



**Octavius®**

**OCTAVIUS PLANTATIONS LIMITED**

Regd. Office: T-4, Okhla Industrial Area, Phase-II, New Delhi-20

CIN No. : L65910DL1984PLC018466

Ph.: 011-45542200, Fax: 011-45542200

Website: [www.octaviusplantations.com](http://www.octaviusplantations.com)

E-mail: [csdelhi@octavius.in](mailto:csdelhi@octavius.in)

06.09.2021

Deputy Manager

**Department of Corporate Services,**

**BSE Limited, Floor 25**

P.J. Towers, Dalal Street

Fort, Mumbai – 400001

Scrip Code: 542938

Dear Sir/Ma'am

**Sub: Corrigendum to the Notice for FY 2020-21**

**Re: Notice of the 37<sup>th</sup> Annual General Meeting of the Company**

Dear Sirs,

This is with reference to our letter dated 03.09.2021, wherein the company had submitted the Notice calling 37<sup>th</sup> Annual General Meeting of the members of the Company will be held on Tuesday, September 28, 2021 through video conferencing ("VC")/Other Audio visual Means ("OAVM") at 12:30 P.M. pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India.

We wish to inform you that few errors were noticed in the Notice Calling 37<sup>th</sup> Annual General Meeting after the same was dispatched on September 03, 2021 through email:

- Detail in regard to depository to provide remote e-voting and video conferencing were inadvertently mentioned in the notes forming a part of notice i.e. **NSDL (National Services Depository Limited) instead of CDSL (Central Depository Services Limited)** at the time of submission to the stock exchange and dispatch the same to the shareholders of the company.

Further, we are enclosing the Notice Calling 37<sup>th</sup> Annual General Meeting for F.Y. 2020-21 after incorporating the above change and the same is also available on the website of the company <http://www.octaviusplantations.com//>.

You are requested to take the same on record.

For **OCTAVIUS PLANTATIONS LIMITED**

For Octavius Plantations Limited :

*Mohit Chauhan*

Company Secretary

Mohit Chauhan  
Company Secretary  
M. No.: 53839

## NOTICE

Notice is hereby given that 37<sup>th</sup> Annual General Meeting of Octavius Plantations Limited (CIN: L65910DL1984PLC018466) will be held on Tuesday, the 28<sup>th</sup> Day of September, 2021, at 12:30 P.M. through video conferencing (“VC”)/Other Audio visual Means (“OAVM”) to transact the following business:

### ORDINARY BUSINESS

**Item No 1:** To receive, consider and adopt the Annual Financial Statement for the financial year ended March 31st, 2021 along with the report of Independent Auditors' and Directors' thereon.

**Item No. 2:** To consider the re- appointment of Mr. Sajjan Kumar Deora (DIN: 08551288), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

**Item No 3:** To Consider and approve the appointment of Mr. Anil Kumar Ravindran (DIN: 08519787) as Independent Director of the Company

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Anil Kumar Ravindran (DIN: 08519787), who was appointed by the Board of Directors as an Additional Independent Director of the Company w.e.f. August 27, 2021 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office up to the date of ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director and as recommended by Nomination and Remuneration Committee, be and is hereby appointed as an Independent Director of the Company for a period of five years.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto”.

**Item No. 4:** To Consider and re-appoint the appointment of Mr. Raj Kumar Jain (DIN: 03505168) as whole time director of the company.

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

**“RESOLVED THAT** in accordance with the provisions of Section 196 and 197 203, read with Schedule V and all other applicable Rules and provision of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any

## NOTICE

other law, regulations or code applicable to the Company, for the time being in force (including any statutory modification(s) or re-enactments thereof, for the time being in force) and on the recommendation of Board of Directors, the consent of the members be and is hereby accorded for re-appointment of **Mr. Raj Kumar Jain (DIN: 03505168)** as Whole Time Director for the period of 5 (Five) years, on the terms & conditions including remuneration as recommended by the Nomination & Remuneration Committee, with the liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination & Remuneration Committee) to alter and vary the terms and conditions of the said appointment and/or remuneration as it may deem fit and as may be acceptable to **Mr. Raj Kumar Jain**, subject to the same not exceeding the limits as specified under Schedule V to the Companies Act, 2013 or any statutory modifications(s) or re-enactments thereof

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto”.

**By Order of the Board of Directors  
For Octavius Plantations Limited**

**Date:27/08/2021**  
**Place: Delhi**

**Sd/-**  
**Mohit Chauhan**  
**Company Secretary**  
**M. No. : 53839**

## NOTES

1. In view of COVID-19 pandemic and pursuant to the Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, respectively, and all other relevant circulars issued from time to time by the Ministry of Corporate Affairs (“the MCA Circulars”) read with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (the SEBI Circulars), relaxation has been granted for physical attendance of the Members to the EGM/AGM and allowed companies to hold General Meetings through Video-Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”). In terms of the same, the AGM will be held without the physical presence of the Members at a common venue and Members can attend and participate in the AGM through VC/OAVM.
2. In terms of the MCA Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 37th AGM. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members maybe appointed for the purpose of voting through remote e-Voting, for participation in the 37th AGM through VC/OAVM Facility and e-Voting during the 39th AGM.
3. Corporate Members (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM and vote on its behalf. The said Resolution/Authorization shall be sent to the Company at **csdelhi@octavius.in** or the Beetal Financial Computer Services Pvt. Ltd, Registrar and Share Transfer Agent at **beetalrta@gmail.com**.
4. Register of Members and Share Transfer Books of the Company shall remain closed on Book Closure Dates i.e., **from Wednesday September 21, 2021 to Tuesday, September 28, 2021 (both days inclusive)**.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 and Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretary Of India, the Company is pleased to provide the facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services Limited (CSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by CDSL.

## NOTES

6. In view of the situation arising due to COVID-19 pandemic and extended lockdown, MCA has issued Circulars giving certain relaxations owing to the difficulties involved in dispatching of physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements shall be sent only by email to the members, trustees for the debenture-holder of any debentures issued by the company, and to all other persons so entitled.

In this regard, Notice is being sent by email to all its members whose email Id's are available in the beneficial ownership data of Central Depository Services (India) Limited ("Depositories") and register of members as per the record of Share Transfer Agent Limited, Registrar and Share Transfer Agent ("RTA") of the Company.

7. The members may cast their votes through electronic voting system (remote e-voting). The remote e-voting period will commence at **9:00 A.M. Saturday, September 25<sup>th</sup>, 2021 and will end at 5.00 p.m. on Monday, September 27<sup>th</sup>, 2021**. In addition, the facility for e-voting shall also be made available during the AGM. Members participating in the AGM through Video Conference/ Other Audio-Visual Means who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to participate in the AGM; however, they shall not be eligible to vote at the meeting.
8. The Company has appointed **Mr. Nitesh Kumar Sharma, Practicing Company Secretary (M. No. 55712 & COP No.: 23517)** to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website <http://www.octaviusplantations.com/> and on the website of CDSL within two working days of passing of the resolutions at the AGM of the Company.
9. The Members may join the 37<sup>th</sup> AGM through 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. Members may note that the VC/OAVM Facility allows participation of at least 1,000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the 37<sup>th</sup> AGM without any restriction on account of first-come-first-served principle.
10. The Members attending the 37<sup>th</sup> AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
11. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

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12. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <http://www.octaviusplantations.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. <https://www.evotingindia.com/>.
13. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
14. In case of any queries regarding the Annual Report, the Members may write to [csdelhi@octavius.in](mailto:csdelhi@octavius.in) to receive an email response.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

### **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on **Saturday, 25<sup>th</sup> September, 2021 at 09:00 A.M. and ends on Monday, 27<sup>th</sup> September, 2021 (IST) at 05:00 P.M.** The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 21, 2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 21, 2021.

#### **How do I vote electronically using CDSL e-Voting system?**

**The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:**

##### **Step 1: Access to CDSL e-Voting system**

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode is mobile number and email Id in their demat accounts in order to access e-Voting facility.

In terms of SEBI circular 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.

## NOTES

(A) Login method for Individual shareholders holding securities in demat mode is given below

Type of Shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be</li> </ol>



## NOTES

Type of Shareholders	Login Method
	able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to 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 or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option 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.**

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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

- (B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

**How to Log-in to CDSL e-Voting website?**

## NOTES

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.

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.

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](http://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"> <li>• 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.</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.</li> </ul>

## NOTES

7. After entering these details appropriately, click on “SUBMIT” tab.
8. 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
11. 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.
12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.

### **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](http://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](mailto: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.

## NOTES

- ¿ 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.
- ¿ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 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; [csdelhi@octavius.in](mailto:csdelhi@octavius.in) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **seven days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## NOTES

9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **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 [csdelhi@octavius.in](mailto:csdelhi@octavius.in).
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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

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

### **Explanatory Statement in Respect of the Special Business Pursuant To Section 102 of the Companies Act, 2013**

#### **Item No. 3**

**Mr. Anil Kumar Ravindran (DIN: 08519787)** who was appointed as an Additional Director (in the category of Independent Non-Executive Director) of the Company with effect from August 27, 2021. In terms of Section 161(1) of the Companies Act, 2013, **Mr. Anil Kumar Ravindran (DIN: 08519787)** holds office as an Additional Director up to the date of this ensuing Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

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Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, **Mr. Anil Kumar Ravindran (DIN: 08519787)** being proposed to be appointed as Independent Director of the Company for the period of 5 (five) consecutive years and not be liable to retire by rotation. Pursuant to the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 and after completion of first term of his appointment, he may be re-appointed for second term.

**Mr. Anil Kumar Ravindran (DIN: 08519787)** is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). Further, the Company has also received declaration from **Mr. Anil Kumar Ravindran (DIN: 08519787)** that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

### Item No: 4

The Board of Directors and Nomination & Remuneration Committee at its meetings held on August 27, 2021 re-appointed Mr. Raj Kumar Jain as Whole Time Director for a period of Five (5) year subject to the approval of shareholders. Pursuant to Section 196, 197, 203 and Schedule V of the Companies Act, 2013, the re-appointment of Whole Time Director, terms and conditions of appointment and remuneration are required to be approved by shareholders at ensuing general meeting of company held after the appointment.

No director, key managerial personnel or their relatives, are interested or concerned in the resolution.

The Board of Directors commends the resolution as set out at Item No. 4 for approval of the members as Ordinary Resolution.

The disclosures prescribed under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are annexed to the notice.

*By Order of the Board  
For Octavius Plantations Limited*

**Date: 27.08.2021**

**Place: Delhi**

*Sd/-  
Mohit Chauhan  
Company Secretary  
M. No. : 53839*

## ANNEXURE TO NOTICE

### Annexure to notice

Information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 read with the provisions of the Secretarial Standard on General Meetings (“ss-2”) issued by the Institute of Company Secretaries of India regarding the director proposed to be appointed.

#### 1. Mr. Anil Kumar Ravindran

Mr. Anil Kumar Ravindran; 40 years (DOB: 07/07/1981) is Non-Executive Independent Director of Octavius Plantations Limited. He is post graduate and has a vast experience in the field of Management Consulting.

He is on the Board of the Company since August 27, 2021. He doesn't hold any share of the Company. He does not hold directorship in any other company except Octavius Plantations Limited.

Other Details:

S. No.	Particulars	Remark
1.	Remuneration	Nil
2.	Last Drawn Remuneration	Not Applicable
3.	Number of Meetings attended	Not Applicable
4.	Relationship between Directors inter-se:	Not related to any director

#### 2. Mr. Raj Kumar Jain

**Mr. Raj Kumar Jain**; 61 years (DOB: 11/12/1960) is a whole time director of Octavius Plantations Limited. He is professional and has vast experience in field of coffee plantations.

He is on the Board of the Company since August 27, 2021. He doesn't hold any share of the Company. He does not hold directorship in any other company except Octavius Plantations Limited.

Other Details:

S. No.	Particulars	Remark
1.	Remuneration	As per mutual terms
2.	Last Drawn Remuneration	Not Applicable
3.	Number of Meetings attended	Not Applicable
4.	Relationship between Directors inter-se:	Not related to any director

**By Order of the Board of Directors  
For Octavius Plantations Limited**

**Date: 27.08.2021**  
**Place: Delhi**

**Sd/-**  
**Mohit Chauhan**  
**Company Secretary**  
**M. No. : 53839**