

OLYMPIC OIL INDUSTRIES LIMITED

CIN: L15141MH1980PLC022912

Regd. Off.: 709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block, BKC, Bandra (East), Mumbai - 400051

Tel.: 9122 6249 4444 **E-Mail ID:** olympicoilltd@gmail.com **Website:** www.olympicoil.co.in

To

The Manager

Dept. of Corporate Services

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400 001

Date: 07.09.2023

Sub: Submission of Annual Report for financial year 2022-23

Ref: Olympic Oil Industries Limited Scrip Code: 507609

Dear Sir,

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, please find enclosed the copy of Annual Report of Olympic Oil Industries Limited for the financial year ended as on 31st March, 2023.

Kindly take the same on record.

Thanking you,

For Olympic Oil Industries Limited

Nipun Verma

Whole-time Director

DIN: 02923423



Olympic Oil Industries Limited

43rd Annual Report

COMPANY INFORMATION

BOARD OF DIRECTORS	Mr. Nipun Verma (DIN: 02923423) Whole Time Director	Mrs. Poonam Singh (DIN: 07099937) Non-Executive Director
	Mr. Arvind Srivastava (DIN: 01957831) Independent Director	
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Manisha Issrani (Upto 24th March, 2023) Ms. Sonam Kataria (w.e.f. 25th March, 2023)	
REGISTERED OFFICE	709, C-Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400051	Tel. No. : 91 22 2654 0901 Fax No. : 91 22 2654 0901 Website : www.olympicoil.co.in Email : olympicoilltd@gmail.com
STATUTORY AUDITORS M/s. Bhatler & Associates, Chartered Accountants 302, 3 rd Floor, Kapadia Chambers, Near Maheshwari Bhaawan, 599, J.S.S Road, Chira Bazar, Marine Lines, Mumbai 400 002	REGISTRAR AND SHARE TRANSFER AGENT Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400083	
FOR ANY QUERY RELATING TO THE SHARES OF THE COMPANY	SECRETARIAL DEPARTMENT	
Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400083 Tel: 022 4918 6270 Fax: 022 4918 6060 Email: rnt.helpdesk@linkintime.co.in	709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051 Contact No: 022 -2654 0901 Email: olympicoilltd@gmail.com	

NOTICE

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting of the Members of **Olympic Oil Industries Limited** will be held on **Saturday, September 30, 2023 at 03.00 p.m.** through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as on March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Poonam Singh (DIN: 07099937), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Nipun Verma (DIN: 02923423) as Whole-Time Director of the Company for a period of 3 (Three) years commencing from November 01, 2023 to October 31, 2026 (both days inclusive), on such the terms and conditions including remuneration as set out below:

Terms of Appointment:

Mr. Nipun Verma (DIN: 02923423) re-appointed as a Whole-Time Director of the Company for a period of 3 (Three) years commencing from November 01, 2023 to October 31, 2026 (both days inclusive) at a remuneration not exceeding Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum (including remuneration to be paid in the event of any loss, absence or inadequacy of profit during his term).

Additional Terms:

The remuneration is inclusive of salary and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement, leave travel concession for self and family, club fees, medical/accident insurance, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Superannuation Fund Scheme in accordance with the Company's rule and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income Tax Act, 1961. Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year during the currency of the tenure of Mr. Nipun Verma as Whole-Time Director of the Company, the Company incur loss or its profits are inadequate, the Company shall pay to Mr. Nipun Verma by way of salary, allowance and perquisites not exceeding the limits specified in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute such documents and writings and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto."

For and on behalf of the Board

Place: Mumbai
Date: 14th August, 2023

Nipun Verma
Chairman & Whole Time Director
DIN : 02923423

Registered Office:
709, C Wing, One BKC,
Near Indian Oil Petrol Pump,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051
CIN: L15141MH1980PLC022912
Website: www.olympicoil.co.in
Email: olympicoilltd@gmail.com

NOTES:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs has vide General Circular no. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act" or the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The registered office of the Company shall be deemed to be the venue of the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 8 below and is also available on the website of the Company at www.olympicoil.co.in
2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. An explanatory statement pursuant to Section 102 (1) of the Companies Act, and relevant details under Regulation 36(5) of the SEBI Listing Regulations with respect to Item No. 3 of the notice set out above is annexed hereto.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to olympicoilltd@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
5. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23, he/she may send a request to the Company by writing at olympicoilltd@gmail.com mentioning their Folio No./DP ID and Client ID. The registered office of the Company shall be deemed to be the venue for the AGM. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting:**
 - i. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member.
 - ii. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
 - iii. In case of any queries / difficulties in registering the e-mail address, Members may write to rnt.helpdesk@linkintime.co.in.
 - iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
7. The Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.olympicoil.co.in, on the website of BSE Limited and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

8. 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), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
9. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Wednesday, September 27, 2023 (9:00 a.m. IST) and ends on Friday, September 29, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 22, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
10. The Board of Directors has appointed Mr. Jinesh Dedhia, Practicing Company Secretary (Membership No. 54731 and C.P. No. 20229) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
11. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by 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 vote again.
12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
13. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes

member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday September 22, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday September 22, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider. i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>iii. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 4886 7000 and 022 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Jinesh@csjdedhia.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre - Manager from NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 olympicoilltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 olympicoilltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at olympicoilltd@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at olympicoilltd@gmail.com from September 21, 2023 to September 27, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information:

14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Director or a person authorised by him in writing, who shall countersign the same.
15. The results of the electronic voting shall be declared to the Stock Exchange on or before 02nd October, 2023. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.olympicoil.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.
16. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, upon the request being sent on olympicoilltd@gmail.com
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 26, 2023 through email on olympicoilltd@gmail.com. The same will be replied by the Company suitably.
18. The details as stipulated under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under Item Nos. 2 & 3 of this Notice, is annexed.
19. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Registrar and Share Transfer Agent i.e. Link Intime India Private Limited. In respect of shares held in dematerialize form; the nomination may be filed with the respective Depository Participants.

20. NOTE TO SHAREHOLDERS:

We hereby inform that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**ITEM NO. 3**

The Members at their meeting held on September 28, 2018 appointed Mr. Nipun Verma as the Whole -Time Director of the Company for period of five years with effect from November 01, 2018 to October 31, 2023.

The Board of Directors in its meeting held on August 14, 2023 re-appointed him as a Whole Time Director on the approved terms and conditions and remuneration for period of three years commencing from November 01, 2023 on the basis of recommendations by Nomination, Remuneration and Compensation Committee. The Members are informed that the proposed remuneration of Mr. Nipun Verma is within the limits provided in Schedule V of the Companies Act.

Accordingly, the approval of the Members of the Company is sought for re-appointment of Mr. Nipun Verma as Whole-Time Director of the Company and for payment of remuneration to him as mentioned in the Resolution as set out in the Item No. 3 of the AGM Notice.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Nipun Verma as Whole-time Director pursuant to Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice relating to Re-appointment of Mr. Nipun Verma as Whole-time Director of the Company for approval of the Members.

Nature of concern or interest of Directors

None of the directors and/or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the above Resolution.



Olympic Oil Industries Limited

ANNEXURE TO NOTICE

Details of the Director seeking reappointment/appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) issued by The Institute of Company Secretaries of India (ICSI)

Name of the Director	Nipun Verma (DIN: 02923423)	Poonam Singh (DIN: 07099937)
Age (Years)	35	63
Nationality	Indian	Indian
Date of first Appointment on the Board	27.10.2010	28.09.2016
Shareholding in the Company	NIL	NIL
Qualification	B.Sc. in Business Studies from Lancaster University, U. K.	BA (Hons)
Brief resume and Expertise in specific functional area	He has vast experience of Minerals and Metals and Plastics. He is serving to the Company on whole time basis since 27 th October, 2010.	wide experience in Management and administration of business.
Terms & Conditions of re-appointment/ variation of Remuneration	As mentioned in the resolution	NIL
Remuneration last drawn	–	–
Directorships held in other Companies (excluding Directorship in private and companies under Section 8 of the Companies Act, 2013)	–	–
Chairman/Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	–	–
Inter-se relationship with other directors/ Key Managerial Personnel	NIL	NIL
No. of Board meetings attended during the year	5	5

Olympic Oil Industries Limited

For and on behalf of the Board

Place: Mumbai
Date: 14th August, 2023

Nipun Verma
Chairman & Whole Time Director
DIN : 02923423

Registered Office:
709, C Wing, One BKC,
Near Indian Oil Petrol Pump,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051
CIN: L15141MH1980PLC022912
Website: www.olympicoil.co.in
Email: olympicoilltd@gmail.com

DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To
The Members,

Your Directors have pleasure in presenting the Forty Thirds (43rd) Directors Report along with the Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS

The Financial Performance of your Company for the year ended 31st March, 2023 is summarized below: **(Figures in 000)**

Particulars	2022-23	2021-22
Income		
Revenue from Operations	–	–
Other Income	212.38	170.18
Total Income	212.38	170.18
Expenses		
Operating, Depreciation and Other Expenses	3300.22	2,328.70
Salaries and Benefits	1394.49	1,593.35
Total Expenses	4694.71	3,922.05
Profit/(Loss) before Tax and Appropriations	(4482.33)	(3,751.87)
Tax Expenses:		
Short/(Excess) Provision of Income Tax for Last Year Written Off/(Back)	206.17	–
Total Tax Expenses	206.17	–
Profit / (Loss) after Tax	(4688.5)	(3,751.87)
A) Items that will not be reclassified to Profit & Loss	(34.48)	906.57
B) Items that will be reclassified to Profit & Loss	–	–
Total Comprehensive Income for the year	(34.48)	906.57
Profit/Loss carried to the Balance Sheet	(4722.98)	(2,845.30)

2. STATE OF COMPANY'S AFFAIRS

- Ø During the year under the review your Company has not generated any operating income. Your Company's other income has increased from Rs.1,70,181/- to Rs. 2,12,382/- as compared to the previous year. Your Directors are striving hard to cope with the growth opportunities for the Company in the present scenario.
- Ø The Company has booked loss of Rs. 47,22,984/- in financial year 2022-23.

3. DIVIDEND

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year under review.

4. TRANSFER TO RESERVES

Considering the loss incurred in the current financial year, your Directors are not in a position to recommend any amount to transfer in to the reserves.

5. SHARE CAPITAL AND CHANGES THEREIN

There was no change in the Authorized share capital of the Company during the financial year. As on 31st March, 2023, the paid-up equity share capital of your Company was Rs.2,85,40,000 divided into 28,54,000 equity shares of Rs.10/- each.

6. ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013 the Annual Return for the financial year ended 31st March, 2023 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <http://www.olympicoil.co.in/>

7. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirms that:

- i. In the preparation of the annual accounts for financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the Loss for that period;

- iii. Have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. Have prepared the annual accounts for financial year ended March 31, 2023 on a 'going concern' basis;
- v. Had laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently; and
- vi. Have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

8. DEPOSITORY SYSTEM

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2023, 93.04% of the Equity Shares of your Company were held in dematerialized form.

9. Number of Meetings of the Board

During the financial year, the Board of Directors met 5 (Five) times on 28th May, 2022; 13th August, 2022; 14th November, 2022; 11th February 2023 and 24th March 2023.

10. Committees of the Board

A. Audit Committee

Composition:

The Audit Committee of the Company comprises of one Executive Director and one Independent Directors as on 31st March 2023. The Audit Committee comprised of two members i.e. Mr. Arvind Srivastava, (Independent Director) and Mr. Nipun Verma, (Whole-time Director). Mr. Arvind Srivastava, (Independent Director) is the chairman of the committee. The Board of Directors is in process to appoint one new Independent Director on the Board of the Company, after appointment Board will reconstitute the Audit Committee in alignment with the provisions of Section 177 of Companies Act, 2013.

Terms of Reference:

The terms of reference of the Audit Committee approved by the Board as per the provisions of section 177 of the Companies Act, 2013.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors, statutory auditors on the financial reporting process and the safeguards employed by them. The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

No. of Meetings:

During the financial year, members of the Audit Committee met 4 (Four) times on 28th May, 2022; 13th August, 2022; 14th November, 2022 and 11th February 2023.

B. Nomination, Remuneration & Compensation Committee

Composition:

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013

Terms of Reference:

The terms of reference of the Nomination, Remuneration and Compensation Committee approved by the Board as per the provisions of section 178 of the Companies Act, 2013 are as follows:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c. Devising a policy on diversity of board of directors;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- e. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f. Recommend to the Board, all the remuneration, in whatever form, payable to senior management.

Number of Meetings

During the financial year, the members of the Nomination Remuneration and Compensation Committee met 2 (Two) times on 28th May, 2022 and 24th March 2023.

C. Stakeholders Relationship Committee

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual

report, non- receipt of balance sheet, non-receipt of dividend etc. and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

Composition:

Composition of Stakeholders Relationship Committee is in alignment with the provisions of Section 178 of Companies Act, 2013.

Terms of Reference:

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual report, non- receipt of balance sheet, non-receipt of dividend etc. and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

Status of Investor Complaints for the Financial Year ended March 31, 2023:

Complaints outstanding as on April 01, 2022	0
Complaints received during the financial year ended March 31, 2023	2
Complaints resolved during the financial year ended March 31, 2023	1
Complaints outstanding as on March 31, 2023	1

No. of Meetings

During the financial year, members of the Stakeholders Relationship Committee met 2 (Two) times on 01st December, 2022 and 05th January 2023.

11. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under sub-section (3) of section 178, is appended as **Annexure I** to this Report.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of loans given, Investments made and guarantees given and securities provided under the Section 186 of the Companies Act, 2013 as on 31st March, 2023 have been provided in the notes to the Financial Statements forming part of Annual report.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year under review with related parties as defined under the Companies Act, 2013, were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable.

Attention of the members is drawn to the disclosures of transactions with the related parties as per Indian Accounting Standard (IND AS) 24 is set out in Notes to Accounts forming part of the financial statement forming part of Annual report. The Policy on dealing with related party transactions is disclosed on website of the Company and the same may be accessed at the www.olympicoil.co.in

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2023 and the date of the report other than those disclosed in this report.

15. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

• Conservation of Energy

Your Company has taken necessary steps and initiative in respect of conservation of energy to possible extent to conserve the energy resources.

• Technology Absorption

Your Company is not engaged in any manufacturing activity, the particulars of technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable.

• Foreign Exchange Earnings and Outgo

During the period under review, the Company had not earned any foreign exchange nor incurred any outflows in foreign exchange.

16. RISK MANAGEMENT

Your Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same. Your Company has institutionalized the policy/process for identifying, minimizing and mitigating risk which is reviewed. The key risks and mitigation actions are placed before the Audit Committee.

17. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013, provisions of Corporate Social Responsibility are not applicable to the Company during the year under review.

18. ANNUAL EVALUATION ON PERFORMANCE OF THE BOARD

The Board adopted a formal mechanism for evaluating performance of the Board, its Committees and individual Directors, including the Chairman of the Board pursuant to the provisions of the Companies Act, 2013. The exercise was carried out through an evaluation process as formulated by Nomination & Remuneration Committee (NRC) covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgement, governance issues etc.

All Directors participated in the evaluation. Evaluation was carried out on individually excluding the Director being evaluated.

19. CHANGE IN THE NATURE OF BUSINESS

During the financial year 2022-23, there was no change in the nature of business of the Company.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Section 152(6)(e) of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Poonam Singh (DIN: 07099937), Director of the Company, retires at the ensuing annual general meeting and being eligible for re-appointment, offers himself for re-appointment.

During the year Mr. Kulpreet Singh tendered resignation as Company Secretary and Compliance Officer of the Company w.e.f. 27th May, 2022. Ms. Manisha Issrani appointed as Company Secretary and Compliance Officer of the Company w.e.f. 28th May, 2022 and resigned w.e.f. 24th March, 2023. Board of Directors at their meeting held on 24th March, 2023 appointed Ms. Sonam Kataria as Company Secretary and Compliance Officer of the Company w.e.f. 25th March, 2023.

21. DECLARATION BY INDEPENDENT DIRECTOR

Independent Director have submitted declarations to the Company that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

22. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization programme to Independent Director, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters is uploaded on the website of the Company at the link <http://www.olympicoil.co.in>.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES OR LLP'S

The Company does not have any subsidiary, Joint Venture, Associate Company or LLP's during the financial year.

25. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

The Company has not accepted any Deposits within the purview of Section 73 to 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. Further no amount on account of principal or interest on public deposits was outstanding as on 31st March, 2023.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significant and material orders passed by the regulators or courts or tribunals in the previous year which would impact the going concern status of the Company and its future operations. On the contrary, the Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company. Further, the Company has also received a stay on the wilful defaulter proceedings initiated by the banks.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS

Your Company has an internal financial control system commensurate with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

28. STATUTORY AUDITORS AND AUDITORS' REPORT

M/s. Bhatler & Associates, Chartered Accountants, Statutory Auditors, were re-appointed as Statutory Auditors of the Company at Annual general Meeting held on September 24, 2022 till the conclusion of Annual general Meeting to be held for the financial year 2026-27.

There are no qualifications, reservations or adverse remarks or disclaimers mentioned in Audit Report made by M/s. Bhatler & Associates, Chartered Accountants, Statutory Auditors, in their report except to the following observations:

“Emphasis of Matter

We draw attention to:

Note no. 13 regarding credit facilities from banks became Non-Performance account during the previous year and forensic audit has been carried for the working of the company and interest has not been provided since August 2018 being NPA. Pending the ultimate outcome of this matter which is presently unascertainable hence no adjustment has been made.

Note no. 35 regarding net worth of the company has been fully eroded and no business operation accounts since FY 2019-20, but accounts are prepared on going concern basis.

Further the Company has defaulted in repayment of principal and interest payable to Bankers in respect of working capital facilities which indicate existence of liquidity stress and material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the management is hopeful to meet the Company's financial obligation and continuing business operations. Having regards to this, financial statements have been prepared on the basis of going concern. Hence no adjustments have been made to the carrying value of Assets and Liabilities of the Company.”

Board's explanation:

The action taken by the banks against the Company relying on the forensic audit report were challenged before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company. This is a positive development for the Company and the Company is hopeful that in the subsequent proceedings/interactions with the banks, the Company would be able to demonstrate its bona fides and the business operations may be allowed subject to sanction of credit facilities by the banks.

At the moment, the net-worth of the company has been eroded due to finance cost. The management is hopeful of meeting the Company's financial obligations and continuing business operations in future and accordingly, the financial statements have been prepared on going concern basis.

29. SIGNIFICANT MATTERS RELEVANT TO THE YEAR UNDER REVIEW

The SFIO had sent enquiries seeking information from the Company. The said information has been duly provided and the Company is fully cooperating with the SFIO in its investigation. Till date, there have been no further developments in the matter.

In respect of the CBI proceedings, the matter is currently pending before the Ld. Trial Court at Lucknow and the proceedings are at a very nascent/preliminary stage. The Company is hopeful of an honorable acquittal in the said proceedings.

30. SECRETARIAL AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Board of Directors of the Company has appointed M/s. Gopesh Sahu, Practicing Company Secretary as Secretarial Auditor to conduct the Secretarial Audit and his Report for the financial year ended 31st March, 2023 is appended as **ANNEXURE II** to this Report.

There are no other qualifications, reservations or adverse remarks or disclaimers made by Mr. Gopesh Sahu, Company Secretary in Practice, in his secretarial audit report except to the following observations:

- a. The Company has not complied with the provision of Section 138 of the Companies Act, 2013 with respect to appointment of an Internal Auditor.
- b. The Audit Committee and Nomination Remuneration and Compensation Committee were not duly constituted in term of the provisions of the Companies Act, 2013.
- c. The Company has not complied the provisions related to conducting of separate meeting of Independent Director as per schedule IV of Companies Act, 2013.
- d. The Company has not appointed Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.

Management Reply:

- a. The Board is in process to appoint an internal Auditor of the Company, who will carry out the internal audit of the Company.
- b. Once Independent director is appointed on the Board of the Company, the Board will re-constitute both the Committees i.e. Audit Committee and Nomination, Remuneration and Compensation Committee in compliance with the Section 177 and 178 of the Companies Act, 2013.
- c. Once Independent director is appointed on the Board of the Company, Company will conduct of separate meeting of Independent Director as per schedule IV of Companies Act, 2013.
- d. The Board is in process to identify and appoint Chief Financial Officer (Key Managerial Personnel) in due course in compliance with in the terms of Section 203 of the Companies Act, 2013.

31. MAINTENANCE OF COST RECORDS & COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

32. INSTANCES OF FRAUDS, IF ANY REPORTED BY AUDITORS

During the financial year under review, the statutory auditors and secretarial auditor has not reported to the audit committee, any instances of fraud under Section 143(12) of the Companies Act, 2013.

33. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns, actual or suspected fraud or violation of the Company's code of conduct.

The said mechanism also provides for adequate safeguards against victimisation of the persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee.

The administration of the vigil mechanism is being done through Audit Committee. We confirm that during the financial year 2022-2023, no employee of the Company was denied access to the Audit Committee.

The said Whistle Blower Policy is available on the website of the Company at www.olympicoil.co.in.

34. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

35. REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the compliance of provisions of the Corporate Governance under Regulation 27(2) of the Listing Regulations is not applicable to the Company as paid up equity share capital of the Company is not exceeding Rs.10 Crores and net worth is not exceeding Rs. 25 Crores, as on the last day of previous financial year i.e. as on 31st March, 2023.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

36. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the financial year ended 31st March, 2023, as stipulated under Regulation 34(2) of SEBI Listing Obligation and Disclosure Requirements) Regulation, 2015, is appended as **ANNEXURE III** to this report.

37. PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended has been appended as **ANNEXURE IV** to this Report.

There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

38. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There are no applications made or any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

39. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There are no instances of one time settlement during the financial year.

40. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account.

41. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations, who through their continued support and co-operation have helped, as partners in your Company's progress. Your Directors, also acknowledge the hard work, dedication and commitment of the employees.

Place: Mumbai
Date: 14th August, 2023

For and on behalf of the Board
Nipun Verma
Chairman & Whole-time Director
DIN : 02923423

ANNEXURE I

NOMINATION & REMUNERATION POLICY

1. OBJECTIVE

The Nomination, Remuneration and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (As amended from time to time). The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6 To devise a policy on Board diversity
- 1.7 To develop a succession plan for the Board and to regularly review the plan;
- 1.8 To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto.

2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
 - 2.4.1. Managing Director;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary;
 - 2.4.5. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - 2.4.6. Such other officer as may be prescribed.
- 2.5. **Senior Management** means officers/personnel of the Company who are members of its core management team excluding the Board of Directors and normally this shall comprise all member of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief Financial officer.

3. ROLE OF COMMITTEE

The Committee shall:

3.1 Terms of reference

- 3.1.1. Formulation the criteria for determining qualifications, positive attributes and independence of a director;
- 3.1.2. Formulation the criteria for evaluation of performance of Independent directors and the board of directors;
- 3.1.3. Identify persons who are qualified to become directors and persons who may be appointed in Key Managerial in accordance with the criteria laid down in this policy;
- 3.1.4. Recommend to the Board, appointment, Remuneration and removal of Director, KMP and Senior Management Personnel;
- 3.1.5. Devising a policy on diversity of Board;
- 3.1.6. Determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent Director.
- 3.1.7. Formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto;
- 3.1.8. Recommend to the board, all the remuneration, in whatever form, payable to senior management.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of Seventy five years unless a special resolution is passed to that effect, in which case explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Managing Director or Whole- time Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director or Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act.

c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without approval required under section 197 of the Act, he / she shall refund such sums to the Company, within two years and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it unless approved by the members by passing special resolution within two years from the date the sum becomes refundable.

3.3.3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Provided that the amount of sitting fees paid to independent directors or woman directors shall not be less than the sitting fees payable to other directors.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

4.1 The Committee shall consist of a minimum 2 non-executive directors, majority of them being independent.

4.2 The quorum for a meeting of Nomination remuneration and Compensation Committee shall be either two members or one-third of the members of the Committee, whichever is greater, including at least one independent director in attendance.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries; however, it shall be up to the chairperson of Annual General Meeting to decide who shall answer the queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at least once in a year.

7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- 9.1** Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2** In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- 10.1** Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2** Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3** Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4** Determining the appropriate size, diversity and composition of the Board;
- 10.5** Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6** Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.6** Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.7** Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 10.8** Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.9** Recommend any necessary changes to the Board; and
- 10.10** Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1** To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2** To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3** To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4** To consider any other matters as may be requested by the Board.
- 11.5** Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee or by the chairperson of the subsequent Committee meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE II

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Olympic Oil Industries Limited
709, C-Wing, One BKC
Near Indian Oil Petrol Pump
G Block, Bandra-Kurla Complex
Bandra (East), Mumbai – 400051

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Olympic Oil Industries Limited (CIN:L15141MH1980PLC022912) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**; and
 - i. The Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations, 2015 (LODR).
- (vi) The management has confirmed that there is/ are no sector specific laws applicable to the Company during the Audit Period.

I have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. **except to the following observations that:**

- a. *The Company has not complied with the provision of Section 138 of the Companies Act, 2013 with respect to appointment of an Internal Auditor.*
- b. *The Audit Committee and Nomination Remuneration and Compensation Committee were not duly constituted in term of the provisions of the Companies Act, 2013.*

- c. *The Company has not complied the provisions related with conducting of separate meeting of Independent Director as per schedule IV of Companies Act, 2013.*
- d. *The Company has not appointed Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.*

I, further report that

The Board of Directors of the Company was not duly constituted, *the Board has fallen short of one Independent director as mandated in Section 149 of the Companies Act, 2013.* There was no change in the composition of the Board of Directors of the Company during the period under the review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance whereas in case of shorter notices prior consent of Board members were taken, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I, further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audited period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. except the following:

- a. ***Due to default in repayment of bank loan by the Company, the credit facilities from banks was became Non Performance Account (NPA), Bank had carried out forensic and transactional Audit and in the previous financial year review committee for identification of wilful defaulters of the Indian Overseas Bank has declared the Company as a wilful defaulter. Company has filed Writ Petition before Hon'ble Bombay High Court (WP 2094 of 2022(WP stamp No 27716/2021) for challenging the decision of Indian Overseas Bank and matter is subjudice.***
- b. ***An enquiry has been initiated by SFIO and CBI in relation to credit facilities from Bank and affairs of the Company.***
- c. ***The net worth of the Company has been fully eroded and there was no business operation reported during financial year 2022-2023.***

Date: 14.08.2023

Place: Kanpur

CS Gopesh Sahu
Practicing Company Secretary
M. No. FCS 7100
CP No.: 7800
UDIN: F007100E000816183
PRU Certificate No.:1515/2021



Note: This report is to be read with our letter of even date which is annexed and forms an integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT DATED 14TH August, 2023

To
The Members
Olympic Oil Industries Limited
709, C-Wing, One BKC,
Near Indian Oil Petrol Pump,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

My report of even date is to be read along with this letter.

1. I have conducted my audit on the basis of document, records and information provided by the company through Electronic mode.
2. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis of documents and records virtually provided to me on online mode.
7. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14.08.2023
Place: Kanpur


Olympic Oil Industries Limited

CS Gopesh Sahu
Practicing Company Secretary
M. No. FCS 7100
CP No.: 7800
UDIN: F007100E000816183
PRU Certificate No.:1515/2021

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Review

This year began with the anticipation that runaway inflation, aggressive policy rate hikes, and high commodity prices might topple a few major economies into recession in 2023. India, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022-23 to 7.2%, 200 basis points (bps) higher than the earlier estimate.

India has recovered from three global shocks, the COVID-19 pandemic, the Russia-Ukraine conflict leading to rising inflation, and the rate hike by the U.S. Federal Bank. Increased private consumption, central government spending (capex), and crowding in the private capex led by the strengthening of the balance sheets of the corporates were the major drivers of growth of the Indian economy.

Industry Structure and Development

Agriculture Industry

The performance of the agriculture and allied sector has been buoyant over the past several years, much of which is on account of the measures taken by the government to augment crop and livestock productivity, ensure certainty of returns to the farmers through price support, promote crop diversification, improve market infrastructure through the impetus provided for the setting up of farmer-producer organizations and promotion of investment in infrastructure facilities through the Agriculture Infrastructure Fund.

Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including blockchain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

Road Ahead

The agriculture sector in India is expected to generate better momentum in the next few years due to increased investment in agricultural infrastructure such as irrigation facilities, warehousing, and cold storage. Furthermore, the growing use of genetically modified crops will likely improve the yield for Indian farmers. India is expected to be self-sufficient in pulses in the coming few years due to the concerted effort of scientists to get early maturing varieties of pulses and the increase in minimum support price.

Opportunities & Threats

• Pricing & Rising Costs and availability of Raw Materials

The industry is very much dependent on raw materials. Any price volatility of these raw materials and adjust to the same could adversely affect our results of operations and profitability.

• Domestic Markets

We try and tap every lawful opportunity coming our way and follow a focused approach and increased marketing efforts. All these have resulted in increased growth of the Company in the recent years. In the coming years, we shall strive harder to build a strong reputation for ourselves and carve a niche for our products.

• International Markets

The Company is continuously trying to build a large overseas business and revenue from export business accounts for a sizeable component of Company's total turnover. The company is continuously tapping potentially new markets and exporting a wide range of products to these countries.

Risk and concerns

- Growth of unorganized sector and threat from local regional players.
- Change in freight and forwarding charges.
- General economic and business conditions.
- Our Company's ability to successfully implement our growth strategy, fluctuation in Exchange rates.
- Prices of raw materials.
- Changes in laws and regulations relating to the industry in which we operate.
- Changes in political and social conditions in India.

Internal Control Systems and their adequacy

The Company's internal control procedures are tailored to match the organization's pace of growth and increasing complexity of operations. This ensures compliance to various policies, practices and statutes.

We have an independent and adequate system of Internal Control which enables reliable financial reporting, safeguard of assets and encourages adherence to management policies. The Company has a system for speedy compilation of accounts and management information reports to comply with applicable laws and regulations.

We have a reasonable budgetary control system so that the management can monthly review actual performance against the budget. A well-defined organization structure is in place with authority level, internal rules and guidelines for conducting business transactions.

Discussion on Financial Performance with respect to operational performance

The Break-up of Revenue and Costs of Company is as given below:

(Figures in 000)

Particulars	2022-23	2021-22
INCOME		
Sales & Income from Operation	–	–
Other income	212.38	170.18
TOTAL	212.38	170.18
EXPENDITURE		
Operating Expenditure	–	–
Administrative and Other Expenditure	3160.90	2,111.01
Interest and Financial Charges	1.84	1.60
Depreciation	137.49	216.09
Employee Benefit	1394.49	1,593.35
TOTAL	4694.72	3,922.05
Profit/(Loss) Before Extra-Ordinary Items and Tax	(4482.34)	(3,751.87)
Less:		
Short/(Excess) Provision of Income Tax for Last Year Written Off/(Back)	206.17	–
Profit/ (Loss) After Tax	(4688.51)	(3,751.87)
OTHER COMPREHENSIVE INCOME		
A) Items that will not be reclassified to Profit & Loss	(34.48)	906.57
B) Items that will be reclassified to Profit & Loss	–	–
Total Profit for the year	(4722.99)	(2,845.30)
Earning per Shares	(1.65)	(1.00)

- Total Income:** Total income has been increased from Rs. 1,70,181 (FY 2021-22) to Rs. 2,12,382 (FY 2022-23).
- Administrative and other expenses:** The administrative expenses have been increased from Rs. 21,11,018 (FY 2021-22) to Rs. 31,60,900 (FY 2022-23).
- Interest and Financial Charges:** Net Financial Charges has increased from Rs. 1,599 (FY 2021-22) to Rs. 1,841 (FY 2022-23).
- Depreciation:** The Depreciation cost has been decreased from Rs. 2,16,085 (FY 2021-22) to Rs. 1,37,486 (FY 2022-23).
- Net Loss:** Net Loss has been increased from Rs. 28,45,301 (FY 2021-22) to Rs. 47,22,984 (FY 2022-23).

6. Other Factors

I. Known trends or uncertainties

The world economy has witnessed an unprecedented economic crisis causing severe recessionary trends in various countries.

II. Dependence on Single or few suppliers/customers

The Customer base of our Company is very strong, as we do not deal with a single customer or supplier. We have a very cordial relationship with all customers and suppliers with whom we have been dealing for a very long time. KYC norms are followed in all seriousness.

III. Significant developments subsequent to last financial year

In the opinion of the Directors, there are no significant changes since the date of the last financial statements, which could materially affect the operations, and Profitability of our Company.

Human Resource and Industrial Relations

Industrial relations of the company were cordial during the year and continue to remain peaceful at all the principal offices and all the employees are working with the company for a common objective. Olympic Oil Industries Limited had 5 employees on payroll.

Significant Changes in Financial Ratios

During the year no significant changes in financial ratios of the Company.

Cautionary Statement

Statements in this Report describing your Company's objectives, projections, estimates and expectations or predictions, may be 'forward looking statements' are within the meaning of the applicable laws and regulations. Actual results might differ substantially or materially from those expressed and implied. Important developments that could affect your Company's operations include a downtrend in the international market, fall in on-site, offshore rates and significant changes in political and economic environment, environment standards, tax laws, litigations and labour relations.

ANNEXURE IV**DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

1. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :**

Not applicable as none of Directors received any remuneration during the financial year 2022-23.

2. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Name of Director	Designation	% of increase in remuneration
*Nipun Verma	Whole Time Director	NA
**Kulpreet Singh Bhogal	Company Secretary	0.00
***Manisha Issrani	Company Secretary	NA
****Sonam Kataria	Company Secretary	NA

* No Remuneration paid during the year

** Resigned w.e.f. 27.05.2022

*** Appointed w.e.f. 28.05.2022 and resigned w.e.f. 24.03.2023

**** Appointed w.e.f. 25.03.2023

3. **The percentage increase in the median remuneration of employees in the financial year 2022-23:**

There is no increase in median remuneration of employees in the financial year 2022-23

4. **The number of permanent employees on the rolls of Company as on 31st March, 2023:**

Total number of permanent employees on the rolls of company as on 31st March, 2023 is 5.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration**

During the year under review there is no increase in remuneration of employees as well as managerial personnel.

6. **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management**

The Company is in compliance with its Nomination and Remuneration policy

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
OLYMPIC OIL INDUSTRIES LIMITED
Report on the standalone Financial Statements

Qualified Opinion

We have audited the financial statements of **OLYMPIC OIL INDUSTRIES LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2023, and its **LOSS** (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

- a. In the case of the balance sheet, of the state of affairs of the company as at 31st March 2023, and
- b. In the case of the statement of profit and loss, of the **LOSS** (financial performance including other comprehensive income), changes in equity and
- c. In the case of the cash flow statement, of the cash flow statement for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are auditor of the Company in accordance with the Code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. As stated in Note no. 6 to the financial statement the sundry debtors as at the end of the year of Rs. 316.52 crore includes over dues receivable due to credit impaired of Rs. 316.52 crore and as per Note no. 3 & Note no. 8 in respect of non-current investment & loan to related parties of Rs. 4.10 crore & Rs. 40.62 crore respectively being considered doubtful and recoverable by the management for which no provision has been made.

In the absence of confirmation and liquidity constraints facing by the parties due to which these may not be able to realize. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the carrying value of non current investment, loans to related parties and trade receivable and recoverability of the aforesaid dues and consequential impact, if any on the accompanying financial statement.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon.

We have determined that there are no key audit matters to communicate in our report.

Emphasis of Matter

We draw attention to:

Note no. 13 regarding credit facilities from banks became Non-Performance account during the previous year and forensic audit has been carried for the working of the company and interest has not been provided since August 2018 being NPA. Pending the ultimate outcome of this matter which is presently unascertainable hence no adjustment has been made.

Note no. 35 regarding net worth of the company has been fully eroded and no business operation accounts since FY 2019-20, but accounts are prepared on going concern basis.

Further the Company has defaulted in repayment of principal and interest payable to Bankers in respect of working capital facilities which indicate existence of liquidity stress and material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the management is hopeful to meet the Company's financial obligation and continuing business operations. Having regards to this, financial statements have been prepared on the basis of going concern. Hence no adjustments have been made to the carrying value of Assets and Liabilities of the Company.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive Income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Boards of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing ('SAs'), We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, We are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;

- c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes In Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard), Rules 2016.
- e. On the basis of the written representations received from the directors as on 31 March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023, from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial Reporting of the Company and the operating effectiveness of such controls, Refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long term contract including derivative contract; as such the question of commenting on any material foreseeable losses thereon does not arise;
 - iii) There has not been any occasion in case of the Company during the year under report to transfer any sums to the investor education and protection fund. The question of delay in transferring such sums does not arise.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There was no amount which were required to be transferred to Investor Education and Protection Fund by the company.
 - iv. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:

 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the funding parties or
 - b) Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and d(ii) contain any material mis-statement.

**FOR BHATTER & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 131411W**

**GOPAL BHATTER
(PARTNER)
M. NO. 411226
UDIN: 23411226BGXQQD8761**

**DATE : 30th May 2023
PLACE : MUMBAI**

ANNEXURE 'A' TO AUDITORS REPORT

1. a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
The company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the order is not applicable to the Company. The Company has maintained proper records showing full particulars of intangibles assets.
- b) Property, Plant and Equipment have not been physically verified by the management during the year and discrepancies if any will be adjusted as and when physical verification is carried out.
- c) There is no immovable property held by the company and accordingly the requirement to report on clause 3 (i)(c) of the Order is not applicable to the Company.
- d) The company has not revalued its Property, Plant and Equipment or intangible assets during the year ended 31.03.2023.
- e) There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. The company has no inventory as there is no business, hence the requirement to report on clause 3 (ii)(a) and 3 (ii)(b) of the Order is not applicable to the Company.
3. a) As informed to us, the Company has not granted any loans, secured or unsecured and made any investment to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year. However, there is an outstanding of Rs. 46.04 Crores at the end of the year, as stated in Note No. 3 & 8 of the financial statement.
- b) In absence of specific return documents regarding terms and conditions of such loans and advances, investment made, we are unable to comment whether these are prejudicial to the interest of the company. However, interest as well as principal are not realized during the year.
- c) In absence of specific stipulation regarding repayment of loans and advances made, we are unable to comment whether these are overdue or not, however it is said that these are overdue as well as interest and principal.
- d) As informed to us, the loans and advances amounting to Rs. 41.94 Crores are overdue for more than 1 year. It is said that the company is trying to recover the same for which no provision has been made.
- e) As informed to us, no loans have been renewed or extended during the year.
- f) Loans and advances outstanding of Rs. 41.94 crores as stated in para 3(d) above and in our opinion, these are considered doubtful for which no provision has been made and amount is unascertained.
4. According to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. The company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the order is not applicable to the company.
6. The company is not in the business of sale of any goods or provision of such services as prescribed under sub section (1) of Section 148 of the Companies Act, 2013. Accordingly, the requirement to report on clause 3(vi) of the order is not applicable to the company.
7. a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
- b) There are no dues of Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues which have not been deposited on account of any dispute.
8. The company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.
9. a) The company has defaulted in repayment of loans/borrowings as well as interest thereon to Indian overseas bank and Oriental bank of commerce of Rs. 68.75 Crores as stated in note no. 13 of the financial statements.
- b) The company has been declared willful defaulter by Indian overseas bank and Oriental bank of commerce during the last year.
- c) The company has not obtained any loans/borrowings during the year. However, these loans have become NPA since FY 2018-2019. The company has been declared willful defaulter on the basis of forensic audit conducted for the period FY 2012-2013 to FY 2017-2018. As informed to us the matter is subjudice hence we are unable to comment thereon.

- d) The company did not raise any funds during the year hence, the requirement to report on clause 3(ix)(d) of the order is not applicable to the company.
- e) On overall examination of the financial statements of the company, the company do not have any subsidiaries, associates or joint ventures hence, the requirement to report on clause 3(ix)(e) of the order is not applicable to the company.
- f) On overall examination of the financial statements of the company, the company do not have any subsidiaries, associates or joint ventures hence, the requirement to report on clause 3(ix)(f) of the order is not applicable to the company.
10. a) The company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the order is not applicable to the company.
- b) The company has not made any preferential allotment or private placement of the shares fully or partially or optionally convertible debentures during the year under the audit hence, the requirement to report on clause 3(x)(a) of the order is not applicable to the company.
11. a) No fraud/material fraud by the company or no fraud/ material fraud on the company has been noticed or reported during the year.
- b) During the year, no report under sub-Section (12) of Section 143 of the Companies Act has been filed by the (Cost auditor/ secretarial auditor or by us) in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- c) As represented by the management, there are no whistle blower complaints received by the company during the year.
12. The company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the order is not applicable to the company.
13. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
14. The company has not implemented internal audit system as there is no business since FY 2019-2020.
15. The company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the order is not applicable to the company.
16. a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the company. Accordingly, the requirement to report on clause 3(xvi)(a) of the order is not applicable to the company.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) The company is not a Core Investment company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the order is not applicable to the company.
- d) There is no other Core Investment company part of the group. Hence, the requirement to report on clause 3(xvi)(d) of the order is not applicable to the company.
17. The company has incurred cash losses of Rs. 46.89 lacs in the current financial year, since there was no business during the year.
18. There has been no resignation of the statutory auditors during the year and accordingly the requirement to report on clause 3(xviii) of the order is not applicable to the company.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, and based on our examinations of the evidence supporting the assumptions, we believe that there is a material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet and there is no assurance as of the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report.
20. As there is no business operation and the company has eroded its network fully, hence the compliance of provisions of second proviso to sub section (5) & (6) of Section 135 of the companies act, 2013 regarding corporate social responsibility is not applicable to the company.

**FOR BHATTER & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 131411W**

**GOPAL BHATTER
(PARTNER)
M. NO. 411226
UDIN: 23411226BGXQQD8761**

**DATE : 30th May 2023
PLACE : MUMBAI**

Annexure "B" To The Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Olympic Oil Industries Limited ("the Company") as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR BHATTER & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 131411W

GOPAL BHATTER
(PARTNER)
M. NO. 411226
UDIN: 23411226BGXQQD8761

DATE : 30th May 2023
PLACE : MUMBAI

BALANCE SHEET AS ON 31ST MARCH, 2023

(Amount in 000)

PARTICULARS	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
A) Property, Plant & Equipments	2	667	804
B) Financial Assets			
Investments	3	41,000	41,000
C) Deferred Tax Assets (Net)	4	-	-
Total Non-Current Assets		41,667	41,804
Current Assets			
A) Inventories	5	-	-
B) Financial Assets			
Trade Receivables	6	31,65,199	31,65,199
Cash and Cash Equivalents	7	3,206	3,262
Others Financial Assets	8	4,54,504	4,58,771
C) Current Tax Assets (Net)	8A	382	382
D) Other Current Assets	9	687	506
Total of Current Assets		36,23,978	36,28,120
TOTAL		36,65,645	36,69,924
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10	28,540	28,540
Other Equity	11	(2,47,656)	(2,42,968)
		(2,19,116)	(2,14,428)
Liabilities			
Non - Current Liabilities			
A) Long Term Provisions	12	380	341
Total Non Current Liabilities		380	341
Current Liabilities			
A) Financial Liabilities			
Short-Term Borrowings	13	10,72,183	10,72,037
Trade Payables	14	20,87,859	20,87,857
B) Short Term Provisions			
	15	27	24
C) Other Current Liabilities			
	16	7,24,312	7,24,093
Total Current Liabilities		38,84,381	38,84,011
TOTAL		36,65,645	36,69,924
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	22 to 41		

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Gopal Bhatler
Partner
M.No. 411226

Place: Mumbai
Date: 30.05.2023

For Olympic Oil Industries Ltd.
For and on behalf of Board

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Sonam Kataria
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount in 000)

PARTICULARS	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I Revenue From Operations	17	–	–
II Other Income	18	212	170
III Total Revenue (I & II)		212	170
IV Expenses :			
Employee Benefits Expenses	19	1,394	1,593
Finance Costs	20	2	2
Depreciation & Amortisation Expenses	2	137	216
Administrative & Other Expenses	21	3,161	2,111
Total Expenses		4,695	3,922
V Profit/(Loss) Before Exceptional Items & Tax		(4,482)	(3,752)
VI Exceptional Items		–	–
VII Profit/(Loss) Before Tax (V–VI)		(4,482)	(3,752)
VIII Tax Expenses :			
Provision For Current Tax		–	–
Deferred Tax		–	–
Short/(Excess) Provision of Income Tax for Last Year Written Off/(Back)		206	–
PROFIT FOR THE YEAR		(4,689)	(3,752)
VIII OTHER COMPREHENSIVE INCOME			
A) Items that will not be reclassified to Profit & Loss			
i) Remeasurement of post employment benefit Obligation		(34)	907
ii) Fair Value changes in Financial Assets		–	–
iii) Income tax relating to these items		–	–
		(34)	907
B) Items that will be reclassified to Profit & Loss			
IX Other Comprehensive income for the year		(34)	907
X Profit/(Loss) After Tax Carried to Balance Sheet (VI–VIII)		(4,723)	(2,845)
Earning Per Equity Share:			
– Basic & Diluted		(1.64)	(1.31)
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	22 to 41		

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Gopal Bhatler
Partner
M.No. 411226

Place: Mumbai
Date: 30.05.2023

For Olympic Oil Industries Ltd.
For and on behalf of Board

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Sonam Kataria
Company Secretary

Cash flow statement for the year ended 31st March, 2023

(Amount in 000)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
(A) Cash Flow from Operating Activities		
Net Profit Before Tax :	(4,482)	(3,752)
Adjustments For:		
Depreciation	137	216
Interest Received	(143)	(7)
Operating Profit before Working Capital Changes	(4,488)	(3,542)
Adjustments For:		
Trade and Other Receivables	4,086	4,863
Long Term Provisions	39	(41)
Trade and Other payables	371	(4,194)
Cash generated from Operating Activities	7	(2,914)
Less : Direct Taxes paid	(206)	-
Net Cash generated from Operating Activities (I)	(199)	(2,914)
(B) Cash Flow from Investing Activities		
Interest received	143	7
Cash Generated from Investment Activities	143	7
Net Cash used in Investment Activities (II)	143	7
(C) Cash Flow from Financing Activities		
Interest Paid	-	-
Net Cash used in Financing Activities (III)	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents (I+II+III)	(56)	(2,908)
Cash & Cash Equivalents at the beginning	3,262	6,169
Cash & Cash Equivalents at the end of the year	3,206	3,262

Note :

Above Cash Flow Statement is prepared as per Indirect Method as prescribed under AS -3 as accepted in India.
Cash & Cash Equivalent balance which are not available for use as required by Para 48 of Ind AS 7 is NIL.

As per our report of even date

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Gopal Bhatler
Partner
M.No. 411226

Place: Mumbai
Date: 30.05.2023

For Olympic Oil Industries Ltd.
For and on behalf of Board

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Sonam Kataria
Company Secretary

Statement of Change in Equity
For the year ended 31st March, 2023

A. EQUITY SHARE CAPITAL

PARTICULARS	Amt in 000
Balance as at 1st April 2021	28,540
Balance as at 31st March 2022	28,540
Balance as at 31st March 2023	28,540

B. OTHER EQUITY

(Amt in 000)

Particulars	Reserves & surplus		Other Comprehensive Income	Total
	Security premium	General Reserve		
Balance as at 1st April 2021	4,685	(2,47,155)	3,254	(2,39,216)
Profit for the year	–	(2,845)	–	(2,845)
Other Comprehensive Income (net of tax)	–	–	(907)	(907)
Balance as at 31st March 2022	4,685	(2,50,000)	2,347	(2,42,968)
Profit for the year	–	(4,723)	–	(4,723)
Other Comprehensive Income (net of tax)	–	34	34	
Balance as at 31st March 2023	4,685	(2,54,723)	2,382	(2,47,656)

As per our report of even date

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

For Olympic Oil Industries Ltd.
For and on behalf of Board

Gopal Bhatler
Partner
M.No. 411226

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Place: Mumbai
Date: 30.05.2023

Sonam Kataria
Company Secretary


Olympic Oil Industries Limited

1. Summary of Significant Accounting Policies

1.1 Basis of Preparation

Compliance with Ind AS

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the "Ind-AS") as notified by the Ministry of Corporate Affairs, pursuant to section 133 of the Companies Act 2013 (The Companies (Indian Accounting Standards) Rules, 2015) and comply in all material aspects with their provisions.

Historical Cost Conventions and Fair Value

These financial statements have been prepared on a historical cost basis, except for some assets and liabilities which have been measured at fair value, as specifically disclosed.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company) and rounded off to the nearest Lacs with two decimals, unless otherwise stated.

1.2 Classification of Assets and Liabilities

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period.

1.3 Accounting Estimates & Judgements and key sources of estimation uncertainty

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Tangible fixed assets (estimate useful life);
- Intangible fixed assets (estimate useful life)
- Impairment testing (if and when applicable)
- Provision inventories (obsolescence / lower net realizable value)
- Provision for doubtful debts
- Provision for employees' post employment benefits (actuarial assumptions)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets. The management of the Company believe that on balance sheet date no impairment indications were existing.

The management of the Company believe that the inventory balances on hand could be sold to the third parties at the disclosed value taking into consideration the condition of inventories held and current conditions in the market.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at 31st March 2023. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by a local (external) actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables the countries involved. The discount rates have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

1.4 Inventories

Inventories are valued item wise at the lower of cost and net realizable value. Cost is ascertained on a 'weighted average' basis. Cost includes direct materials, labour, freight inwards, other direct cost, a proportion of manufacturing overheads based on normal operating capacity, net of refundable duties, levies and taxes wherever applicable.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Assessment of net realisable value is made at each reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount so written-down is adjusted in terms of policy as stated above.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

The cost of production (including cost of conversion) of joint products is allocated on the joint products based on rational and consistent basis i.e. relative realisable values at the separation point, when the products become separately identifiable.

By-products are valued at estimated net realizable value.

1.5 Property, Plant and Equipment

Recognition and measurement: Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Expenditure during construction / erection period is included under capital work-in-progress and is allocated to the respective property, plant and equipment on completion of construction / erection

1.6 Intangible Assets

Intangible Assets are stated at cost less accumulated amortization.

1.7 Impairment of Assets

Fixed Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the books for the item of fixed assets carried at cost. However in the opinion of the management, no provision is required for impairment of asset in the current year

1.8 Depreciation

i) Depreciation on property, plant and equipment: Depreciation on fixed assets has been provided on W.D.V. Method at the rates and in the manner specified in schedule II of the Companies Act, 2013. The details of estimated life for each category of asset are as under:

Life of Assets	Life
Furniture & Fixture	10 years
Computer	3 years
Motor Car	8 years
Motor Bike / Cycles	10 years
Office Equipments	5 years

The cost and related accumulated depreciation are eliminated from the financial statements, upon sale and disposition of the assets and the resultant gains or losses are recognized in the statement of profit and loss.

1.9 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognized financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(b1) Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in profit and loss using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in profit and loss using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

(b2) Equity/Mutual Fund instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

- Investment in equity shares of subsidiaries, Partnership Firm and associates: On the transition date, the Company has

opted to carry investments in Equity shares of subsidiaries and associates at their deemed cost, i.e. previous GAAP carrying amount.

(c) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

For the purposes of the Statement of Cash Flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

1.11 Trade Receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component. Loss allowance for expected life time credit loss is recognized on initial recognition.

1.12 Borrowings

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

1.13 Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

(ii) Post-Employment Benefits

(a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) Defined Benefit Plans

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employee's. The plan provides for a lump –sum payment to vested employee's at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The company has obtained group gratuity policy with Life Insurance Corporation. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation, carried out as at the year end.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

1.14 Derivative Financial Instruments

The Company uses derivative financial instruments i.e. Forward Contracts to hedge its risks associated with foreign exchange fluctuations. These derivative financial instruments are used as risk management tools only and not for speculative purposes. The fair values of these derivative financial instruments are recognized as assets or liabilities at the balance sheet date and gain/loss is recognized in statement of profit and loss.

1.15 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, and value added taxes.

1.16 Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments and regular foreign currency transactions and translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1.

1.17 Export Benefits

Export incentives in the form of Duty Draw back benefit/MEIS License is accounted for on accrual basis and treated as income from operations.

1.18 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity/Mutual Funds. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.19 Foreign currency transactions and translation

The functional currency of the company is Indian rupee. Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies as at the Balance Sheet date are translated at exchange rate prevailing at the year end. Exchange differences arising on actual payments / realisations and year end translations including on forward contracts are dealt with in Profit and Loss.

1.20 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

1.21 Leases

Company as a lessee

The Company recognizes a Right-of Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets in accordance with Ind AS 116 'Leases'. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- a. the contract involves the use of an identified asset
- b. the Company has substantially all of the economic benefits from use of the asset through the period of the lease and the Company has the right to direct the use of the asset.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs etc. Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. For lease liabilities at the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate. For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease income as and when due as per terms of agreements. The respective leased assets are included in the financial statements based on their nature. The Company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard

1.22 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

1.23 Earnings Per Share

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Notes annexed to and forming part of the Balance Sheet as at 31st March, 2023 and Statement of Profit and Loss for the year ended 31st March, 2023

Note 2 : PROPERTY, PLANT & EQUIPMENTS

(Amount in 000)

S. No.	Particulars	Useful Life (in Years)	Gross Block			Depreciation				Net Block		
			As At 01.04.2022	Additions	Deletion	As At 31.03.2023	Upto 31.03.2022	For The Period	Sale	Upto 31.03.2023	As At 31.03.2023	As At 31.03.2022
1	Computer	3	614.26	-	-	614.26	589.97	-	-	589.97	24.29	24.29
2	Office Equipment	5	1,157.36	-	-	1,157.36	1,095.61	0.47	-	1,096.08	61.28	61.75
3	Furniture & Fixtures	10	201.61	-	-	201.61	185.89	3.98	-	189.87	11.74	15.72
4	Vehicle	8	10,838.52	-	-	10,838.52	10,171.75	124.84	-	10,296.59	541.92	666.77
5	Two Wheelers	10	217.80	-	-	217.80	182.01	8.19	-	190.20	27.59	35.79
	TOTAL		13,029.55	-	-	13,029.55	12,225.23	137.49	-	12,362.71	666.83	804.32
	Previous Year		13,029.55	-	-	13,029.55	12,009.14	216.09	-	12,225.23	804.32	1,020.40

Note 3 : Non Current Investments

(Rs. in 000's)

Particulars	As at 31.03.2023	As at 31.03.2022
Investment in Related Party		
Unlisted Equity Shares of Frost International Ltd. – valued at cost (20,50,000 Equity Shares of Rs. 10/- each fully paid up) (The investment is carried at cost. No impairment was identified in absence of adequate evidence and the same will be done during the year and in the opinion of management there is no erosion in the value of investment.)	41,000	41,000
	41,000	41,000

Note 4 : Deferred Tax Assets (Net)

Particulars	As at 31.03.2023	As at 31.03.2022
Deferred Tax Assets		
Opening Balance - Assets	-	-
Add/(Less) : During the Year	-	-
	-	-

Note 5 : Inventories

Particulars	As at 31.03.2023	As at 31.03.2022
(As taken, valued & certified by the Management)		
<u>Traded Goods - Valued at Cost or Market Value whichever is less</u>	-	-
	-	-

Note 6 : Trade Receivables

Particulars	As at 31.03.2023	As at 31.03.2022
Secured and Considered Good		
Unsecured		
Outstanding for more than Six Months - Considered doubtful	31,65,199	31,65,199
Others (Receivables due from related party / Director is Rs. Nil P.Y. Nil) * Though doubtful, Management is hopeful to recover the same hence, no provision has been made; the receivables are subject to confirmations.	-	-
Debts due by directors or others officers of Company (Details of Ageing is enclosed in Note No. 29)	-	-
	31,65,199	31,65,199

Note 7 : Cash And Cash Equivalents

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in Hand*	2,583	2,631
*(As certified by the management)		
Other Bank Balances	623	630
	3,206	3,262

Note 8 : Others Financial assets

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, Considered Doubtful		
Loans to the Related Parties*	4,06,195	4,06,531
*(Includes business advance given CY Rs 40.62 Crores PY Rs 40.65 Crores) in absence of confirmation and increased credit risk the same has been considered as doubtful and no provision has been made		
Advances recoverable in cash or in kind or for value to be received		
From Related Parties	13,231	13,231
From Others	35,079	39,010
(Includes Doubtful of Rs. 4.83 Crores (PY Rs. 5.22 Crores); no interest has been provided In absence of confirmation and increased credit risk the same has been considered as and no provision has been made		
	4,54,504	4,58,771

Note 8A : Current Tax Assets (Net)

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Taxes & TDS	382	382
	382	382

Note 9 : Other Current Assets

Particulars	As at 31.03.2023	As at 31.03.2022
Prepaid Expenses	8	8
GST Receivable	679	498
	687	506

Note 10 : Equity Share Capital

Particulars	As at 31.03.2023	As at 31.03.2022
Authorised:		
40,00,000 (40,00,000) Equity Shares of Rs. 10/- each fully paid up	40,000.00	40,000.00
200 (200) 11% Redeemable Cum. Pref. Shares of Rs. 100 each	20.00	20.00
	40,020.00	40,020.00
Issued, Subscribed & Paid Up:		
28,54,000 Equity Shares (P.Y. 28,54,000) of Rs. 10/- each fully paid up.	28,540.00	28,540.00
	28,540.00	28,540.00

A) The reconciliation of the number of Shares Outstanding and the amount of Share Capital as at 31st March 2023

	No. of Shares	No. of Shares
Number of Shares & Share Capital at the beginning	2,854	2,854
Add : Shares issued during the year	-	-
Number of Shares at the end	2,854	2,854
	Amt. in 000	Amt. in 000
Share Capital at the beginning of the year	28,540	28,540
	28,540	28,540

B) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs. 10/- per share. Each shareholder is entitled to one vote per share.

C) Following are the Share holders holding more than 5% of Equity Shares :

	No. of Shares	No. of Shares
Mr. Sunil Verma	218	218
Mr. Uday Desai	192	192

D) Details of shares held by each shareholders holding more than 5% shares: (Other than Promoters)

Shareholder's Name	As on 31.03.2023		As on 31.03.2022		% Change during the year
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

E) Details of Shares held by promoters at the end of the year

Shareholder's Name	As on 31.03.2023		As on 31.03.2022		% Change during the year
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
SUNIL VERMA	218.00	7.64%	218.00	7.64%	—
SUNIL VERMA HUF	132.22	4.63%	132.22	4.63%	—
UDAY JAYANT DESAI	191.64	6.72%	191.64	6.72%	—
SUJAY U DESAI	110.70	3.88%	110.70	3.88%	—
NILIMA U DESAI	36.10	1.27%	36.10	1.27%	—

Note 11 : Other Equity

Particulars	As at 31.03.2023	As at 31.03.2022
Reserves :		
Securities Premium Reserve	4,685	4,685
Add: Addition during the year	—	—
	4,685	4,685
Retained earnings :		
Surplus in Statement of Profit & Loss - Opening Balance	(2,50,000)	(2,47,155)
Add: Net Profit After Tax transferred from Statement of Profit & Loss	(4,723)	(2,845)
	(2,54,723)	(2,50,000)
Other Comprehensive Income		
Surplus in Statement of Profit & Loss - Opening Balance	2,347	3,254
Add : During the year	34	(907)
	2,382	2,347
(Details of Changes in equity is enclosed in Note No. 31)	(2,47,656)	(2,42,968)

Note 12 : Long Term Provisions

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee benefits		
Gratuity Payable	380	341
	380	341

The Company does not have any separate retirement/superannuation fund. The amount of provision for gratuity has been determined by a Registered Actuarial and has been provided as per IND AS -19

Note 13 : Short-Term Borrowings

Particulars	As at 31.03.2023	As at 31.03.2022
Secured Loans	—	—
Unsecured Loans from Related Party		
Frost Infrastructure & Energy Ltd	3,84,675	3,84,529
Current Year Interest : Rs. NIL (PY Interest Rs. NIL/-)	—	—
(Subject to confirmation and it is stated the same is overdue)	—	—
Unsecured Loans from Banks	6,87,508	6,87,508
(Overdue and become NPA)		
	10,72,183	10,72,037

Note : In addition to the above, the company has availed Non Fund based LC limits from the following banks:

- Oriental Bank of Commerce (OBC) - Sanctioned Limit - Rs.250 Crore against a margin of 80%
- Indian Overseas Bank (IOB) - Sanctioned Limit - Rs.235 Crore against a margin of 87.50%
- The above banks have an exclusive charge on merchandise covered by bills drawn under Foreign letters of credit.
- The LCs limit are also secured by personal guarantees of two directors.
- During the FY 2018-19 LCs had devolved and interest defaults continue.
- IOB & OBC loan account classified as NPA w.e.f. 15.05.2018 and 27.07.2018
- IOB - Interest expenses have not been charged and account for since June 2018, amount of interest unaccounted is unascertained.
- Forensic Audit was conducted for the period FY 12-13 to 17-18; Mangement had submitted their reply to Banks on the Report; being unsatisfied with certain observations in the Report, director got a transactional audit done then took legal opinion on it. The action taken by the banks against the Company relying on the forensic audit report were challenged before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company.

Note 14 : Trade Payables

Particulars	As at 31.03.2023	As at 31.03.2022
Trade Payables*	20,87,859	20,87,857
(*Balances are subject to confirmation from the respective parties and are overdue)		
(Details of Ageing is enclosed in Note No. 30)	20,87,859	20,87,857

The company has sought confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Based on the confirmations received from the suppliers, there is no such outstanding Trade Payables.

Note 15 : Short Term Provisions

Particulars	As at 31.03.2023	As at 31.03.2022
Gratuity Payable	27	24
	27	24

Note 16 : Other Current Liabilities

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Advance from Customers*	7,23,286	7,23,286
*(Balances are subject to confirmation from the respective parties and interest if any are not provided for, being disputed and the same has not been converted at the F.E. rate at the end of the year and subject to compliance of Provision of FEMA Act)		
Other Liabilities	1,026	807
	7,24,312	7,24,093

Note 17 : Revenue from Operations

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Sale of Products	–	–
	–	–

Note 18 : Other Income

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
VAT Refund received	–	126
Excess Provision Written Back for Expenses	70	–
Excess Provision for Gratuity (Net of Gratuity paid for the year Rs. 100.67/- (in 000's))	–	38
Interest Received :	–	–
Bank FDR	143	7
	212	170

Note 19 : Employee Benefits Expenses

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Salary *	1,353	1,592
Gratuity	42	–
Staff Welfare	–	2
* (Include Remuneration to KMP Rs. 300/- (PY Rs. 325/-) (in 000/-))	1,394	1,593
*There is no contribution to PF, ESIC during the year hence disclosure as per para 53 of Ind AS 19 not applicable.		

Note 20 : Finance Costs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Bank Charges	2	2
	2	2

Note 21 : Administrative & Other Expenses

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Auditors Remuneration	200	60
Fee, Taxes & Subscription	390	524
Advertisement & Publicity Expenses	96	98
Legal & Professional Charges	915	784
Insurance Expenses	50	27
Miscellaneous Expenses	2	8
Postage & Telephone	7	10
Printing & Stationery	9	7
Rent & Lease	30	29
Repair & Maintenance Expenses	145	97
Prior Period Expenses	270	9
Travelling & Conveyance Expenses	1,046	458
	3,161	2,111

Note 21A : Auditor Remuneration Includes as

Audit Fees	200	60
Other matters	215	—

NOTE 22 : EARNING PER SHARES (EPS)

Particulars	For the year ended 31.03.2023 (Amount in 000')	For the year ended 31.03.2022 (Amount in 000')
Net profit after tax as per Profit & Loss Statement	(4,689)	(3,752)
Weighted average number of shares used as denominator for calculation of EPS	2,854	2,854
Basic & Diluted Earning per shares	(1.64)	(1.31)
Face value of Equity shares	10	10

NOTE : 23 - RELATED PARTY TRANSACTIONS :

“Related Party Disclosure” in compliance with Ind AS-24, are given below

a) List of related parties where control exists and related parties with whom transactions have taken place and relationship.

Sr. No.	Name of the Related Party	Relationship	% of Holding
1	Frost International Ltd.	KMP's significant influence	NIL
2	Frost Infrastructure & Energy Ltd.		
3	Globiz Exim Pvt Ltd.		
4	Comet Overseas Private Limited		
1	Nipun Verma	Key Management Personal	NIL
2	Arvind Srivastava		
3	Poonam Singh		
4	Sonam Kataria		
5	Kulpreet Singh Bhogal		
6	Manisha Issrani		

b) Transaction during the year with related parties :

Figures in 000's

	Particulars	Enterprise under Influence of KMP		Key Management Personnel	
		2022-23	2021-22	2022-23	2021-22
	1 Receiving of Services	—	—	—	—
	2 Salary to KMP	—	—	300.00	325.00
	3 Rent Paid	—	—	—	—
	4 Financial Contribution				
a.	Made	146	3,554	—	—
b.	Received	336	956	—	—
	5 Outstanding Receivables	4,19,426	4,19,762	—	—
	6 Outstanding Payables	3,84,675	3,84,528	—	300.00
	7 Investment made	41,000	41,000	—	—
c.	Provisions for doubtful debts related to the amount of outstanding balances	—	—	—	—
d.	The expense recognised during the period in respect of bad or doubtful debts due from related parties	—	—	—	—

NOTE 24 : CONTINGENT LIABILITIES & COMMITMENTS

	2022-23	2021-22
a) Sales Tax demand disputed by the Company	NIL	NIL
b) Corporate guarantee	NIL	NIL
c) Estimated amount of Capital contracts remaining to be executed	NIL	NIL
d) Bank guarantee and Letter of Credit	NIL	NIL
e) Income Tax demand being disputed and under appeal	NIL	NIL

NOTE 25 : RETIREMENT BENEFIT OBLIGATION**Retirement Benefits**

As per Ind AS 19 the Company has recognized “ Employees Benefits” in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as on 31st March 2023.

A) Defined Contribution Plans

- (i) Provident Fund
- (ii) State defined Contribution Plans
 - Employer's Contribution to Employee's State Insurance.
 - Employer's Contribution to Employees's pension scheme 1995.

The Provident fund and the state defined contribution plan are operated by the Regional Provident Fund commissioner. Under the scheme, the company is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. These funds are recognised by the Income Tax authorities.

B) Defined Benefit Plans

The Gratuity fund is maintained with the LIC of India under Group Gratuity Scheme

Valuation in respect of Gratuity have been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions and sensitivity

Amount in Balance Sheet	Increase/(Decrease)	31/03/2022	31/03/2023
Defined Benefit Obligation (DBO)	42	366	407
Fair Value of Plan Assets	–	–	–
Funded Status –(Surplus)/Deficit	42	366	407
Unrecognized Past Service Cost / (Credit)	–	–	–
Unrecognised Asset due to Limit in Para 64(b)	–	–	–
Liability/(Asset) Recognised in the Balance Sheet	42	366	407

Current / Non Current Bifurcation	Increase/(Decrease)	31/03/2022	31/03/2023
Current Liability	3,030	24,187	27,217
Non Current Liability	38,898	3,41,319	3,80,217
Liability/(Asset) Recognised in the Balance Sheet	41,928	3,65,506	4,07,434

Amount Recognised in Statement of Profit & Loss	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Total Expense/(Income) included in "Employee Benefit Expense"	(24)	101	76

Appendix A : Ind AS 19 Disclosures

Table 1 : Amounts in Balance Sheet

Amounts in Balance Sheet	Increase/(Decrease)	31/03/2022	31/03/2023
Defined Benefit Obligation (DBO)*	42	366	407
Fair Value of Plan Assets	–	–	–
Funded Status –(Surplus)/Deficit	42	366	407
Unrecognized Past Service Cost / (Credit)	–	–	–
Unrecognised Asset due to Limit in Para 64(b)	–	–	–
Liability/(Asset) Recognised in the Balance Sheet	42	366	407

Table 2 : Amount Recognised in the Statement of Profit & Loss

Amount Recognised in the Statement of Profit & Loss	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Current Service Cost	(23)	74	51
Interest Cost	(1)	27	26
Expected Return on Plan Assets	–	–	–
Past Service Cost	–	–	–
(Gain)/Loss due to Settlements/ Curtailments/Acquisitions/Divestitures	–	–	–
Total Expense/(Income) included in "Employee Benefit Expense"	(24)	101	76

Table 3 : Amount recognised in Other Comprehensive Income (OCI)

Amount recognised in Other Comprehensive Income (OCI)	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Amount recognized in OCI, Beginning of Period	(138)	(2,209)	(2,347)
Remeasurements due to :	–	–	–
Effect of Change in financial assumptions [C]	19	(15)	4
Effect of Change in demographic assumptions [D]	–	–	–
Effect of experience adjustments [E]	85	(123)	(38)
Actuarial (Gains)/Losses (C+ D +E)	104	(138)	(34)
Return on plan assets (excluding interest)	–	–	–
Total remeasurements recognized in OCI	104	(138)	(34)
Amount recognized in OCI, End of Period	(34)	(2,347)	(2,382)

Table 4 : Actual Return on Plan Assets	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Interest Income Plan Asset	-	-	-
Actuarial Gains/(Losses) on Plan Assets	-	-	-
Actual Return on Plan Assets	-	-	-

Table 5 : Change in Present Value of Benefit Obligation during the Period	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Defined Benefit Obligation, Beginning of Period	(38)	403	366
Current Service Cost	(23)	74	51
Interest Cost	(1)	27	26
Actual Plan Participants' Contributions	-	-	-
Actuarial (Gains)/Losses	104	(138)	(34)
Acquisition/Business Combination/Divestiture	-	-	-
Actual Benefits Paid	-	-	-
Past Service Cost	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-
Loss / (Gains) on Curtailments	-	-	-
Liabilities Extinguished on Settlements	-	-	-
Defined Benefit Obligation, End of Period	42	366	407

Table 6 : Change in Fair Value of Plan Assets during the Period	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Fair value of Plan Assets, Beginning of Period	-	-	-
Interest Income Plan Asset	-	-	-
Actual Plan Participants' Contributions	-	-	-
Actuarial Gains/(Losses)	-	-	-
Acquisition/Business Combination/Divestiture	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-
Liabilities Extinguished on Settlements	-	-	-
Fair Value of Plan Assets, End of Period	-	-	-

Table 7: Current / Non Current Benefit Obligation	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Current Liability	3	24	27
Non Current Liability	39	341	380
Liability/(Asset) Recognised in the Balance Sheet	42	366	407

Table 8 : Other Items	Increase/(Decrease)	31/03/2022	31/03/2023
Expected Contributions for the next financial year	-	-	-
Weighted average duration (based on discounted cash flows)	(0)	0	0

Table 9 : History of DBO, Asset values, Surplus / Deficit & Experience Gains / Losses					
	31/03/2023	31/03/2022	31/03/2021	31/03/2020	31/03/2019
DBO	407	366	403	1,841	1,385
Plan Assets	-	-	-	-	-
(Surplus)/Deficit	407	366	403	1,841	1,385
Exp Adj – Plan Assets Gain/(Loss)	-	-	-	-	-
Assumptions (Gain)/Loss	4	(15)	(12)	96	17
Exp Adj – Plan Liabilities (Gains)/Loss	(38)	(123)	(1,711)	(23)	(61)
Total Actuarial (Gain)/Loss	(34)	(138)	(1,723)	73	(43)

Table 10 : Category of Assets	Increase/(Decrease)	31/03/2022	31/03/2023
Govt. of India Securities (Central and State)	-	-	-
High quality corporate bonds (incl PSU Bonds)	-	-	-
Equity shares of listed companies	-	-	-
Real Estate / Property	-	-	-
Cash (including Special Deposits)	-	-	-
Other (including assets under Schemes of Ins.)	-	-	-
Total	-	-	-

Table 11 : Recognition of Actuarial Gain / Loss	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Actuarial (Gain)/Loss arising on DBO	104	(138)	(34)
Actuarial (Gain)/Loss arising on Plan Assets	-	-	-
Total (Gain)/Loss recognized during the period	104	(138)	(34)
Unrecognized Actuarial (Gain)/Loss, End of Year	-	-	-

Table 12 : Recognition of Past Service Cost	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Opening Non Vested Past Service Cost	-	-	-
New Past Service cost arising in the period	-	-	-
Past Service cost recognized in the period	-	-	-
Closing Non Vested Past Service Cost	-	-	-

Appendix B : Additional Disclosures (Cash Flows)

Sensitivity Analysis	31/03/2023
Defined Benefit Obligation (Base)	407

Table 13 : Sensitivity Analysis	31/03/2023	
	Decrease	Increase
Discount Rate	428	388
Impact of increase/decrease in 50 bps on DBO	5.11%	-4.73%
Salary Growth Rate	391	425
Impact of increase/decrease in 50 bps on DBO	-4.15%	4.32%

Table 14 : Expected CashFlows	31/03/2023
Year 1	27
Year 2	27
Year 3	27
Year 4	27
Year 5	28
Year 6 to 10	139

NOTE 26 : SEGMENT INFORMATION**Geographic information**

The segments are managed on a worldwide basis, but operate manufacturing facilities and sales offices in India. The geographic information analyses the Company's revenue and receivables from customers of Company's country of domicile and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers.

(Amt in 000's)

Geographical Segments	Domestic		Export		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Revenue	-	-	-	-	-	-
Carrying amount of Trade Receivables**	37,480	37,480	31,27,720	31,27,720	31,65,199	31,65,199

**Though Considered doubtful no provision has been made, Actual receivable is considered as carrying value.

Other Information

- The Company has common assets for producing goods for domestic market and overseas market.
- Sales of the Company is evenly distributed, disclosure of major customer could not be made.

(g) Trade & other receivable / Payables

The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial, assets, Short term borrowings, Trade payables, Non derivative Current Financial Liabilities approximate their carrying amount largely due to the short-term maturities of these instruments.

NOTE : 27 CAPITAL MANAGEMENT

The Company manages its capital to ensure to continue as a going concern while maximizing the return to the equity holders through optimization of the debt to equity balance. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capitalised one through judicious combination of equity and borrowings, both short and long term.

The Company monitors capital using a ratio of adjusted net debt to adjusted equity. For this purpose, adjusted net debt is defined as total liabilities, comprising interest bearing loans and borrowings, less cash and cash equivalents and current investment. Adjusted equity comprises all components of equity.

(Amt in 000's)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Total Interest bearing liabilities*	6,87,508	6,87,508
Less : Cash and cash equivalents	2,584	2,632
Adjusted Net Debt	6,84,924	6,84,876
Total Equity	(2,16,440)	(2,13,338)
Adjusted Equity	(2,16,440)	(2,13,338)
Adjusted Net Debt to adjusted Equity ratio	(3.16)	(3.21)

Bank accounts in respect of non fund based limits became NPA w.e.f. July 2018 on account of LC devolvement. No interest has been provided since July, 2018 amount is unascertained.

NOTE : 28 - FINANCIAL RISK MANAGEMENT

(a) Risk Management Framework

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

(c) Liquidity Risk management

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity risk table

The following table provides details of the remaining contractual maturity of the Company's financial Liabilities. It has been drawn up based on the undiscounted cash flows and the earliest date on which the Company can be required to pay.

(d) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices mainly comprise three types of risk: currency rate risk, interest rate risk and other price risks. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2023 and March 31, 2022. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange.

Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rupees). Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

Sensitivity analysis

A Reasonably possible strengthening/(weakening) of the Indian Rupees against US dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rate remain constant and ignores any impact of forecast sales and purchases.

Interest Rate Risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. During 31st March 2023 and 31st March 2022, the Company's borrowings at variable rate were denominated

in India Rupees. Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to Interest Rate Risk

The Company's Interest Rate Risk arises from borrowings obligations. Borrowings issued exposes as fair value interest rate risk. The interest rate profile of the company's interest bearing financial instruments as reported to the management of the Company is as follows.

Cash flow Sensitivity Analysis for Variable -Rate Instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rate, remain constant.

NOTE : 29 - Trade and Other Receivables

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses to the Company. The management has an advance collection /credit policy criteria in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Before accepting a new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limits separately for each individual customer. **The gross carrying amount of trade receivables as at 31st March 2023 aggregates Rs 31,651.99 Lacs (P.Y. Rs. 31,651.99 Lacs) and trade receivables are due for more than six months from the reporting date of Rs 31,651.99 Lacs (P.Y. 31,651.99 Lacs).** The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables. The company assess impairment based on the expected credit loss (ECL) model to all its financial assets measured at amortised cost.

Trade Receivable Aging Schedule As at 31st March 2023

Particulars	Outstanding for following periods from date of payments					Total (Amount in 000's Rs.)
	Less Than 6 Month	6 Month to 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) Undisputed Trade Receivables - Considered Good	-	-	-	-	-	-
ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables - Which have significant increase in credit risk**	-	-	-	-	31,65,199	31,65,199
vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Trade Receivable Aging Schedule As at 31st March 2022

Particulars	Outstanding for following periods from date of payments					Total (Amount in 000's Rs.)
	Less Than 6 Month	6 Month to 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) Undisputed Trade Receivables - Considered Good	-	-	-	-	-	-
ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables - Which have significant increase in credit risk**	-	-	-	11	31,65,188	31,65,199
vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

** Considered Doubtful

Note 30: Trade Payable

Trade Payable Aging Schedule As at 31st March 2023

(Amount in Rs. 000's)

Particulars	Outstanding for following periods from date of payments				Total (Amount in 000's Rs.)
	Less Than 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) MSME	-	-	-	-	-
ii) Others*	1	17	-	3	22
iii) Undisputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Considered Good	-	-	-	20,87,837	20,87,837
					20,87,859

Trade Receivable Aging Schedule As at 31st March 2022

Particulars	Outstanding for following periods from date of payments				Total (Amount in 000's Rs.)
	Less Than 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) MSME	–	–	–	–	–
ii) Others*	17	–	3	–	20
iii) Undisputed Dues - MSME	–	–	–	–	–
iv) Disputed Dues - Considered Good	–	–	–	20,87,837	20,87,837
					20,87,857

*In absence of relevant data regarding MSME the same has been considered as payable to others

Note 31: Statement of Change in Equity

As at 31st March, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amt in. Rs. in 000's
Balances as at 1st April 2021	28,540
Balances as at 1st April 2022	28,540
Balances as at 1st April 2023	28,540

B. OTHER EQUITY

Rs. In 000's

Particulars	Reserves & Surplus		Other Compre- hensive Income	Total
	Security premium	General Reserve		
Balance as at 1st April 2021	4,685.00	(2,47,154.51)	3,253.71	(2,39,216)
Profit for the year	–	(2,845)	–	(2,845)
Other Comprehensive Income (net of tax)	–	–	(907)	(907)
Balance as at 31st March 2022	4,685	(2,50,000)	2,347	(2,42,968)
Profit for the year	–	(4,723)	–	(4,723)
Other Comprehensive Income (net of tax)	–	–	34	34
Balance as at 31st March 2023	4,685	(2,54,723)	2,382	(2,47,656)

Note 32: Financial Ratios

Sr. No.	Ratios	Numerator	Denominator	FY 22-23	FY 21-22	Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.93	0.93	(0.12)	
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	(4.89)	(5.00)	(2.12)	
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after Tax + Non cash operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	30.93	24.10	28.33	There is very less repayment of dues during the year as compared to Previous year
4	Return on Equity Ratio	Net Profit after Tax - Preference Dividend	Average Shareholder's Equity	0.02	0.02	22.25	No Operation during the year
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	NA	NA	NA	
6	Trade Receivables turnover ratio	Net Credit Sales = Gross Credit Sales - Sales Return	Average Trade Receivables	NA	NA	NA	
7	Trade payables turnover ratio	Net Credit Purchases = Gross Credit Purchases - Purchase Return	Average Trade Payables	NA	NA	NA	
8	Net capital turnover ratio	Net Sales = Total sales - sales return	Working Capital = Current assets - Current liabilities	NA	NA	NA	
9	Net profit ratio	Net Profit	Net Sales = Total sales - sales return	NA	NA	NA	
10	Return on Capital employed	Earnings before interest and taxes	Capital Employed = tangible net worth + total debt + deferred tax liability	(0.01)	(0.00)	19.75	No Operation during the year
11	Return on investment	Interest (Finance Income)	Investment	NA	NA	NA	

NOTE NO.33**DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013.**

- 1 Loans given as at balance sheet date C.Y. Rs. 40.62 Crores (P.Y. 40.65 Crores)
- 2 Investments made as at balance sheet date of C.Y. Rs. 4.10 Crores (P.Y. Rs. 4.10 crores)
- 3 Guarantees given and Securities provided by the Company in respect of loan C.Y. Rs.NIL (P.Y. Rs.NIL)

NOTE : 34 - Disclosure” in compliance with Non-Current Investment are given below :

(Amount in 000)

Name of Related party	Percentage of Shares	Balance as at 31st March 2023	Balance as at 31st March 2022
Frost International Limited	2.74	41,000	41,000
		41,000	41,000

In absence of adequate information regarding Networth/Book value of the company hence the impairment of these investments has not been ascertained.

NOTE : 35 - Going Concern

The company has stopped merchant trade activity since FY 19-20 till the balance sheet date, however management is hopeful to explore some business activity to be carried out in coming year, hence accounts are prepared on going concern basis.

NOTE : 36

Company has neither paid any interim dividend during the year nor any dividend has been proposed as at the close of the year.

NOTE : 37

Certain debit / credit balances are subject to confirmations and reconciliations.

NOTE : 38

- (i) The action taken by the banks against the Company relying on the forensic audit report were challenged before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company.
- (ii) The SFIO had sent enquiries seeking information from the Company. The said information has been duly provided and the Company is fully cooperating with the SFIO in its investigation. Till date, there have been no further developments in the matter.
- (iii) In respect of the CBI proceedings, the matter is currently pending before the Ld. Trial Court at Lucknow and the proceedings are at a very nascent/preliminary stage. The Company is hopeful of an honorable acquittal in the said proceedings.

NOTE : 39 - Deferred Tax Assets/Liabilities

The Company has not recognised Defferred Tax Assets during the year in view of losses and ultimate uncertainty of future profits.

NOTE : 40

The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

NOTE : 41 - APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements were approved for issue by the Board of Directors on 30.05.2023

As per our report of even date

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

For Olympic Oil Industries Ltd.
For and on behalf of Board

Gopal Bhatler
Partner
M.No. 411226

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Place: Mumbai
Date: 30.05.2023

Sonam Kataria
Company Secretary


Olympic Oil Industries Limited
INTENTIONALLY KEPT BLANK

BOOK POST

If undelivered, please return to:

OLYMPIC OIL INDUSTRIES LIMITED

Regd. Off: 709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051
Tel: 91 22 2654 0901 | **Fax:** 91 22 2652 0906 | **E-mail ID:** olympicoiltd@gmail.com | **Website:** www.olympicoil.co.in



Olympic Oil Industries Limited

43rd Annual Report

COMPANY INFORMATION

BOARD OF DIRECTORS	Mr. Nipun Verma (DIN: 02923423) Whole Time Director	Mrs. Poonam Singh (DIN: 07099937) Non-Executive Director
	Mr. Arvind Srivastava (DIN: 01957831) Independent Director	
COMPANY SECRETARY & COMPLIANCE OFFICER	Ms. Manisha Issrani (Upto 24th March, 2023) Ms. Sonam Kataria (w.e.f. 25th March, 2023)	
REGISTERED OFFICE	709, C-Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra - Kurla Complex, Bandra (East), Mumbai 400051	Tel. No. : 91 22 2654 0901 Fax No. : 91 22 2654 0901 Website : www.olympicoil.co.in Email : olympicoilltd@gmail.com
STATUTORY AUDITORS M/s. Bhattar & Associates, Chartered Accountants 302, 3 rd Floor, Kapadia Chambers, Near Maheshwari Bhaawan, 599, J.S.S Road, Chira Bazar, Marine Lines, Mumbai 400 002	REGISTRAR AND SHARE TRANSFER AGENT Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400083	
FOR ANY QUERY RELATING TO THE SHARES OF THE COMPANY	SECRETARIAL DEPARTMENT	
Link Intime India Pvt. Ltd., C-101, 247 Park, L. B. S. Marg, Vikhroli (W), Mumbai - 400083 Tel: 022 4918 6270 Fax: 022 4918 6060 Email: rnt.helpdesk@linkintime.co.in	709, C Wing, One BKC, Near Indian Oil Petrol Pump, G Block, Bandra- Kurla Complex, Bandra (East), Mumbai - 400051 Contact No: 022 -2654 0901 Email: olympicoilltd@gmail.com	

NOTICE

NOTICE is hereby given that the Forty Third (43rd) Annual General Meeting of the Members of **Olympic Oil Industries Limited** will be held on **Saturday, September 30, 2023 at 03.00 p.m.** through Video Conferencing/Other Audio Visual Means ("VC/OAVM") facility to transact following business:

ORDINARY BUSINESS

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended as on March 31, 2023 together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Ms. Poonam Singh (DIN: 07099937), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS

3. To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), amendment(s) thereto or re-enactment thereof for the time being in force) and subject to such other approvals as may be required, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Nipun Verma (DIN: 02923423) as Whole-Time Director of the Company for a period of 3 (Three) years commencing from November 01, 2023 to October 31, 2026 (both days inclusive), on such the terms and conditions including remuneration as set out below:

Terms of Appointment:

Mr. Nipun Verma (DIN: 02923423) re-appointed as a Whole-Time Director of the Company for a period of 3 (Three) years commencing from November 01, 2023 to October 31, 2026 (both days inclusive) at a remuneration not exceeding Rs.12,00,000/- (Rupees Twelve Lakhs Only) per annum (including remuneration to be paid in the event of any loss, absence or inadequacy of profit during his term).

Additional Terms:

The remuneration is inclusive of salary and allowances like accommodation (furnished or otherwise) or house rent allowance in lieu thereof, house maintenance allowance, together with reimbursement, leave travel concession for self and family, club fees, medical/accident insurance, and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors.

For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost.

Benefits under the Provident Fund Scheme, the Company's Pension/Superannuation Fund Scheme in accordance with the Company's rule and regulations in force from time to time shall not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable, under the Income Tax Act, 1961. Gratuity payable as per the rules of the Company and encashment of leave at the end of the tenure shall not be included in the computation of limits for the remuneration as aforesaid.

Provision for use of the Company's car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.

RESOLVED FURTHER THAT notwithstanding anything herein above stated where in any financial year during the currency of the tenure of Mr. Nipun Verma as Whole-Time Director of the Company, the Company incur loss or its profits are inadequate, the Company shall pay to Mr. Nipun Verma by way of salary, allowance and perquisites not exceeding the limits specified in Schedule V of the Companies Act, 2013 as amended from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to execute such documents and writings and to do all such acts, deeds, matters and things as in its absolute discretion, it may consider necessary, expedient or desirable for giving effect to the foregoing resolution and to settle any question, or doubt that may arise in relation thereto."

For and on behalf of the Board

Place: Mumbai
Date: 14th August, 2023

Nipun Verma
Chairman & Whole Time Director
DIN : 02923423

Registered Office:
709, C Wing, One BKC,
Near Indian Oil Petrol Pump,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051
CIN: L15141MH1980PLC022912
Website: www.olympicoil.co.in
Email: olympicoilltd@gmail.com

NOTES:

1. In view of the COVID-19 pandemic, Ministry of Corporate Affairs has vide General Circular no. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 19/2021 dated December 08, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 2/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "SEBI Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (the "Companies Act" or the "Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), MCA Circulars and SEBI Circulars, the AGM of the Company is being held through VC/ OAVM. National Securities Depositories Limited ("NSDL") will be providing facility for voting through remote e-voting, for participation in the AGM through VC/ OAVM facility and e-voting during the AGM. The registered office of the Company shall be deemed to be the venue of the AGM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 8 below and is also available on the website of the Company at www.olympicoil.co.in
2. As the AGM shall be conducted through VC/OAVM, the facility for appointment of Proxy by the Members is not available for this AGM and hence the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
3. An explanatory statement pursuant to Section 102 (1) of the Companies Act, and relevant details under Regulation 36(5) of the SEBI Listing Regulations with respect to Item No. 3 of the notice set out above is annexed hereto.
4. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent by email through its registered email address to olympicoilltd@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
5. In accordance with the aforesaid MCA Circulars and SEBI Circulars, the financial statements including Report of Board of Directors, Auditor's report or other documents required to be attached therewith and the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depositories/Depository Participant(s). In case any member is desirous of obtaining physical copy of the Annual Report for the financial year 2022-23, he/she may send a request to the Company by writing at olympicoilltd@gmail.com mentioning their Folio No./DP ID and Client ID. The registered office of the Company shall be deemed to be the venue for the AGM. The Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. **Process for registration of email id for obtaining Annual Report and user id/password for e-voting:**
 - i. Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Registrar and Transfer Agents of the Company Link Intime India Private Limited at rnt.helpdesk@linkintime.co.in along with the copy of the signed request letter mentioning the name and address of the Member, scanned copy of the share certificate (front and back), self-attested copy of the PAN card, and self-attested copy of any document (e.g.: Driving License, Election Identity Card, Passport) in support of the address of the Member.
 - ii. Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participants.
 - iii. In case of any queries / difficulties in registering the e-mail address, Members may write to rnt.helpdesk@linkintime.co.in.
 - iv. In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.
7. The Notice of AGM along with Annual Report for the financial year 2022-23, is available on the website of the Company at www.olympicoil.co.in, on the website of BSE Limited and on the website of NSDL at www.evoting.nsdl.com.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

8. 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), the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice.
9. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period commences on Wednesday, September 27, 2023 (9:00 a.m. IST) and ends on Friday, September 29, 2023 (5:00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 22, 2023 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
10. The Board of Directors has appointed Mr. Jinesh Dedhia, Practicing Company Secretary (Membership No. 54731 and C.P. No. 20229) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
11. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have cast their vote by 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 vote again.
12. The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
13. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes

member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Wednesday, September 27, 2023 at 09:00 A.M. and ends on Friday, September 29, 2023 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday September 22, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday September 22, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>i. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>ii. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider. i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>iii. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

	<p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 4886 7000 and 022 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- i. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- ii. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
- iii. Now you are ready for e-Voting as the Voting page opens.
- iv. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- v. Upon confirmation, the message “Vote cast successfully” will be displayed.
- vi. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- vii. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to Jinesh@csjdedhia.in with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “**Forgot User Details/Password?**” or “**Physical User Reset Password?**” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 4886 7000 and 022 - 2499 7000 or send a request to Mr. Amit Vishal, Senior Manager or Ms. Pallavi Mhatre - Manager from NSDL at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 olympicoilltd@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 olympicoilltd@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM 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 Members/ shareholders, who will be 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 in the AGM.
3. Members 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members 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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at olympicoilltd@gmail.com. The same will be replied by the company suitably.
6. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at olympicoilltd@gmail.com from September 21, 2023 to September 27, 2023. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Other information:

14. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or Director or a person authorised by him in writing, who shall countersign the same.
15. The results of the electronic voting shall be declared to the Stock Exchange on or before 02nd October, 2023. The results along with the Scrutinizer's Report shall also be placed on the website of the Company at www.olympicoil.co.in and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to the BSE Limited, where the shares of the Company are listed.
16. All the documents referred to in the accompanying Notice shall be available for inspection through electronic mode, upon the request being sent on olympicoilltd@gmail.com
17. Members seeking any information with regard to the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 26, 2023 through email on olympicoilltd@gmail.com. The same will be replied by the Company suitably.
18. The details as stipulated under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standards issued by the Institute of Company Secretaries of India, in respect of the director seeking re-appointment under Item Nos. 2 & 3 of this Notice, is annexed.
19. As per the provisions of Section 72 of the Act, and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with Registrar and Share Transfer Agent i.e. Link Intime India Private Limited. In respect of shares held in dematerialize form; the nomination may be filed with the respective Depository Participants.

20. NOTE TO SHAREHOLDERS:

We hereby inform that SEBI vide its Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021 has mandated:

- a. Furnishing of PAN, email address, mobile number, bank account details, signature and nomination by holders of physical securities.
- b. Freezing of folios in cases where PAN is not linked with Aadhaar by March 31, 2022 (or any other date as may be specified by the Central Board of Direct Taxes).
- c. Folios wherein any one of the said document(s)/detail(s) are not available on or after April 1, 2023, shall be frozen. Such shareholders shall not be eligible to lodge grievance(s) or avail service request(s) from the RTA and shall not be eligible for receipt of dividend in physical mode.
- d. After December 31, 2025, the frozen folios shall be referred by RTA/Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002.

Further, in compliance to the SEBI Circular SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, if the service requests are received by RTA (like Issue of duplicate securities certificate, Claim from Unclaimed Suspense Account, Renewal/Exchange, Endorsement, Sub-division/Splitting, Consolidation of securities certificates/folios, Transmission and Transposition of securities) from those shareholders whose details, as mentioned in SEBI Circular dated November 3, 2021, are duly updated in the system, the RTA/Company shall verify and process the service requests and issue a 'Letter of confirmation' in lieu of physical securities certificate(s), to the securities holder/claimant within 30 days of its receipt of such request after removing objections, if any, which shall be valid for a period of 120 days from the date of its issuance, within which the securities holder/ claimant shall make a request to the Depository Participant for dematerializing the said securities.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 and REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**ITEM NO. 3**

The Members at their meeting held on September 28, 2018 appointed Mr. Nipun Verma as the Whole -Time Director of the Company for period of five years with effect from November 01, 2018 to October 31, 2023.

The Board of Directors in its meeting held on August 14, 2023 re-appointed him as a Whole Time Director on the approved terms and conditions and remuneration for period of three years commencing from November 01, 2023 on the basis of recommendations by Nomination, Remuneration and Compensation Committee. The Members are informed that the proposed remuneration of Mr. Nipun Verma is within the limits provided in Schedule V of the Companies Act.

Accordingly, the approval of the Members of the Company is sought for re-appointment of Mr. Nipun Verma as Whole-Time Director of the Company and for payment of remuneration to him as mentioned in the Resolution as set out in the Item No. 3 of the AGM Notice.

The above may be treated as written memorandum setting out the terms of re-appointment of Mr. Nipun Verma as Whole-time Director pursuant to Section 190 of the Companies Act, 2013.

The Board recommends the Special Resolution as set out in Item No. 3 of this Notice relating to Re-appointment of Mr. Nipun Verma as Whole-time Director of the Company for approval of the Members.

Nature of concern or interest of Directors

None of the directors and/or key managerial personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the above Resolution.



Olympic Oil Industries Limited

ANNEXURE TO NOTICE

Details of the Director seeking reappointment/appointment pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards (SS-2) issued by The Institute of Company Secretaries of India (ICSI)

Name of the Director	Nipun Verma (DIN: 02923423)	Poonam Singh (DIN: 07099937)
Age (Years)	35	63
Nationality	Indian	Indian
Date of first Appointment on the Board	27.10.2010	28.09.2016
Shareholding in the Company	NIL	NIL
Qualification	B.Sc. in Business Studies from Lancaster University, U. K.	BA (Hons)
Brief resume and Expertise in specific functional area	He has vast experience of Minerals and Metals and Plastics. He is serving to the Company on whole time basis since 27 th October, 2010.	wide experience in Management and administration of business.
Terms & Conditions of re-appointment/ variation of Remuneration	As mentioned in the resolution	NIL
Remuneration last drawn	–	–
Directorships held in other Companies (excluding Directorship in private and companies under Section 8 of the Companies Act, 2013)	–	–
Chairman/Membership in committees of the Board of Directors of other Listed Company in which he/she is a Director	–	–
Inter-se relationship with other directors/ Key Managerial Personnel	NIL	NIL
No. of Board meetings attended during the year	5	5

Olympic Oil Industries Limited

For and on behalf of the Board

Place: Mumbai
Date: 14th August, 2023

Nipun Verma
Chairman & Whole Time Director
DIN : 02923423

Registered Office:
709, C Wing, One BKC,
Near Indian Oil Petrol Pump,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051
CIN: L15141MH1980PLC022912
Website: www.olympicoil.co.in
Email: olympicoilltd@gmail.com

DIRECTORS' REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023

To
The Members,

Your Directors have pleasure in presenting the Forty Thirds (43rd) Directors Report along with the Audited Financial Statements for the year ended 31st March, 2023.

1. FINANCIAL HIGHLIGHTS

The Financial Performance of your Company for the year ended 31st March, 2023 is summarized below: **(Figures in 000)**

Particulars	2022-23	2021-22
Income		
Revenue from Operations	–	–
Other Income	212.38	170.18
Total Income	212.38	170.18
Expenses		
Operating, Depreciation and Other Expenses	3300.22	2,328.70
Salaries and Benefits	1394.49	1,593.35
Total Expenses	4694.71	3,922.05
Profit/(Loss) before Tax and Appropriations	(4482.33)	(3,751.87)
Tax Expenses:		
Short/(Excess) Provision of Income Tax for Last Year Written Off/(Back)	206.17	–
Total Tax Expenses	206.17	–
Profit / (Loss) after Tax	(4688.5)	(3,751.87)
A) Items that will not be reclassified to Profit & Loss	(34.48)	906.57
B) Items that will be reclassified to Profit & Loss	–	–
Total Comprehensive Income for the year	(34.48)	906.57
Profit/Loss carried to the Balance Sheet	(4722.98)	(2,845.30)

2. STATE OF COMPANY'S AFFAIRS

- Ø During the year under the review your Company has not generated any operating income. Your Company's other income has increased from Rs.1,70,181/- to Rs. 2,12,382/- as compared to the previous year. Your Directors are striving hard to cope with the growth opportunities for the Company in the present scenario.
- Ø The Company has booked loss of Rs. 47,22,984/- in financial year 2022-23.

3. DIVIDEND

Considering the loss incurred in the current financial year, your Directors have not recommended any dividend for the financial year under review.

4. TRANSFER TO RESERVES

Considering the loss incurred in the current financial year, your Directors are not in a position to recommend any amount to transfer in to the reserves.

5. SHARE CAPITAL AND CHANGES THEREIN

There was no change in the Authorized share capital of the Company during the financial year. As on 31st March, 2023, the paid-up equity share capital of your Company was Rs.2,85,40,000 divided into 28,54,000 equity shares of Rs.10/- each.

6. ANNUAL RETURN

Pursuant to the provisions of Section 134(3)(a) of the Companies Act, 2013 the Annual Return for the financial year ended 31st March, 2023 in accordance with Section 92(3) of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, is available on the website of the Company at <http://www.olympicoil.co.in/>

7. DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirms that:

- i. In the preparation of the annual accounts for financial year ended March 31, 2023, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii. Have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of financial year and of the Loss for that period;

- iii. Have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. Have prepared the annual accounts for financial year ended March 31, 2023 on a 'going concern' basis;
- v. Had laid down internal financial control to be followed by the Company and that such internal financial controls are adequate and have been operating efficiently; and
- vi. Have devised proper systems to ensure compliance with provisions of all applicable laws and that such systems were adequate and operating effectively.

8. DEPOSITORY SYSTEM

Your Company's Equity Shares are available for dematerialization through National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on March 31, 2023, 93.04% of the Equity Shares of your Company were held in dematerialized form.

9. Number of Meetings of the Board

During the financial year, the Board of Directors met 5 (Five) times on 28th May, 2022; 13th August, 2022; 14th November, 2022; 11th February 2023 and 24th March 2023.

10. Committees of the Board

A. Audit Committee

Composition:

The Audit Committee of the Company comprises of one Executive Director and one Independent Directors as on 31st March 2023. The Audit Committee comprised of two members i.e. Mr. Arvind Srivastava, (Independent Director) and Mr. Nipun Verma, (Whole-time Director). Mr. Arvind Srivastava, (Independent Director) is the chairman of the committee. The Board of Directors is in process to appoint one new Independent Director on the Board of the Company, after appointment Board will reconstitute the Audit Committee in alignment with the provisions of Section 177 of Companies Act, 2013.

Terms of Reference:

The terms of reference of the Audit Committee approved by the Board as per the provisions of section 177 of the Companies Act, 2013.

The primary objective of the Audit Committee is to monitor and provide effective supervision of the management's financial reporting progress with a view to ensuring accurate timely and proper disclosures and transparency, integrity and quality of financial reporting. The Committee oversees the work carried out by the management, internal auditors, statutory auditors on the financial reporting process and the safeguards employed by them. The Recommendation by the Audit Committee as and when made to the Board has been accepted by it.

No. of Meetings:

During the financial year, members of the Audit Committee met 4 (Four) times on 28th May, 2022; 13th August, 2022; 14th November, 2022 and 11th February 2023.

B. Nomination, Remuneration & Compensation Committee

Composition:

The Company has constituted Nomination and Remuneration Committee at the Board level with the powers and roles that are in accordance with Section 178 of the Companies Act, 2013

Terms of Reference:

The terms of reference of the Nomination, Remuneration and Compensation Committee approved by the Board as per the provisions of section 178 of the Companies Act, 2013 are as follows:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- b. Formulation of criteria for evaluation of performance of independent directors and the board of directors;
- c. Devising a policy on diversity of board of directors;
- d. Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- e. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f. Recommend to the Board, all the remuneration, in whatever form, payable to senior management.

Number of Meetings

During the financial year, the members of the Nomination Remuneration and Compensation Committee met 2 (Two) times on 28th May, 2022 and 24th March 2023.

C. Stakeholders Relationship Committee

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual

report, non- receipt of balance sheet, non-receipt of dividend etc. and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

Composition:

Composition of Stakeholders Relationship Committee is in alignment with the provisions of Section 178 of Companies Act, 2013.

Terms of Reference:

The scope of the Stakeholders Relationship Committee is to review and address the grievances of the shareholders in respect of share transfers, transmission, issue of duplicate/consolidated share certificates, allotment and listing of shares, non-receipt of annual report, non- receipt of balance sheet, non-receipt of dividend etc. and other related activities. In addition, the Committee also looks into matters that can facilitate better investor's services and relations.

Status of Investor Complaints for the Financial Year ended March 31, 2023:

Complaints outstanding as on April 01, 2022	0
Complaints received during the financial year ended March 31, 2023	2
Complaints resolved during the financial year ended March 31, 2023	1
Complaints outstanding as on March 31, 2023	1

No. of Meetings

During the financial year, members of the Stakeholders Relationship Committee met 2 (Two) times on 01st December, 2022 and 05th January 2023.

11. POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Policy of the Company on Directors appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director and other matters as provided under sub-section (3) of section 178, is appended as **Annexure I** to this Report.

12. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186

The details of loans given, Investments made and guarantees given and securities provided under the Section 186 of the Companies Act, 2013 as on 31st March, 2023 have been provided in the notes to the Financial Statements forming part of Annual report.

13. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year under review with related parties as defined under the Companies Act, 2013, were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material. Accordingly, the disclosure of Related Party Transactions as required under Section 134(3) of the Companies Act in Form AOC-2 is not applicable.

Attention of the members is drawn to the disclosures of transactions with the related parties as per Indian Accounting Standard (IND AS) 24 is set out in Notes to Accounts forming part of the financial statement forming part of Annual report. The Policy on dealing with related party transactions is disclosed on website of the Company and the same may be accessed at the www.olympicoil.co.in

14. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31st March, 2023 and the date of the report other than those disclosed in this report.

15. PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

• Conservation of Energy

Your Company has taken necessary steps and initiative in respect of conservation of energy to possible extent to conserve the energy resources.

• Technology Absorption

Your Company is not engaged in any manufacturing activity, the particulars of technology absorption as required under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are not applicable.

• Foreign Exchange Earnings and Outgo

During the period under review, the Company had not earned any foreign exchange nor incurred any outflows in foreign exchange.

16. RISK MANAGEMENT

Your Company is aware of the risks associated with the business. It regularly analyses and takes corrective actions for managing/mitigating the same. Your Company has institutionalized the policy/process for identifying, minimizing and mitigating risk which is reviewed. The key risks and mitigation actions are placed before the Audit Committee.

17. CORPORATE SOCIAL RESPONSIBILITY

In terms of Section 135 of the Companies Act, 2013, provisions of Corporate Social Responsibility are not applicable to the Company during the year under review.

18. ANNUAL EVALUATION ON PERFORMANCE OF THE BOARD

The Board adopted a formal mechanism for evaluating performance of the Board, its Committees and individual Directors, including the Chairman of the Board pursuant to the provisions of the Companies Act, 2013. The exercise was carried out through an evaluation process as formulated by Nomination & Remuneration Committee (NRC) covering various aspects of the Board's functioning such as composition of the Board & committees, experience & competencies, performance of specific duties & obligations, contribution at the meetings and otherwise, independent judgement, governance issues etc.

All Directors participated in the evaluation. Evaluation was carried out on individually excluding the Director being evaluated.

19. CHANGE IN THE NATURE OF BUSINESS

During the financial year 2022-23, there was no change in the nature of business of the Company.

20. DIRECTORS AND KEY MANAGERIAL PERSONNEL

In accordance with the provisions of the Section 152(6)(e) of the Companies Act, 2013 read with the Articles of Association of the Company, Mrs. Poonam Singh (DIN: 07099937), Director of the Company, retires at the ensuing annual general meeting and being eligible for re-appointment, offers himself for re-appointment.

During the year Mr. Kulpreet Singh tendered resignation as Company Secretary and Compliance Officer of the Company w.e.f. 27th May, 2022. Ms. Manisha Issrani appointed as Company Secretary and Compliance Officer of the Company w.e.f. 28th May, 2022 and resigned w.e.f. 24th March, 2023. Board of Directors at their meeting held on 24th March, 2023 appointed Ms. Sonam Kataria as Company Secretary and Compliance Officer of the Company w.e.f. 25th March, 2023.

21. DECLARATION BY INDEPENDENT DIRECTOR

Independent Director have submitted declarations to the Company that they meet the criteria of Independence as laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015.

22. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization programme to Independent Director, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters is uploaded on the website of the Company at the link <http://www.olympicoil.co.in>.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company complies with Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

24. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES OR LLP'S

The Company does not have any subsidiary, Joint Venture, Associate Company or LLP's during the financial year.

25. DETAILS RELATING TO DEPOSITS, COVERED UNDER CHAPTER V OF THE COMPANIES ACT, 2013

The Company has not accepted any Deposits within the purview of Section 73 to 76 of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014. Further no amount on account of principal or interest on public deposits was outstanding as on 31st March, 2023.

26. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS

There were no significant and material orders passed by the regulators or courts or tribunals in the previous year which would impact the going concern status of the Company and its future operations. On the contrary, the Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company. Further, the Company has also received a stay on the wilful defaulter proceedings initiated by the banks.

27. ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH RESPECT TO FINANCIAL STATEMENTS

Your Company has an internal financial control system commensurate with respect to its financial statements which provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements. The Audit Committee has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. The Audit Committee has a process for timely check for compliance with the operating systems, accounting procedures and policies. Major risks identified by the businesses and functions are systematically addressed through mitigating action on continuing basis.

28. STATUTORY AUDITORS AND AUDITORS' REPORT

M/s. Bhatler & Associates, Chartered Accountants, Statutory Auditors, were re-appointed as Statutory Auditors of the Company at Annual general Meeting held on September 24, 2022 till the conclusion of Annual general Meeting to be held for the financial year 2026-27.

There are no qualifications, reservations or adverse remarks or disclaimers mentioned in Audit Report made by M/s. Bhatler & Associates, Chartered Accountants, Statutory Auditors, in their report except to the following observations:

“Emphasis of Matter

We draw attention to:

Note no. 13 regarding credit facilities from banks became Non-Performance account during the previous year and forensic audit has been carried for the working of the company and interest has not been provided since August 2018 being NPA. Pending the ultimate outcome of this matter which is presently unascertainable hence no adjustment has been made.

Note no. 35 regarding net worth of the company has been fully eroded and no business operation accounts since FY 2019-20, but accounts are prepared on going concern basis.

Further the Company has defaulted in repayment of principal and interest payable to Bankers in respect of working capital facilities which indicate existence of liquidity stress and material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the management is hopeful to meet the Company's financial obligation and continuing business operations. Having regards to this, financial statements have been prepared on the basis of going concern. Hence no adjustments have been made to the carrying value of Assets and Liabilities of the Company.”

Board's explanation:

The action taken by the banks against the Company relying on the forensic audit report were challenged before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company. This is a positive development for the Company and the Company is hopeful that in the subsequent proceedings/interactions with the banks, the Company would be able to demonstrate its bona fides and the business operations may be allowed subject to sanction of credit facilities by the banks.

At the moment, the net-worth of the company has been eroded due to finance cost. The management is hopeful of meeting the Company's financial obligations and continuing business operations in future and accordingly, the financial statements have been prepared on going concern basis.

29. SIGNIFICANT MATTERS RELEVANT TO THE YEAR UNDER REVIEW

The SFIO had sent enquiries seeking information from the Company. The said information has been duly provided and the Company is fully cooperating with the SFIO in its investigation. Till date, there have been no further developments in the matter.

In respect of the CBI proceedings, the matter is currently pending before the Ld. Trial Court at Lucknow and the proceedings are at a very nascent/preliminary stage. The Company is hopeful of an honorable acquittal in the said proceedings.

30. SECRETARIAL AUDITORS AND AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, Board of Directors of the Company has appointed M/s. Gopesh Sahu, Practicing Company Secretary as Secretarial Auditor to conduct the Secretarial Audit and his Report for the financial year ended 31st March, 2023 is appended as **ANNEXURE II** to this Report.

There are no other qualifications, reservations or adverse remarks or disclaimers made by Mr. Gopesh Sahu, Company Secretary in Practice, in his secretarial audit report except to the following observations:

- a. The Company has not complied with the provision of Section 138 of the Companies Act, 2013 with respect to appointment of an Internal Auditor.
- b. The Audit Committee and Nomination Remuneration and Compensation Committee were not duly constituted in term of the provisions of the Companies Act, 2013.
- c. The Company has not complied the provisions related to conducting of separate meeting of Independent Director as per schedule IV of Companies Act, 2013.
- d. The Company has not appointed Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.

Management Reply:

- a. The Board is in process to appoint an internal Auditor of the Company, who will carry out the internal audit of the Company.
- b. Once Independent director is appointed on the Board of the Company, the Board will re-constitute both the Committees i.e. Audit Committee and Nomination, Remuneration and Compensation Committee in compliance with the Section 177 and 178 of the Companies Act, 2013.
- c. Once Independent director is appointed on the Board of the Company, Company will conduct of separate meeting of Independent Director as per schedule IV of Companies Act, 2013.
- d. The Board is in process to identify and appoint Chief Financial Officer (Key Managerial Personnel) in due course in compliance with in the terms of Section 203 of the Companies Act, 2013.

31. MAINTENANCE OF COST RECORDS & COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of Section 148(1) of the Act, are not applicable for the business activities carried out by the Company.

32. INSTANCES OF FRAUDS, IF ANY REPORTED BY AUDITORS

During the financial year under review, the statutory auditors and secretarial auditor has not reported to the audit committee, any instances of fraud under Section 143(12) of the Companies Act, 2013.

33. WHISTLE BLOWER POLICY/ VIGIL MECHANISM

The Company has a Whistle Blower Policy in line with the provisions of the Section 177 of the Companies Act, 2013. This policy establishes a vigil mechanism for directors and employees to report their genuine concerns, actual or suspected fraud or violation of the Company's code of conduct.

The said mechanism also provides for adequate safeguards against victimisation of the persons who use such mechanism and makes provision for direct access to the chairman of the Audit Committee.

The administration of the vigil mechanism is being done through Audit Committee. We confirm that during the financial year 2022-2023, no employee of the Company was denied access to the Audit Committee.

The said Whistle Blower Policy is available on the website of the Company at www.olympicoil.co.in.

34. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

Your Company is committed to creating and maintaining an atmosphere in which employees can work together, without fear of sexual harassment, exploitation and intimidation. Your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act 2013. Internal Complaints Committee (ICC) was set up to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed of during the year:

No. of Complaints received	Nil
No. of Complaints disposed off	Nil

35. REPORT ON CORPORATE GOVERNANCE

In terms of Regulation 15(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the compliance of provisions of the Corporate Governance under Regulation 27(2) of the Listing Regulations is not applicable to the Company as paid up equity share capital of the Company is not exceeding Rs.10 Crores and net worth is not exceeding Rs. 25 Crores, as on the last day of previous financial year i.e. as on 31st March, 2023.

Pursuant to the provisions of the Listing Regulations, your Company has taken adequate steps to ensure that all mandatory provisions of Corporate Governance as prescribed under the Listing Regulations are complied with.

36. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the financial year ended 31st March, 2023, as stipulated under Regulation 34(2) of SEBI Listing Obligation and Disclosure Requirements) Regulation, 2015, is appended as **ANNEXURE III** to this report.

37. PARTICULARS OF EMPLOYEES

Disclosures with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended has been appended as **ANNEXURE IV** to this Report.

There were no such employees of the Company for which the information required to be disclosed pursuant to Section 197 of the Companies Act read with Rule 5(2)&(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended.

38. DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (31 OF 2016) DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR

There are no applications made or any proceeding pending against the Company under Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the financial year.

39. DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF

There are no instances of one time settlement during the financial year.

40. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT / UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any shares lying in its Demat Suspense Account / Unclaimed Suspense Account.

41. ACKNOWLEDGEMENT

Your Directors wish to place on record their appreciation and sincere thanks to the State Governments, Government agencies, Banks & Financial Institutions, customers, shareholders, vendors and other related organizations, who through their continued support and co-operation have helped, as partners in your Company's progress. Your Directors, also acknowledge the hard work, dedication and commitment of the employees.

Place: Mumbai
Date: 14th August, 2023

For and on behalf of the Board
Nipun Verma
Chairman & Whole-time Director
DIN : 02923423

ANNEXURE I

NOMINATION & REMUNERATION POLICY

1. OBJECTIVE

The Nomination, Remuneration and Compensation Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Regulation 19 of Securities Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (As amended from time to time). The Key Objectives of the Committee would be:

- 1.1 To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2 To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3 To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4 To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- 1.5 To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6 To devise a policy on Board diversity
- 1.7 To develop a succession plan for the Board and to regularly review the plan;
- 1.8 To formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto.

2. DEFINITIONS

- 2.1. **Act** means the Companies Act, 2013 and Rules framed there under, as amended from time to time.
- 2.2. **Board** means Board of Directors of the Company.
- 2.3. **Directors** mean Directors of the Company.
- 2.4. **Key Managerial Personnel** means
 - 2.4.1. Managing Director;
 - 2.4.2. Whole-time director;
 - 2.4.3. Chief Financial Officer;
 - 2.4.4. Company Secretary;
 - 2.4.5. Such other officer, not more than one level below the directors who is in whole-time employment, designated as key managerial personnel by the Board; and
 - 2.4.6. Such other officer as may be prescribed.
- 2.5. **Senior Management** means officers/personnel of the Company who are members of its core management team excluding the Board of Directors and normally this shall comprise all member of management one level below the chief executive officer/managing director/whole time director/manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief Financial officer.

3. ROLE OF COMMITTEE

The Committee shall:

3.1 Terms of reference

- 3.1.1. Formulation the criteria for determining qualifications, positive attributes and independence of a director;
- 3.1.2. Formulation the criteria for evaluation of performance of Independent directors and the board of directors;
- 3.1.3. Identify persons who are qualified to become directors and persons who may be appointed in Key Managerial in accordance with the criteria laid down in this policy;
- 3.1.4. Recommend to the Board, appointment, Remuneration and removal of Director, KMP and Senior Management Personnel;
- 3.1.5. Devising a policy on diversity of Board;
- 3.1.6. Determine whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of independent Director.
- 3.1.7. Formulate detailed ESOS Plan and the terms and conditions thereof including but not limited to determination of the Exercise Price, Exercise Period, Lock – in period, consequence of failure to exercise option, method of valuation, accounting policies, disclosures, etc and matters related thereto;
- 3.1.8. Recommend to the board, all the remuneration, in whatever form, payable to senior management.

3.2. Policy for appointment and removal of Director, KMP and Senior Management

3.2.1. Appointment criteria and qualifications

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.
- c) The Company shall not appoint or continue the employment of any person as Managing Director or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- d) The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of Seventy five years unless a special resolution is passed to that effect, in which case explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.

3.2.2. Term / Tenure

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

- An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.
- No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.
- At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Act.

3.2.3. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly).

3.2.4. Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable Act, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

3.2.5. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

3.3. Policy relating to the Remuneration for the Managing Director or Whole- time Director, KMP and Senior Management Personnel

3.3.1. General:

- a) The remuneration / compensation / commission etc. to the Managing Director or Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director or Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down as per the provisions of the Act and in line with the Company's policy.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director or Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director or Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

3.3.2. Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director or Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board/ the Person authorized by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director or Whole-time Director in accordance with the provisions of Schedule V of the Act.

c) Provisions for excess remuneration:

If any Managing Director or Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without approval required under section 197 of the Act, he / she shall refund such sums to the Company, within two years and until such sum is refunded, hold it in trust for the Company. The Company shall not waive the recovery of any sum refundable to it unless approved by the members by passing special resolution within two years from the date the sum becomes refundable.

3.3.3. Remuneration to Non- Executive / Independent Director:

a) Remuneration / Commission:

The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and/or the Act.

b) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed Rs. One Lac per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

Provided that the amount of sitting fees paid to independent directors or woman directors shall not be less than the sitting fees payable to other directors.

c) Commission:

Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the profits of the Company computed as per the applicable provisions of the Act.

d) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

4. MEMBERSHIP

4.1 The Committee shall consist of a minimum 2 non-executive directors, majority of them being independent.

4.2 The quorum for a meeting of Nomination remuneration and Compensation Committee shall be either two members or one-third of the members of the Committee, whichever is greater, including at least one independent director in attendance.

4.3 Membership of the Committee shall be disclosed in the Annual Report.

4.4 Term of the Committee shall be continued unless terminated by the Board of Directors.

5. CHAIRPERSON

5.1 Chairperson of the Committee shall be an Independent Director.

5.2 Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

5.3 In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

5.4 Chairperson of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries; however, it shall be up to the chairperson of Annual General Meeting to decide who shall answer the queries.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at least once in a year.

7. COMMITTEE MEMBERS' INTERESTS

7.1 A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

7.2 The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

9. VOTING

- 9.1** Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- 9.2** In the case of equality of votes, the Chairman of the meeting will have a casting vote.

10. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- 10.1** Ensuring that there is an appropriate induction in place for new Directors and members of Senior Management and reviewing its effectiveness;
- 10.2** Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Act;
- 10.3** Identifying and recommending Directors who are to be put forward for retirement by rotation.
- 10.4** Determining the appropriate size, diversity and composition of the Board;
- 10.5** Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- 10.6** Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- 10.6** Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- 10.7** Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- 10.8** Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- 10.9** Recommend any necessary changes to the Board; and
- 10.10** Considering any other matters, as may be requested by the Board.

11. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- 11.1** To consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- 11.2** To approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- 11.3** To delegate any of its powers to one or more of its members or the Secretary of the Committee.
- 11.4** To consider any other matters as may be requested by the Board.
- 11.5** Professional indemnity and liability insurance for Directors and senior management.

12. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee or by the chairperson of the subsequent Committee meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.

ANNEXURE II

Form No. MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2023

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members

Olympic Oil Industries Limited

709, C-Wing, One BKC

Near Indian Oil Petrol Pump

G Block, Bandra-Kurla Complex

Bandra (East), Mumbai – 400051

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Olympic Oil Industries Limited (CIN:L15141MH1980PLC022912) (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2023 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2023 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not Applicable to the Company during the Audit Period)**;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**;
 - d. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable to the Company during the Audit Period)**;
 - e. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**;
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 **(Not Applicable to the Company during the Audit Period)**;
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Audit Period)**; and
 - i. The Securities and Exchange Board of India (Listing obligations and Disclosures Requirements) Regulations, 2015 (LODR).
- (vi) The management has confirmed that there is/ are no sector specific laws applicable to the Company during the Audit Period.

I have also examined compliance with the Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, standards etc. **except to the following observations that:**

- a. *The Company has not complied with the provision of Section 138 of the Companies Act, 2013 with respect to appointment of an Internal Auditor.*
- b. *The Audit Committee and Nomination Remuneration and Compensation Committee were not duly constituted in term of the provisions of the Companies Act, 2013.*

- c. *The Company has not complied the provisions related with conducting of separate meeting of Independent Director as per schedule IV of Companies Act, 2013.*
- d. *The Company has not appointed Chief Financial Officer as per the provisions of Section 203 of the Companies Act, 2013.*

I, further report that

The Board of Directors of the Company was not duly constituted, *the Board has fallen short of one Independent director as mandated in Section 149 of the Companies Act, 2013.* There was no change in the composition of the Board of Directors of the Company during the period under the review.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance whereas in case of shorter notices prior consent of Board members were taken, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

I, further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audited period, there were no other events having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines etc. except the following:

- a. ***Due to default in repayment of bank loan by the Company, the credit facilities from banks was became Non Performance Account (NPA), Bank had carried out forensic and transactional Audit and in the previous financial year review committee for identification of wilful defaulters of the Indian Overseas Bank has declared the Company as a wilful defaulter. Company has filed Writ Petition before Hon'ble Bombay High Court (WP 2094 of 2022(WP stamp No 27716/2021) for challenging the decision of Indian Overseas Bank and matter is subjudice.***
- b. ***An enquiry has been initiated by SFIO and CBI in relation to credit facilities from Bank and affairs of the Company.***
- c. ***The net worth of the Company has been fully eroded and there was no business operation reported during financial year 2022-2023.***

Date: 14.08.2023

Place: Kanpur

CS Gopesh Sahu
Practicing Company Secretary
M. No. FCS 7100
CP No.: 7800
UDIN: F007100E000816183
PRU Certificate No.:1515/2021



Note: This report is to be read with our letter of even date which is annexed and forms an integral part of this report.

ANNEXURE TO SECRETARIAL AUDIT REPORT DATED 14TH August, 2023

To
The Members
Olympic Oil Industries Limited
709, C-Wing, One BKC,
Near Indian Oil Petrol Pump,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai – 400051

My report of even date is to be read along with this letter.

1. I have conducted my audit on the basis of document, records and information provided by the company through Electronic mode.
2. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis of documents and records virtually provided to me on online mode.
7. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 14.08.2023
Place: Kanpur


Olympic Oil Industries Limited

CS Gopesh Sahu
Practicing Company Secretary
M. No. FCS 7100
CP No.: 7800
UDIN: F007100E000816183
PRU Certificate No.:1515/2021

MANAGEMENT DISCUSSION AND ANALYSIS

Economic Review

This year began with the anticipation that runaway inflation, aggressive policy rate hikes, and high commodity prices might topple a few major economies into recession in 2023. India, enjoys a Goldilocks moment as it sees its economic activity gaining momentum amid continuing global uncertainties. The last quarter's GDP data was pleasantly surprising but not completely unexpected. The GDP growth in the fourth quarter has pushed up the full-year GDP growth of FY2022-23 to 7.2%, 200 basis points (bps) higher than the earlier estimate.

India has recovered from three global shocks, the COVID-19 pandemic, the Russia-Ukraine conflict leading to rising inflation, and the rate hike by the U.S. Federal Bank. Increased private consumption, central government spending (capex), and crowding in the private capex led by the strengthening of the balance sheets of the corporates were the major drivers of growth of the Indian economy.

Industry Structure and Development

Agriculture Industry

The performance of the agriculture and allied sector has been buoyant over the past several years, much of which is on account of the measures taken by the government to augment crop and livestock productivity, ensure certainty of returns to the farmers through price support, promote crop diversification, improve market infrastructure through the impetus provided for the setting up of farmer-producer organizations and promotion of investment in infrastructure facilities through the Agriculture Infrastructure Fund.

Rapid population expansion in India is the main factor driving the industry. The rising income levels in rural and urban areas, which have contributed to an increase in the demand for agricultural products across the nation, provide additional support for this. In accordance with this, the market is being stimulated by the growing adoption of cutting-edge techniques including blockchain, artificial intelligence (AI), geographic information systems (GIS), drones, and remote sensing technologies, as well as the release of various e-farming applications.

Road Ahead

The agriculture sector in India is expected to generate better momentum in the next few years due to increased investment in agricultural infrastructure such as irrigation facilities, warehousing, and cold storage. Furthermore, the growing use of genetically modified crops will likely improve the yield for Indian farmers. India is expected to be self-sufficient in pulses in the coming few years due to the concerted effort of scientists to get early maturing varieties of pulses and the increase in minimum support price.

Opportunities & Threats

• Pricing & Rising Costs and availability of Raw Materials

The industry is very much dependent on raw materials. Any price volatility of these raw materials and adjust to the same could adversely affect our results of operations and profitability.

• Domestic Markets

We try and tap every lawful opportunity coming our way and follow a focused approach and increased marketing efforts. All these have resulted in increased growth of the Company in the recent years. In the coming years, we shall strive harder to build a strong reputation for ourselves and carve a niche for our products.

• International Markets

The Company is continuously trying to build a large overseas business and revenue from export business accounts for a sizeable component of Company's total turnover. The company is continuously tapping potentially new markets and exporting a wide range of products to these countries.

Risk and concerns

- Growth of unorganized sector and threat from local regional players.
- Change in freight and forwarding charges.
- General economic and business conditions.
- Our Company's ability to successfully implement our growth strategy, fluctuation in Exchange rates.
- Prices of raw materials.
- Changes in laws and regulations relating to the industry in which we operate.
- Changes in political and social conditions in India.

Internal Control Systems and their adequacy

The Company's internal control procedures are tailored to match the organization's pace of growth and increasing complexity of operations. This ensures compliance to various policies, practices and statutes.

We have an independent and adequate system of Internal Control which enables reliable financial reporting, safeguard of assets and encourages adherence to management policies. The Company has a system for speedy compilation of accounts and management information reports to comply with applicable laws and regulations.

We have a reasonable budgetary control system so that the management can monthly review actual performance against the budget. A well-defined organization structure is in place with authority level, internal rules and guidelines for conducting business transactions.

Discussion on Financial Performance with respect to operational performance

The Break-up of Revenue and Costs of Company is as given below:

(Figures in 000)

Particulars	2022-23	2021-22
INCOME		
Sales & Income from Operation	–	–
Other income	212.38	170.18
TOTAL	212.38	170.18
EXPENDITURE		
Operating Expenditure	–	–
Administrative and Other Expenditure	3160.90	2,111.01
Interest and Financial Charges	1.84	1.60
Depreciation	137.49	216.09
Employee Benefit	1394.49	1,593.35
TOTAL	4694.72	3,922.05
Profit/(Loss) Before Extra-Ordinary Items and Tax	(4482.34)	(3,751.87)
Less:		
Short/(Excess) Provision of Income Tax for Last Year Written Off/(Back)	206.17	–
Profit/ (Loss) After Tax	(4688.51)	(3,751.87)
OTHER COMPREHENSIVE INCOME		
A) Items that will not be reclassified to Profit & Loss	(34.48)	906.57
B) Items that will be reclassified to Profit & Loss	–	–
Total Profit for the year	(4722.99)	(2,845.30)
Earning per Shares	(1.65)	(1.00)

- Total Income:** Total income has been increased from Rs. 1,70,181 (FY 2021-22) to Rs. 2,12,382 (FY 2022-23).
- Administrative and other expenses:** The administrative expenses have been increased from Rs. 21,11,018 (FY 2021-22) to Rs. 31,60,900 (FY 2022-23).
- Interest and Financial Charges:** Net Financial Charges has increased from Rs. 1,599 (FY 2021-22) to Rs. 1,841 (FY 2022-23).
- Depreciation:** The Depreciation cost has been decreased from Rs. 2,16,085 (FY 2021-22) to Rs. 1,37,486 (FY 2022-23).
- Net Loss:** Net Loss has been increased from Rs. 28,45,301 (FY 2021-22) to Rs. 47,22,984 (FY 2022-23).

6. Other Factors

I. Known trends or uncertainties

The world economy has witnessed an unprecedented economic crisis causing severe recessionary trends in various countries.

II. Dependence on Single or few suppliers/customers

The Customer base of our Company is very strong, as we do not deal with a single customer or supplier. We have a very cordial relationship with all customers and suppliers with whom we have been dealing for a very long time. KYC norms are followed in all seriousness.

III. Significant developments subsequent to last financial year

In the opinion of the Directors, there are no significant changes since the date of the last financial statements, which could materially affect the operations, and Profitability of our Company.

Human Resource and Industrial Relations

Industrial relations of the company were cordial during the year and continue to remain peaceful at all the principal offices and all the employees are working with the company for a common objective. Olympic Oil Industries Limited had 5 employees on payroll.

Significant Changes in Financial Ratios

During the year no significant changes in financial ratios of the Company.

Cautionary Statement

Statements in this Report describing your Company's objectives, projections, estimates and expectations or predictions, may be 'forward looking statements' are within the meaning of the applicable laws and regulations. Actual results might differ substantially or materially from those expressed and implied. Important developments that could affect your Company's operations include a downtrend in the international market, fall in on-site, offshore rates and significant changes in political and economic environment, environment standards, tax laws, litigations and labour relations.

ANNEXURE IV**DISCLOSURES PURSUANT TO SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

1. **The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :**

Not applicable as none of Directors received any remuneration during the financial year 2022-23.

2. **The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:**

Name of Director	Designation	% of increase in remuneration
*Nipun Verma	Whole Time Director	NA
**Kulpreet Singh Bhogal	Company Secretary	0.00
***Manisha Issrani	Company Secretary	NA
****Sonam Kataria	Company Secretary	NA

* No Remuneration paid during the year

** Resigned w.e.f. 27.05.2022

*** Appointed w.e.f. 28.05.2022 and resigned w.e.f. 24.03.2023

**** Appointed w.e.f. 25.03.2023

3. **The percentage increase in the median remuneration of employees in the financial year 2022-23:**

There is no increase in median remuneration of employees in the financial year 2022-23

4. **The number of permanent employees on the rolls of Company as on 31st March, 2023:**

Total number of permanent employees on the rolls of company as on 31st March, 2023 is 5.

5. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial Remuneration**

During the year under review there is no increase in remuneration of employees as well as managerial personnel.

6. **It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial personnel and Senior Management**

The Company is in compliance with its Nomination and Remuneration policy

INDEPENDENT AUDITOR'S REPORT

To,
The Members of
OLYMPIC OIL INDUSTRIES LIMITED
Report on the standalone Financial Statements

Qualified Opinion

We have audited the financial statements of **OLYMPIC OIL INDUSTRIES LIMITED** ("the Company"), which comprise the balance sheet as at March 31, 2023, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion paragraph, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2023, and its **LOSS** (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

- a. In the case of the balance sheet, of the state of affairs of the company as at 31st March 2023, and
- b. In the case of the statement of profit and loss, of the **LOSS** (financial performance including other comprehensive income), changes in equity and
- c. In the case of the cash flow statement, of the cash flow statement for the year ended on that date.

Basis for Qualified Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are auditor of the Company in accordance with the Code of ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion. As stated in Note no. 6 to the financial statement the sundry debtors as at the end of the year of Rs. 316.52 crore includes over dues receivable due to credit impaired of Rs. 316.52 crore and as per Note no. 3 & Note no. 8 in respect of non-current investment & loan to related parties of Rs. 4.10 crore & Rs. 40.62 crore respectively being considered doubtful and recoverable by the management for which no provision has been made.

In the absence of confirmation and liquidity constraints facing by the parties due to which these may not be able to realize. In the absence of sufficient appropriate audit evidence, we are unable to comment upon the carrying value of non current investment, loans to related parties and trade receivable and recoverability of the aforesaid dues and consequential impact, if any on the accompanying financial statement.

Key Audit Matter

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon.

We have determined that there are no key audit matters to communicate in our report.

Emphasis of Matter

We draw attention to:

Note no. 13 regarding credit facilities from banks became Non-Performance account during the previous year and forensic audit has been carried for the working of the company and interest has not been provided since August 2018 being NPA. Pending the ultimate outcome of this matter which is presently unascertainable hence no adjustment has been made.

Note no. 35 regarding net worth of the company has been fully eroded and no business operation accounts since FY 2019-20, but accounts are prepared on going concern basis.

Further the Company has defaulted in repayment of principal and interest payable to Bankers in respect of working capital facilities which indicate existence of liquidity stress and material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern. However, the management is hopeful to meet the Company's financial obligation and continuing business operations. Having regards to this, financial statements have been prepared on the basis of going concern. Hence no adjustments have been made to the carrying value of Assets and Liabilities of the Company.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive Income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Boards of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing ('SAs'), We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, We are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;

- c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes In Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts;
- d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard), Rules 2016.
- e. On the basis of the written representations received from the directors as on 31 March 2023, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023, from being appointed as a director in terms of section 164(2) of the Act;
- f. With respect to the adequacy of the internal financial controls over financial Reporting of the Company and the operating effectiveness of such controls, Refer to our separate Report in "Annexure B".
- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long term contract including derivative contract; as such the question of commenting on any material foreseeable losses thereon does not arise;
 - iii) There has not been any occasion in case of the Company during the year under report to transfer any sums to the investor education and protection fund. The question of delay in transferring such sums does not arise.
- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the information and explanations given to us:
- i. The Company does not have any pending litigation which would impact its financial position in its standalone financial statements.
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There was no amount which were required to be transferred to Investor Education and Protection Fund by the company.
 - iv. The management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or its subsidiary companies incorporated in India to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall:
 - i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Holding Company or its subsidiary companies incorporated in India or
 - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

The Management has represented, that, to the best of its knowledge and belief, no funds have been received by the Holding Company or its subsidiary companies incorporated in India from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or its subsidiary companies incorporated in India shall:

 - a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the funding parties or
 - b) Provide any guarantee, security or the like from or on behalf of the Ultimate Beneficiaries.

Based on such audit procedures as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (d)(i) and d(ii) contain any material mis-statement.

**FOR BHATTER & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 131411W**

**GOPAL BHATTER
(PARTNER)
M. NO. 411226
UDIN: 23411226BGXQQD8761**

**DATE : 30th May 2023
PLACE : MUMBAI**

ANNEXURE 'A' TO AUDITORS REPORT

1. a) The company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment.
The company has not capitalized any intangible assets in the books of the Company and accordingly, the requirement to report on clause 3(i)(a)(B) of the order is not applicable to the Company. The Company has maintained proper records showing full particulars of intangibles assets.
- b) Property, Plant and Equipment have not been physically verified by the management during the year and discrepancies if any will be adjusted as and when physical verification is carried out.
- c) There is no immovable property held by the company and accordingly the requirement to report on clause 3 (i)(c) of the Order is not applicable to the Company.
- d) The company has not revalued its Property, Plant and Equipment or intangible assets during the year ended 31.03.2023.
- e) There are no proceedings initiated or are pending against the company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
2. The company has no inventory as there is no business, hence the requirement to report on clause 3 (ii)(a) and 3 (ii)(b) of the Order is not applicable to the Company.
3. a) As informed to us, the Company has not granted any loans, secured or unsecured and made any investment to companies, firms, limited liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013 during the year. However, there is an outstanding of Rs. 46.04 Crores at the end of the year, as stated in Note No. 3 & 8 of the financial statement.
- b) In absence of specific return documents regarding terms and conditions of such loans and advances, investment made, we are unable to comment whether these are prejudicial to the interest of the company. However, interest as well as principal are not realized during the year.
- c) In absence of specific stipulation regarding repayment of loans and advances made, we are unable to comment whether these are overdue or not, however it is said that these are overdue as well as interest and principal.
- d) As informed to us, the loans and advances amounting to Rs. 41.94 Crores are overdue for more than 1 year. It is said that the company is trying to recover the same for which no provision has been made.
- e) As informed to us, no loans have been renewed or extended during the year.
- f) Loans and advances outstanding of Rs. 41.94 crores as stated in para 3(d) above and in our opinion, these are considered doubtful for which no provision has been made and amount is unascertained.
4. According to information and explanation given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
5. The company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act, 2013 and the rules framed thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the order is not applicable to the company.
6. The company is not in the business of sale of any goods or provision of such services as prescribed under sub section (1) of Section 148 of the Companies Act, 2013. Accordingly, the requirement to report on clause 3(vi) of the order is not applicable to the company.
7. a) The company is regular in depositing with appropriate authorities undisputed statutory dues including Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they become payable.
- b) There are no dues of Goods and Service Tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, customs duty, excise duty, value added tax, cess and any other statutory dues which have not been deposited on account of any dispute.
8. The company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the order is not applicable to the company.
9. a) The company has defaulted in repayment of loans/borrowings as well as interest thereon to Indian overseas bank and Oriental bank of commerce of Rs. 68.75 Crores as stated in note no. 13 of the financial statements.
- b) The company has been declared willful defaulter by Indian overseas bank and Oriental bank of commerce during the last year.
- c) The company has not obtained any loans/borrowings during the year. However, these loans have become NPA since FY 2018-2019. The company has been declared willful defaulter on the basis of forensic audit conducted for the period FY 2012-2013 to FY 2017-2018. As informed to us the matter is subjudice hence we are unable to comment thereon.

- d) The company did not raise any funds during the year hence, the requirement to report on clause 3(ix)(d) of the order is not applicable to the company.
- e) On overall examination of the financial statements of the company, the company do not have any subsidiaries, associates or joint ventures hence, the requirement to report on clause 3(ix)(e) of the order is not applicable to the company.
- f) On overall examination of the financial statements of the company, the company do not have any subsidiaries, associates or joint ventures hence, the requirement to report on clause 3(ix)(f) of the order is not applicable to the company.
10. a) The company has not raised any money during the year by way of initial public offer/further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the order is not applicable to the company.
- b) The company has not made any preferential allotment or private placement of the shares fully or partially or optionally convertible debentures during the year under the audit hence, the requirement to report on clause 3(x)(a) of the order is not applicable to the company.
11. a) No fraud/material fraud by the company or no fraud/ material fraud on the company has been noticed or reported during the year.
- b) During the year, no report under sub-Section (12) of Section 143 of the Companies Act has been filed by the (Cost auditor/ secretarial auditor or by us) in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules 2014 with the Central Government.
- c) As represented by the management, there are no whistle blower complaints received by the company during the year.
12. The company is not a Nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) to (c) of the order is not applicable to the company.
13. Transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standards.
14. The company has not implemented internal audit system as there is no business since FY 2019-2020.
15. The company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the order is not applicable to the company.
16. a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the company. Accordingly, the requirement to report on clause 3(xvi)(a) of the order is not applicable to the company.
- b) The company has not conducted any Non-Banking Financial or Housing Finance activities without obtaining a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) The company is not a Core Investment company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the order is not applicable to the company.
- d) There is no other Core Investment company part of the group. Hence, the requirement to report on clause 3(xvi)(d) of the order is not applicable to the company.
17. The company has incurred cash losses of Rs. 46.89 lacs in the current financial year, since there was no business during the year.
18. There has been no resignation of the statutory auditors during the year and accordingly the requirement to report on clause 3(xviii) of the order is not applicable to the company.
19. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans, and based on our examinations of the evidence supporting the assumptions, we believe that there is a material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet and there is no assurance as of the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report.
20. As there is no business operation and the company has eroded its network fully, hence the compliance of provisions of second proviso to sub section (5) & (6) of Section 135 of the companies act, 2013 regarding corporate social responsibility is not applicable to the company.

**FOR BHATTER & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 131411W**

**GOPAL BHATTER
(PARTNER)
M. NO. 411226
UDIN: 23411226BGXQQD8761**

**DATE : 30th May 2023
PLACE : MUMBAI**

Annexure "B" To The Independent Auditor's Report

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Olympic Oil Industries Limited ("the Company") as of 31st March 2023 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2023, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR BHATTER & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN - 131411W

GOPAL BHATTER
(PARTNER)
M. NO. 411226
UDIN: 23411226BGXQQD8761

DATE : 30th May 2023
PLACE : MUMBAI

BALANCE SHEET AS ON 31ST MARCH, 2023

(Amount in 000)

PARTICULARS	Note No.	As at March 31, 2023	As at March 31, 2022
ASSETS			
Non-Current Assets			
A) Property, Plant & Equipments	2	667	804
B) Financial Assets			
Investments	3	41,000	41,000
C) Deferred Tax Assets (Net)	4	-	-
Total Non-Current Assets		41,667	41,804
Current Assets			
A) Inventories	5	-	-
B) Financial Assets			
Trade Receivables	6	31,65,199	31,65,199
Cash and Cash Equivalents	7	3,206	3,262
Others Financial Assets	8	4,54,504	4,58,771
C) Current Tax Assets (Net)	8A	382	382
D) Other Current Assets	9	687	506
Total of Current Assets		36,23,978	36,28,120
TOTAL		36,65,645	36,69,924
EQUITY AND LIABILITIES			
Equity			
Equity Share Capital	10	28,540	28,540
Other Equity	11	(2,47,656)	(2,42,968)
		(2,19,116)	(2,14,428)
Liabilities			
Non - Current Liabilities			
A) Long Term Provisions	12	380	341
Total Non Current Liabilities		380	341
Current Liabilities			
A) Financial Liabilities			
Short-Term Borrowings	13	10,72,183	10,72,037
Trade Payables	14	20,87,859	20,87,857
B) Short Term Provisions	15	27	24
C) Other Current Liabilities	16	7,24,312	7,24,093
Total Current Liabilities		38,84,381	38,84,011
TOTAL		36,65,645	36,69,924
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	22 to 41		

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Gopal Bhatler
Partner
M.No. 411226

Place: Mumbai
Date: 30.05.2023

For Olympic Oil Industries Ltd.
For and on behalf of Board

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Sonam Kataria
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2023

(Amount in 000)

PARTICULARS	Note No.	For the year ended March 31, 2023	For the year ended March 31, 2022
I Revenue From Operations	17	–	–
II Other Income	18	212	170
III Total Revenue (I & II)		212	170
IV Expenses :			
Employee Benefits Expenses	19	1,394	1,593
Finance Costs	20	2	2
Depreciation & Amortisation Expenses	2	137	216
Administrative & Other Expenses	21	3,161	2,111
Total Expenses		4,695	3,922
V Profit/(Loss) Before Exceptional Items & Tax		(4,482)	(3,752)
VI Exceptional Items		–	–
VII Profit/(Loss) Before Tax (V–VI)		(4,482)	(3,752)
VIII Tax Expenses :			
Provision For Current Tax		–	–
Deferred Tax		–	–
Short/(Excess) Provision of Income Tax for Last Year Written Off/(Back)		206	–
PROFIT FOR THE YEAR		(4,689)	(3,752)
VIII OTHER COMPREHENSIVE INCOME			
A) Items that will not be reclassified to Profit & Loss			
i) Remeasurement of post employment benefit Obligation		(34)	907
ii) Fair Value changes in Financial Assets		–	–
iii) Income tax relating to these items		–	–
		(34)	907
B) Items that will be reclassified to Profit & Loss			
IX Other Comprehensive income for the year		(34)	907
X Profit/(Loss) After Tax Carried to Balance Sheet (VI–VIII)		(4,723)	(2,845)
Earning Per Equity Share:			
– Basic & Diluted		(1.64)	(1.31)
Significant Accounting Policies	1		
See accompanying Notes to the Financial Statements	22 to 41		

The Notes referred to above form an integral part of the Financial Statements

As per our report of even date
For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Gopal Bhatler
Partner
M.No. 411226

Place: Mumbai
Date: 30.05.2023

For Olympic Oil Industries Ltd.
For and on behalf of Board

Nipun Verma
Director
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Poonam Singh
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Din : 07099937

Sonam Kataria
Company Secretary

Cash flow statement for the year ended 31st March, 2023

(Amount in 000)

PARTICULARS	As at March 31, 2023	As at March 31, 2022
(A) Cash Flow from Operating Activities		
Net Profit Before Tax :	(4,482)	(3,752)
Adjustments For:		
Depreciation	137	216
Interest Received	(143)	(7)
Operating Profit before Working Capital Changes	(4,488)	(3,542)
Adjustments For:		
Trade and Other Receivables	4,086	4,863
Long Term Provisions	39	(41)
Trade and Other payables	371	(4,194)
Cash generated from Operating Activities	7	(2,914)
Less : Direct Taxes paid	(206)	-
Net Cash generated from Operating Activities (I)	(199)	(2,914)
(B) Cash Flow from Investing Activities		
Interest received	143	7
Cash Generated from Investment Activities	143	7
Net Cash used in Investment Activities (II)	143	7
(C) Cash Flow from Financing Activities		
Interest Paid	-	-
Net Cash used in Financing Activities (III)	-	-
Net Increase/(Decrease) in Cash & Cash Equivalents (I+II+III)	(56)	(2,908)
Cash & Cash Equivalents at the beginning	3,262	6,169
Cash & Cash Equivalents at the end of the year	3,206	3,262

Note :

Above Cash Flow Statement is prepared as per Indirect Method as prescribed under AS -3 as accepted in India.
Cash & Cash Equivalent balance which are not available for use as required by Para 48 of Ind AS 7 is NIL.

As per our report of even date

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

Gopal Bhatler
Partner
M.No. 411226

Place: Mumbai
Date: 30.05.2023

For Olympic Oil Industries Ltd.
For and on behalf of Board

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Sonam Kataria
Company Secretary

Statement of Change in Equity
For the year ended 31st March, 2023

A. EQUITY SHARE CAPITAL

PARTICULARS	Amt in 000
Balance as at 1st April 2021	28,540
Balance as at 31st March 2022	28,540
Balance as at 31st March 2023	28,540

B. OTHER EQUITY

(Amt in 000)

Particulars	Reserves & surplus		Other Comprehensive Income	Total
	Security premium	General Reserve		
Balance as at 1st April 2021	4,685	(2,47,155)	3,254	(2,39,216)
Profit for the year	–	(2,845)	–	(2,845)
Other Comprehensive Income (net of tax)	–	–	(907)	(907)
Balance as at 31st March 2022	4,685	(2,50,000)	2,347	(2,42,968)
Profit for the year	–	(4,723)	–	(4,723)
Other Comprehensive Income (net of tax)	–	34	34	
Balance as at 31st March 2023	4,685	(2,54,723)	2,382	(2,47,656)

As per our report of even date

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

For Olympic Oil Industries Ltd.
For and on behalf of Board

Gopal Bhatler
Partner
M.No. 411226

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Place: Mumbai
Date: 30.05.2023

Sonam Kataria
Company Secretary


Olympic Oil Industries Limited

1. Summary of Significant Accounting Policies

1.1 Basis of Preparation

Compliance with Ind AS

The Standalone Financial Statements have been prepared in accordance with Indian Accounting Standards (hereinafter referred to as the "Ind-AS") as notified by the Ministry of Corporate Affairs, pursuant to section 133 of the Companies Act 2013 (The Companies (Indian Accounting Standards) Rules, 2015) and comply in all material aspects with their provisions.

Historical Cost Conventions and Fair Value

These financial statements have been prepared on a historical cost basis, except for some assets and liabilities which have been measured at fair value, as specifically disclosed.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique.

Reporting Presentation Currency

All amounts in the standalone financial statements and notes thereon have been presented in Indian Rupees (INR) (reporting and primarily functional currency of the company) and rounded off to the nearest Lacs with two decimals, unless otherwise stated.

1.2 Classification of Assets and Liabilities

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle and other criteria set out in Ind-AS 1 notified under the Companies (Indian Accounting Standards) Rules, 2015. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, twelve months has been considered by the Company for the purpose of current/ non-current classification of assets and liabilities. However certain liabilities such as trade payables and some accruals for employee and other operating costs are part of the working capital used in the Company's normal operating cycle, accordingly classified as current liabilities even if they are due to be settled more than twelve months after the reporting period.

1.3 Accounting Estimates & Judgements and key sources of estimation uncertainty

Due to the nature of the Company's operations, critical accounting estimates and judgements principally relate to the:

- Tangible fixed assets (estimate useful life);
- Intangible fixed assets (estimate useful life)
- Impairment testing (if and when applicable)
- Provision inventories (obsolescence / lower net realizable value)
- Provision for doubtful debts
- Provision for employees' post employment benefits (actuarial assumptions)

In preparing the financial statements in conformity with the accounting principles generally accepted in India, management is required to make estimates and assumptions that affect reported amounts of assets and liabilities and the disclosure of contingent liabilities as at the date of the financial statements and the amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to such estimates is recognised in the period in which the same is determined.

The management of the Company makes assumptions about the estimated useful lives, depreciation methods or residual values of items of property, plant and equipment, based on past experience and information currently available. In addition, the management assesses annually whether any indications of impairment of intangible assets and tangible assets. The management of the Company believe that on balance sheet date no impairment indications were existing.

The management of the Company believe that the inventory balances on hand could be sold to the third parties at the disclosed value taking into consideration the condition of inventories held and current conditions in the market.

Furthermore, the management believe that the net carrying amount of trade receivables is recoverable based on their past experience in the market and their assessment of the credit worthiness of debtors at 31st March 2023. Such estimates are inherently imprecise and there may be additional information about one or more debtors that the management are not aware of, which could significantly affect their estimations.

The provisions for defined benefit plans have been calculated by a local (external) actuarial expert. The basic assumptions are related to the mortality, discount rate and expected developments with regards to the salaries. Management believes that the mortality tables used are general acceptable mortality tables the countries involved. The discount rates have been determined by reference to market yields at the end of the reporting period based on the expected duration of the obligation. The future salary increases have been estimated by using the expected inflation plus an additional mark-up based on historical experience and management expectations.

1.4 Inventories

Inventories are valued item wise at the lower of cost and net realizable value. Cost is ascertained on a 'weighted average' basis. Cost includes direct materials, labour, freight inwards, other direct cost, a proportion of manufacturing overheads based on normal operating capacity, net of refundable duties, levies and taxes wherever applicable.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

Assessment of net realisable value is made at each reporting date. When the circumstances that previously caused inventories to be written down below cost no longer exist or when there is clear evidence of an increase in net realisable value because of changed economic circumstances, the amount so written-down is adjusted in terms of policy as stated above.

Appropriate adjustments are made to the carrying value of damaged, slow moving and obsolete inventories based on management's current best estimate.

The cost of production (including cost of conversion) of joint products is allocated on the joint products based on rational and consistent basis i.e. relative realisable values at the separation point, when the products become separately identifiable.

By-products are valued at estimated net realizable value.

1.5 Property, Plant and Equipment

Recognition and measurement: Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.

Expenditure during construction / erection period is included under capital work-in-progress and is allocated to the respective property, plant and equipment on completion of construction / erection

1.6 Intangible Assets

Intangible Assets are stated at cost less accumulated amortization.

1.7 Impairment of Assets

Fixed Assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in the books for the item of fixed assets carried at cost. However in the opinion of the management, no provision is required for impairment of asset in the current year

1.8 Depreciation

- i) Depreciation on property, plant and equipment: Depreciation on fixed assets has been provided on W.D.V. Method at the rates and in the manner specified in schedule II of the Companies Act, 2013. The details of estimated life for each category of asset are as under:

Life of Assets	Life
Furniture & Fixture	10 years
Computer	3 years
Motor Car	8 years
Motor Bike / Cycles	10 years
Office Equipments	5 years

The cost and related accumulated depreciation are eliminated from the financial statements, upon sale and disposition of the assets and the resultant gains or losses are recognized in the statement of profit and loss.

1.9 Investments and other financial assets

Financial assets are initially measured on trade date at fair value, plus transaction costs. All recognized financial assets are subsequently measured in their entirety at either amortized cost or at fair value.

(a) Classification

The Investments and other financial assets has been classified as per Company's business model for managing the financial assets and the contractual terms of the cash flows.

(b) Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in debt instruments, this will depend on the business model in which the investment is held. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

(b1) Debt Instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company's classifies its debt instruments:

Amortised Cost:

Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a debt investment that is subsequently measured at amortised cost is recognised in profit or loss when the asset is derecognised or impaired. Interest income from these financial assets is included in profit and loss using the effective interest rate method.

Fair value through other comprehensive income (FVOCI):

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at fair value through other comprehensive income (FVOCI). Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in profit and loss using the effective interest rate method.

Fair value through profit or loss:

Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net in the statement of profit and loss within other gains/(losses) in the period in which it arises.

(b2) Equity/Mutual Fund instruments

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

- Investment in equity shares of subsidiaries, Partnership Firm and associates: On the transition date, the Company has

opted to carry investments in Equity shares of subsidiaries and associates at their deemed cost, i.e. previous GAAP carrying amount.

(c) Impairment of financial assets

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 28 details how the Company determines whether there has been a significant increase in credit risk.

For trade receivables, the company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

1.10 Cash and Cash Equivalents

Cash and cash equivalents comprise cash at bank and in hand, short-term deposits and highly liquid investments with an original maturity of three months or less which are readily convertible in cash and subject to insignificant risk of change in value.

For the purposes of the Statement of Cash Flow, cash and cash equivalents is as defined above, net of outstanding bank overdrafts. In the balance sheet, bank overdrafts are shown within borrowings in current liabilities.

1.11 Trade Receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business. If collection is expected to be collected within a period of 12 months or less from the reporting date, they are classified as current assets otherwise as non-current assets.

Trade receivables are measured at their transaction price unless it contains a significant financing component. Loss allowance for expected life time credit loss is recognized on initial recognition.

1.12 Borrowings

Borrowings are recognized initially at fair value, less attributable transaction costs. Subsequent to initial recognition, interest-bearing borrowings are stated at amortized cost with any difference between cost and redemption value being recognized in the statement of profit or loss over the period of the borrowings using the effective interest method.

1.13 Employee Benefits

(i) Short Term Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Benefits such as salaries, wages etc. and the expected cost of bonus, exgratia, incentives are recognized in the period during which the employee renders the related service.

(ii) Post-Employment Benefits

(a) Defined Contribution Plans

State Government Provident Fund Scheme is a defined contribution plan. The contribution paid/payable under the scheme is recognized in the profit & loss account during the period during which the employee renders the related service.

(b) Defined Benefit Plans

Gratuity

The Company has an obligation towards gratuity, a defined benefit retirement plan covering eligible employee's. The plan provides for a lump –sum payment to vested employee's at retirement, death while in employment or on termination of employment of an amount equivalent to 15 days salary payable for each completed year of service. Vesting occurs upon completion of five years of service. The company has obtained group gratuity policy with Life Insurance Corporation. The Company accounts for the liability for gratuity benefits payable in future based on an independent actuarial valuation, carried out as at the year end.

(c) The obligation for leave encashment is provided for and paid on yearly basis.

1.14 Derivative Financial Instruments

The Company uses derivative financial instruments i.e. Forward Contracts to hedge its risks associated with foreign exchange fluctuations. These derivative financial instruments are used as risk management tools only and not for speculative purposes. The fair values of these derivative financial instruments are recognized as assets or liabilities at the balance sheet date and gain/loss is recognized in statement of profit and loss.

1.15 Revenue Recognition

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, and value added taxes.

1.16 Other Income

Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the Company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

Dividend income is recognized in the income statement on the date the entity's right to receive payments is established.

Company has elected to present gains or losses arising from fair value adjustments of financial instruments, gains or losses on disposal of property, plant and equipment, gain or losses from disposal/redemption of investments and regular foreign currency transactions and translations as a separate line item "other gains/(losses) - net" on the face of the statement of profit and loss as permitted in para 85 of Ind AS 1.

1.17 Export Benefits

Export incentives in the form of Duty Draw back benefit/MEIS License is accounted for on accrual basis and treated as income from operations.

1.18 Income Taxes

The income tax expense is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years. Deferred tax is provided using the balance sheet liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantially enacted at the balance sheet date.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity/Mutual Funds. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.19 Foreign currency transactions and translation

The functional currency of the company is Indian rupee. Foreign currency transactions are recorded at exchange rates prevailing on the date of transaction. Monetary assets and liabilities in foreign currencies as at the Balance Sheet date are translated at exchange rate prevailing at the year end. Exchange differences arising on actual payments / realisations and year end translations including on forward contracts are dealt with in Profit and Loss.

1.20 Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Transaction cost in respect of long-term borrowings are amortised over the tenure of respective loans using effective interest method. All other borrowing costs are recognised in the statement of profit and loss in the period in which they are incurred. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

1.21 Leases

Company as a lessee

The Company recognizes a Right-of Use (RoU) asset at cost and corresponding lease liability, except for leases with term of less than twelve months (short term) and low-value assets in accordance with Ind AS 116 'Leases'. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- a. the contract involves the use of an identified asset
- b. the Company has substantially all of the economic benefits from use of the asset through the period of the lease and the Company has the right to direct the use of the asset.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease plus any initial direct costs etc. Subsequently, the right-of-use asset is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use asset is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets. The estimated useful life of the right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the Cash Generating Unit (CGU) to which the asset belongs. For lease liabilities at the commencement date, the Company measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate. For short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the lease term. The carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments or a change in the assessment of an option to purchase the underlying asset. Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised. The Company has used a single discount rate to a portfolio of leases with similar characteristics.

Company as a lessor

At the inception of the lease the Company classifies each of its leases as either an operating lease or a finance lease. The Company recognises lease income as and when due as per terms of agreements. The respective leased assets are included in the financial statements based on their nature. The Company did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard

1.22 Contingent Liabilities and Contingent Assets

A contingent liability is a possible obligation that arises from a past event, with the resolution of the contingency dependent on uncertain future events, or a present obligation where no outflow is probable. Major contingent liabilities are disclosed in the financial statements unless the possibility of an outflow of economic resources is remote. Contingent assets are not recognized in the financial statements but disclosed, where an inflow of economic benefit is probable.

1.23 Earnings Per Share

Earnings per share is calculated by dividing the net profit for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

Notes annexed to and forming part of the Balance Sheet as at 31st March, 2023 and Statement of Profit and Loss for the year ended 31st March, 2023

Note 2 : PROPERTY, PLANT & EQUIPMENTS

(Amount in 000)

S. No.	Particulars	Useful Life (in Years)	Gross Block			Depreciation				Net Block		
			As At 01.04.2022	Additions	Deletion	As At 31.03.2023	Upto 31.03.2022	For The Period	Sale	Upto 31.03.2023	As At 31.03.2023	As At 31.03.2022
1	Computer	3	614.26	-	-	614.26	589.97	-	-	589.97	24.29	24.29
2	Office Equipment	5	1,157.36	-	-	1,157.36	1,095.61	0.47	-	1,096.08	61.28	61.75
3	Furniture & Fixtures	10	201.61	-	-	201.61	185.89	3.98	-	189.87	11.74	15.72
4	Vehicle	8	10,838.52	-	-	10,838.52	10,171.75	124.84	-	10,296.59	541.92	666.77
5	Two Wheelers	10	217.80	-	-	217.80	182.01	8.19	-	190.20	27.59	35.79
	TOTAL		13,029.55	-	-	13,029.55	12,225.23	137.49	-	12,362.71	666.83	804.32
	Previous Year		13,029.55	-	-	13,029.55	12,009.14	216.09	-	12,225.23	804.32	1,020.40

Note 3 : Non Current Investments

(Rs. in 000's)

Particulars	As at 31.03.2023	As at 31.03.2022
Investment in Related Party		
Unlisted Equity Shares of Frost International Ltd. – valued at cost (20,50,000 Equity Shares of Rs. 10/- each fully paid up) (The investment is carried at cost. No impairment was identified in absence of adequate evidence and the same will be done during the year and in the opinion of management there is no erosion in the value of investment.)	41,000	41,000
	41,000	41,000

Note 4 : Deferred Tax Assets (Net)

Particulars	As at 31.03.2023	As at 31.03.2022
Deferred Tax Assets		
Opening Balance - Assets	-	-
Add/(Less) : During the Year	-	-
	-	-

Note 5 : Inventories

Particulars	As at 31.03.2023	As at 31.03.2022
(As taken, valued & certified by the Management)		
<u>Traded Goods - Valued at Cost or Market Value whichever is less</u>	-	-
	-	-

Note 6 : Trade Receivables

Particulars	As at 31.03.2023	As at 31.03.2022
Secured and Considered Good		
Unsecured		
Outstanding for more than Six Months - Considered doubtful	31,65,199	31,65,199
Others (Receivables due from related party / Director is Rs. Nil P.Y. Nil) * Though doubtful, Management is hopeful to recover the same hence, no provision has been made; the receivables are subject to confirmations.	-	-
Debts due by directors or others officers of Company (Details of Ageing is enclosed in Note No. 29)	-	-
	31,65,199	31,65,199

Note 7 : Cash And Cash Equivalents

Particulars	As at 31.03.2023	As at 31.03.2022
Cash in Hand*	2,583	2,631
*(As certified by the management)		
Other Bank Balances	623	630
	3,206	3,262

Note 8 : Others Financial assets

Particulars	As at 31.03.2023	As at 31.03.2022
Unsecured, Considered Doubtful		
Loans to the Related Parties*	4,06,195	4,06,531
*(Includes business advance given CY Rs 40.62 Crores PY Rs 40.65 Crores) in absence of confirmation and increased credit risk the same has been considered as doubtful and no provision has been made		
Advances recoverable in cash or in kind or for value to be received		
From Related Parties	13,231	13,231
From Others	35,079	39,010
(Includes Doubtful of Rs. 4.83 Crores (PY Rs. 5.22 Crores); no interest has been provided In absence of confirmation and increased credit risk the same has been considered as and no provision has been made		
	4,54,504	4,58,771

Note 8A : Current Tax Assets (Net)

Particulars	As at 31.03.2023	As at 31.03.2022
Advance Taxes & TDS	382	382
	382	382

Note 9 : Other Current Assets

Particulars	As at 31.03.2023	As at 31.03.2022
Prepaid Expenses	8	8
GST Receivable	679	498
	687	506

Note 10 : Equity Share Capital

Particulars	As at 31.03.2023	As at 31.03.2022
Authorised:		
40,00,000 (40,00,000) Equity Shares of Rs. 10/- each fully paid up	40,000.00	40,000.00
200 (200) 11% Redeemable Cum. Pref. Shares of Rs. 100 each	20.00	20.00
	40,020.00	40,020.00
Issued, Subscribed & Paid Up:		
28,54,000 Equity Shares (P.Y. 28,54,000) of Rs. 10/- each fully paid up.	28,540.00	28,540.00
	28,540.00	28,540.00

A) The reconciliation of the number of Shares Outstanding and the amount of Share Capital as at 31st March 2023

	No. of Shares	No. of Shares
Number of Shares & Share Capital at the beginning	2,854	2,854
Add : Shares issued during the year	–	–
Number of Shares at the end	2,854	2,854
	Amt. in 000	Amt. in 000
Share Capital at the beginning of the year	28,540	28,540
	28,540	28,540

B) Terms/Rights attached to equity shares

The Company has only one class of equity shares having a face value of Rs. 10/- per share. Each shareholder is entitled to one vote per share.

C) Following are the Share holders holding more than 5% of Equity Shares :

	No. of Shares	No. of Shares
Mr. Sunil Verma	218	218
Mr. Uday Desai	192	192

D) Details of shares held by each shareholders holding more than 5% shares: (Other than Promoters)

Shareholder's Name	As on 31.03.2023		As on 31.03.2022		% Change during the year
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

E) Details of Shares held by promoters at the end of the year

Shareholder's Name	As on 31.03.2023		As on 31.03.2022		% Change during the year
	No. of Shares Held	% of Holding	No. of Shares Held	% of Holding	
SUNIL VERMA	218.00	7.64%	218.00	7.64%	–
SUNIL VERMA HUF	132.22	4.63%	132.22	4.63%	–
UDAY JAYANT DESAI	191.64	6.72%	191.64	6.72%	–
SUJAY U DESAI	110.70	3.88%	110.70	3.88%	–
NILIMA U DESAI	36.10	1.27%	36.10	1.27%	–

Note 11 : Other Equity

Particulars	As at 31.03.2023	As at 31.03.2022
Reserves :		
Securities Premium Reserve	4,685	4,685
Add: Addition during the year	–	–
	4,685	4,685
Retained earnings :		
Surplus in Statement of Profit & Loss - Opening Balance	(2,50,000)	(2,47,155)
Add: Net Profit After Tax transferred from Statement of Profit & Loss	(4,723)	(2,845)
	(2,54,723)	(2,50,000)
Other Comprehensive Income		
Surplus in Statement of Profit & Loss - Opening Balance	2,347	3,254
Add : During the year	34	(907)
	2,382	2,347
(Details of Changes in equity is enclosed in Note No. 31)	(2,47,656)	(2,42,968)

Note 12 : Long Term Provisions

Particulars	As at 31.03.2023	As at 31.03.2022
Provision for Employee benefits		
Gratuity Payable	380	341
	380	341

The Company does not have any separate retirement/superannuation fund. The amount of provision for gratuity has been determined by a Registered Actuarial and has been provided as per IND AS -19

Note 13 : Short-Term Borrowings

Particulars	As at 31.03.2023	As at 31.03.2022
Secured Loans	–	–
Unsecured Loans from Related Party		
Frost Infrastructure & Energy Ltd	3,84,675	3,84,529
Current Year Interest : Rs. NIL (PY Interest Rs. NIL/-)	–	–
(Subject to confirmation and it is stated the same is overdue)	–	–
Unsecured Loans from Banks	6,87,508	6,87,508
(Overdue and become NPA)		
	10,72,183	10,72,037

Note : In addition to the above, the company has availed Non Fund based LC limits from the following banks:

- Oriental Bank of Commerce (OBC) - Sanctioned Limit - Rs.250 Crore against a margin of 80%
- Indian Overseas Bank (IOB) - Sanctioned Limit - Rs.235 Crore against a margin of 87.50%
- The above banks have an exclusive charge on merchandise covered by bills drawn under Foreign letters of credit.
- The LCs limit are also secured by personal guarantees of two directors.
- During the FY 2018-19 LCs had devolved and interest defaults continue.
- IOB & OBC loan account classified as NPA w.e.f. 15.05.2018 and 27.07.2018
- IOB - Interest expenses have not been charged and account for since June 2018, amount of interest unaccounted is unascertained.
- Forensic Audit was conducted for the period FY 12-13 to 17-18; Mangement had submitted their reply to Banks on the Report; being unsatisfied with certain observations in the Report, director got a transactional audit done then took legal opinion on it. The action taken by the banks against the Company relying on the forensic audit report were challenged before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company.

Note 14 : Trade Payables

Particulars	As at 31.03.2023	As at 31.03.2022
Trade Payables*	20,87,859	20,87,857
(*Balances are subject to confirmation from the respective parties and are overdue)		
(Details of Ageing is enclosed in Note No. 30)	20,87,859	20,87,857

The company has sought confirmations from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. Based on the confirmations received from the suppliers, there is no such outstanding Trade Payables.

Note 15 : Short Term Provisions

Particulars	As at 31.03.2023	As at 31.03.2022
Gratuity Payable	27	24
	27	24

Note 16 : Other Current Liabilities

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Advance from Customers*	7,23,286	7,23,286
*(Balances are subject to confirmation from the respective parties and interest if any are not provided for, being disputed and the same has not been converted at the F.E. rate at the end of the year and subject to compliance of Provision of FEMA Act)		
Other Liabilities	1,026	807
	7,24,312	7,24,093

Note 17 : Revenue from Operations

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Sale of Products	–	–
	–	–

Note 18 : Other Income

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
VAT Refund received	–	126
Excess Provision Written Back for Expenses	70	–
Excess Provision for Gratuity (Net of Gratuity paid for the year Rs. 100.67/- (in 000's))	–	38
Interest Received :	–	–
Bank FDR	143	7
	212	170

Note 19 : Employee Benefits Expenses

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Salary *	1,353	1,592
Gratuity	42	–
Staff Welfare	–	2
* (Include Remuneration to KMP Rs. 300/- (PY Rs. 325/-) (in 000/-))	1,394	1,593
*There is no contribution to PF, ESIC during the year hence disclosure as per para 53 of Ind AS 19 not applicable.		

Note 20 : Finance Costs

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Bank Charges	2	2
	2	2

Note 21 : Administrative & Other Expenses

Particulars	For the year ended 31.03.2023	For the year ended 31.03.2022
Auditors Remuneration	200	60
Fee, Taxes & Subscription	390	524
Advertisement & Publicity Expenses	96	98
Legal & Professional Charges	915	784
Insurance Expenses	50	27
Miscellaneous Expenses	2	8
Postage & Telephone	7	10
Printing & Stationery	9	7
Rent & Lease	30	29
Repair & Maintenance Expenses	145	97
Prior Period Expenses	270	9
Travelling & Conveyance Expenses	1,046	458
	3,161	2,111

Note 21A : Auditor Remuneration Includes as

Audit Fees	200	60
Other matters	215	—

NOTE 22 : EARNING PER SHARES (EPS)

Particulars	For the year ended 31.03.2023 (Amount in 000')	For the year ended 31.03.2022 (Amount in 000')
Net profit after tax as per Profit & Loss Statement	(4,689)	(3,752)
Weighted average number of shares used as denominator for calculation of EPS	2,854	2,854
Basic & Diluted Earning per shares	(1.64)	(1.31)
Face value of Equity shares	10	10

NOTE : 23 - RELATED PARTY TRANSACTIONS :

“Related Party Disclosure” in compliance with Ind AS-24, are given below

a) List of related parties where control exists and related parties with whom transactions have taken place and relationship.

Sr. No.	Name of the Related Party	Relationship	% of Holding
1	Frost International Ltd.	KMP's significant influence	NIL
2	Frost Infrastructure & Energy Ltd.		
3	Globiz Exim Pvt Ltd.		
4	Comet Overseas Private Limited		
1	Nipun Verma	Key Management Personal	NIL
2	Arvind Srivastava		
3	Poonam Singh		
4	Sonam Kataria		
5	Kulpreet Singh Bhogal		
6	Manisha Issrani		

b) Transaction during the year with related parties :

Figures in 000's

	Particulars	Enterprise under Influence of KMP		Key Management Personnel	
		2022-23	2021-22	2022-23	2021-22
	1 Receiving of Services	—	—	—	—
	2 Salary to KMP	—	—	300.00	325.00
	3 Rent Paid	—	—	—	—
	4 Financial Contribution				
a.	Made	146	3,554	—	—
b.	Received	336	956	—	—
	5 Outstanding Receivables	4,19,426	4,19,762	—	—
	6 Outstanding Payables	3,84,675	3,84,528	—	300.00
	7 Investment made	41,000	41,000	—	—
c.	Provisions for doubtful debts related to the amount of outstanding balances	—	—	—	—
d.	The expense recognised during the period in respect of bad or doubtful debts due from related parties	—	—	—	—

NOTE 24 : CONTINGENT LIABILITIES & COMMITMENTS

	2022-23	2021-22
a) Sales Tax demand disputed by the Company	NIL	NIL
b) Corporate guarantee	NIL	NIL
c) Estimated amount of Capital contracts remaining to be executed	NIL	NIL
d) Bank guarantee and Letter of Credit	NIL	NIL
e) Income Tax demand being disputed and under appeal	NIL	NIL

NOTE 25 : RETIREMENT BENEFIT OBLIGATION**Retirement Benefits**

As per Ind AS 19 the Company has recognized “ Employees Benefits” in the financial statements in respect of Employee Benefits Schemes as per Actuarial Valuation as on 31st March 2023.

A) Defined Contribution Plans

- (i) Provident Fund
- (ii) State defined Contribution Plans
 - Employer's Contribution to Employee's State Insurance.
 - Employer's Contribution to Employees's pension scheme 1995.

The Provident fund and the state defined contribution plan are operated by the Regional Provident Fund commissioner. Under the scheme, the company is required to contribute a specified percentage of payroll cost to the retirement benefit scheme to fund the benefits. These funds are recognised by the Income Tax authorities.

B) Defined Benefit Plans

The Gratuity fund is maintained with the LIC of India under Group Gratuity Scheme

Valuation in respect of Gratuity have been carried out by independent actuary, as at the Balance Sheet date, based on the following assumptions and sensitivity

Amount in Balance Sheet	Increase/(Decrease)	31/03/2022	31/03/2023
Defined Benefit Obligation (DBO)	42	366	407
Fair Value of Plan Assets	–	–	–
Funded Status –(Surplus)/Deficit	42	366	407
Unrecognized Past Service Cost / (Credit)	–	–	–
Unrecognised Asset due to Limit in Para 64(b)	–	–	–
Liability/(Asset) Recognised in the Balance Sheet	42	366	407

Current / Non Current Bifurcation	Increase/(Decrease)	31/03/2022	31/03/2023
Current Liability	3,030	24,187	27,217
Non Current Liability	38,898	3,41,319	3,80,217
Liability/(Asset) Recognised in the Balance Sheet	41,928	3,65,506	4,07,434

Amount Recognised in Statement of Profit & Loss	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Total Expense/(Income) included in "Employee Benefit Expense"	(24)	101	76

Appendix A : Ind AS 19 Disclosures

Table 1 : Amounts in Balance Sheet

Amounts in Balance Sheet	Increase/(Decrease)	31/03/2022	31/03/2023
Defined Benefit Obligation (DBO)*	42	366	407
Fair Value of Plan Assets	–	–	–
Funded Status –(Surplus)/Deficit	42	366	407
Unrecognized Past Service Cost / (Credit)	–	–	–
Unrecognised Asset due to Limit in Para 64(b)	–	–	–
Liability/(Asset) Recognised in the Balance Sheet	42	366	407

Table 2 : Amount Recognised in the Statement of Profit & Loss

Amount Recognised in the Statement of Profit & Loss	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Current Service Cost	(23)	74	51
Interest Cost	(1)	27	26
Expected Return on Plan Assets	–	–	–
Past Service Cost	–	–	–
(Gain)/Loss due to Settlements/ Curtailments/Acquisitions/Divestitures	–	–	–
Total Expense/(Income) included in "Employee Benefit Expense"	(24)	101	76

Table 3 : Amount recognised in Other Comprehensive Income (OCI)

Amount recognised in Other Comprehensive Income (OCI)	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Amount recognized in OCI, Beginning of Period	(138)	(2,209)	(2,347)
Remeasurements due to :	–	–	–
Effect of Change in financial assumptions [C]	19	(15)	4
Effect of Change in demographic assumptions [D]	–	–	–
Effect of experience adjustments [E]	85	(123)	(38)
Actuarial (Gains)/Losses (C+ D +E)	104	(138)	(34)
Return on plan assets (excluding interest)	–	–	–
Total remeasurements recognized in OCI	104	(138)	(34)
Amount recognized in OCI, End of Period	(34)	(2,347)	(2,382)

Table 4 : Actual Return on Plan Assets	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Interest Income Plan Asset	-	-	-
Actuarial Gains/(Losses) on Plan Assets	-	-	-
Actual Return on Plan Assets	-	-	-

Table 5 : Change in Present Value of Benefit Obligation during the Period	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Defined Benefit Obligation, Beginning of Period	(38)	403	366
Current Service Cost	(23)	74	51
Interest Cost	(1)	27	26
Actual Plan Participants' Contributions	-	-	-
Actuarial (Gains)/Losses	104	(138)	(34)
Acquisition/Business Combination/Divestiture	-	-	-
Actual Benefits Paid	-	-	-
Past Service Cost	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-
Loss / (Gains) on Curtailments	-	-	-
Liabilities Extinguished on Settlements	-	-	-
Defined Benefit Obligation, End of Period	42	366	407

Table 6 : Change in Fair Value of Plan Assets during the Period	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Fair value of Plan Assets, Beginning of Period	-	-	-
Interest Income Plan Asset	-	-	-
Actual Plan Participants' Contributions	-	-	-
Actuarial Gains/(Losses)	-	-	-
Acquisition/Business Combination/Divestiture	-	-	-
Changes in Foreign Currency Exchange Rates	-	-	-
Liabilities Extinguished on Settlements	-	-	-
Fair Value of Plan Assets, End of Period	-	-	-

Table 7: Current / Non Current Benefit Obligation	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Current Liability	3	24	27
Non Current Liability	39	341	380
Liability/(Asset) Recognised in the Balance Sheet	42	366	407

Table 8 : Other Items	Increase/(Decrease)	31/03/2022	31/03/2023
Expected Contributions for the next financial year	-	-	-
Weighted average duration (based on discounted cash flows)	(0)	0	0

Table 9 : History of DBO, Asset values, Surplus / Deficit & Experience Gains / Losses					
	31/03/2023	31/03/2022	31/03/2021	31/03/2020	31/03/2019
DBO	407	366	403	1,841	1,385
Plan Assets	-	-	-	-	-
(Surplus)/Deficit	407	366	403	1,841	1,385
Exp Adj – Plan Assets Gain/(Loss)	-	-	-	-	-
Assumptions (Gain)/Loss	4	(15)	(12)	96	17
Exp Adj – Plan Liabilities (Gains)/Loss	(38)	(123)	(1,711)	(23)	(61)
Total Actuarial (Gain)/Loss	(34)	(138)	(1,723)	73	(43)

Table 10 : Category of Assets	Increase/(Decrease)	31/03/2022	31/03/2023
Govt. of India Securities (Central and State)	-	-	-
High quality corporate bonds (incl PSU Bonds)	-	-	-
Equity shares of listed companies	-	-	-
Real Estate / Property	-	-	-
Cash (including Special Deposits)	-	-	-
Other (including assets under Schemes of Ins.)	-	-	-
Total	-	-	-

Table 11 : Recognition of Actuarial Gain / Loss	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Actuarial (Gain)/Loss arising on DBO	104	(138)	(34)
Actuarial (Gain)/Loss arising on Plan Assets	–	–	–
Total (Gain)/Loss recognized during the period	104	(138)	(34)
Unrecognized Actuarial (Gain)/Loss, End of Year	–	–	–

Table 12 : Recognition of Past Service Cost	Increase/(Decrease)	31-03-2021 to 31-03-2022	31-03-2022 to 31-03-2023
Opening Non Vested Past Service Cost	–	–	–
New Past Service cost arising in the period	–	–	–
Past Service cost recognized in the period	–	–	–
Closing Non Vested Past Service Cost	–	–	–

Appendix B : Additional Disclosures (Cash Flows)

Sensitivity Analysis	31/03/2023
Defined Benefit Obligation (Base)	407

Table 13 : Sensitivity Analysis	31/03/2023	
	Decrease	Increase
Discount Rate	428	388
Impact of increase/decrease in 50 bps on DBO	5.11%	-4.73%
Salary Growth Rate	391	425
Impact of increase/decrease in 50 bps on DBO	-4.15%	4.32%

Table 14 : Expected CashFlows	31/03/2023
Year 1	27
Year 2	27
Year 3	27
Year 4	27
Year 5	28
Year 6 to 10	139

NOTE 26 : SEGMENT INFORMATION**Geographic information**

The segments are managed on a worldwide basis, but operate manufacturing facilities and sales offices in India. The geographic information analyses the Company's revenue and receivables from customers of Company's country of domicile and other countries. In presenting the geographic information, segment revenue has been based on the geographic location of customers.

(Amt in 000's)

Geographical Segments	Domestic		Export		Total	
	2022-23	2021-22	2022-23	2021-22	2022-23	2021-22
Revenue	–	–	–	–	–	–
Carrying amount of Trade Receivables**	37,480	37,480	31,27,720	31,27,720	31,65,199	31,65,199

**Though Considered doubtful no provision has been made, Actual receivable is considered as carrying value.

Other Information

- The Company has common assets for producing goods for domestic market and overseas market.
- Sales of the Company is evenly distributed, disclosure of major customer could not be made.

(g) Trade & other receivable / Payables

The management assessed that Trade Receivables, Cash and Cash equivalents, Bank Balances, Deposits, other non derivative current financial, assets, Short term borrowings, Trade payables, Non derivative Current Financial Liabilities approximate their carrying amount largely due to the short-term maturities of these instruments.

NOTE : 27 CAPITAL MANAGEMENT

The Company manages its capital to ensure to continue as a going concern while maximizing the return to the equity holders through optimization of the debt to equity balance. In order to achieve this, requirement of capital is reviewed periodically with reference to operating and business plans that take into account capital expenditure and strategic investments. Apart from internal accrual, sourcing of capitalised one through judicious combination of equity and borrowings, both short and long term.

The Company monitors capital using a ratio of adjusted net debt to adjusted equity. For this purpose, adjusted net debt is defined as total liabilities, comprising interest bearing loans and borrowings, less cash and cash equivalents and current investment. Adjusted equity comprises all components of equity.

(Amt in 000's)

PARTICULARS	As at 31st March 2023	As at 31st March 2022
Total Interest bearing liabilities*	6,87,508	6,87,508
Less : Cash and cash equivalents	2,584	2,632
Adjusted Net Debt	6,84,924	6,84,876
Total Equity	(2,16,440)	(2,13,338)
Adjusted Equity	(2,16,440)	(2,13,338)
Adjusted Net Debt to adjusted Equity ratio	(3.16)	(3.21)

Bank accounts in respect of non fund based limits became NPA w.e.f. July 2018 on account of LC devolvement. No interest has been provided since July, 2018 amount is unascertained.

NOTE : 28 - FINANCIAL RISK MANAGEMENT

(a) Risk Management Framework

In the ordinary course of business, the Company is exposed to a different extent to a variety of financial risks: foreign currency risk, interest rate risk, liquidity risk, price risk and credit risk. In order to minimize any adverse effects on the financial performance of the Company, derivative financial instruments, such as foreign exchange forward contracts, foreign currency option contracts are entered to hedge certain foreign currency risk exposures. Derivatives are used exclusively for hedging purposes and not as trading or speculative instruments.

(b) Credit Risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in financial instruments.

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely both in domestic and export market. The Management impact analysis shows credit risk and impact assessment as low.

Investments are reviewed for any fair valuation loss on periodically basis and necessary provision/fair valuation adjustments has been made based on the valuation carried by the management to the extent available sources, the management does not expect any investment counterparty to fail to meet its obligations.

(c) Liquidity Risk management

Ultimate responsibility for liquidity risk management rests with the board of directors. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

Liquidity risk table

The following table provides details of the remaining contractual maturity of the Company's financial Liabilities. It has been drawn up based on the undiscounted cash flows and the earliest date on which the Company can be required to pay.

(d) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices mainly comprise three types of risk: currency rate risk, interest rate risk and other price risks. Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. This is based on the financial assets and financial liabilities held as at March 31, 2023 and March 31, 2022. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimizing the return. The Company uses derivatives like forward contracts to manage market risks on account of foreign exchange.

Currency risk

The Company is exposed to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD and Euro. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (Rupees). Currency risks related to the principal amounts of the Company's foreign currency payables, have been partially hedged using forward contracts taken by the Company.

Sensitivity analysis

A Reasonably possible strengthening/(weakening) of the Indian Rupees against US dollars at March 31 would have affected the measurement of financial instruments denominated in US dollars and affected equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular interest rate remain constant and ignores any impact of forecast sales and purchases.

Interest Rate Risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. During 31st March 2023 and 31st March 2022, the Company's borrowings at variable rate were denominated

in India Rupees. Currently the Company's borrowings are within acceptable risk levels, as determined by the management, hence the Company has not taken any swaps to hedge the interest rate risk.

Exposure to Interest Rate Risk

The Company's Interest Rate Risk arises from borrowings obligations. Borrowings issued exposes as fair value interest rate risk. The interest rate profile of the company's interest bearing financial instruments as reported to the management of the Company is as follows.

Cash flow Sensitivity Analysis for Variable -Rate Instruments

A reasonably possible change of 50 basis points in interest rates at the reporting date would have increased (decreased) equity and profit or loss by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency exchange rate, remain constant.

NOTE : 29 - Trade and Other Receivables

Credit risk is the risk that a customer may default or not meet its obligations to the company on a timely basis, leading to financial losses to the Company. The management has an advance collection /credit policy criteria in place and the exposure to credit risk is monitored on an ongoing basis. Credit evaluations are performed on all customers requiring credit over a certain amount. Before accepting a new customer, the Company uses an internal credit system to assess the potential customer's credit quality and defines credit limits separately for each individual customer. **The gross carrying amount of trade receivables as at 31st March 2023 aggregates Rs 31,651.99 Lacs (P.Y. Rs. 31,651.99 Lacs) and trade receivables are due for more than six months from the reporting date of Rs 31,651.99 Lacs (P.Y. 31,651.99 Lacs).** The Company reviews for any required allowance for impairment that represents its expected credit losses in respect of trade receivables. The company assess impairment based on the expected credit loss (ECL) model to all its financial assets measured at amortised cost.

Trade Receivable Aging Schedule As at 31st March 2023

Particulars	Outstanding for following periods from date of payments					Total (Amount in 000's Rs.)
	Less Than 6 Month	6 Month to 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) Undisputed Trade Receivables - Considered Good	-	-	-	-	-	-
ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables - Which have significant increase in credit risk**	-	-	-	-	31,65,199	31,65,199
vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

Trade Receivable Aging Schedule As at 31st March 2022

Particulars	Outstanding for following periods from date of payments					Total (Amount in 000's Rs.)
	Less Than 6 Month	6 Month to 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) Undisputed Trade Receivables - Considered Good	-	-	-	-	-	-
ii) Undisputed Trade Receivables - Which have significant increase in credit risk	-	-	-	-	-	-
iii) Undisputed Trade Receivables - credit impaired	-	-	-	-	-	-
iv) Disputed Trade Receivables - Considered Good	-	-	-	-	-	-
v) Disputed Trade Receivables - Which have significant increase in credit risk**	-	-	-	11	31,65,188	31,65,199
vi) Disputed Trade Receivables - credit impaired	-	-	-	-	-	-

** Considered Doubtful

Note 30: Trade Payable

Trade Payable Aging Schedule As at 31st March 2023

(Amount in Rs. 000's)

Particulars	Outstanding for following periods from date of payments				Total (Amount in 000's Rs.)
	Less Than 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) MSME	-	-	-	-	-
ii) Others*	1	17	-	3	22
iii) Undisputed Dues - MSME	-	-	-	-	-
iv) Disputed Dues - Considered Good	-	-	-	20,87,837	20,87,837
					20,87,859

Trade Receivable Aging Schedule As at 31st March 2022

Particulars	Outstanding for following periods from date of payments				Total (Amount in 000's Rs.)
	Less Than 1 Year	1 to 2 Year	2 to 3 Year	More than 3 Year	
i) MSME	–	–	–	–	–
ii) Others*	17	–	3	–	20
iii) Undisputed Dues - MSME	–	–	–	–	–
iv) Disputed Dues - Considered Good	–	–	–	20,87,837	20,87,837
					20,87,857

*In absence of relevant data regarding MSME the same has been considered as payable to others

Note 31: Statement of Change in Equity

As at 31st March, 2023

A. EQUITY SHARE CAPITAL

Particulars	Amt in. Rs. in 000's
Balances as at 1st April 2021	28,540
Balances as at 1st April 2022	28,540
Balances as at 1st April 2023	28,540

B. OTHER EQUITY

Rs. In 000's

Particulars	Reserves & Surplus		Other Compre- hensive Income	Total
	Security premium	General Reserve		
Balance as at 1st April 2021	4,685.00	(2,47,154.51)	3,253.71	(2,39,216)
Profit for the year	–	(2,845)	–	(2,845)
Other Comprehensive Income (net of tax)	–	–	(907)	(907)
Balance as at 31st March 2022	4,685	(2,50,000)	2,347	(2,42,968)
Profit for the year	–	(4,723)	–	(4,723)
Other Comprehensive Income (net of tax)	–	–	34	34
Balance as at 31st March 2023	4,685	(2,54,723)	2,382	(2,47,656)

Note 32: Financial Ratios

Sr. No.	Ratios	Numerator	Denominator	FY 22-23	FY 21-22	Variance	Reason for Variance
1	Current Ratio	Current Assets	Current Liabilities	0.93	0.93	(0.12)	
2	Debt-Equity Ratio	Total Debt	Shareholder's Equity	(4.89)	(5.00)	(2.12)	
3	Debt Service Coverage Ratio	Earning for Debt Service = Net Profit after Tax + Non cash operating expenses	Debt Service = Interest & Lease Payments + Principal Repayments	30.93	24.10	28.33	There is very less repayment of dues during the year as compared to Previous year
4	Return on Equity Ratio	Net Profit after Tax - Preference Dividend	Average Shareholder's Equity	0.02	0.02	22.25	No Operation during the year
5	Inventory turnover ratio	Cost of Goods Sold	Average Inventory	NA	NA	NA	
6	Trade Receivables turnover ratio	Net Credit Sales = Gross Credit Sales - Sales Return	Average Trade Receivables	NA	NA	NA	
7	Trade payables turnover ratio	Net Credit Purchases = Gross Credit Purchases - Purchase Return	Average Trade Payables	NA	NA	NA	
8	Net capital turnover ratio	Net Sales = Total sales - sales return	Working Capital = Current assets - Current liabilities	NA	NA	NA	
9	Net profit ratio	Net Profit	Net Sales = Total sales - sales return	NA	NA	NA	
10	Return on Capital employed	Earnings before interest and taxes	Capital Employed = tangible net worth + total debt + deferred tax liability	(0.01)	(0.00)	19.75	No Operation during the year
11	Return on investment	Interest (Finance Income)	Investment	NA	NA	NA	

NOTE NO.33**DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED U/S 186 (4) OF THE COMPANIES ACT, 2013.**

- 1 Loans given as at balance sheet date C.Y. Rs. 40.62 Crores (P.Y. 40.65 Crores)
- 2 Investments made as at balance sheet date of C.Y. Rs. 4.10 Crores (P.Y. Rs. 4.10 crores)
- 3 Guarantees given and Securities provided by the Company in respect of loan C.Y. Rs.NIL (P.Y. Rs.NIL)

NOTE : 34 - Disclosure” in compliance with Non-Current Investment are given below :

(Amount in 000)

Name of Related party	Percentage of Shares	Balance as at 31st March 2023	Balance as at 31st March 2022
Frost International Limited	2.74	41,000	41,000
		41,000	41,000

In absence of adequate information regarding Networth/Book value of the company hence the impairment of these investments has not been ascertained.

NOTE : 35 - Going Concern

The company has stopped merchant trade activity since FY 19-20 till the balance sheet date, however management is hopeful to explore some business activity to be carried out in coming year, hence accounts are prepared on going concern basis.

NOTE : 36

Company has neither paid any interim dividend during the year nor any dividend has been proposed as at the close of the year.

NOTE : 37

Certain debit / credit balances are subject to confirmations and reconciliations.

NOTE : 38

- (i) The action taken by the banks against the Company relying on the forensic audit report were challenged before the Hon'ble Delhi High Court. The Hon'ble Delhi High Court vide order dated 12.05.2023 has set aside the declaration of fraud against the Company.
- (ii) The SFIO had sent enquiries seeking information from the Company. The said information has been duly provided and the Company is fully cooperating with the SFIO in its investigation. Till date, there have been no further developments in the matter.
- (iii) In respect of the CBI proceedings, the matter is currently pending before the Ld. Trial Court at Lucknow and the proceedings are at a very nascent/preliminary stage. The Company is hopeful of an honorable acquittal in the said proceedings.

NOTE : 39 - Deferred Tax Assets/Liabilities

The Company has not recognised Defferred Tax Assets during the year in view of losses and ultimate uncertainty of future profits.

NOTE : 40

The previous year figures have been regrouped/ reclassified, wherever necessary to confirm to the current year presentation.

NOTE : 41 - APPROVAL OF FINANCIAL STATEMENTS

The Financial Statements were approved for issue by the Board of Directors on 30.05.2023

As per our report of even date

For Bhatler & Associates
Chartered Accountants
FRN: 131411W

For Olympic Oil Industries Ltd.
For and on behalf of Board

Gopal Bhatler
Partner
M.No. 411226

Nipun Verma
Director
Din : 02923423

Poonam Singh
Director
Din : 07099937

Place: Mumbai
Date: 30.05.2023

Sonam Kataria
Company Secretary


Olympic Oil Industries Limited
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Tel: 91 22 2654 0901 | **Fax:** 91 22 2652 0906 | **E-mail ID:** olympicoilltd@gmail.com | **Website:** www.olympicoil.co.in