Octavius®
OCTAVIUS PLANTATIONS LIMITED
Regd. Office: E-40/3, Okhla Phase-II, New Delhi-110020
CIN No. : L65910DL1984PLC018466
Ph.:-011-45542200,Fax:011-45542200
Website: www.octaviusplantations.com
E-mail: csdelhi@octavius.in

CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF OCTAVIUS PLANTATIONS LIMITED HELD ON THURSDAY THE 03rd DAY OF SEPTEMBER, 2026 AT E-40/3, OKHLA INDUSTRIAL AREA, PHASE-2 NEW DELHI - 110020 AT 03:00 P.M

ADOPTION OF ACCOUNTS FOR THE FINANCIAL YEAR ENDED 31.03.2026

"**RESOLVED THAT** pursuant to the provisions of the Companies Act,2013, the adoption of accounts by the Board member of the Company for the Financial Year ended March 31st,2026 as placed before the board be and is hereby received, considered and approved and that the same be signed on behalf of the Board of the Directors by Mr. Raj Kumar Jain, Director, of the Company.

"**RESOLVED FURTHER THAT** any Director of the Company be and is hereby authorized to file the resolution with the Registrar of Companies, Delhi by filing the requisite form or such other acts, deeds & things as may be deemed desirable in this regard."

CERTIFIED TRUE COPY

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited
Raj Kumar Jain
Director/ Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168

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APPROVAL OF BOARD'S REPORT OF FY 2025-26

The Draft Directors' Report of the Company, for the Financial Year ended March 31, 2026, was placed before the meeting. The Board after due deliberation approved the Directors' Report by passing the following resolution:

"**RESOLVED THAT** the draft Directors Report of the Company, for the Financial Year ended March 31, 2026, as placed before the meeting, be and are hereby considered, approved and taken on record by the Board of Directors"

"**RESOLVED FURTHER THAT** Mr. Raj Kumar Jain and Ms. Princi Jain, Director of the Company be and is hereby authorized to sign the Directors' Report, on behalf of the Board of Directors."

"**RESOLVED FURTHER THAT** Ms. Princi Jain, Director be and are hereby authorized to necessary filing and to do such works and deeds as may be required to give effect to the above resolution."

CERTIFIED TRUE COPY

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited
Raj Kumar Jain
Director/Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168

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TAKE NOTE OF AUDITORS REPORT FY 2025-26

The Auditor's Report of the Company, for the Financial Year ended March 31, 2026, was placed before the meeting. The Board after due deliberation take note the same by passing the following resolution:

"**RESOLVED THAT** the Auditor Report of the Company to the shareholder on the standalone Annual Financial Statement of the company for the Financial Year ended March 31, 2026 be and is hereby taken note of;

RESOLVED FURTHER THAT the audited standalone Annual Financial Statement of the company for the Financial Year ended March 31, 2026 comprising of Balance sheet as at 31st March 2026, statement of Profit & Loss for the year ended on that along with cash Flow statement as at 31st March 2026 and the Explanatory Notes annexed to, or forming part of any document referred above be and are hereby approved;

RESOLVED FURTHER THAT Ms. Princi Jain, Director of the company be and is hereby authorized to necessary filing and to do such works and deeds as may be required to give effect to the above resolution."

CERTIFIED TRUE COPY

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited
Raj kumar Jain
Director/Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168

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RE-APPOINTMENT OF MR. RAJ KUMAR JAIN, DIRECTOR RETIRING BY ROTATION

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Articles of Association of the Company, MR. RAJ KUMAR JAIN, who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT the Board hereby approves the re-appointment of MR. RAJ KUMAR JAIN (DIN: **03505168)** as a Director of the Company, and recommends her re-appointment to the shareholders for their approval at the forthcoming Annual General Meeting;

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including the filing of necessary forms with the office of concerned Registrar of Companies."

CERTIFIED TRUE COPY

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited
Raj Kumar Jain
Director/ Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168

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APPOINTMENT OF MR. VIJAY JAIN, VIJAY JAIN & CO. PCS AS THE SCRUTINIZER FOR E-VOTING

The chairman informed the Board that in accordance with the provisions of Rule 22(5) of the Companies (Management and Administration) Rules 2014, a scrutinizer needs to be appointed who can conduct the E – Voting process in a fair and transparent manner. Management suggested the appointment of Mr. Vijay Jain, Practicing Company Secretary, Vijay Jain & Co. (Membership No. F13701) as the Scrutinizer for conducting the e-voting process. Mr. Vijay Jain has consented to act as the Scrutinizer if so appointed and has conveyed that he is available for the purpose of ascertaining the requisite majority.

The Board considered and approved the appointment of Mr. Vijay Jain, Practicing Company Secretary as the Scrutinizer.

Upon motion duly passed and seconded, it was:

"**RESOLVED THAT** Mr. Vijay Jain, Practicing Company Secretary, (membership no. F13701) be and is hereby appointed as the Scrutinizer for the ensuing 42nd Annual General Meeting for conducting the e-voting process in a fair and transparent manner.

CERTIFIED TRUE COPY

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited
Raj Kumar Jain
Director/Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168

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CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF OCTAVIUS PLANTATIONS LIMITED HELD ON THURSDAY THE 3rd DAY OF SEPTEMBER, 2026 AT E-40/3, OKHLA INDUSTRIAL AREA, PHASE-2 NEW DELHI - 110020 AT 03:00 P.M

TO CONSIDER CALLING THE 42nd ANNUAL GENERAL MEETING OF THE COMPANY AND APPROVE THE NOTICE THERETO

"**RESOLVED THAT** the 42nd Annual General Meeting of the members of the company be convened on Tuesday, 29.09.2026 through Video Conferencing / Other Audio Visual Means (OAVM);

RESOLVED FURTHER THAT the draft notice calling the 42nd Annual General Meeting of the company on Tuesday, 29.09.2026 through Video Conferencing / Other Audio Visual Means (OAVM) duly initialed by the company secretary for the purpose of identification and placed before the board be and is hereby approved and that Company secretary or Director be and are authorized to make necessary changes if required, and **issue the notice of the 42nd AGM** to all members and to stock Exchange under their signature."

RESOLVED FURTHER THAT Mr. Alok Kumar, Company Secretary, be and are hereby jointly as well as severally authorised to take necessary action and do all such acts, deeds and things as and when required for convening the said Annual General Meeting of the Company."

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited

Raj Kumar Jain

Director/ Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168

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CERTIFIED TRUE COPY OF RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF OCTAVIUS PLANTATIONS LIMITED HELD ON THURSDAY THE 03rd DAY OF SEPTEMBER, 2026 AT E-40/3, OKHLA INDUSTRIAL AREA, PHASE-2 NEW DELHI - 110020 AT 03:00 P.M

RE-APPOINTMENT OF MR. ANIL KUMAR RAVINDRAN (DIN: 08519787) AS NON-EXECUTIVE AND INDEPENDENT

"**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and 161 of the Companies Act, 2013 read with Schedule IV to the Act and Rules 4 and 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), consent of the Board be and is hereby accorded to re-appoint MR. ANIL KUMAR RAVINDRAN, (DIN: 08519787), as Director (Non-Executive and Independent) on the Board of the Company with effect from 29.09.2026 for a period of Five years subject to approval of shareholders at AGM to be held on 29/09/2026;

RESOLVED FURTHER THAT the Board, after considering the profile, qualifications, experience, and expertise of MR. ANIL KUMAR RAVINDRAN (DIN: 08519787), is satisfied that the proposed appointee fulfils all the conditions specified in Section 149(6) of the Companies Act, 2013, for appointment as an Independent Director and is independent of the management of the Company. The Board further confirms that MR. ANIL KUMAR RAVINDRAN (DIN: 08519787) possesses appropriate skills, experience, and knowledge in the fields of relevant areas, which will be beneficial for the Company's business operations and governance;

RESOLVED FURTHER THAT subject to the approval of the members in the ensuing Annual General Meeting, MR. ANIL KUMAR RAVINDRAN (DIN: 08519787) be appointed as an Independent Director of the Company for a term of 5 consecutive years from the date of the Annual General Meeting, and such appointment shall not be subject to retirement by rotation in accordance with Section 149(13) of the Companies Act, 2013;

RESOLVED FURTHER THAT the said appointment be subject to the proposed appointee providing a declaration at the first Board Meeting attended by her that she satisfies the criteria of independence as specified under Section 149(6) of the Companies Act, 2013, and the Company shall obtain such declaration in accordance with Section 149(7) of the Act;

RESOLVED FURTHER THAT the terms and conditions of appointment including remuneration, if any, payable to the Independent Director shall be as approved by the Board from time to time and shall be in accordance with the provisions of the Companies Act, 2013 and rules made thereunder, and a formal letter of appointment shall be issued to the appointee setting out the terms and conditions as prescribed under Schedule IV of the Companies Act, 2013.

RESOLVED FURTHER THAT the appointment shall be placed before the members at the immediate next Annual General Meeting for their approval by way of an special resolution, and the Board shall include appropriate disclosures in the explanatory statement attached to the notice of such meeting stating that in the opinion of the Board, the Independent Director proposed to be appointed fulfils the conditions specified in the Act and is independent of the management.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters, and things as may be necessary, expedient, proper, or desirable to give effect to this resolution including but not limited to preparing and issuing the letter of appointment, convening the Annual General Meeting, and completing all regulatory filings and compliances.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters, things as are considered necessary and expedient to give effect to this resolution including the filing of necessary forms with the office of concerned Registrar of Companies."

CERTIFIED TRUE COPY

For and on behalf of the Board of
OCTAVIUS PLANTATIONS LIMITED

For Octavius Plantations Limited
Rajkumar Jain
Director/ Authorised Signatory

RAJ KUMAR JAIN
Director
DIN: 03505168