

OLIVE COMMERCIAL CO. LTD.

(CIN No. L01132WB1983PLC035842)

Regd. Off.: 2nd Floor of Main Building, 19, R.N. Mukherjee Road, Kolkata-700001 (WB)

Phone: 033-40053995, Website: www.olivecommercial.com

POSTAL BALLOT NOTICE

[PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 READ WITH RULE 22 OF THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 AND SECURITIES AND EXCHANGE BOARD OF INDIA (DELISTING OF EQUITY SHARES) REGULATIONS, 2021

Dear Member(s),

Notice is hereby given that, pursuant to Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s), or re-enactment thereof for the time being in force and as may be enacted thereafter (the "Act") read with Rule 22 of the Companies (Management And Administration) Rules, 2014, and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 or as may be re-enacted hereafter ("SEBI Delisting Regulations") and the SEBI (LODR) Regulations, 2015 entered into by the Company with The Calcutta Stock Exchange Limited (the "CSE") and pursuant to the board resolution dated 30th November, 2022, the following resolutions are proposed to be passed as Special Resolution by way of Postal Ballot including remote e-voting.

The proposed Special Resolution and the Explanatory Statement pertaining thereto setting out all the material facts concerning the resolution and the reasons thereof along with a Postal Ballot Form are appended below for the consideration of the Shareholders. The attached Postal Ballot Form is to be used by the Shareholders for the purpose of exercising vote in respect of the said resolutions.

RESOLUTION

ITEM NO. 1- VOLUNTARY DELISTING OF EQUITY SHARES OF THE COMPANY FROM THE CALCUTTA STOCK EXCHANGE LIMITED

To consider and if thought fit, to give assent or dissent to the following Resolution as a "Special Resolution" by postal ballot:

"RESOLVED THAT subject to the provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and the rules framed thereunder), the Securities Contract (Regulation) Act, 1956 and the rules framed thereunder, Regulation 44 of SEBI and other applicable provisions of the SEBI (LODR) Regulations, 2015 entered with The Calcutta Stock Exchange Limited ('CSE'), The Securities And Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 or any amendment(s) or modification(s) or re-enactment(s) thereof, and subject to such approvals, permissions and sanctions, as may be necessary, and subject to compliance with other statutory formalities and subject to such conditions and modifications as may be prescribed or imposed by any authority including Securities and Exchange Board of India, Reserve Bank of India, CSE, etc. while granting such approvals, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board") or persons authorized by the Board, the consent of the shareholders of the Company be and is hereby accorded to the Board to voluntary delist the equity shares of the Company from The Calcutta Stock Exchange Limited i.e. the only stock exchange where the shares of the Company are

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presently listed after providing an exit opportunity to the existing shareholders as provided in the Delisting Regulation ”

“**RESOLVED FURTHER THAT** the Board of Directors / persons authorized by the Board of Directors be and are hereby authorized on behalf of the Company to do all such acts, deeds, matters and things which they may consider proper and desirable to give effect to the aforesaid resolution, including making applications to the CSE seeking their in principle and final approval for the proposed voluntary delisting of the equity shares of the Company, which it may consider proper and desirable and settle any question, difficulties or doubts that may arise in regard to delisting of the equity shares of the Company from The Calcutta Stock Exchange Limited.”

FOR OLIVE COMMERCIAL CO LTD

Dashrath

DASHRATH GOTHWAL
DIRECTOR
DIN 07453300



Place:INDORE
Date:30.11.2022

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NOTES:

1. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 setting out material facts in respect of the business specified above and reasons for the proposed Special Resolution is annexed hereto along with the Postal Ballot Form for your consideration.
2. In accordance with Regulation 11 of the Delisting Regulations read with Section 110 of the Companies Act, 2013 read with the Postal Ballot Rules, the item of business set out in the Notice is required to be passed through Postal Ballot, instead of getting it passed at a General Meeting. Accordingly, your approval is sought for the resolution contained in this Notice through postal ballot, with an additional option of remote e-voting.
2. The Board of Directors at their meeting held on 30th November, 2022 have appointed Mr. Rishabh Baid, Practicing Company Secretary as the Scrutinizer to conduct the voting through postal ballot as well as remote e-voting in accordance with law and in a fair and transparent manner.
4. Only a member who is entitled to vote is entitled to exercise his/her/its vote through postal ballot. Voting rights of every member shall be reckoned on the paid-up value of equity shares whose names shall appear in the Register of Members as on Friday, 02nd day of December, 2022, and any recipient of this notice who has no voting rights as on the aforesaid date should treat the same as intimation only.
5. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear in the Register of Members as on the cut-off date, i.e., Friday, 02nd day of December, 2022
6. In accordance with the provisions of Section 110 of the Companies Act, 2013 and the postal ballot rules, notice of the postal ballot may be served on the members through electronic means. Members who have registered their e-mail ids with the Company are being sent this Notice of Postal Ballot by email and the members who have not registered their email ids will be sent the Notice of Postal Ballot along with the Postal Ballot Form by Courier. Shareholders who have received the Postal ballot Notice by email and who wish to vote through Physical Ballot Form can download the Postal Ballot Form from the website [;www.olivecommercial.com](http://www.olivecommercial.com) or seek duplicate Postal Ballot Form from the registered office of the Company, fill in the relevant details and send it to the Scrutinizer.
7. A Postal Ballot Form and a self-addressed pre-paid postage envelope are attached to this Notice. The self-addressed pre-paid postage envelope bears the address to which duly completed Postal Ballot Form are to be sent by the shareholder.
8. The date of dispatch of the notice of postal ballot will be announced through advertisements in at least 1 (one) English newspaper, and 1 (one) Bengalinewspaper, each with wide circulation in Kolkata, where the Registered Office of the Company is situated.

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9. The Shareholders are requested to carefully read the instructions and the notes and either: a) return the form duly completed in the attached self-addressed pre-paid postage envelope (the "Envelope"); or b) vote by electronic means in the manner set out herein, in each case, so as to ensure that the duly completed and signed ballot forms reach the scrutinizer on or before 9th January, 2023.
10. The Postal Ballot Notice shall be uploaded on the Company's website viz., www.olivecommercial.com and on the website of NSDL viz., www.evoting.nsdl.com.
11. The Scrutinizer will submit this report to the Chairman of the Board or in his absence to any other Designated Director after completion of scrutiny of postal ballot forms received and the result of the Postal Ballot shall be declared by the Chairman or any other person authorized by him not later than the closing of working hours on 10th January, 2023 at the registered office of the company, the day on which the results of the Postal Ballot are announced by the Company would be the date on which the Special Resolution is passed. The result of the Postal Ballot shall be communicated to the Stock Exchange, announced through newspaper advertisement and hosted on the website of the company viz., www.olivecommercial.com.
12. The decision of the Scrutinizer on the validity of the votes cast through the postal ballot and remote e-voting and any other matter in this regard shall be final and binding.
13. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. Relevant documents, if any, referred to in the accompanying Notice are open for inspection by the Members at the registered office of the Company on all working day, except Saturday between 11.00 AM and 1.00 PM upto the date of announcement of the results of the Postal Ballot.
- 15. Instructions for casting votes using the Postal Ballot form are furnished on the reverse of the postal ballot form.**
- 16. THE INSTRUCTIONS FOR MEMBERS FOR E – VOTING ARE AS UNDER:**
 1. In accordance with Regulation 44 of SEBI and other applicable provisions of the SEBI (LODR) Regulations, 2015 entered into by the Company with CSE on which its equity shares are listed and Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide electronic voting ("e-voting") as an option to its members to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form by post. The Company has engaged the services of NSDL to provide remote e-voting facility.
 2. The e-voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the cutoff date i.e. 02nd December, 2022.

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3. The procedure and instructions for voting through electronic means are as under:-

(A) In case of Members receiving the Postal Ballot Form by E-mail:

- (i) Open e-mail and open PDF file attached with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on "Shareholder – Login".
- (iv) Insert user ID and password as initial password noted in step 3 (A) (i) above. Click "Login".
- (v) "Password change" menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of "e-Voting" opens. Click on "e-Voting: Active E-voting Cycles".

Select "EVEN" (Electronic Voting Event Number) of OLIVE COMMERCIAL CO LTD.

- (vii) Now you are ready for e-Voting as "Cast Vote" page opens.
- (viii) Cast your vote by selecting appropriate option and click on "Submit" and also click on "Confirm" when prompted.
- (ix) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (x) Once you have voted on the resolution, you will not be allowed to modify your vote.

(B) In case of Members receiving Postal Ballot Form by Post:

- (i) User ID and initial password is provided at the bottom of the Postal Ballot Form.
- (ii) Please follow all steps which are **furnished on the reverse of the postal ballot form**

(C) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for Login to cast your vote.

(D) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of NSDL's E-Voting website: www.evoting.nsdl.com.

(E) The period for e-voting starts from 09:00 a.m. on Sunday, 11th December 2022 and shall end at 5:00 p.m. on Monday, the 9th January, 2023. E-voting shall be disabled by NSDL at 5:00 p.m. on Monday, the 9th January, 2023

Other Instructions

i. The e-voting period begins at Sunday, 11th December 2022 and shall end at 5:00 p.m. on Monday, the 09th January, 2023. During this period, the members of the Company holding shares either in physical form or in dematerialized form as on the cut-off date (record date) of 02nd December, 2022 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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- ii. Once the vote on a resolution is cast by the member, he shall not be allowed to change it subsequently.
- iii. The voting rights of members shall be in proportion to their shares of the paidup equity share capital of the Company as on the cut-off date (record date) of 02.12.2022.
- iv. Mr. Rishabh Baid, Practicing Company Secretary has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- v. The scrutinizer shall after the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's report of the votes cast in favour or against if any, forthwith to the Board of Directors of the Company. The results shall be declared not later than the close of working hours on Tuesday, the 10th January, 2023 at the registered office of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website: www.olivecommercial.com and on the website of NSDL viz., www.evoting.nsdl.com and communicated to Calcutta Stock Exchange Limited.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

The equity shares of **OLIVE COMMERCIAL CO LTD..(OCCL)** are presently listed on the Calcutta Stock Exchange Limited ('CSE'). There has been no trading in the equity shares of the Company in CSE for the last several years. Further, the Promoters / Promoter Group of the Company collectively hold 1,34,950 equity shares of OCCL (representing 56.23% of the paid-up equity share capital of OCCL) and the balance 1,05,050 equity shares are held by the public shareholders (representing 43.77% of the paid-up equity share capital of OCCL).

Since Trading platform is not available in CSE no purpose is served in continuing the listing of our shares with the stock exchange. The Company can also save the cost and time for compliance with various provisions of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013. The shareholders will also be provided an exit opportunity to public share holders of the Company

In this respect, the Promoter/Promoter Group have expressed their interest to the Board of Directors of OCCL to make a voluntary delisting of the equity shares of the Company from the Calcutta Stock Exchange Limited and also to provide an exit opportunity to all the public shareholders in compliance with the provisions of the SEBI (Delisting of Equity Shares) Regulations, 2021.

In terms of Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 with the provisions of the Companies Act, 2013 and rules made thereunder, the delisting proposal requires the prior approval of the shareholders of by way of a special resolution passed through postal ballot / e-voting. Further, as per Regulation 11 of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021, the special resolution passed by the shareholders shall be acted upon if and only if the votes cast by public shareholders in favour of the delisting proposal amount to atleast two times the number of votes cast by public shareholders against it.

Accordingly, the approval of the shareholders is being sought by passing a Special Resolution for delisting of the Company's equity shares from the Calcutta Stock Exchange Limited in accordance with the provisions of Securities and Exchange Board of India (Delisting of Equity Shares) Regulations 2021 none of the Directors, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the resolution except to the extent of their shareholding / shareholding of their associates in the Company.

The resolution is recommended for approval of the shareholders by the Board.

FOR OLIVE COMMERCIAL CO.



DASHRATH GOTHWAL
DIRECTOR
DIN 07453300

Place: **INDORE**

Date: **30.11.2022**

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Serial No.

POSTAL BALLOT FORM

[To be returned to Scrutinizer appointed by the Company]

1. Name and address of Shareholder(s) of the Sole/first named Shareholder (in block letters) :
2. Name(s) of Joint Holder(s), if any (in block letters) :
3. Registered Folio No.* :
- (*Applicable to Shareholders holding Shares In physical form)
4. DP ID No & Client ID No. ** :
- (**Applicable to Shareholders holding Shares In dematerialized form)
5. Number of Shares held :
6. I/We hereby exercise my/our vote in respect of the 'Special Resolution' to be passed through postal ballot for the special business stated in the notice dated 30THNovember, 2022 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said 'special resolution' by placing the tick mark (✓) in the appropriate box below:

Description of the Resolution	No. of Shares	I / We assent to the Resolution (For)	I / We dissent to the Resolution (Against)
Special Resolution pursuant to the SEBI (Delisting of Equity Shares) Regulations, 2021 for the voluntary delisting of the equity shares of the Company from the Calcutta stock exchange Ltd where the shares of the company are listed			

Place:

Date:

(Signature of the Member)

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NOTE: Kindly read the instructions printed overleaf before filling the form.

ELECTONIC VOTING PARTICULARS

EVEN (e-voting event number)	USER ID	PASSWORD

Please read the instructions given at Note No. 16 of the Notice of Postal Ballot carefully before voting electronically.

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INSTRUCTIONS

1. A Member entitled to vote and desirous of exercising his/her/its vote by Postal Ballot may complete this PostalBallot Form ("Form") and send it to the Scrutinizer in the attached self-addressed pre-paid envelope. Inland Postage will be borne and paid by the Company. However, any envelope containing postal ballot if deposited inperson or sent by courier at the expenses of the Member will also be accepted.
2. A member may convey his/her/its dissent in the postal ballot form. The consent of the Member must be accorded by recording the assent in the column "FOR" and dissent in the column "AGAINST" by placing a tickmark (✓) in the appropriate column. Assent or dissent received in any other form or manner will not be considered valid.
3. This Form must be completed and signed by the Member. In case of Joint-holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his absence, by the next named Member. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
4. The Postal ballot vote shall not be exercised by a proxy.
5. Where an authorized representative of a body corporate has signed the Postal Ballot Form, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form.
6. In case of shares held by companies, trust, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of board resolution / authority. A member may sign the Postal Ballot Form through an attorney appointed specifically for this purpose, in which case an attested true copy of the power of attorney should be attached to the Postal Ballot Form.
7. Members are requested to communicate their assent or dissent in writing in the Postal Ballot Form sent herewith in accordance with these instructions in the attached self addressed postage paid envelope, so as to reach the Scrutinizer Mr. Rishabh Baid, Practicing Company Secretary on or before 17:00 hours of 9th January, 2023.
8. Members are requested not to send extraneous paper along with the Postal Ballot Form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would not be taken cognizance of and shall be destroyed by the Scrutinizer.

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9. There will be one Postal Ballot Form for every Registered Folio / Client ID, irrespective of the number of joint holders.
10. A member neither needs to use all his/her/its votes nor cast his/her/its votes in the same way.
11. A member can download the postal ballot form from the Company's website or olivecommercialcoltd@gmail.com seek duplicate postal ballot form from the Company. However, the duly filled in and signed duplicate Postal Ballot Form should reach the Scrutinizer not later than the time and date specified above.
12. Voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on 02/12/2022.
13. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
14. Members are requested to fill in the Postal Ballot Form with indelible ink and not by any erasable writing mode.
15. The Company is pleased to offer e-voting facility as an alternate option, for all the Shareholders of the Company to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated under Notes to the Postal Ballot Notice.
16. Any query in relation to the proposed resolution to be passed by the Postal Ballot may be addressed to, **OLIVE COMMERCIAL CO LTD.**, DASHRATH GOTHWAL, Wholetime Director, 2nd Floor of main building 19, R. N. Mukherjee road, Kolkata 700001 and email ID olivecommercialcoltd@gmail.com.

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Date: 09/12/2022

To

Vice President

National Securities Depository Limited

Trade World – A Wing, Kamala Mills Compound

Lower Parel, Mumbai - 400013

Dear Sir,

For the purpose of providing e-Voting facility to the members/ shareholders of the company, for exercising their right to vote in respect of Postal Ballot, in compliance with provisions of Section 110 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to avail e-voting services of **National Securities Depository Limited (NSDL)**.

The Schedule of Events for e-voting is as follows:-

Benpose Date for Sending Notice	02-12-2022
Date of Completion of Dispatch	10-12-2022
Cut Off Date	02-12-2022
Remote e-Voting Start Date	11-12-2022
Remote e-Voting Start Time	9 A.M.
Remote e-Voting End Date	09-01-2023
Remote e-Voting End Time	5:00 P.M.
POSTAL BALLOT RESULT	10-01-2023 5 P.M.
Contact Person of the company (Coordinating for e-voting)	DASHRATH GOTHWAL
Designation	Director
Contact No.	0731- 4752218
Email address	<u>olivecommercialcoltd@gmail.com</u>

Yours faithfully,

For OLIVE COMMERCIAL CO. LTD.

Dashrath
DASHRATH GOTHWAL
WHOLE TIME DIRECTOR
DIN 07453300



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Date: 09/12/2022

To,
Vice President
National Securities Depository Limited
Trade World – A Wing, Kamala Mills Compound
Lower Parel, Mumbai - 400013


Dear Sir,

We hereby confirm that we have appointed Mr.Rishabh Baid in as Scrutinizer for e-Voting scheduled by our company for the purpose of POSTAL BALLOT.

The contact details of the Scrutinizer are as follows: -

Name of the Scrutinizer:-	Mr. Rishabh Baid
Designation/Profession:-	PRACTISING COMPANY SECRETARY
Name of the organization/Firm:-	BAID&BENGANI ASSOCIATES LLP
Complete address of the organization/Firm (with pincode):-	"CENTURY PLAZA" Unit -217 Floor 81, N.S. Road, Kolkata - 700001
Telephone	-----
Mobile	9831115563
Email	rishabh_baid07@yahoo.co.in

For OLIVE COMMERCIAL CO.LTD.


DASHRATH GOTHWAL
WHOLE TIME DIRECTOR
DIN 07453300



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NOTICE TO MEMBERS

Notice is hereby given to the Members that the Company has completed the dispatch of postal ballot notice Under Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, along with postal ballot form and self-addressed pre-paid postage envelope on 10TH December, 2022 through courier to the members whose names appear in the register of members as on Friday, 02nd December, 2022 ("Cut-off date") in relation to resolution for seeking approval of the shareholders for the proposed voluntary delisting of the equity shares of the company from the Calcutta Stock Exchange Limited in accordance with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 and applicable law ("the proposed resolution") by postal ballot including e-voting by electronic means.

As required by Regulation 44 of SEBI (LODR) Regulations, 2015, the Company has engaged the services of National Securities Depository Limited to provide e-voting facility to the members of the Company.

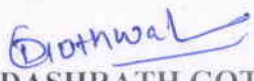
The Voting through Postal Ballot, including E-voting would commence on 11th December, 2022. The Notice and Postal Ballot Form is also available on the website of the company viz., www.olivecommercial.com or on the website of NSDL viz., www.evoting.nsdl.com.

The Board of Directors of the Company has Appointed Mr. Rishabh Baid, Practicing CS as "SCRUTINIZER" for conducting the Postal Ballot in a fair and transparent manner. The members are requested to note that the physical Postal Ballot form duly completed and signed should be reached to the Scrutinizer on or before Monday, 9th January, 2023 by 5:00 P. M.

The Voting facility shall be available from Sunday, 11th December, 2022 from 9:00 A.M. to Monday, 09th January, 2023 till 05:00 P. M. All Postal Ballot Forms/ electronic votes received after the said date will be treated as reply from such member has not been received. In case a member votes through E-Voting facility as well as send his vote through physical vote, the vote cast through E-voting shall only be considered by the Scrutinizer.

The result of the Postal Ballot shall be announced on Tuesday, 10th January, 2023 at the registered office of the company. The results declared along with the Scrutinizer's Report will be available on the Company's website viz., www.olivecommercial.com and shall also be communicated to Calcutta Stock Exchange Limited where the shares of the company are listed. For and query regarding the voting by Postal Ballot including E-voting, please sent an e-mail at olivecommercialcoltd@gmail.com

By Order of the Board
FOR OLIVE COMMERCIAL CO LTD.


DASHRATH GOTHWAL
DIRECTOR
DIN 07453300



Place: INDORE
Date: 11.12.2022

Corporate Office: 6th Floor Treasure Island, 11, Tukoganj Main Road, Indore
Phone: 0731-4752210 Email: olivecommercialcoltd@gmail.com