



NOTICE

Notice is hereby given that 35th Annual General Meeting of the members of M/s Octavius Plantations Limited to be held on Saturday, 28th Day of September, 2019, at 11:00 A.M. at the Registered Office of the Company situated at 54/2&3, Hanuman Lane Connaught Place New Delhi 110001, to transact the following business:

ORDINARY BUSINESS

Item No 1: Adoption Of Financial Statements

To receive, consider and adopt the Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March, 2019 along with the Cash Flow Statement and Notes to the accounts and the report of the Board of Directors and the Auditors' thereon.

SPECIAL BUSINESS

Item No 2: To regularize Appointment of Mr. Sajjan Kumar Deora (DIN:08551288) as an Executive Director:-

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. Sajjan Kumar Deora (DIN:08551288), who was appointed by the Board of Directors as an Additional Executive Director of the Company with effect from August 31, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto 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 Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation"

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised 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**

**Registered Office: 54 2/3
Hanuman lane, Connaught Place
New Delhi 110011**

Date: 31.08.2019

**Sd/-
Raj Kumar Jain
Whole Time Director
DIN:-03505168
10/333 Chopasani Housing Board
Jodhpur 342001 Rajasthan**



Notes:

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy so appointed need not be a member of the Company. A Proxy form is sent herewith.**

The instrument appointing proxy should, however, be deposited at the registered office of the Company at least forty eight hours before the time of the meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. 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 member.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/ authority, as applicable.

2. During the period beginning 24 hours before the time fixed for the commencement of the Meeting, a Member would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided that not less than 3 days' of notice in writing of the intention to so inspect, is given to the Company

GENERAL GUIDELINES FOR SHAREHOLDERS

3. As per Circular no. 18/2011 and Section 101(1) read with Rule 18 of the Companies (Management & Administration) Rules, 2014 on Green initiative, The Annual Report 2018-19, the Notice of the 35th Annual General Meeting and the Instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants unless the Member has requested for a physical copy of the same. Hard copies of the above mentioned documents are being sent by the permitted mode to those Members who have not registered their e-mail addresses.
4. Members who have not registered their e-mail addresses so far are requested to register the same with their respective Depository Participants, in case of shares held in dematerialised form and with the Registrar and Share Transfer Agent Beetal Financial & Computer Services (P) Limited, in case of shares held in physical form so that all communication including Annual Report, Notices, Circulars, etc. can be sent to them electronically.
5. Members are requested to bring their copies of the Annual Report to the meeting. Members / Proxies / Representatives should bring the Attendance Slip, duly filled in, for attending the Meeting and affix their signatures at the space provided therein and surrender the same at the venue of the AGM.
6. Corporate members intending to send their authorised representatives to attend the Annual General Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting



7. Members who hold shares in dematerialized form are requested to bring their DP ID and Client ID numbers for easy identification of attendance at the meeting.
8. In case of joint holders attending the Meeting, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote
9. Members are requested to notify any change in their address immediately to the registered office of the Company
10. Members intending to require information about Accounts to be explained in the Meeting are requested to inform the Company at least 2 days in advance of the Annual General Meeting
11. The Register of Directors and Key Managerial Personnel and their shareholding and the Register of Contracts and Arrangements in which Directors are interested as maintained under Section 170 and Section 189 of the Companies Act, 2013, respectively, will be available for inspection by the Members at the venue of the Annual General Meeting.
12. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from 5th December, 2018. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialize shares held by them in physical form.

OTHER INFORMATION

13. At 34th AGM, M/s Vidit Jain and Co., Chartered Accountants (Firm Registration number 030229N) were appointed as Statutory Auditors of the Company for a term of 5 years until the conclusion of Annual General Meeting to be held in the year 2023. The ratification of their appointment, pursuant to Section 139 of the Companies Act, 2013, is not required, in terms of Notification No. S.O. 188 (E) dated May 07, 2018, issued by the Ministry of Corporate Affairs and accordingly, the item has not been included.
14. During the year, Composition of the Board is in accordance of the Companies Act, 2013.

However at the end of the last Quarter on 25th March 2019, Mr. Vickram Ramdev, holding DIN 07607449, Executive Director of the Company has resigned from directorship.

Since none of the office of director will be liable to determination by retirement of directors by rotation in the Board, thus Ordinary business regarding provisions of section 152 of Companies At, 2013 is not included in the Notice.



EVOTING INSTRUCTIONS

15. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members with the facility to exercise their right to vote on Resolutions proposed to be considered at the 35th Annual General Meeting (“AGM”) by electronic means.

The instructions for shareholders voting electronically are as under:

- The voting period begins on 25.09.2019 at 9.00 AM and ends on 27.09.2019 at 5.00 PM . 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 21.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders / Members
- 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the



	<p>sequence number in the PAN field.</p> <ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (iv).

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for OCTAVIUS PLANTATIONS LIMITED on which you choose to vote.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If a demat account holder has forgotten the changed 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.
- **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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 should be mailed to 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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



OTHER INSTRUCTIONS

16. The voting rights of Members shall be in proportion to their share of the Paid-up Equity Share Capital of the Company as on the Cut-off Date i.e. Saturday, 21st September 2019
17. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the Cut-off Date i.e. Saturday, 21st September 2019 may obtain the User ID and password by sending a request at csdelhi.opl@gmail.com or call at Phone No. : 011-23367203.
18. A Member may participate in the AGM even after exercising his / her voting right through remote e-voting but will not be allowed to vote again at the AGM.
19. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.octaviusplantations.com and on the website of CDSL forthwith after the declaration of result by the Chairman or by a person duly authorised.
20. Ms. Sheetal Sharma, a Company Secretary in whole time practice, (Registration Number: F2727) will be acting as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
21. A Member can opt for only one mode i.e. either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then the voting done through remote e-voting shall prevail and the voting at the AGM shall be treated as invalid.
22. At the AGM, the Chairman shall, at the end of discussion on the Resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of poll for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
23. The Scrutiniser shall after the conclusion of voting at the AGM, first count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or to a person authorised by the Chairman in writing, who shall countersign the same and declare the result of the voting forthwith.
24. All documents referred to in the Notice and accompanying Statement are open for inspection at the Registered Office of the Company on all working days of the Company between 10 a.m. and 12 noon upto the date of the AGM.
25. Notice of the Annual General Meeting is also displayed at www.octaviusplantations.com



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO-2

In accordance with the provisions of Section 161 of the Companies Act, 2013, The articles of a company may confer on its Board of Directors the power to appoint any person, other than a person who fails to get appointed as a director in a general meeting, as an additional director at any time who shall hold office up to the date of the next annual general meeting or the last date on which the annual general meeting should have been held, whichever is earlier.

Board of directors of the Company through resolution passed by their meeting of August 31, 2019 has appointed Mr. Sajjan Kumar Deora as an Additional Director (Executive Director) of the Company and Mr. Sajjan Kumar Deora holds office of the Director till the conclusion of ensuing Annual General Meeting.

Accordingly, in terms of the requirements of the provisions of Companies Act, 2013 approval of the members of the Company is required for regularization of Mr. Sajjan Kumar Deora as Director of the Company.

The Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors have proposed that Mr. Sajjan Kumar Deora be appointed as Executive Director on the Board, whose office will be liable to retire by rotation.

Mr. Sajjan Kumar Deora is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

Brief Profile of Mr. Sajjan Kumar Deora as given below:

DIN	08551288
DOB & Nationality	11/12/1953 Indian
Shareholding in the Company	NIL
List of Directorships in other Listed Company	NIL
Qualification & Experience	Mr. Sajjan Kumar Deora is Commerce Graduate by qualification and has extensive insights of more then 3 decades in the business of agro plantations His engagement in this industry has longed since 1983 and he possess in depth knowledge of agro business and can guide the Company in future endeavors.
Membership of Audit & Stakeholder relationship Committee in other Company	NIL
Relationship with other director	NA



Keeping in view his vast past expertise, it will be in the interest of the Company to appoint Mr. Sajjan Kumar Deora as an Executive Director of the Company.

Copy of the draft letter for appointment of Sajjan Kumar Deora as an Executive Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

The Board recommends the Ordinary Resolution set out at Item No. 2 of the Notice for approval by the members



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: L65910DL1984PLC018466

Name of the Company: Octavius Plantations Limited

Registered office: 54/2&3, Hanuman Lane Connaught Place New Delhi 110001

Name of the Member(s):
Registered address:
E Mail Id:
Folio No. / Client ID:
DP ID:

I/ We being the member ofshares of above named Company, hereby appoint

1	or failing Number (1)	or failing Number (2)
Name	Name	Name
Address	Address	Address
Email ID	Email ID	Email ID
Signature	Signature	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 35th Annual General Meeting of members of the Company, to be held on Saturday 28th September 2019 at registered office of the Company situated at 54/2&3, Hanuman Lane Connaught Place New Delhi DL 110001 at 11.00 AM and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1. To receive, consider and adopt the Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March, 2019 along with the Cash Flow Statement and Notes to the accounts and the report of the Board of Directors and the Auditors' thereon



Affix Revenue
Stamp Rs.1/-

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Note: 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 Annual General Meeting.

A person can act as a Proxy on behalf of not exceeding 50 Members and holding, in the aggregate, not more than 10% of the total share capital of the Company carrying voting rights. However, a Member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a Proxy and such person shall not act as a Proxy for any other Member.



Attendance Slip for 35th Annual General Meeting

Folio No	DPID NO	CLIENT ID NO

I/We hereby record my/our presence at the 35th Annual General Meeting of the OCTAVIUS PLANTATIONS LIMITED to be held on Saturday, 28th Day of September, 2019, at 11:00 A.M. at the Registered Office at 54/2&3, Hanuman Lane Connaught Place New Delhi 110001

Name of Member

Signature

Name of Proxy holder

Signature

Note: Shareholders wishing to attend the meeting must bring the attendance slip, duly signed to the meeting and hand it over at the entrance of the hall.



ROUTE MAP TO THE AGM VENUE: 54/2&3, Hanuman Lane Connaught Place New Delhi 110001

Landmark: Near to Prachin Hanuman Mandir

