

OCL/BSE/2021-22/72

9th September, 2021

The Bombay Stock Exchange Limited
PJ Towers, 25th floor,
Dalal Street, Fort,
Mumbai – 400 023.

Scrip Code: 534190

Dear Sirs,

Sub: AGM NOTICE - Newspaper cuttings - Furnished

In continuation of our letter No.OCL/BSE/2021-22/65, dated 31.08.2021 please find attached herewith the newspaper cuttings (both English and Tamil) in which Notice of Annual General Meeting-2021 of our company was published.

We request you to please take the above on record.

Thanking you
Yours faithfully,
For OLYMPIC CARDS LIMITED.



S.KUPPAN, COMPANY SECRETARY
Membership No: A 31575 Mobile No.9442694956

Encl: As above.



PARRY'S

23, Anderson Street, Parrys, Chennai - 1.
© 4292 1000, 2538 5886  parrys@oclwed.com

KODAMBAKKAM

25/4, 1st Main Road, U.I.Colony, Kodambakkam, Chennai - 24.
© 4232 2089  kdm@oclwed.com

COIMBATORE

957, Raja Street, Coimbatore - 1.
© 0422 - 4356554  cbe@oclwed.com



OLYMPIC CARDS LTD

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 29th Annual General Meeting of the members of OLYMPIC CARDS LIMITED will be held on Wednesday, 22nd September, 2021, 14.00 hours IST through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2021 and the statement of Profit & Loss for the year ended on that date and the report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. S. Jarina (DIN: 00269434) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

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

“RESOLVED THAT PURSUANT TO THE PROVISIONS OF Section 152 read with Rule 8, 9 and 14 of Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of the Articles of Association of the Company, Mrs. S. Jarina (DIN:00269434) who was appointed as Additional Directors of the company with effect from 12th November, 2020 by the Board of Directors of the company and who in terms of Section 161 of the Companies Act, 2013 holds office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing from a member under section 160 of the Companies Act, 2013, proposing her candidature for the office of the Director, be and is hereby appointed as a Non-Executive Director of the company, liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and Rules made there under, read with Schedule V to the Act (including any statutory modification or re-enactment thereof), consent of the Company be and is hereby accorded for the reappointment of Mr. N. Mohamed Faizal (DIN:00269448) as a Managing Director of the Company for a period of three years with effect from 26.11.2021 for a period of 3 years ending on 25.11.2024 as the Managing Director on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year and is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.”



“RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration specified in the Explanatory Statement may be revised, enhanced, altered and varied from time to time, by the Board of Directors of the Company, including any Committee thereof, as it may, in its discretion deem fit, so as not to exceed the limits specified in Schedule V to the Act including any amendments, modifications made thereafter in this regard.”

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board of Directors to be in the best interest of the Company, as it may deem fit.” as may be necessary for giving effect to the aforesaid resolution.”

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

“RESOLVED that pursuant to the provisions of Section 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. K. Meyyanathan (DIN: 07845698) who was appointed as an Additional (Independent) Director of the company by the Board of Directors at its meeting held on May 22, 2021 and whose term of office expires at this Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is here by appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from May 22, 2021”.

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

“RESOLVED that pursuant to the provisions of Section 149, 152, 161(1) and any other applicable provisions of the Companies Act, 2013 (“Act”) and Rules made there under read with Schedule IV to the Act, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Alagarsamy Uthandan DIN:07847682 who was appointed as an Additional (Independent) Director of the company by the Board of Directors at its meeting held on June 10, 2021 and whose term of office expires at this Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is here by appointed as an Independent Director of the Company to hold office for a term of 5(five) consecutive years commencing from June 10, 2021”.



OLYMPIC CARDS LTD

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (the “Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the company's Policy on Related Party Transactions and any other applicable provisions including any amendments thereto for the time being in force, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s)/arrangement(s)/transaction(s) with the entities shown in the Explanatory Statement attached to this Notice, entities in which Mr. N. Mohamed Faizal (DIN:00269448), Managing Director and Mrs.S. Jarina (DIN:00269434), Non-Executive Director are interested in the capacity as a Partner/Sole Proprietor of the said other entities, a related party within the meaning of Section 2(76) of the Act, for the purpose of the transactions shown in the Explanatory Statement attached to this Notice on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of ₹ 2,26,56,000/- (Rupees Two Crores twenty six lakhs fifty six thousand only) for the transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.”

“RESOLVED FURTHER THAT Mr. N. Mohamed Faizal (DIN:00269448), Managing Director and Mr. S.Kuppan-M.No.A31575, Company Secretary of the Company be and are hereby severally authorized to execute the agreement(s), if any, required for the said Related Party Transaction(s) and to do such other acts, things, deeds and matters as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

Registered Office:

OLYMPIC CARDS LIMITED,
195, N.S.C. Bose Road, Chennai - 600 001.
CIN: L65993TN1992P LC022521
Telephone: 044 - 2538 0652 / 4292 1000;
Fax: 044 - 2539 0300
E-mail: office@oclwed.com;
Website: www.oclwed.com

BY ORDER OF THE BOARD
For **OLYMPIC CARDS LIMITED**

Place: Chennai
Date: 29th June, 2021

S. Kuppan
COMPANY SECRETARY & COMPLIANCE OFFICER
M.No.A31575



NOTE

In view of the situation arising due to COVID-19 global pandemic, the Annual General Meeting of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

Additional information pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the re-appointment and appointment of Directors as mentioned under item nos.2,3,4,5 & 6 of this notice is appended. Further, the Company has received relevant disclosure/consent from the Directors seeking re-appointment/appointment.

The Register of Members and Share Transfer Books of the Company will remain closed from 16th September, 2021 to 22nd September, 2021 (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.oclwed.com websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com.

The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Cameo Corporate Services Limited, the Registrar & Share Transfer Agent of the Company.

As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited for assistance in this regard.



At the twenty-fifth AGM held on September 21, 2017 the Members approved appointment of M/s M/s.MRC & Associates, Chartered Accountants (Firm Registration No. 004005S), as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the thirtieth AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Thirtieth AGM.

Since AGM is held through Video Conference (VC) or Other Audio Visual Means (OAVM) Route map is not annexed.

E Voting & its procedures:

Voting through Electronic Means:

1. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

2. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

4. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.



5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.oclded.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.

6. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AREAS UNDER:

- i) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Wednesday, 15th September, 2021, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Sunday, 19th September, 2021 and will end at 5.00 p.m. on Tuesday, 21st September, 2021 for the members to 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" module.
- 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) Shareholders 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 e-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 Shareholders 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) Dividend: Bank Details **OR** Date of Birth (DOB) 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.

If both 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 (v).

ix) After entering these details appropriately, click on "SUBMIT" tab.

x) Shareholders holding shares in physical form will then directly reach the Company selection screen.



However, shareholders 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 shareholders 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 <Company Name> 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.

xviii) If a demat account holder has forgotten the login 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". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investor@cameoindia.com
2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investor@cameoindia.com.
3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.



INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops /IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network.
It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at csoffice@oclwed.com
The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at csoffice@oclwed.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM/EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.



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xx) Note for Non – Individual Shareholders and Custodians

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

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.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csoffice@oclwed.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to **Mr. Rakesh Dalvi**, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatalal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call 1800225533.

xxi) The Company has appointed **Mr. T.Murugan, Practicing Company Secretary**, to act as the Scrutinizer, for conducting the scrutiny of the votes cast and he has communicated his willingness to be appointed.

The Scrutinizer, after scrutinising the votes cast during the AGM and through remote e-voting, will not later than three days of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.oclwed.com and CDSL website.

The results shall simultaneously be communicated to the Bombay Stock Exchange Limited.



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None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. N. Mohamed Faizal, Managing Director and **Mrs. S.Jarina** being the appointee is deemed to be interested or concerned in the resolution.

Accordingly the Board recommends the resolution for approval by the Share Holders of the Company.

Registered Office:

OLYMPIC CARDS LIMITED

No.195, N.S.C. Bose Road, Chennai-600 001

CIN: L65993TN1992PLC022521;

Telephone: 044 -2538 0652 / 4292 1000;

Fax: 044 - 2539 0300;

E-mail: office@oclwed.com

By Order of the Board
for OLYMPIC CARDS LIMITED

Place: Chennai

Date: 29th June, 2021

S. Kuppam
COMPANY SECRETARY & COMPLIANCE OFFICER
M.No.A31575



OLYMPIC CARDS LTD

THE FOLLOWING EXPLANATORY STATEMENT SETS OUT THE MATERIAL FACTS REFERRING TO ITEM NO. 2,3,4,5,6 & 7 OF THE NOTICE PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 & REGULATION 36 (3) OF SEBI (LODR) REGULATION, 2015.

Item No.2 & 3:

Resume of the Director seeking re-appointment:

Mrs.S.Jarina (DIN: 00269434), born on 06.01.1960, Diploma in Computer Applications has got rich experience in management and administration. Previously she was a director of the company from 21.04.1992 to 30.11.1998 again director from 18.12.1998 to 30.06.2003. She was Whole-Time Director from 01.07.2003 to 12.05.2012. She was appointed as an Additional Director of the Company with effect from 31.03.2015 and then as a Woman Director with effect from 15.09.2015. She resigned from the post of director with effect from 14th September, 2020 on personal reasons.

The Board of Directors at its meeting held on 12th November, 2020 on the recommendation of Nomination and Remuneration Committee appointed Mrs. S.Jarina (DIN: 00269434) as Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office upto the date of the ensuing Annual General Meeting of the Company. The company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of the Director of the Company. Mrs. S.Jarina (DIN: 00269434) is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the company.

The Company is not paying any remuneration or sitting fees to her.

She is a promoter of the Company and holds 793291(4.86%) Equity Shares in the Company. She is not holding any directorship/membership of Committee in any other company. She is the mother of Mr. N. Mohamed Faizal, Managing Director (DIN:00269448) who holds 6674528 (40.93%) Equity Shares in the Company and Mr.N.Mohamed Iqbal, the then Whole-Time Director (DIN:01259155)(since resigned w.e.f. 31st July, 2020) who holds 1245381 (7.63%) Equity Shares in the Company. The total shareholding of the Promoters is 9911555 (60.77%).

She is retiring at the ensuing Annual General Meeting and eligible for re-appointment. The Board recommend the Ordinary Resolutions as set out in Item No. 2 & 3 of the Notice for the approval of the members at the ensuing Annual General Meeting.



This Explanatory Statement may also be regarded as a disclosure under Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Bombay Stock Exchange Ltd in which the Company's equity shares have been listed.

None of the Directors or Key Managerial Personnel including their relatives except Mr..N. Mohamed Faizal, Managing Director (DIN:00269448), Mr. N. Mohamed Iqbal, the then Whole-Time Director (DIN:01259155) and **Mrs. S.Jarina (DIN: 00269434) Additional Director** being the appointee is concerned or interested, financial or otherwise, in the resolution set out at item No.2 & 3.

AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL MEETING ADDITIONAL INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED IN ITEM NO.2 & 3

Name of Director Mrs. S.Jarina (DIN: 00269434). She is a promoter woman director.

Date of Birth / Age: 06.01.1960 – Age 60 years

Qualification: Diploma in Computer Applications
Experience 28 years

Terms and Conditions of Appointment/Re-appointment -
Date of First Appointment : 21st April, 1992

Expertise in specific General Functional area: Management and Administration
Shareholding in the Company: 793291(4.86%) Equity Shares of ₹ 10/- each.

Relationship with other directors and KMP: Mother of Mr. N. Mohamed Faizal, Managing Director(DIN:00269448) who holds 6674528 (40.93%) Equity Shares in the Company and Mr.N. Mohamed Iqbal, the then Whole-Time Director(DIN:01259155)(since resigned w.e.f. 31st July, 2020 who holds 1245381 (7.63%) Equity Shares in the Company. The total shareholding of the Promoters is 9911555 (60.77%).

No. of Board meetings attended during FY20-21: 6

List of outside Directorships held : Nil

Chairman/Member of the Committee of the Board of Directors of the Company- Member in Internal Complaints Committee & Whistle Blower Committee.

Chairman/Member of the Committee of

Directors of other Public Limited

Companies in which he/she is a Director - Nil

Details of Remuneration to be approved - Nil

Last approved remuneration drawn - Nil



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Item No.4:

Brief resume of the Director seeking re-appointment:

Mr. N. Mahamed Faizal (DIN:00269448), born on 21st October, 1981, a Post Graduate in MBA (HR) has got rich experience in management and administration. He was appointed as Whole Time Director of the company on 01st December, 2007 and then as Managing Director for a period of three years with effect from 26th November, 2018. His term will be ending on 25th November, 2021.

The Board of Directors at its meeting held on 10th June, 2021 on the recommendation of Nomination and Remuneration Committee re-appointed Mr. N. Mahamed Faizal (DIN:00269448) as Managing Director for a further period of three years from 26th November, 2021. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as a Director of the company. He has got experience in Management and Administration. With his expertise in Management he has the required skills and competence to as Managing Director.

He is a promoter of the Company and holds 6674528 (40.92%) Equity Shares in the Company. He is a member in Audit Committee of the company. He is not holding any directorship/membership of Committee in any other company. He is the son of Mrs. S. Jarina, Additional Director who holds 793291 (4.86%) Equity Shares in the Company. The total shareholding of the Promoters is 9911555 (60.77%).

The terms and conditions for re-appointment are given below:

Period of reappointment - 26.11.2021 to 25.11.2024 (3 years)

Remuneration - Salary – Rs.50,000/- (Rupees Fifty thousand only) per month (consolidated salary)
Perks - Nil

“RESOLVED FURTHER THAT where, in any financial year during the currency of the tenure of the appointee the company has no profits or its profits are inadequate the company will pay the remuneration as determined by the Remuneration Committee subject to the ceilings prescribed under Schedule V of the Companies Act, 2013.”

No. of Board meetings attended during FY20-21: 7

List of outside Directorships held : Nil

Chairman/Member of the Committee of the Board of Directors of the Company – Member of Audit Committee, Nomination and Remuneration Committee & Stakeholders Relationship Committee.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. N. Mohamed Faizal, Managing Director being the appointee and Mrs.S. Jarina, Additional Director is deemed to be interested or concerned in the resolution.

Accordingly the Board recommends the resolution for approval by the Shareholders of the Company as an ORDINARY RESOLUTION.



Item No. 5 :

Mr. K. Meyyanathan (DIN: 07845698) was appointed as an Additional (Independent) Director of the company by the Board of Directors at its meeting held on May 20, 2021 and whose term of office expires at this Annual General Meeting ("AGM") and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. The Board of Directors in its meeting held on 29th June, 2021 recommended to appoint him as Independent Director for a period of five consequent years from 20th May, 2021.

Brief profiles of the above Independent Directors are as under:

Name of Director: Mr.K. Meyyanathan (DIN:07845698):

Date of Birth / Age: 15th January, 1952 – Age 69 years

Qualification: B.COM., F.C.S., B.G.L.

Experience 30 years

Terms and Conditions of Appointment/Re-appointment -

Date of First Appointment : 20th May, 2021

Expertise in specific General Functional area: Experience as Company Secretary.

Shareholding in the Company: Nil

Relationship with other directors and KMP: Nil

No. of Board meetings attended during FY20-21: Nil

List of outside Directorships held :

1.M/S. Monotech Systems Limited.(CIN:U22219TN1999PLC042840) – Independent Director

2.M/S. Chennai Meenakshi Multispeciality Hospital Limited(CIN : L85110TN1990PLC019545) – Independent Director.



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Chairman/Member of the Committee of the Board of Directors of the Company – Chairman of Audit Committee & Nomination and Remuneration Committee; Member in Stakeholders Relationship Committee and Internal Complaints Committee.

Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director - Independent Director - Member of Audit Committee in M/S. Monotech Systems Limited.

Independent Director – Chairman of the Audit Committee & Stakeholders Relationship Committee and Member of Nomination & Remuneration Committee & Internal Complaints Committee. in M/S.Chennai Meenakshi Multispeciality Hospital Limited with effect from 20th May, 2021.

Details of Remuneration to be approved: Nil

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.oclwed.com

None of the Directors or Key Managerial Personnel including their relatives except Mr. K. Meyyanathan (DIN:07845698) being the appointee is concerned or interested, financial or otherwise, in the resolution set out at item No.5.

Item No. 6 :

Mr. Alagarsamy Uthandan (DIN: 07847682) was appointed as an Additional (Independent) Director of the company by the Board of Directors at its meeting held on June 10, 2021 and whose term of office expires at this Annual General Meeting (“AGM”) and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act. The Board of Directors in its meeting held on 29th June, 2021 recommended to appoint him as Independent Director for a period of five consequent years from 10th June, 2021.

Brief profiles of the above Independent Directors are as under:

Name of Director: Mr. Alagarsamy Uthandan (DIN: 07847682):

Date of Birth / Age: 17th July, 1952 – Age 69 years

Qualification: A.C.S.

Experience 30 years

Terms and Conditions of Appointment/Re-appointment -

Date of First Appointment : 10th June, 2021

Expertise in specific General Functional area: Experience as Company Secretary.

Shareholding in the Company: Nil

Relationship with other directors and KMP: Nil

No. of Board meetings attended during FY20-21: Nil

List of outside Directorships held :

1.M/S. Monotech Systems Limited.(CIN:U22219TN1999PLC042840) –
Independent Director.

Chairman/Member of the Committee of the Board of Directors of the Company – Chairman of Stakeholders Relationship Committee and Internal Complaints Committee.; Member in Audit Committee and Nomination and Remuneration Committee.

Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director - Independent Director - Member of Audit Committee in M/S. Monotech Systems Limited.

Details of Remuneration to be approved: Nil

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company www.oclwed.com

None of the Directors or Key Managerial Personnel including their relatives except Mr.Alagarsamy Uthandan (DIN: 07847682) being the appointee is concerned or interested, financial or otherwise, in the resolution set out at item No.6.



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Item No. 7 :

Section 188(1) of the Companies Act, 2013 provides that no company shall enter into any contract or arrangement with a Related Party except with the consent of the Board of Directors given by a resolution at a meeting of the Board of Directors. Such Related Transaction includes Sale, Purchase or supply of any goods or materials, Selling or otherwise disposing of, or buying, property of any kind, Leasing of Property of any kind and rendering of any services. Mr. N. Mohamed Faizal (DIN:00269448), Managing Director and Mrs.S. Jarina (DIN:00269434), Non-Executive Director are interested in the capacity as a Partners/joint owners of the said other entities/properties and related parties within the meaning of Section 2(76) of the Act, for the purpose of the transactions shown below on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of ₹ 2,26,56,000/- (Rupees Two Crores twenty six lakhs fifty six thousand only) for the transaction(s) so carried out shall be at arms length basis and in the ordinary course of business of the Company.

The proposed resolution seeks to obtain approval of members of the company for the purpose of the transactions shown below against each on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of ₹ 2,26,56,000/- (Rupees Two Crores twenty six lakhs fifty six thousand only) for the transaction(s) shown against each item for the year 2021-2022.

Name of the related party	Interested persons	Purchase of Goods (₹)	Sale Goods (₹)	Advance Paid (₹)
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1. Olympic Paper Products:

Mr.N.Mohamed Faizal, Managing Director	Upto 30 Lakhs.	Upto 30 Lakhs	Nil
Mr.N.Mohamed Saleem			
Mr.N. Mohamed Iqbal;			
Mr. Mohammed Rizwan and N. Asraf Ali			
(All Partners)			

2. Olympia Paper & Stationery Stores

Mr.N.Mohamed Faizal, Managing Director	Upto 30 Lakhs.	Upto 30 Lakhs	Nil
Mr.N.Mohamed Saleem			
Mr.N. Mohamed Iqbal;			
Mr. Mohammed Rizwan and N. Asraf Ali			
(All Partners)			

3. Print and Get

Mr.N.Mohamed Iqbal Noor Mohamed, S/o Mrs.Jarina, Partner	Upto 30 Lakhs	Upto 30 Lakhs	Nil
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Mr.N.Mohamed Saleem, Mr.N. Mohamed Iqbal, Mr. N.Mohammed Rizwan and N. Asraf Ali are brothers of Mr.N.Mohamed Faizal, Managing Director



OLYMPIC CARDS LTD

Name of the Lessor/ Related Party	Address of property taken on lease	Monthly Rent-(In ₹)	Advance Paid (₹)
Mrs.S.Jarina, Director Mr.N.Mohamed Faizal, Managing Director Mr.N.Mohamed Iqbal, Mr.N.Mohamed Saleem, Mr.N.Mohammed Rizwan and Mr.N.Ashraf Ali	No.195,N.S.C.Bose Road, Chennai 600001	2,70,000	27,00,000

Mrs.S.Jarina, Director Mr. N. Mohamed Faizal, Managing Director Mr. N. Mohamed Iqbal Mr. N. Mohamed Saleem, Mr. N. Mohammed Rizwan and N. Asraf Ali	a. No.9, Chinnathanbi Street Chennai-600001 b. No.10, Chinnathanbi Street, Chennai-600001 c.No.52, Malayaperumal Street, Chennai-600001 d.No.957, Raja Street, Coimbatore-641001	3,000 20,000 20,000 25,000	1,25,000 1,25,000 1,25,000 83,000
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Mr.N. Mohamed Faizal, Mr.N.Mohamed Saleem, Mr.N. Mohamed Iqbal, Mr. N.Mohammed Rizwan and N. Asraf Ali are sons of Mrs.S. Jarina, Director.
Mr.N.Mohamed Saleem, Mr.N. Mohamed Iqbal, Mr. N.Mohammed Rizwan and N. Asraf Ali are brothers of Mr.N.Mohamed Faizal, Managing Director.
All are joint owners.

The Board of Directors in its meetings held on 13th February 2021 & 29th June, 2021 has approved the said transactions with the above mentioned Related Parties for the said limits.

None of the Directors or Key Managerial Personnel including their relatives except Mr.N. Mohamed Faizal, Managing Director and Mrs.S. Jarina, Director and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.7.

Registered Office:
OLYMPIC CARDS LIMITED
By Order of the Board
for **OLYMPIC CARDS LIMITED**

No.195, N.S.C. Bose Road, Chennai-600 001
CIN: L65993TN1992PLC022521;
Telephone: 044 - 2538 0652 / 4292 1000;
Fax: 044 - 2539 0300;E-mail: office@oclwed.com

Place: Chennai
Date: 29th June, 2021

S. Kuppam
COMPANY SECRETARY & COMPLIANCE OFFICER
M.No.A31575



OLYMPIC CARDS LTD

OLYMPIC CARDS LIMITED

Registered Office:

No.195, N.S.C. Bose Road, Chennai-600 001.

CIN L65993TN1992PLC022521; Telephone: 044 -2538 0652 / 4292 1000;

Fax: 044 – 25390300;

Email: office@oclwed.com; website: www.oclwed.com

RESOLUTIONS

ORDINARY BUSINESS:

1. Adoption of Financial Statements for the year ended 31st March, 2021.
 2. Re - Appointment of the retiring Director Mrs. S. Jarina (DIN:00269434).
 3. Appointment of Mrs. S. Jarina (DIN:00269434) as Director.
 4. Re-Appointment of Mr.N. Mohamed Faizal (DIN:00269448) as Managing Director for a period of 3 years from 26th November, 2021.
 5. Appointment of Mr.K. Meyyanathan (DIN:(07845698) as Independent Director for a period of 5 years from 22nd May, 2021.
 6. Appointment of Mr. Alagarsamy Uthandan (DIN:(07847682) as Independent Director for a period of 5 years from 10th June, 2021.
 7. Approval for Material Related Party Transactions.
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01-9-2021

MAKRAL KURAL
TAMIL-PAPER



OLYMPIC CARDS LTD

Regd. Off. : No.195, N.S.C. Bose Road Chennai - 600 001.
Telephone No. 044 42921000/1017; FAX No. 044-25390300
E-Mail:office@ocwcd.com; Website:www.ocwcd.com
CIN No. L65993TN1992PLC022521; GSTIN NO. : 33AAAC03651L1ZH

NOTICE

Notice is hereby given that the 29th Annual General Meeting ("AGM") of the company will be held on Wednesday, 22nd September 2021 at 2.00 pm (IST) through Video Conferencing/Other Audio Video Means (VC/ OAVM) facility in compliance with the applicable provisions of the Companies Act, 2013. Means VC/ OAVM) facility in compliance with the applicable provisions of the Companies Act, 2013. Rules framed there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with General Circular No.20/2020, dated May 5, 2020 read with General Circular No.14/2020, dated April 8, 2020 and General Circular No.17/2020, dated April 13, 2020 and January 13/2021 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May 2020 and January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Circular"), without the physical presence of the Members at a common venue to transact the business as detailed in the NOTICE convening the Annual General Meeting which will be circulated for convening the AGM.

The Notice of the 29th Annual General Meeting and the Annual Report for the year 2020-21 including the financial statements for the financial year ended March 31, 2021 ("Annual Report") will be sent only by email to all those Members, whose email addresses are registered with the Depository Participants or Company in accordance with the MCA Circulars and SEBI Circular on or before 20th August, 2021. Shareholders who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below.

For members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN, by email to the Company's email address office@ocwcd.com by sending an email to copy of the PAN, by email to the Company's email address office@ocwcd.com

For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s). Member(s) can join and participate in the 29th Annual General Meeting and the manner of participation in the remote electronic voting or casting vote through e-voting system during the 29th AGM are provided in the Notice of the 29th AGM. Members participating through the VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. The Notice of the 29th AGM and the Annual Report will also be available on the website of the Company i.e. www.ocwcd.com and website of the BSE Limited i.e. www.bseindia.com

The Register of Members and Share Transfer Books will remain closed from 16th September, 2021 to 22nd September, 2021 (both days inclusive) for the purpose of Annual General Meeting. In terms of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014 (as amended) the company has fixed 15th September, 2021 as the cut-off date to determine the eligibility of the members to cast their vote by electronic means and e-Voting during the 29th AGM scheduled to be held on Wednesday, 22nd September 2021 through VC/OAVM facility. Members are informed that:

- (a) Voting through electronic mode shall commence on 19th September, 2021 at 9.00 A.M. and will end on 21st September, 2021 at 5.00 p.m.
- (b) Voting through electronic mode shall not be allowed beyond 5.00 PM, on 21st September, 2021.
- (c) Any person who acquires shares of the company and become a member of the company after the dispatch of Notice of Annual General Meeting and holding shares on the cut-off date i.e. 15th September, 2021 may obtain the log in and password by following the procedures as mentioned in the Notice of the Annual General Meeting or by sending a request email to helpdesk.avoting@ocwcd.com or office@ocwcd.com. However, if a person is already registered with MIS, Central Depository Services India Limited (CDSL) for e-voting then existing user id and password can be used for casting vote.
- (d) Members holding shares in physical form who have not registered their email addresses with the company/Depositories may obtain the Annual Report and log in password for E-Voting by providing the below necessary details:
 - (i) For Physical shareholders - please provide necessary details like Folio No., Name of shareholders, scanned copy of the share certificate front and back, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR card) by email to company at office@ocwcd.com to Registrar and Share Transfer Agent at investor@camoindia.com
 - (ii) For Demat shareholders - please provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR card) by email to company at office@ocwcd.com or to Registrar and Share Transfer Agent at investor@camoindia.com
- (e) The members who have cast their votes through remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- (f) Those Members, who shall be present in the AGM through VC/OAVM facility and had not cast their votes on the Resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through remote e-voting during the AGM.
- (g) In case of any queries Members may refer the instructions on e-voting contained in the Notice or refer the Frequently Asked Questions (FAQs) and user manual on the e-voting website of CDSL to get further Clarifications relating to e-voting process, the Members may contact M/s Cameo Corporate Services Limited at investor@camoindia.com - Tel:044-29460390-394.
- (h) The Company has appointed Mr. T. Murugan, Practising Company Secretary to act as the Scrutinizer to scrutinize the voting and remote voting process in a fair and transparent manner.
- (i) If a Member casts votes by both modes, then voting done through e-voting shall prevail and e-voting during the AGM shall be treated as invalid.
- (j) The results of e-voting will be announced by the Company on its website www.ocwcd.com and also to Stock Exchange www.bseindia.com

The above information is being issued for the information and benefit of all the Members of the Company and is in compliance with the MCA Circulars and the SEBI Circular.

Place : Chennai
Date : August 31, 2021
For OLYMPIC CARDS LIMITED
Sd/- (S. Kuppan)
Company Secretary



OLYMPIC CARDS LTD

Regd. Off. : No.195, N.S.C. Bose Road Chennai - 600 001.
Telephone No. 044 42921000/1017; FAX No. 044-25390300
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- (c) Any person who acquires shares of the company and become a member of the company after the dispatch of Notice of Annual General Meeting and holding shares on the cut-off date i.e. 15th September, 2021 may obtain the log in and password by following the procedures as mentioned in the Notice of the Annual General Meeting or by sending a request email to helpdesk.avoting@ocwcd.com or office@ocwcd.com. However, if a person is already registered with MIS, Central Depository Services India Limited (CDSL) for e-voting then existing user id and password can be used for casting vote.
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 - (ii) For Demat shareholders - please provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DPID + CLID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of AADHAR card) by email to company at office@ocwcd.com or to Registrar and Share Transfer Agent at investor@camoindia.com
- (e) The members who have cast their votes through remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their votes again.
- (f) Those Members, who shall be present in the AGM through VC/OAVM facility and had not cast their votes on the Resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through remote e-voting during the AGM.
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The above information is being issued for the information and benefit of all the Members of the Company and is in compliance with the MCA Circulars and the SEBI Circular.

Place : Chennai
Date : August 31, 2021
For OLYMPIC CARDS LIMITED
Sd/- (S. Kuppan)
Company Secretary

