

# OLIVE COMMERCIAL CO. LTD.

(CIN No. L01132WB1983PLC035842)

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

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

OLIVE/SE/11/2022

18<sup>th</sup> November, 2022

The  
The Secretary,  
The Calcutta Stock Exchange Ltd,  
7 Lyons Range, Kolkata - 700001.

**SCRIP CODE: 25014**

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015**

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("**Listing Regulations**"), it is hereby informed that Olive Commercial Co Ltd ("**Olive**") has executed a Share Acquisition Agreement ("**SAA**") on November 17, 2022 *inter alia* with Nexus Select Trust, a real estate investment trust registered with Securities and Exchange Board of India, and acting through its trustee (viz. Axis Trustee Services Limited) and its manager (viz. Nexus Select Mall Management Private Limited) (referred to as the "**Investor**") to sell/ dispose of its entire investment (comprising 7,80,000 equity shares and 93,60,000 preference shares) in Naman Mall Management Company Private Limited ("**Target Company**") (such transaction, "**Transaction**").

The Transaction will be effective subject to the fulfilment of various terms and conditions including various conditions precedent as specified in the SAA. The details as required under Regulation 30 of Listing Regulations read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 is enclosed as **ANNEXURE 1**.

You are requested to take the above information on record.

Thanking you,

Yours faithfully,

For Olive Commercial Co. Ltd.

  
Dashrath Gothwal  
Whole Time Director  
DIN: 07453300



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## ANNEXURE - 1

The details as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015 are given below:

Sl. No.	Items for Disclosure	Description
1.	Name(s) of parties with whom the agreement is entered	(a) Axis Trustee Services Limited (acting as trustee of Nexus Select Trust); (b) Nexus Select Mall Management Private Limited (acting as manager of Nexus Select Trust); (c) Naman Mall Management Company Private Limited (" <b>Target Company</b> ") (d) Mr. Manish Kalani
2.	Purpose of entering into the agreement	The agreement (" <b>SAA</b> ") has been entered into to set out the terms and conditions of sale/ disposal of Olive's entire investment (comprising 7,80,000 (Seven Lacs and Eighty Thousand) Equity shares and 93,60,000 (Ninety Three Lacs and Sixty Thousand) preference shares) in the Target Company to the Investor (" <b>Transaction</b> "). The Target Company is engaged in the business of operation and maintenance of "Nexus Indore Central", an urban consumption centre situated at Plot No. 170, Rabindranath Tagore Marg Indore.
3.	Size of agreement	The total consideration for the sale of the investment in the Target Company shall be INR 27,00,00,000 (Indian Rupees Twenty Seven Crores only).
4.	Shareholding, if any, in the entity with whom the agreement is executed	Olive does not have any shares in the Investor.  Olive currently holds 30% (thirty percent) of equity share capital and 100% (one hundred percent) of the preference share capital in the Target Company which shall cease upon successful closing.
5.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc	The Transaction will be effective subject to the fulfilment of various terms and conditions as specified in the SAA.  Olive has agreed to indemnify the Investor subject to certain limitations specified under the SAA.
6.	Whether, the said parties are related to promoter/promoter group/	No



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	group companies in any manner. If yes, nature of relationship	
7.	Whether the transaction would fall within related party transactions. If yes, whether the same is done at "arms length"	Not a related party transaction
8.	In case of issuance of shares to the parties, details of issue price, class of shares issued	N/A
9.	In case of loan agreements, details of lender, nature of the loan, total amount of loan granted, total amount outstanding, date of execution of the loan agreement/sanction letter, details of the security provided to the lenders for such loan	N/A
10.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc	N/A
11.	<p>In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s):</p> <p>i.name of parties to the agreement;</p> <p>ii. nature of the agreement;</p> <p>iii. date of execution of the agreement;</p> <p>iv. detail of amendment and impact thereof or reasons of termination and impact thereof.</p>	N/A

