

NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of OSB India Private Limited will be held on Wednesday, 19 April 2023 at 02:30 PM IST at the registered office of the Company located at #78, Salarpuria Magnificia, 9th and 10th Floor, Dooravani Nagar, Old Madras Road, Bangalore – 560016, to transact the following business:

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the audited Balance Sheet, the Statement of Profit and Loss Account, the Cash Flow Statement and notes and Schedules thereto for the Financial Year ended 31 December 2022 together with the Auditor's Report and Board's Report.**

The members to consider and adopt the audited Balance Sheet, Statement of Profit and Loss and Cash Flow Statement for the Financial Year ended 31 December 2022, and the Independent Auditors' Report and the Board's Report and pass the following resolution with or without modification(s) as an ordinary resolution:

"RESOLVED THAT the Profit and Loss account, Cash Flow Statement for the Financial Year ended 31 December 2022 and the Balance Sheet as of that date together with the notes and schedules thereto, the Independent Auditors' Report and Board's Report be and are hereby received, considered and adopted."

SPECIAL BUSINESS

- 2. To appoint Mr. Peter John Graham Hindle (DIN: 09655631) as Non-Executive Director of the Company**

The members to consider and appoint Mr. Peter John Graham Hindle as a Non-Executive Director of the Company and pass the following resolution with or without modification(s) as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in accordance with the Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded for the appointment of Mr. Peter John Graham Hindle (DIN: 09655631), who was appointed as an Additional Non-Executive Director of the Company, as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to execute the required documents and file necessary intimations with the Registrar of Companies and such other statutory authorities as may be required, in such manner using Digital Signature Certificate or manually and further to do all acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

- 3. To appoint Ms. Nirupama Subramanian (DIN: 00088521) as Non-Executive Director of the Company**

The members to consider and appoint Ms. Nirupama Subramanian as Non-Executive Director of the Company and pass the following resolution with or without modification(s) as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and in accordance with the Articles of Association of the Company, the consent of the Shareholders be and is hereby accorded for the appointment of Ms. Nirupama Subramanian (DIN: 00088521), who was appointed as an Additional Non-Executive Director of the Company, as a Non-Executive Director of the Company.

RESOLVED FURTHER THAT any Director of the Company, be and is hereby authorized to execute the required documents and file necessary intimations with the Registrar of Companies and such other statutory authorities as may be required, in such manner using Digital Signature Certificate or manually and further to do all acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

4. To appoint Mr. Clive Michael Vanbuerle (DIN: 09831855) as a Whole-time Director of the Company

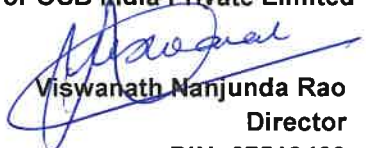
The members to consider and appoint Mr. Clive Michael Vanbuerle as a Whole-time Director of the Company and pass the following resolution with or without modification(s) as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 161, Section 152 and Section 196 of the Companies Act, 2013 and other relevant sections and rules issued thereon, the consent of the Shareholders be and is hereby accorded for appointment of Mr. Clive Michael Vanbuerle (DIN: 09831855), who was appointed as an Additional Director and Whole time Director, as the Whole time Director of the Company.

RESOLVED FURTHER THAT the consent of the Shareholders be and is hereby accorded for Mr. Clive Michael Vanbuerle to continue his office as the Whole time Director of the Company with effective from 03 April 2023 and to do such acts, deeds, matters and things as may be conferred to him from time to time at an annual remuneration and such other perquisites including variable payments, incremental or performance based incentives as per eligibility norms/policies of the Company in effect as on date or altered or varied from time to time for a maximum period of 5 years from the date of appointment.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorized to do such acts, deeds, matter and things as may be required to give effect to the above resolutions including filings with the Registrar of Companies and other statutory authorities, as may be considered necessary."

**By Order of the Board
For OSB India Private Limited**


Viswanath Nanjunda Rao
Director
DIN: 07519430

**Place: Bangalore
Date: 03 April 2023**

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his place. Proxy form pursuant to Section 105(6) of the Companies Act, 2013 is attached as Annexure A;
2. Attendance slip duly signed by the Shareholders to be submitted at the Meeting. The Format has been attached as Annexure B;
3. Route Map to reach to the venue of the Meeting is attached as Annexure C
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. A copy of the audited Financial Statements together with the Auditor's Report, notes and schedules thereto and the Board's Report is enclosed as Annexure D.
6. All documents referred to in the Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

Annexure A

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: : U74140KA2004PTC035313
Name of the Company: : OSB India Private Limited
Registered office : Salarpuria Magnificia, 9TH & 10TH Floor, #78, Old Madras Road
Bangalore – 560016

Name of the member(s):

Registered address:

E-mail Id:

Folio No./ Client Id:

DP ID:

I/We, being the member(s) of OSB India Private Limited holding Equity shares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

or failing him

2. Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Eighteenth Annual General Meeting of the company, to be held on on Wednesday, 19 April 2023 at 02:30 PM IST at #78, Salarpuria Magnificia, 9th and 10th Floor, Dooravani Nagar, Old Madras Road, Bangalore – 560016 at any adjournment thereof in respect of such resolutions set out in the Notice of the Meeting:

Signed this ____ (Date) day of April 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Annexure B

OSB INDIA PRIVATE LIMITED

CIN: U74140KA2004PTC035313

Registered Office: Salarpuria Magnificia, 9TH & 10TH Floor, #78, Old Madras Road Bangalore -560016

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

I/ We hereby record my/our presence at the Eighteenth Annual General Meeting of the Company held on Wednesday, 19 April 2023 at the Registered Office of the Company.

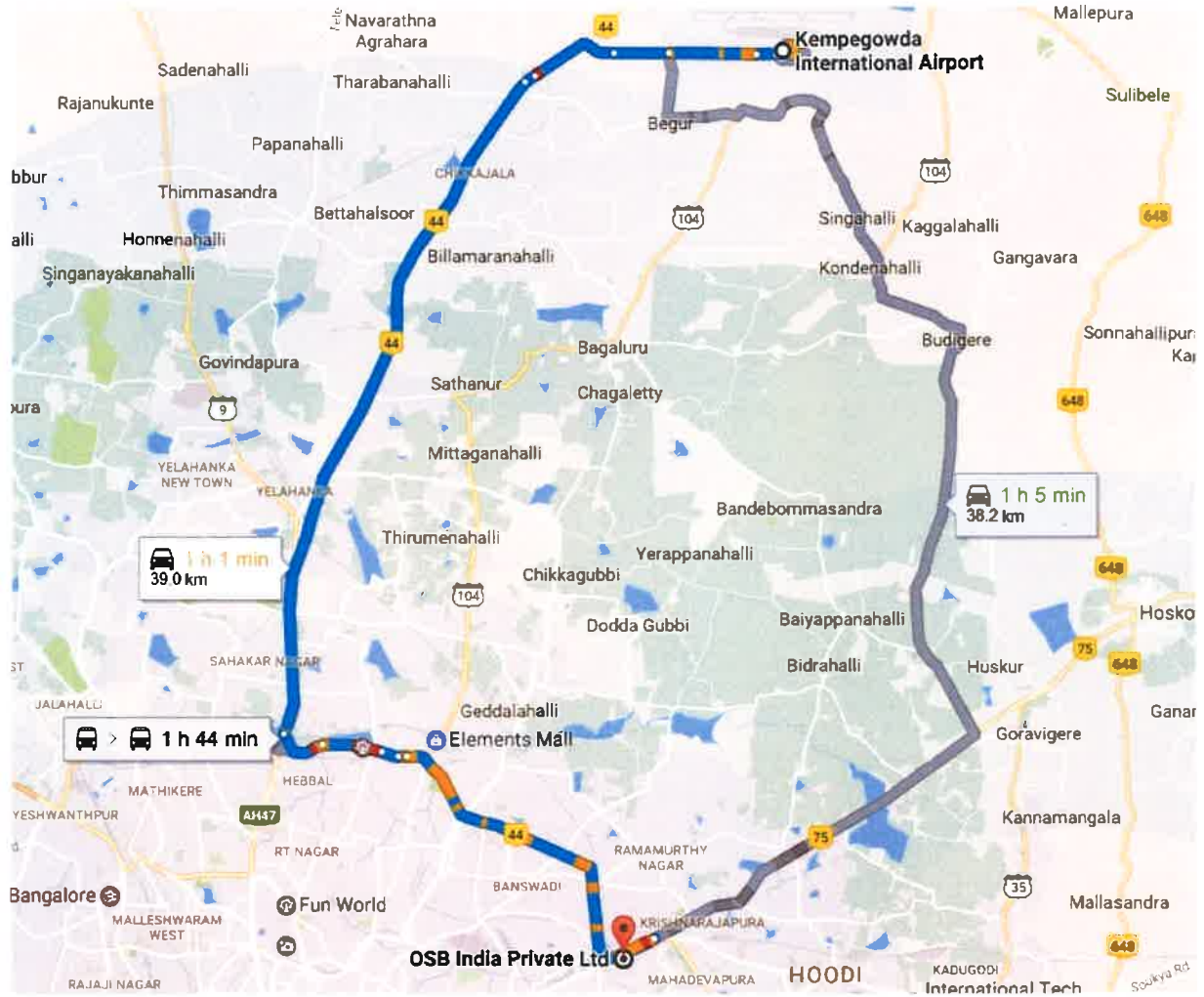
Folio No.	
Name of the Shareholder	
Number of shares held	
Name of Proxy (if any)	

Signature of the Shareholder/Proxy/Representative*

Note:

1. Shareholder/Proxy holder must bring the Attendance slip to the meeting and hand it over at the entrance duly signed
2. *Strike out whichever is not applicable

ROUTE MAP TO THE VENUE OF THE AGM



Head east on Kempegowda International Airport Rd/KIAB Road

NH44
(Use the left 2 lanes to take the slip road)

Pass by A.S.R. Convention Hall (on the left)

The Parsi Tower of Silence (on the left)

U-turn at A Narayanapura Main Road

OSB India Private Ltd
Salarpura Magnificia, 9th & 10th Floor, #78, Old Madras Road, Bangalore – 560016