

NOTICE

OLIVE COMMERCIAL CO. LIMITED

Registered Address:

2nd Floor of Main Building,

19, R. N. Mukherjee Road, Kolkata, WB 700001

CIN: L01132WB1983PLC035842

Tel no.: 033-40053995

Email: olivecommercialcoltd@gmail.com

Website: www.olivecommercial.com

NOTICE is hereby given that the 39th Annual General Meeting of the Members of **OLIVE COMMERCIAL CO. LTD.** will be held on **Friday, the 30th day of September, 2022** at **03:00 P.M.** at its registered office situated at 2nd floor of Main Building, 19, R. N. Mukherjee Road, Kolkata- 700001 to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement(s) of the Company for the Financial Year ended March 31, 2022, together with the reports of the Directors and Auditors thereon; and to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended March 31, 2022, the Directors' Report and the Auditors' Report thereon are hereby considered, approved and adopted."

2. To appoint Director in place of Mr. Dashrath Gothwal (DIN: 07453300), who retires by rotation and being eligible, offers himself for re-appointment; and consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**;

"RESOLVED THAT Mr. Dashrath Gothwal (DIN: 07453300), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible has offered himself for re-appointment, be and is hereby appointed as a Director of the Company, whose period of office shall be liable to determination by retirement of directors by rotation."

3. To re-appoint **M/s C. H. Padliya & Co. (FRN:- 003151C)** as statutory auditor of the company and 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 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), consent of the members be and is hereby accorded for the appointment of **M/s C. H. Padliya & Co. (FRN:- 003151C)**, Chartered Accountants as Statutory Auditor of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Forty Fourth Annual General Meeting and that the Board of Directors be and are hereby authorized to fix such remuneration as may be determined in consultation with the Auditors."

SPECIAL BUSINESS:

4. **CONFIRMATION OF MRS. ALIFIYA (DIN- 09381459) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with Schedule IV to Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of SEBI (Listing Obligation and Disclosure Requires) Regulations, 2018 and on the recommendation of Nomination and Remuneration committee, consent of the members of the company be and is hereby accorded to appoint Mrs. Alifiya (DIN- 09381459), who was appointed as an Additional Director designated as an Independent Director of the Company by the Board of Directors with effect from August 10, 2022 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of five years w.e.f. August 10, 2022 to August 09, 2027 (both days inclusive), and that she will not liable to retire by rotation.”

**By Order of The Board of Directors
For Olive Commercial Co. Limited**

Place: Indore
Date: August 31, 2022

**Vinayak Kalani
Director
DIN: 06717563**

NOTES:

1. The Statement setting out the material facts relating to Special Business at the meeting pursuant to section 102 of the Companies Act, 2013 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is annexed herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.
4. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution pursuant to Section 113 of Companies Act, 2013 authorizing their representative to attend and vote on their behalf at the Meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per Register of Members of the Company will be entitled to vote.
6. Members/proxies/authorised representatives are requested to bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
7. Members who hold Shares in electronic form are requested to write their DP ID and Client ID numbers and those who hold Shares in physical form are requested to write their Folio number in the attendance slip for attending the meeting to facilitate identification of membership at the meeting.
8. The Register of Members and the Share Transfer books of the Company will remain closed from **24th September, 2022 to 30th September, 2022** (both days inclusive) for purpose of AGM.
9. Members are requested to intimate the Registrar and Share Transfer Agents of the Company – Ankit Consultancy Private Limited, 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010, immediately of any change in their

respective details in respect of Equity Shares held in physical mode and to their DPs in respect of Equity Shares held in dematerialized form.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) and Bank mandate particulars by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit the following

a) Self attested copy of the PAN Card (All the holders in case of joint holding), and

b) Original Cancelled Cheque Leaf bearing name of the shareholder

OR

Copy of Bank Passbook/Statement showing name of account holder attested by bank having MICR/IFSC etc. for Bank Mandate Particulars (of the First holder in case of joint holding)

To Registrar & Share Transfer Agent (RTA), M/s Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore(M.P.) 452010

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or M/s Ankit Consultancy Private Limited (Registrar and Transfer Agent) for assistance in this regard.

12. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; subdivision/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the website of the Company www.gagancommercial.co.in. It may be noted that any service request can be processed only after the folio is KYC Compliant.

13. Members desirous of having any information regarding Accounts of the Company are requested to address their queries to **Mr. Aashish Banger**, CFO of the Company at the registered office of the Company at 2nd Floor of Main Building, R.N. Mukherjee Road, Kolkata-700001 or e-mail the queries to olivecommercialcoltd@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.

14. 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 the Notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

15. All the documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Company’s Registered Office on all working days of the Company between **09.00 a.m. and 04.00 p.m.** upto the date of the Annual General Meeting.

16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

17. The Registers of Contracts or Arrangements in which the Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

18. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company. Provided that not less than three days notice in writing is given to the Company.
19. Entrance Pass and Proxy Form are annexed. Members are requested to affix their signature at the space provided in the entrance pass and hand over the same at the entrance to the place of meeting.
20. Members are requested to quote their Folio Number / Demat Account Number and contact details such as email address, contact number and complete address in all correspondence with the Company/Company's Registrar.
21. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 (Registrar and Transfer Agent) for assistance in this regard.
22. 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 (under 'Investors' section). Members holding shares in physical form may submit the same to Ankit Consultancy Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
23. The Notice of the AGM along with the Annual Report 2021-22 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2021-22 will also be available on the Company's website viz. www.olivecommercial.com.
24. Government of India in Ministry of Corporate Affairs has announced "Green initiative in the Corporate Governance" by permitting the Companies to send the Balance Sheet, Profit & Loss Account, Boards' Report, and Auditors' Report etc. to their members through email instead of sending physical copies. Members are requested to support the Green Initiative by the Government and get their email addresses registered with their Depository Participants in case of shares held in demat form and with the Company/ M/s Ankit Consultancy Pvt. Ltd., 60, Electronic Complex, Pardeshipura, Indore(M.P.) 452010 (Registrars) in case of shares held in physical form.
25. Resolution(s) passed by Members through remote e-voting is/are deemed to have been passed as if they have been passed at the AGM.
26. CS Ruchi Joshi (FCS No.8570), Practicing Company Secretaries is appointed as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
27. The route map showing directions to reach the venue of the 39th AGM is annexed.
28. Members are requested to bring their copies of Annual Report at the time of attending the Meeting.
29. Voting through electronic means
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (LODR), Regulations, 2015 the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will

be provided by Central Depository Services (India) Limited (CDSL). Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.

- II. The facility for voting through ballot/polling paper shall be made available at the venue of the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot/polling paper.
- III. The members attending the meeting, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed **23rd September, 2022** as the 'Cut-off Date'. The remote e-voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. **September 23, 2022** only.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins at 09.00 a.m. (IST) on Tuesday, 27th September, 2022 and ends at 05.00 p.m. (IST) on Thursday, 29th September, 2022. 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 23rd September, 2022 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.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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	<ol style="list-style-type: none"> 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. 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. 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	<ol style="list-style-type: none"> 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. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository	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 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 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.

Participants (DP)	
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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. 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 toll free no. 1800225533
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

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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 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.
- 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
 - 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 shareholders 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 viz; **olivecommercialcoltd@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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 **Company/RTA email id**.

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.

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 attoll free no. 1800 22 55 33

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, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

Other Instructions:

1. 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 **23rd September, 2022**.
2. 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 follow the instructions as given above for remote e-voting.
3. **CS Ruchi Joshi (FCS No. 8570, COP- 14971)**, Address: 474-475 Anurag Nagar Scheme Number 114 Indore MP Practicing Company Secretary has been appointed as the scrutinizer to conduct the e-voting process.
4. 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 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** and on the website of CDSL. The results shall simultaneously be communicated to CSE Limited where the shares of the Company are listed.
5. 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 or a director authorized by the Board in writing.
6. The resolutions shall be deemed to be passed on the date of Annual General Meeting of the Company, subject to receipt of sufficient votes.
7. You can also update your mobile number and Email Id in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting in future. The same may be used in case the Member forgets the password and the same need to be reset.

ANNEXURE TO THE NOTICE

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

OLIVE COMMERCIAL CO. LIMITED

Date of Birth	04/10/1968
Nationality	Indian
Date of Appointment	30/08/2021
Qualification	Graduate
Expertise in specific functional area	He has an experience of 11 Years or more as Director in other Body Corporates.
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
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The company is engaged in real estate business and the proposed director holds experience in administration which meets the requirements of the company.

2.) MRS. ALIFIYA (INDEPENDENT DIRECTOR)

Name of Director	Mrs. Alifiya
Director Identification Number	09381459
Date of Birth	08/07/1984
Nationality	Indian
Date of Appointment	10/08/2021
Qualification	Bachelor of Science in Zoology
Expertise in specific functional area	Experience in Administration and Accounts
Disclosure of relationship between directors inter-se	NIL
Name of other listed companies in which he holds directorship	1 (Gagan Commercial Agencies Ltd.)
Chairmanship/Memberships of Committees of the other listed companies in which he is Director	Gagan Commercial Agencies Ltd. a. Stakeholder Relationship Committee- Member b. Audit Committee- Member c. Nomination & Remuneration Committee- Chairperson
Number of Shares held in the Company	NIL
The skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The company is engaged in real estate business and the proposed director holds experience in administration, marketing and accounts which meets the requirements of the company.

Contact Details:

Company	Name: OLIVE COMMERCIAL CO LTD Registered Office: 2 nd Floor of Main Kolkata WB - 700001 Email id: olivecommercialcoltd@gmail.com CIN: L01132WB1983PLC035842
Registrar and Share Transfer Agent	Name: Ankit Consultancy Pvt. Ltd Address: 60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010 Tel: 0731-4065799,4065797 Email Id: rtaindore@gmail.com

E-voting Agency	Central Depository Services (India) Ltd Email id: helpdesk.evoting@cdslindia.com
Scrutinizer	Name: CS Ruchi Joshi Practicing Company Secretary Email Id: ruchijoshi89@gmail.com

THE EXPLANATORY STATEMENT

As required by Section 102 of the Companies Act, 2013, (hereinafter referred to as "the Act") and in accordance with Regulation 36 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 the following Statements set out all material facts relating to the business mentioned under Item Nos. 3 and 4 of the accompanying Notice dated 31st August 2022.

Item No. 3

The Members of the Company at the 34th Annual General Meeting ('AGM') approved the appointment of **M/s C. H. Padliya & Co. (ICAI firm Registration No. 003151C)**, Chartered Accountants, Mumbai, (hereinafter referred to as C. H. Padliya & Co.) as the Statutory Auditors of the Company for a period of five (5) consecutive years, from the conclusion of the 34th AGM till the conclusion of the 39th AGM. C. H. Padliya & Co. will complete their present term on conclusion of this AGM. C. H. Padliya & Co. is eligible for re-appointment for a second term of five (5) years. The Board of Directors of the Company ('the Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of the Members, the appointment of C. H. Padliya & Co. as the Statutory Auditors of the Company for a second term of five (5) consecutive years from the conclusion of this AGM till the conclusion of the 44th AGM subject to approval of the Members of the Company.

The approval of the Members is also sought for payment of fees of Rs. 66000/- per annum plus out of pocket expense and taxes as may be applicable. The Board, in consultation with the Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed between the Company and the Statutory Auditors. Considering the evaluation of the past performance, experience and expertise of C. H. Padliya & Co. and based on the recommendation of the committee, it is proposed to appoint C. H. Padliya & Co. as the statutory auditors of the Company for a second term of five (5) consecutive years till the conclusion of the 44th AGM of the Company in terms of the aforesaid provisions.

None of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution. The Board recommends passing of Ordinary Resolution at Item No. 3 of this Notice for your approval

Item No. 4

CONFIRMATION OF MRS. ALIFIYA (DIN- 09381459) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board has appointed Mrs. Alifiya (DIN-09381459), as an Additional Director and designated her as an Non-Executive Independent Director of the Company on August 10, 2022, for a term of five years w.e.f. August 10, 2022 to August 09, 2027 (both days inclusive), subject to approval of the Members.

Mrs. Alifiya is a Graduate in Science, and has a rich experience of business management and administration. Therefore, it will be in the interest of the Company to have her as a Non Executive Independent Director on the terms and condition as set out in the letter for appointment. Further the Company has received a notice in writing from a member proposing her candidature for the office of director in terms of provisions of Section 160 of the Companies Act, 2013.

In the opinion of the Board, Mrs. Alifiya fulfills the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mrs. Alifiya as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Alifiya, as a Non Executive Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Alifiya as an Independent Director, for the approval by the shareholders of the Company.

Except Mrs. Alifiya being an appointee none of the Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution.

The Board recommends passing of Special Resolution at Item No. 4 of this Notice for your approval.

**By Order of The Board of Directors
For Olive Commercial Co. Limited**

Place: Indore

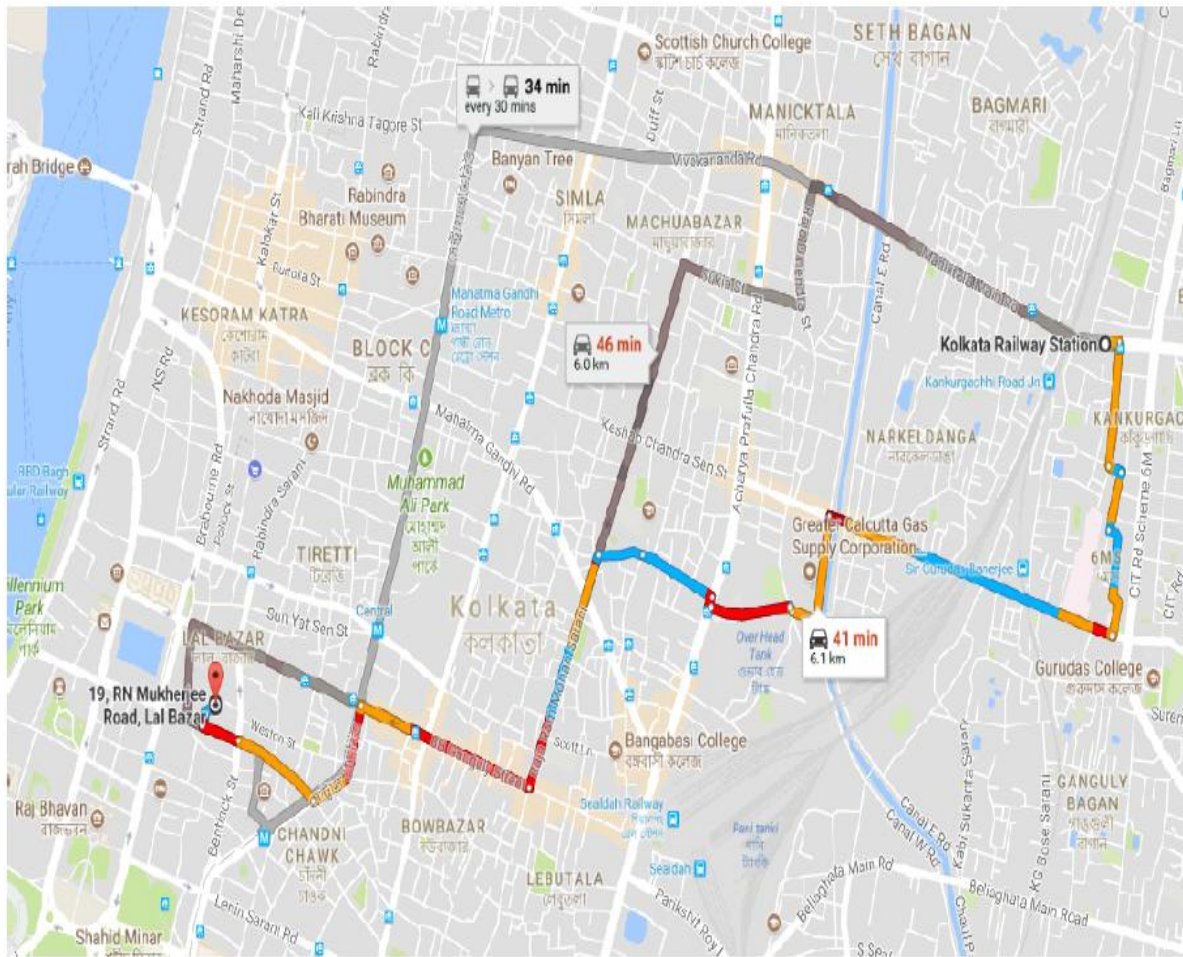
Date: August 31, 2022

Vinayak Kalani

Director

DIN: 06717563

ROUTE MAP OF VENUE OF 39TH ANNUAL GENERAL MEETING OF THE COMPANY



**Form No. MGT-11
PROXY FORM**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L01132WB1983PLC035842

Name of the Company: Olive Commercial Co. Ltd.

Registered office: 2nd Floor of Main Building, 19, R. N. Mukherjee Road, Kolkata WB 700001

Name of the Member(s)	
Registered Address:	
E-mail Id:	
Folio No/Client Id:	
DP ID:	

I/We, being the member(s) of _____ shares of the above named company, hereby appoint

1.Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him,

2.Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him,

3.Name: _____ Address: _____

E-mail Id: _____ Signature: _____, or failing him,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 38th Annual General Meeting of the Company, to be held on Friday the 30th day of September, 2022 at 3:00 P.M. at Registered Office at 2nd floor of Main Building, 19 R. N. Mukherjee Road, Kolkata- 700001 and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTIONS	
1.	Consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2022, together with the reports of the Directors and Auditors thereon;
2.	To appoint Director in place of Mr. Dashrath Gothwal (DIN: 07453300), who retires by rotation and being eligible offers himself for reappointment.
3.	To re-appoint M/s C. H. Padliya & Co. (FRN:- 003151C) as statutory auditor of the company
4.	Confirmation of Mrs. Alifiya (DIN- 09381459) as a non-executive independent director of the company.

Signed this _____ day of _____ 20 _____.

Signature of shareholder: _____

Signature of Proxy holder(s): _____

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. The holder may vote either for or against each resolution.

Affix a Re. 1
Revenue Stamp

OLIVE COMMERCIAL CO. LTD.

Registered Address: 2nd Floor of Main Building,
19, R. N. Mukherjee Road, Kolkata, WB 700001
CIN: L01132WB1983PLC035842
Tel no.: 033-40053995 Email: olivecommercialco@gmail.com
Website: www.olivecommercial.com

ATTENDANCE SLIP
39th ANNUAL GENERAL MEETING

Folio No.	
No. of Share(s) held	
Name and Address of the registered shareholder	
Name and Address of the Proxy	

I / We hereby record my / our presence at the 39th Annual General Meeting of the Members of OLIVE COMMERCIAL CO. LTD. held on Friday, September 30, 2022 at 03:00 P.M at Registered Address situated at 2nd Floor of Main Building, 19, R. N. Mukherjee Road, Kolkata, WB 700001

Member's / Proxy's Signature

Note: Please complete this and hand it over at the entrance of the venue.