



OLYMPIC CARDS LTD

A HOME FOR WEDDING CARDS

(Regd. Office - 195, N.S.C. Bose Road, Chennai - 600 001.)

Website : www.oclwed.com

E-mail : office@oclwed.com

GST No : 33AAAC03651L1Z4

CIN No : L859937N1992PLC022521

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of
Service...

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On-line intimation/submission - SCRIP CODE: 534190

OCL/BSE/2024-25/50

September 03, 2024

The Bombay Stock Exchange Limited
25th Floor, P.J. TOWERS,
Dalal Street, Fort,
Mumbai-400 001

Dear Sirs,

Sub: Submission of Notice of 32nd Annual General Meeting and Annual Report for the Financial Year 2023-24 under regulation 34 of SEBI(LODR) Regulations, 2015.

Pursuance to Regulation 34 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find enclosed the Notice of 32nd Annual General Meeting and Annual Report for the financial year 2023-24.

Kindly take the above on record.

Thanking you,

For OLYMPIC CARDS LIMITED.

Kuppan

Digitally signed by
Kuppan
Date: 2024.09.03
12:21:16 +05'30'



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

Encl: As above



OLYMPIC CARDS LTD

A HOME FOR WEDDING CARDS

Regd. Off. 195, N.S.C. Bose Road,
Chennai - 600 001.

32nd

Annual Report

2023 - 2024

MISSION:

To provide a one-stop-solutions through continuous innovation and total employee involvement.

VISION:

To be a world leader in the field of Printing

GREEN INITIATIVES IN CORPORATE GOVERNANCE

The Ministry of corporate affairs has taken a “Green Initiative in the corporate Governance” by allowing paperless compliances by the companies and has issued circulars, stating that service of notice/ documents including Annual Reports can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their email addresses, so far, are requested to register their email addresses in respect of electronic holdings with the Depository through their concerned Depository Participants.

As per the circular issued by securities and exchange board of India (SEBI) No. SEBI/HO/MIRSD/DOPI/CIR/P/2018/73, dated 20.04.2018 all the shareholders who are holding shares in physical form are requested to kindly send the following documents to the Company’s Registrar and Share Transfer Agent:

M/S. CAMEO CORPORATE SERVICES LIMITED
 Subramaniam Building, No.1, Club House Road,
 Chennai 600 002
 Phone No.044-28460390 -394; Fax:044-28460129
 Email: investor@cameoindia.com;
 Web: <https://investors.cameoindia.com>

1. Copy of self-attested PAN card of the shareholders including joint holders, if any, in the format already sent to the shareholders by Registered Post by the Company’s Registrars and Share Transfer Agents.
2. Bank Account details of the first/sole shareholders, as per the Bank Mandate format in the format recently sent to the shareholders by Registered Post by the Company’s Registrars and Share Transfer Agents.
3. Original cancelled cheque leaf with the name of the first/sole shareholder printed on it or copy of the bank passbook showing name & account details of the account holder attested by the Bank.

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OLYMPIC CARDS LIMITED - CORPORATE INFORMATION

N. Mohamed Faizal	-	Managing Director(DIN:00269448)
S. Jarina	-	Woman Director (DIN:00269434)
K. Meyyanathan	-	Independent Director(DIN:(07845698)
Alagarsamy Uthandan	-	Independent Director(DIN:(07847682)
Audit Committee		
K.Meyyanathan	-	Independent Director(DIN:07845698) Chairman
Alagarsamy Uthandan	-	Independent Director-(DIN:07847682) Member
N. Mohamed Faizal	-	Member
Auditors	1.	M/s. MRC & Associates, Chartered Accountants, M.No.215032; FRN:004005S No.7, East Park Road, Shenoy Nagar, Chennai-600030. Phone No.044-26643410/26642853 E-Mail: gali.chiranjeevi@gmail.com; (Till:11 th November 2023)
	2.	M/s. Elisas George & Co M.No.245458; FRN:000801S. Millennium Towers, 3rd Floor, 146/10, Nelson Manickam Road, Chennai 600029. E-Mail:Solomon@egcchennai.com (From: 9 th December 2023)
Chief Financial Officer	:	R. Dhanasekaran
Company Secretary & Compliance Officer	:	Dr. S. Kuppan, M.No.A31575
Bankers	:	HDFC Bank Ltd., Mylapore, Chennai-600004
Registered Office	:	195, N.S.C. Bose Road, Chennai – 600 001. CIN: L65993TN1992PLC022521 Telephone: 044 - 2538 0652 /4292 1000. Fax : 044 - 2539 0300 E-mail:office@oclwed.com Website:www.oclwed.com
Registrar and Share Transfer Agents	:	M/S. CAMEO CORPORATE SERVICES LIMITED Subramanian Building, No.1, Club House Road, Chennai 600 002 Phone No.044-28460390 -394; Fax:044-28460129 Email: investor@cameoindia.com; Web: https://investors.cameoindia.com
Secretarial Auditors	:	Mrs. M. Keerthana, Company Secretary in Practice, M.No.63005; COP No.26186 Flat 2, Shanti Villa, Bharathi Nagar III Street, T.Nagar, Chennai-600017. Mobile No.8056037780 E-Mail: mkeerthana2013@gmail.com

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 32nd Annual General Meeting of the members of OLYMPIC CARDS LIMITED will be held on Thursday, 26th September, 2024, 14.00 hours IST through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following:

ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as on 31st March, 2024 and the statement of Profit & Loss for the year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mrs. S. Jarina (DIN: 00269434) who retires by rotation and being eligible, offers herself for re-appointment.
3. To consider and, if thought fit, to pass with or without modification the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 (8) of the Companies Act, 2013 and other applicable provisions of the Act, if any, including any statutory modifications, amendments or re-enactments there of and as recommended by the Board of Directors of the Company, consent of the Company be and is hereby accorded to appoint M/s Subramanian & Associates, Chartered Accountants (ICAI Firm Registration No.012360 S) as the Statutory Auditors of the company for a period of five years to fill the vacancy arised due to expiry of the term of appointment of M/s. Elias George & Co, Chartered Accountants (FRN: 000801S) who was acting in the casual vacancy.

FURTHER RESOLVED THAT M/s Subramanian & Associates, be and is hereby appointed as Statutory Auditors of the company to conduct the audit of the accounts of the company for a period of five years and shall hold the office as Statutory Auditor from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting to be held in 2029 on such remuneration as may be decided by the board.

FURTHER RESOLVED THAT the Board of Directors, be and is, hereby empowered and authorized to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary e-forms with Registrar of Companies.”

SPECIAL BUSINESS

4. Re-appointment of Mr. N. Mohamed Faizal (DIN.00269448) as Managing Director for a period of 3 years with effect from 26th November, 2024. To consider and if thought fit, to pass, with or without modification(s), the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 and Rules made there under, read with Schedule V to the Act (including any statutory modification or re-enactment thereof), consent of the Company be and is hereby accorded for the reappointment of Mr. N. Mohamed Faizal (DIN:00269448) as Managing Director of the Company for a period of three years with effect from 26.11.2024 to 25.11.2027 on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice, including remuneration to be paid in the event of loss or inadequacy of profits in any financial year and is not liable to retire by rotation.”

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 (the “Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), the company’s Policy on Related Party Transactions and any other applicable provisions including any amendments thereto for the time being in force, consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into Contract(s) /arrangement(s)/transaction(s) with the entities shown in the Explanatory Statement attached to this Notice, entities in which Mr. N. Mohamed Faizal (DIN:00269448), Managing Director and Mrs.S. Jarina (DIN:00269434), Non-Executive Director are interested in the capacity as a Partner/Sole Proprietor of the said other entities, a related party within the meaning of Section 2(76) of the Act, for the purpose of the transactions shown in the Explanatory Statement attached to this Notice on such terms and conditions as the Board of Directors may deem fit, upto a maximum aggregate value of Rs. 10,00,00,000/- (Rupees Ten Crores only) for the transaction(s) so carried out shall be at arm’s length basis and in the ordinary course of business of the Company and unsecured loan(s) from Directors of the company upto a maximum aggregate of Rs.10,00,00,000/- Crores (Rupees Ten Crores only) for the Financial Year 2024 -2025.”

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

Registered Office

OLYMPIC CARDS LIMITED,
95, N.S.C. Bose Road, Chennai - 600 001.
CIN: L65993TN1992PLC022521
Telephone: 044 - 2538 0652 / 4292 1000;
Fax: 044 - 2539 0300
E-mail: office@oclwed.com;
Website: www.oclwed.com

BY ORDER OF THE BOARD
For OLYMPIC CARDS LIMITED

Place: Chennai
Date: 14th August, 2024

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

NOTE :

- The Ministry of Corporate Affairs (MCA) has, vide its Circular dated December 28, 2022 read together with Circulars dated May 5, 2022, January 13, 2021, December 8, 2021, December 14, 2021, April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as “MCA Circulars”) and further Circular(s) in the matter permitted convening the Annual General Meeting (“AGM”/“Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without physical presence of the members at a deemed venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 (“the Act”) read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the AGM of the Company is being held through VC/OAVM. The deemed venue for the AGM shall be the Registered Office of the Company .
- Additional information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the items No . 3 , 4 & 5 of this notice is appended .Further ,the company has received relevant disclosure /consent from the directors seeking re appointment .
- The Register of Members and Share Transfer Books of the Company will remain closed **from 20th September, 2024 to 26th September, 2024** (both days inclusive) in terms of the provisions of Section 91 of the Companies Act, 2013 and the applicable clauses of the SEBI (Listing Obligations and Disclosures Requirements Regulations) 2015.
- In compliance with the aforesaid MCA Circulars and SEBI Circular Notice of the AGM along with the Annual Report 2023 is being sent only through electronic mode to those Members whose email addresses are registered with the Company /Depositories .Members may note that the Notice and Annual Report 2024-25 will also be available on the Company’s website www.oclwed.com , websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com .
- The Securities and Exchange Board of India has mandated submission of Permanent Account Number PAN by every participant in securities market .Members holding shares in demat form are , therefore ,requested to submit PAN details to the Depository Participants with whom they have demat accounts .Members holding shares in physical form can submit their PAN details to M/s .Cameo Corporate Services Limited ,the Registrar & Share Transfer Agent of the Company .
- As per Regulation 4 of SEBI Listing Regulations ,as amended ,securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2011 except in case of request received for transmission or transposition of securities .In view of these members holding shares in physical form are requested to consider converting their holdings to dematerialized form .Members can contact the Company or Company’s Registrars and Transfer Agents ,Cameo Corporate Services Limited for assistance in this regard .
- Since the AGM will be held through VC /OAVM ,the Route Map is not annexed in this Notice .

E Voting and its procedures:

Voting through Electronic Means:

1. As you are aware, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) through its circulars as aforesaid. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means

(OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.

2. 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 MCA above mentioned circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The members can join the AGM in the VC/OAVM mode within 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the AGM without restrictions on account of first come first served basis.
4. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of the State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs MCA Circulars the Notice calling the AGM has been uploaded on the website of the Company at www.oclwed.com, The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM - i.e. www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. In continuation of this Ministry's General Circular No.10/2022, dated 28th December, 2022 and after due examination, it has been decided to allow companies whose general meeting were due to be held in the year 2024, or become due in the year 2024, to conduct their general meeting on or before 30.09.2024, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No.20/2020 as per MCA Circular No.02/2020, dated 5th May, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins **9.00 am on Monday, 23rd September, 2024 and ends at 5.00 pm on Wednesday, 25th September, 2024.** During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, 19th September, 2024** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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 advised to update their mobile number and email id in their demat accounts in order to access e-votig facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly.

Type of shareholders	Login Method
	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during meeting. 2) If the user is 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 3) 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 the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website 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 is available at abovementioned website.

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

Login type	Helpdesk details
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 at 022-23058738 and 022-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

- (iv) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digit sbeneficiaryID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on

an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant **Olympic Cards Limited** on which you choose to vote.
- (ix) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians - For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are

required to log on to www.evotingindia.com and register themselves in the “Corporates” module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual share holders are required mandatory to send the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address office@oclwed.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR e-VOTING FOR THE RESOLUTIONS PROPOSED IN THE NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **RTA email id: investor@cameoindia.com**
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/ OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops/IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email -id, mobile number at csoffice@oclwed.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 022-23058738 and 022-23058542-43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

The Company has appointed Mrs. M. Keerthana, Practicing Company Secretary (M.No.63005; COP No.26186), to act as the Scrutinizer, for conducting the scrutiny of the votes cast and she has communicated her willingness to be appointed.

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

Registered Office

OLYMPIC CARDS LIMITED,
95, N.S.C. Bose Road, Chennai - 600 001.
CIN: L65993TN1992PLC022521
Telephone: 044 - 2538 0652 / 4292 1000;
Fax: 044 - 2539 0300
E-mail: office@oclwed.com;
Website: www.oclwed.com

BY ORDER OF THE BOARD
For OLYMPIC CARDS LIMITED

Place: Chennai
Date: 14th August, 2024

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Item No. 2

ANNEXURE TO THE NOTICE AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL MEETING ADDITIONAL INFORMATION ABOUT THE DIRECTOR PROPOSED TO BE RE-APPOINTED.

Name of Director	Mrs. S. Jarina
Date of Birth / Age	06.01.1960 - 64 years
Qualification	Diploma in Computer Applications
Experience	30 years
Terms and Conditions of Appointment/Re-appointment	Retirement and re-appointment
Date of First Appointment	21/04/1992
Expertise in specific General Functional area	She has more than 31 years of experience in Computer Applications and Management.
Shareholding in the Company	79,329 (4.86%)
Relationship with other directors and KMP	Mother of Mr. N. Mohamed Faizal, Managing Director (DIN.00269448) who holds 6674528 (40.93%) Equity Shares in the company.
No. of Board meetings attended during FY 2023-24	6
List of outside Directorships held	Nil

Chairman / Member of the Committee of the Board of Directors of the Company	Chairman : Nil	Member : 1. Nomination and Remuneration Committee 2. Internal Complaints Committee- 3. Whistle Blower Committee-
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Nil	Nil

None of the Directors or Key Managerial Personnel including their relatives except Mr. N. Mohamed Faizal, Managing Director and Mrs.S. Jarina, Director being the appointee and their relatives is concerned or interested, financial or otherwise, in the resolution setout at item No.2. The Board of Directors recommended the resolution as an Ordinary Resolution.

Item No.3: Appointment of Statutory Auditors:

Since the term of appointment of the present statutory auditors M/s. Elias George & Co., Chartered Accountants, Chennai (FRN: 012360S) is expiring at the conclusion of this Annual General Meeting the Audit Committee and Board of Directors has recommended M/s. Subramanian & Associates, Chartered Accountants (ICAI Firm Registration No. 000801S) for appointment as Statutory Auditors of the Company for a period of five years.

(a) any material change in the fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change: No change.

(b) Basis of recommendation for appointment including the details in relation to and credentials of the statutory auditor(s) proposed to be appointed: The Audit Committee and Board of Directors reviewed and recommended the appointment.

None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No.3. The Board of Directors recommended the resolution as an Ordinary Resolution.

Item No. 4
ANNEXURE TO THE NOTICE AS PER REGULATION 36(3) OF SEBI LODR 2015 AND AS PER SECRETARIAL STANDARDS ON GENERAL MEETING ADDITIONAL INFORMATION ABOUT THE MANAGING DIRECTOR PROPOSED TO BE RE-APPOINTED.

Name of Managing Director	Mr. N. Mohamed Faizal
Date of Birth / Age	21.10.1981 (43 YEARS)
Qualification	Post Graduate in MBA (HR)
Experience	16 Years
Terms and Conditions of Appointment/Re-appointment	Retirement and Re-appointment
Date of First Appointment	He was appointed as a Whole-Time Director of the Company on 01.12.2007
Expertise in specific General Functional area	Rich Experience in Management and Administration. As Managing Director / Executive Director for 6 years and as a Whole Time Director for 10 years
Shareholding in the Company	6674528 (40.93%) Equity Shares in the company
Relationship with other directors and KMP	Son of Mrs. S. Jarina a Director (DIN00269434) who holds 79,329 (4.86%) Equity Shares in the company.
No. of Board meetings attended during FY 2023-24	6
List of outside Directorships held	Nil

Chairman / Member of the Committee of the Board of Directors of the Company	Nil	Member : 1. Audit Committee- 2. Stakeholder Relationship Committee
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director	Nil	Nil

None of the Directors or Key Managerial Personnel including their relatives except Mrs.S. Jarina, Director and Mr. N. Mohamed Faizal, Managing Director being the appointee and their relatives is concerned or interested, financial or otherwise, in the resolution set out at item No 4.

The Board of Directors recommended the resolution as an Ordinary Resolution.

Item No.5 : Approval for Related Party Transactions:

It is considered necessary to have certain transactions with the Related Parties which the company could not get support from outside Related Parties. The details of the Related Parties with whom the company will have contract(s) are given below:

Name of the Related Party and persons interested	Nature & Amount of contract	Period of contract
1.M/S. Olympic Paper Products-	Purchase of goods-Rs.250 Lakhs	2024-2025
	Sale of goods -Rs.450 Lakhs	2024-2025
Partners: 1.Mr.N.Mohamed Faizal, son of Mrs.S. Jarina, Director. 2. Mr.N. Mohamed Iqbal, son of Mrs.S. Jarina, Director. 3.Mr. N. Mohamed Rizwan, son of Mrs.S. Jarina, Director.		
2.M/S. Olympia Paper & Stationery Stores-	Purchase of goods-Rs. 100 Lakhs	2024-2025
	Sale of goods Rs. 100 Lakhs	2024-2025
Partners: 1.Mr.N.Mohamed Faizal, son of Mrs.S. Jarina, Director. 2. Mr.N. Mohamed Iqbal, son of Mrs.S. Jarina, Director. 3.Mr. N. Mohamed Rizwan, son of Mrs.S. Jarina, Director.		
3.M/S. Print & Get	Purchase of goods-Rs. 50 Lakhs	2024-2025
	Sale of goods Rs. 50 Lakhs	2024-2025
Partner Mr.N. Mohamed Iqbal, son of Mrs.S. Jarina, Director.		
4.Mr.H. Noor Mohamed, Managing Director – Unsecured Loan from Director – Rs.500 Lakhs-		2024-2025
5.Mrs.S. Jarina, Woman Director	- Unsecured Loan from Director - Rs.500 Lakhs-	2024-2025

The interested Directors/shareholders are NOT ELIGIBLE TO VOTE on the above resolution.

None of the Directors or Key Managerial Personnel including their relatives except Mrs.S. Jarina, Director and Mr. N. Mohamed Faizal, Managing Director being the appointee and their relatives is concerned or interested, financial or otherwise, in the Ordinary Resolution set out at items No. 5.

The Board of Directors recommended the resolution as an Ordinary Resolution.

Registered Office

OLYMPIC CARDS LIMITED,
95, N.S.C. Bose Road, Chennai - 600 001.
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E-mail: office@oclwed.com;
Website: www.oclwed.com

BY ORDER OF THE BOARD
For OLYMPIC CARDS LIMITED

Place: Chennai
Date: 14th August, 2024

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

OLYMPIC CARDS LIMITED

Registered Office:

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

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

Fax: 044 – 25390300:

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

RESOLUTIONS

ORDINARY BUSINESS – ORDINARY RESOLUTIONS

- 1 . Adoption of Financial Statements for the year ended 31st March, 2024.
- 2 . To appoint a Director in the place of Mrs .S .Jarina (DIN :0 0 2 6 9 4) who retires by rotation\ and being eligible, offers herself for re-appointment.
- 3 . Appointment of Statutory Auditors M /s Subramanian & Associates ,Chartered Accountants ICAI Firm Registration No. 012360S as Statutory Auditors for a period of five years.

SPECIAL BUSINESS –ORDINARY RESOLUTION :

- 4 . Re appointment of Mr .N .Mohamed Faizal (DIN.00269448) as Managing Director for the period of 3years with effect from 2nd November, 2024.
 - 5 . Approval of Related Party Transactions .
-

OLYMPIC CARDS LIMITED
DIRECTORS' REPORT

To the Members,

The Directors have pleasure in presenting their Thirty Second Annual Report and Audited Statement of Accounts of the Company for the year ended 31st March, 2024.

PERFORMANCE AT A GLANCE:

(Rs. in Lakhs)

Particulars	Year ended 31st March, 2024	year ended 31st March, 2023
Sales and other Income	1703.12	1661.34
Financial Expenses	234.79	374.88
Depreciation	151.94	169.41
Profit/ (Loss) Before Tax	(114.92)	(427.31)
Less: Exceptional Items	-	-
Less: Extraordinary Items	-	-
Tax expenses:		
a. Current Tax		
b. Fringe Benefit Tax	-	-
c. Deferred Tax Liability	(12.40)	(3.19)
d. Income-Tax for earlier year	-	-
Profit/(Loss) after Tax	(102.52)	(424.12)
APPROPRIATIONS:		
Transfer to General Reserve	Nil	Nil
Final Dividend proposes	Nil	Nil
Profit/(Loss) for the year carried to Balance Sheet	(102.52)	(424.12)

DIVIDEND

In view of absence of Profit in the Financial year 2023-24, the Board of Directors has not recommended Dividend for the financial year 2023-24 (Previous Year-Nil).

TRANSFER TO RESERVES:

The total Reserves and Surplus as on March 31, 2024 is Rs.(1060.31) Lakhs. (Previous Year: Rs. Rs.(957.78) Lakhs. Transfer to Reserve for the year is NIL.

COMMISSION RECEIVED BY DIRECTOR(S) FROM HOLDING OR SUBSIDIARY COMPANY :

The Company neither has any holding has any subsidiary company. Therefore disclosure Section 197(14) of the Companies Act. 2013 is not applicable

BUSINESS OPERATIONS:

There was a gross income of Rs. 1703.12 Lakhs during the year under review (previous year-Rs. 1661.34 Lakhs). The depreciation for the year under review amounted to Rs. 151.94 Lakhs as against Rs. 169.41 Lakhs in the corresponding period of the previous year. There was a loss of Rs. 114.92 Lakhs (Before Tax) during the year under review as against a loss of Rs. 427.31 Lakhs (Before Tax) during the previous year. Similarly there was a loss of Rs. 102.52 Lakhs (After Tax) during the year under review as against a loss of Rs. 424.12 Lakhs (After Tax) during the previous year.

MARKET SCENARIO

Your Company is mainly involved in manufacturing and trading of Wedding Invitation Cards, Greeting Cards, Visiting Cards, Office Envelopes, Cloth-lined Covers, Student Notebooks, Account Books, Files, etc. Your Company is also involved in the trading of the items like Screen-Offset Inks. Small players in the market are creating severe competition especially after introduction of Goods and Services Tax Act. The aftermath of the Pandemic COVID19 is drastically affecting the wedding & Greeting cards industry.

MANAGEMENT DISCUSSION AND ANALYSIS

A detailed review of operations, performance and future outlook of the Company is contained in the “MANAGEMENT DISCUSSION AND ANALYSIS REPORT” that forms an integral part of this report. (Annexure -1).

MATERIAL CHANGES BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF REPORT:

There have been no material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate and the date of this report.

SHARE CAPITAL:

The paid-up Equity Share Capital of the Company as on March 31, 2024 was Rs.1630.87 Lakhs. The company has neither issued any shares with differential voting rights nor granted stock options or Sweat Equity.

ANNUAL EVALUATION OF BOARD’S PERFORMANCE:

Pursuant to the provisions of the Companies Act, 2013 and SEBI Guidance note on Board evaluation issued by SEBI vide its circular dated January 5, 2017, the annual performance evaluation of its Board, the directors individually and Committees of the Board, viz. Audit and Nomination and Remuneration Committee has been carried out.

The Board and the committee were evaluated on various criteria as stated below:

1. Composition of the Board and Committee.
2. Understanding of the Company and its business by the Board.
3. Availability of information to the Board and Committee.
4. Effective conduct of Board and Committee meetings.
5. Monitoring by the Board management effectiveness in implementing strategies, managing risks and achieving the goals.

The Board also carried out the evaluation of directors and chairman based on the following:

1. Attendance at the meetings.
2. Understanding and knowledge of the entity.
3. Maintaining confidentiality of the entity.
4. Maintaining confidentiality of Board discussion.
5. Maintaining independent judgment in the decisions of the Board.

EXTRACT OF ANNUAL RETURN:

The Annual Return in accordance with Section 92(3) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, is available on company's website and can be accessed at www.oclwed.com

DIRECTORS AND KEY MANAGEMENT PERSONNAL:

In accordance with Section 152 of the Companies Act, 2013 Mrs. S. Jarina (DIN: 00269434) will retire by rotation at the ensuing Annual General Meeting. She being eligible offers herself for re-appointment. The subject forms part of the Ordinary Business in the Notice of the 32nd Annual General Meeting.

The following 3 persons were formally noted as the Key Managerial Personnel of the company in compliance with the provisions of Section 203 of the Companies Act, 2013:

- 1.Mr.N.Mohamed Faizal, Managing Director/Chief Executive Officer
- 2.Mr.R.Dhanasekharan,Chief Financial Officer
- 3.Dr.S.Kuppan, Company Secretary & Compliance Officer

There are no changes in the Directors and Key Managerial Personnel by way of appointment, resignation, etc. during the year under report.

DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS:

The Company has received necessary declaration from each Independent Director of the Company under Section 149 (7) of Companies Act, 2013 that the Independent Directors of the company meet with the criteria of their Independence laid down in Section 149 (6) of the Companies Act, 2013.

Meeting of Independent Directors was held on 14.02.2024

PARTICULARS OF EMPLOYEES:

Disclosure pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

No employee of the Company was in receipt of remuneration during the financial year 2023-24 in excess of the sum prescribed under Section 197 (12) of the Companies Act, 2013 read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

NUMBER OF MEETINGS OF BOARD:

The details of number of meetings of Board of Directors are included as a part of Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013. The Board met six times on 29th May, 2023; 22nd July,2023; 14th August, 2023; 11th November, 2023; 9th December,2023 and 14th February, 2024.

BOARD MEETINGS

Name	Date of Meeting 29.05.2023	Date of Meeting 22.07.2023	Date of Meeting 14.08.2023	Date of Meeting 11.11.2023	Date of Meeting 09.12.2023	Date of Meeting 14.02.2024
Mr.N.Mohamed Faizal	Attended	Attended	Attended	Attended	Attended	Attended
Mrs. S. Jarina	Attended	Attended	Attended	Attended	Attended	Attended
Mr K. Meyyanathan	Attended	Attended	Attended	Attended	Attended	Attended
Mr U. Alagarsamy	Attended	Attended	Attended	Attended	Attended	Attended

AUDIT COMMITTEE MEETING

Name	Date of Meeting 29.05.2023	Date of Meeting 22.07.2023	Date of Meeting 14.08.2023	Date of Meeting 11.11.2023	Date of Meeting 09.12.2023	Date of Meeting 14.02.2024
Mr K. Meyyanathan	Attended	Attended	Attended	Attended	Attended	Attended
Mr U. Alagarsamy	Attended	Attended	Attended	Attended	Attended	Attended
Mr.N.Mohamed Faizal	Attended	Attended	Attended	Attended	Attended	Attended

NOMINATION AND REMUNERATION COMMITTEE MEETING

Name	Date of Meeting 14.02.2024
Mrs. S. Jarina	Attended
Mr K. Meyyanathan	Attended
Mr U. Alagarsamy	Attended

STAKEHOLDERS RELATIONSHIP COMMITTEE MEETING

Name	Date of Meeting 14.02.2024
Mr U. Alagarsamy	Attended
Mr K. Meyyanathan	Attended
Mr.N.Mohamed Faizal	Attended

COMPOSITION OF COMMITTEES OF BOARD:

Currently the Board has the following Committees: Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee, Internal Complaints Committee and Whistle Blower Committee.

The Composition & Activities are as follows:

Name of the Committee	Composition of the Committee/ No of times the committee met	Highlights of duties, responsibilities & Activities
Audit Committee	<p>Mr.K. Meyyanathan (Independent Director - Chairman)</p> <p>Mr. Alagarsamy Uthandan, (Independent Director - Member)</p> <p>Mr. N. Mohammed Faizal, (Managing Director- Member)</p> <p>The Committee met 6 times on 29th May, 2023; 22nd July,2023; 14th August, 2023; 11th November, 2023; 9th December,2023 and 14th February, 2024</p>	<p>The Audit Committee was mandated with the same Terms of Reference specified in the relevant provisions the Companies Act 2013, Regulation(s) of the SEBI (LODR) Regulations 2015.</p> <p>The Audit committee is responsible for overseeing the Company's financial reporting process, reviewing the quarterly/ half-yearly/annual financial statements, reviewing with the management the financial statements and adequacy of internal audit function, recommending the appointment/ re-appointment of statutory auditors and fixation of audit fees, reviewing the significant internal audit findings / related party transactions, reviewing the Management Discussion and Analysis of financial condition and result of operations and also statutory compliance issues.</p> <p>The Committee acts as a link between the management, external and internal auditors and the Board of Directors of the Company.</p>

<p>NOMINATION AND REMUNERATION COMMITTEE</p>	<p>Mr.K. Meyyanathan (Independent Director - Chairman)</p> <p>Mr. Alagarsamy Uthandan, (Independent Director - Member)</p> <p>Mrs.S. Jarina (Woman Director - Member)</p> <p>The Committee met one time on Date of Meeting 14.02.2024</p>	<p>REMUNERATION POLICY: To fix salary allowances and other perks to senior level personnel as and when appointed by the Company The Remuneration Policy of the Company for the managerial personnel is based on the performance potential and performance of the individual/personnel.</p> <p>CEO/CFO CERTIFICATION by Mr. N. Mohamed Faizal, Managing Director & Chief Executive Officer and Mr.R. Dhanasekharan, Chief Financial Officer as required under SEBI (LODR) Regulations 2015 was placed before the Board at its meeting held on 29th May, 2024.</p>
<p>Internal Compliant Committee</p>	<p>Mr. Alagarsamy Uthandan, (Independent Director - Chairman)</p> <p>Mrs.S.Jarina, (Woman Director - Member)</p> <p>Mr.K. Meyyanathan (Independent Director - Member)</p> <p>No. of Meetings : Nil No. of complaints Received/disposed: Nil</p>	<p>To consider & redress complaints of employees & sexual harassment of Women Employees.</p>
<p>Whistle Blower Committe</p>	<p>Mr. Alagarsamy Uthandan, (Independent Director - Chairman)</p> <p>Mrs.S.Jarina, Woman Director. No. of Meetings : Nil</p>	<p>This provides adequate safeguards Against victimisation of Directors) Employees or any other person.</p>

<p>Stakeholders Relationship Committee</p>	<p>Mr. Alagarsamy Uthandan, (Independent Director - Chairman)</p> <p>Mr.K. Meyyanathan (Independent Director - Member)</p> <p>Mr. N. Mohammed Faizal, (Managing Director - Member)</p> <p>The Committee met one time on 14.02.2024.</p>	<p>The company has a Stakeholders Relationship Committee , which meets according to the necessity. The shares received are usually transferred within a period of 10 to 15 days from the date of receipt, subject to their validity.</p> <p>Investors are eligible to file their nomination against shares held under physical mode.</p> <p>The facility of nomination is not available to non-individuals shareholders such as societies, trust, bodies corporate, karta of Hindu Undivided Families and holders of Power of Attorney.</p> <p>Investors are advised to avail this facility, especially investors holding securities in single name, to avoid the process of transmission by law.</p> <p>Investors holding shares held in electronic form, the nomination has to be conveyed to the relevant Depository participants directly, as per the format prescribed by them.</p>
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The Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at workplace (Prevention, Prohibition, Redressal) Act, 2013. No. of complaints received/disposed: Nil

POLICIES OF THE BOARD:

WHISTLE BLOWER POLICY:

WHISTLE BLOWER POLICY (POLICY ON VIGIL MECHANISM)

As per Section 177(9) of the Companies Act, 2013 read with relevant Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has established a vigil mechanism overseen by the Audit Committee. The Policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern. This has been uploaded in the Company's website. No complaint under this facility was received in the financial year 2023-24. There has been no change to the Whistle Blower Policy adopted by the Company during FY 2023-2024.

REMUNERATION POLICY:

The Remuneration Policy of the Company for the managerial personnel is based on the performance potential and performance of the individual/personnel.

Criteria for payment of Remuneration to Non-Executive Directors (Pursuant to Part-D Schedule II (1) of SEBI (LODR) Regulation 2015.

The Non-Executive Directors will be paid sitting fees for attending the Board and Committee Meetings as per the stipulations in the Act, and the Articles of Association of the company and as recommended by the Nomination and Remuneration Committee. Different scales of sitting fee may be fixed for each category of the directors and type of meeting. However, the fees payable to the Independent Directors and Woman Directors shall not be lower than the fee payable to other categories of directors.

In addition to this, the travel and other expenses incurred for attending the meetings are to be met by the Company. Subject to the provisions of the Act and the Articles of Association, the Company in General Meeting may by special resolution sanction and pay to the Directors remuneration not exceeding 1 % of the net profits of the Company computed in accordance with the relevant provisions of the Act. The company shall have no pecuniary relationship or transactions with any Non-Executive Directors.

SALIENT FEATURES OF REMUNERATION POLICY:

In accordance with the Nomination and Remuneration Policy salient features of the Nomination and Remuneration Committee are given below:

1. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director.
2. The Committee shall identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy.
3. Recommend to the Board appointment and removal of Director(s), KMP and Senior Management Personnel.
4. The Board shall carry out evaluation of performance of every Director, Managerial Person, KMP and Senior Management Personnel at regular intervals.
5. The Remuneration, Compensation and commission, etc. to the Managerial Person and KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. The Remuneration, Compensation and commission, etc. shall be subject to prior/post approval of the shareholders of the Company and Central Government wherever required.

RISK MANAGEMENT POLICY:

The Company has Business Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage.

RELATED PARTY TRANSACTION POLICY

The Policy regulates all transactions between the Company and its related parties.

INSIDER TRADING POLICY:

The Policy provides the framework in dealing with Securities of the Company.

AUDITORS AND THEIR REPORT:

M/s. MRC & Associates, Chartered Accountants, Chennai, (FRN:0004005S) have resigned on 11th November, 2023 from the post of Statutory Auditor of the company. Hence, for the audit of the accounts of the company for the FY 2023-24, the Board vide its meeting held on 9th December, 2023 approved the appointment of M/s. Elias George & Co., Chartered Accountants, Chennai (FRN: 000801S), as Statutory Auditors of the Company to fill the casual vacancy upon resignation of M/s. MRC & Associates, Chartered Accountants subject to approval of the members at the General Meeting. The shareholders at the Extra-Ordinary General Meeting held on 18th January, 2024 approved the appointment of M/s. Elias George & Co., Chartered Accountants, having (FRN: 000801S) Chartered Accountants, for auditing the books of accounts for Financial Year 2023-24.

M/s. Subramanian & Associates, Chartered Accountants (ICAI Firm Registration No. 000801S) were recommended as Statutory Auditors on the expiry of the term of appointment of M/s. Elias George & Co., Chartered Accountants, (FRN: 000801S) for a period of five years

There are no qualifications or observations or remarks made by the Statutory Auditors in their report for the financial year 2023-24.

REPORTING OF FRAUDS BY AUDITORS:

There is no fraud reported in the company during the financial year 2023-24 by the Statutory Auditors.

Mr.S. Senthilnathan is the Internal Auditors.

COST AUDIT

Pursuant to notification of Companies (Cost Records and Audit) Rules, 2014 read with Companies (Cost Records and Audit) amendment rules, 2014, the Company's product does not fall under the purview of Cost Audit.

AUDIT QUALIFICATIONS AND IMPACT – REPLY BY MANAGEMENT:

There has been no audit qualification in their report.

SECRETARIAL AUDIT:

Pursuant to Section 204(1) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Mrs. M. Keerthana, Practising Company Secretary, M.No.63005 (COP No.26186) to undertake the Secretarial Audit of the Company for Financial Year 2023-24.

The Secretarial Audit Report was placed before the Board on 14th August, 2024. Their observations are shown in the Secretarial Audit Report. (Annexure-II).