC's and look after their good Corporate Governance and due diligence.
Terms and conditions of appointment or reappointment	Retires by rotation being eligible offers himself for re-appointment	Appointment for a period of 1 year. Not liable to retire by rotation.
Remuneration	Nil	Sitting Fees
Directorship held in other companies as on 31 st March 2024 excluding foreign companies	Rose Petal Leasing And Finance Pvt. Ltd	<ul style="list-style-type: none">• Jai Mata Glass Limited• Canam Consultants Limited• Rathi Industries Limited.
Chairmanships/Memberships of Board Committees on other Companies	None	None
Relationship with related	Related to Pawan K	Not related



existing Directors of the Company	Agarwal- Director of the Company	
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20. The instructions for Members for voting electronically are as under:

INSTRUCTIONS FOR E-VOTING

1. 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 sub clauses (1) & (2) of Clause 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the Company is offering e-voting facilities to its Members in respect of the business to be transacted at the 40th Annual General Meeting. The Company has engaged the services of Central Depository Securities (India) Limited (CDSL) as the authorized agency to provide the e-voting facility.
2. The e-voting period begins on 19th September, 2024 (9:00 AM) and ends on 21st September, 2024 (5:00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 16th September, 2024 may cast their vote electronically. The e-voting module shall also be disabled by CDSL for voting thereafter.
3. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
4. The shareholders should log on to the e-voting website www.evotingindia.com
 - a) Click on Shareholders
 - b) Now Enter your User ID
 - c) For CDSL: 16 digits beneficiary ID
 - d) For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - e) Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - f) Next enter the Image Verification as displayed and Click on Login.
 - g) 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.
 - h) If you are a first time user follow the steps given below:



PAN	10 digit PAN issued by Income Tax Department, if the same has been registered with the DP or as the case may be with the company. For Members who have not registered their PAN the first two letters of their name followed by the eight digits serial number printed on the address slip shall be entered in the PAN field.
Date of Birth	Date of Birth as registered with DP or as the case may be with the company in dd/mm/yyyy format.
Bank Details	Enter the Bank Details as recorded in your demat account are in the company records for the said demat account or folio.

- i) Click submit for further processing, if the password entered is incorrect system will not allow the login and you will have to repeat the process under (e) above until the proper password is entered.
 - j) Members holding shares in physical form will be directed to the “Company Selection” Menu.
 - k) Members holding shares in demat form and participating in e-voting through www.evotingindia.com for the first time will be required mandatorily to create their own password to proceed with the e-voting process. The new password shall be used by them for any further e-voting on CDSL platform. After completion of the new password creation, they will be directed to the company Selection Menu
 - l) Click on the EVSN for the Olympic Management And Financial Services Ltd. and you will be directed to the e-voting screen.
 - m) Description of the resolution as set out in the notice of the meeting and the voting options YES/NO will be displayed for each of the resolutions on this screen for voting.
 - n) Click on the “RESOLUTIONS FILE LINK” if you wish to view the full description of the resolution.
 - o) Select the option YES or NO for each of the item as desired by you. Your option YES implies that you assent to the resolution and option NO implies that you dissent to the resolution
 - p) After selection click on “SUBMIT” and a confirmation box will be displayed, if you wish to confirm and complete the voting press OK, else press CANCEL to change your vote.
 - q) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - r) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
5. Voting through electronic means would be on the basis of proportion of shares held by the members viz on one share one vote.

6. **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.
7. For any queries or issues regarding e-voting, please refer to the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
 8. Shri MANTHAN NEGANDHI of M/s. MANTHAN NEGANDHI & CO, Company Secretaries, Mumbai has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 9. The result of the electronic voting shall be declared within 48 hours of the conclusion of AGM. The result along with the Scrutinizer’s report shall also be placed on the website of the Company and CDSL.
 10. Members may also note that the Notice of 40th Annual General Meeting and the Annual Report for the Financial Year 2023-24 will also be available on the Company’s website www.Corporatementors.in for download.



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

Item No. 3:

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made there under, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company proposes to obtain approval of shareholders by way of special resolution as contained in the notice for an amount not exceeding INR 2,00,00,000 (Rupees Two Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013.

The Directors therefore, recommend the Special Resolution for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO 4: The Board of Directors at their meeting held on 24th July 2024, Wednesday at 3:00 p.m. at the registered office of the Company situated at 42, Gopal Bhawan 199, Princess Street Mumbai, 400002 and based on the recommendations of Nomination and remuneration committee has appointed Mr. Parminder Singh Kalsi bearing DIN 10152883 as Additional Director & Independent Non- Executive Director with effect from 30th July, 2024, subject to the approval of the shareholders of the Company by way of the General Meeting.

Notices under Section 160 of the Act have been received by the Company from members proposing the candidature of Mr. Parminder Singh Kalsi (DIN: 10152883) as a Director of the Company. Further, since this appointment is recommended by the Nomination and Remuneration Committee, the requirement for deposit of Rs. 100,000/- is not applicable.



Based on the recommendations received from the Nomination and Remuneration Committee and consent of Parminder Singh Kalsi (DIN: 10152883) to act as a Director of the Company and other statutory disclosures including declaration confirming that he meets the criteria of independence under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) (the “Listing Regulations”), it is proposed to appoint Parminder Singh Kalsi (DIN: 10152883) as an independent Director of the Company whose period of office shall not be liable to determination by retirement of directors by rotation.

Further as per the declarations received by the Company, Parminder Singh Kalsi (DIN: 10152883) is not disqualified under Section 164 of the Act. The directorships held by Parminder Singh Kalsi (DIN: 10152883) are within the limits prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).

A summary on profile of Parminder Singh Kalsi (DIN: 10152883) is attached to this Notice. In the opinion of the Board, Parminder Singh Kalsi (DIN: 10152883) fulfils the conditions specified in the Act and rules made thereunder and the Listing Regulations, for his appointment as an Independent Director of the Company and he is independent of the management. He has further confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Parminder Singh Kalsi (DIN: 10152883) is entitled to of sitting fees for attending the meetings of the Board and its committee(s) and also remuneration in terms Section 197 of the Act, read with Schedule V thereto, in line with the Nomination and Remuneration Policy of the Company.

Mr. Parminder Singh Kalsi (DIN: 10152883) has around 8 years of vast experience in Corporate Laws and Practice. He has handled all legal compliances and provide consultancy to various MNC's and look after their good Corporate Governance and due diligence. His entrepreneurial skill has enabled him to establish strong rapport with clients. His knowledge and experience brings in a lot of value when it comes decision making on the important matters and act as the gatekeepers, acting as a check and balance on the company's management, with a view to safeguarding the assets of the company and protecting the interests of all shareholders as a whole. The Board of Directors is of the opinion that it would be in the interest of the Company, to appoint him as an Independent Director for a period of 1 year. Keeping in view his vast expertise and knowledge, the Board considers that his association would be of immense benefit to the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in the resolution. The Board recommends the resolution as set at Item No. 4 of the Notice for the approval by the Shareholders of the Company.



For Olympic Management & Financial Services Limited

Anis Attar

**Anis Attar
Company Secretary & Compliance Officer
ACS-51424**

Place: Mumbai
Date: 23.08.2024