

# OLIVE COMMERCIAL CO LTD

(CIN: L01132WB1983PLC035842)

Regd. Off.: 2<sup>ND</sup> FLOOR OF MAIN BUILDING, 19, R.N. MUKHERJEE ROAD, KOLKATA-700001 (WB)

Email: [expertprocs@gmail.com](mailto:expertprocs@gmail.com), Website: [www.olivecommercial.com](http://www.olivecommercial.com)

## NOTICE

**NOTICE IS HEREBY GIVEN THAT** the 37<sup>th</sup> Annual General Meeting of the Members of the **Olive Commercial Company Limited (CIN:L01132WB1983PLC035842)** will be held on **Thursday, the 31<sup>st</sup> December, 2020, at 03:30 P.M.**, through Video Conferencing (VC)/ Other Audio Visual Means (“OVAM”) to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and Auditors thereon; and
2. To appoint Director in place of Mr. Dashrath Gothwal (DIN: 07453300), Whole-Time Director, who retires by rotation and being eligible offers himself for reappointment; and

### SPECIAL BUSINESS:

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

### REGULARISATION OF ADDITIONAL DIRECTOR MR. SURENDRA DHEEMAN (DIN: 08690698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made there-under, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Surendra Dheeman (Holding DIN : 08690698), who was appointed as an Additional Independent Director w.e.f. 14<sup>th</sup> February, 2020 on the Board of Directors of the Company in terms of section 161 of the Companies Act, 2013 and who holds office up to the date of this Annual General Meeting, be and is hereby regularised as an Independent Director of the Company to hold office for five consecutive years starting from 14<sup>th</sup> February, 2020 to 13<sup>th</sup> February, 2025, not liable to retire by rotation.”

**By Order of the Board**

**Olive Commercial Company Limited**  
**Khushboo Mundra**  
**(Company Secretary)**

**Place: Indore**  
**Date: 04.12.2020**

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## NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular no 20/2020 dated May 5, 2020 read with circular no 14/2020 dated April 8, 2020 and circular no 17/2020 dated April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through Video Conferencing (VC)/Other Audio Visual Means (OAVM), Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting. Hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. Corporate Members whose Authorised Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on their email Id: - expertprocs@gmail.com, a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting and through Remote E-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance of 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.
5. The Ministry of Corporate Affairs (“MCA”) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by Companies and has issued a circular on April 21, 2011 stating that the service of document by a Company can be made through electronic mode and in compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the RTA/ Depositories. Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company/ Ankit Consultancy Pvt. Ltd, the Registrar and Share Transfer Agent, Plot No. 60, Electronic Complex, Pardeshipura, Indore (M.P.) having email Id ankit\_4321@yahoo.com, rtaindore@gmail.com., in case the shares are held by them in physical form.

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Further, Members may note that the Annual Report 2019-20 will also be available on the Company's website [www.olivecommercial.com](http://www.olivecommercial.com).

6. Members who hold shares in dematerialized form are requested to quote Depository Account Number (Client ID No.) for recording of attendance at the meeting.
7. Members who are holding shares in identical names in more than one folios, are requested to write to the Company/Registrar and Share Transfer Agent, to consolidate their holding in one folio.
8. Shareholders who are still holding physical share certificate are advised to dematerialize their shareholding to avail benefit of dematerialization.
9. Members desirous of having any information regarding Accounts of the Company are requested to address their queries to Mr. Quresh Yusuf Matkawala, Director of the Company can e-mail their queries to [expertprocs@gmail.com](mailto:expertprocs@gmail.com) with "Query on Accounts" in the subject line, at least seven days before the date of the meeting, so that requisite information is made available at the meeting.
10. Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed herewith to Notice as Annexure to the Explanatory Statement. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
12. Relevant documents referred to in the accompanying Notice and in the Explanatory Statement are available electronically for inspection by the members on all working days (except Sundays and Public Holidays) up to the date of this AGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are having demat accounts. Members holding shares in physical form are requested to submit PAN details to the Company / Registrar.
14. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts or Arrangements in which the Directors are interested as maintained under Section 170 and Section 189 of the Act, respectively will be available for inspection by the members at the AGM.
15. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 25<sup>th</sup> December, 2020 to Thursday, 31<sup>st</sup> December, 2020 (both days inclusive).

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16. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website [www.olivecommercial.com](http://www.olivecommercial.com) (under 'Investors' section). Members holding shares in physical form may submit the same to Ankit Consultancy Pvt. Ltd. Members holding shares in electronic form may submit the same to their respective depository participant.
17. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
18. **Instructions and other information relating to remote e-voting are as under:-**
- (i) The voting period begins on **28<sup>th</sup> December, 2020 at 09.00 A.M. (IST)** and ends on **30<sup>th</sup> December, 2020 at 05:00 P.M.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **24<sup>th</sup> December, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
  - (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - (iv) Click on "Shareholders" module.
  - (v) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

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(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li></ul>
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"><li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li></ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for Olive Commercial Co. Ltd. on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

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- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL’s mobile app “m-Voting”. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

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

- i. 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 Company/RTA email id.
- ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

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

- a) Member will be provided with a facility to attend the AGM through VC/OAVM. Members may access the same at <https://us04web.zoom.us/j/79860234546?pwd=d2hRZnlKc2RqaFEzUnRXbGpVbDhQQT09> under shareholders/members login by using link. The link for VC/OAVM will be on company’s website. 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.
- b) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- c) Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss

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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.

- e) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [expertprocs@gmail.com](mailto:expertprocs@gmail.com) The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [expertprocs@gmail.com](mailto:expertprocs@gmail.com). These queries will be replied to by the company suitably by email.
- f) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## 21. **INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING 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 shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## 22. **Note for Non – Individual Shareholders and Custodians**

- a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c) 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.
- d) The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.

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- e) 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.
- f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [expertprocs@gmail.com](mailto:expertprocs@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- a. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022-23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- b. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

## 23. Other Information:

- a) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 24<sup>th</sup> December, 2020.
- b) Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/ her existing User ID and password for casting the vote.
- c) For any other queries relating to the shares of the Company, you may contact the Share Transfer Agents Ankit Consultancy Pvt. Ltd. at the address:- Plot No. 60, Electronic Complex, Pardeshipura Indore (M.P.) 452010 Tel-0731- 4281333/0731-4065797/99 Fax-0731 065798 Emailid: [ankit\\_4321@yahoo.com](mailto:ankit_4321@yahoo.com)/[rtaindore@gmail.com](mailto:rtaindore@gmail.com).
- d) CS Ruchi Joshi (FCS No.8570, COP-14971 , Address: 474-475 Anurag Nagar Scheme Number 114 (Part-2) Indore M.P., Practicing Company Secretary has been appointed as the scrutinizer to conduct the e-voting process.
- e) The Scrutinizer, after scrutinizing the votes cast at the meeting and through remote e-voting, will, not later than 48 hours of conclusion of the Meeting, make a consolidated



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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.olivecommercial.com](http://www.olivecommercial.com) and on the website of CDSL. The results shall simultaneously be communicated to CSE Limited where the shares of the Company are listed.

- f) The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of atleast two witnesses not in the employment of the Company and make out a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- g) The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.

24. **Details of the Director seeking appointment/re-appointment in the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 is as follows:**

**1.) Mr. Dashrath Gothwal (Whole Time Director)**

Name of Director	Mr. Dashrath Gothwal
Director Identification Number	07453300
Date of Birth	04/10/1968
Nationality	Indian
Date of Appointment	10/08/2016
Qualification	X/SSLC/Junior/Equivalent
Expertise in specific functional area	He has over 22 year's practical experience in the area of account & finance.
List of outside Companies directorship held	1. Saurabh Properties Private Limited 2. Journo Media Works Private Limited 3. Triple A Real Estates Pvt. Ltd. 4. Sanovi Trading Pvt. Ltd 5. Wanderland Constructions Private Limited 6. Vibgyor Laminates Private Limited 7. Treasure Vihar Residents Welfare Association
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which he holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	NIL

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## 2.) Mr. Surendra Dheeman (Independent Director)

Name of Director	Mr. Surendra Dheeman
Director Identification Number	08690698
Date of Birth	09/12/1986
Nationality	Indian
Date of Appointment	14/02/2020
Qualification	MBA (Masters of Business Administration)
Expertise in specific functional area	12 Years of rich experience in the field of Human Resource Management and Finance.
List of outside Companies directorship held	1.Entertainment World Developers Bijalpur Private Limited 2.Pune Entertainment World Developers Private Limited 3. Nasik Entertainment World Developers Private Limited 4. Ratangiri Vinimay Pvt. Ltd 5.Wanderland Constructions Private Limited
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which he holds directorship	NIL
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	NIL
Number of Shares held in the Company	NIL

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## **STATEMENT TO BE ANNEXED WITH THE NOTICE UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Statements set out all material facts relating to the business mentioned under Item Nos. 3 of the accompanying Notice dated 4<sup>th</sup> December,2020.

### **Item No. 3**

#### **REGULARISATION OF MR. SURENDRA DHEEMAN (DIN:08690698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY**

The Board of Directors of the Company at its meeting held on February 14, 2020 had, subject to approval of members in ensuing Annual General Meeting, appointed Mr. Surendra Dheeman (DIN: 08690698) as an Additional Independent Director in accordance with the provisions of Section 161 of the Companies Act, 2013, for a period of 5 (five) years starting from 14<sup>th</sup> February, 2020 to 13<sup>th</sup> February,2025 on such terms and conditions as agreed by the Board and Independent Director.

Further, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company it is proposed to regularise the appointment of Mr. Surendra Dheeman (DIN:08690698) as an Independent Director of the Company for a period of 5 (five) years starting from 14<sup>th</sup> February, 2020 to 13<sup>th</sup> February, 2025 as per the applicable provisions of the Act and hence it recommends the said resolution no 3 for the approval of members of the Company by way of Ordinary resolution.

**By Order of the Board**

**Olive Commercial Company Limited  
Khushboo Mundra  
(Company Secretary)**

**Place: Indore  
Date: 04.12.2020**