

**OCTAVIUS PLANTATIONS LIMITED**  
 (FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)  
 54/2&3, Hanuman Lane, Connaught Place, New Delhi-110001  
 PH -011- 23367203 Email: ndelhi@lmjgropup.com  
 CIN: L65910DL1984PLC018466

**DIRECTORS REPORT**

To,

The Members,

Your Directors have pleasure in presenting their 32<sup>nd</sup> Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31<sup>st</sup>, 2016.

Financial Results	For the year ended 31.03.2016 (Rs)	For the year ended 31.03.2015 (Rs)
Revenue	50,24,175	12,24,28,336
Less: Expenses	44,69,389	12,15,95,516
Profit before Depreciation & Taxes	5 54 786	8,33,320
Less; Depreciation	51,101	51,723
Less; Adjustments for earlier years		
Profit for the Year	5,03,684	7,81,597
Less: Provision for Taxation		
Less: Deferred Tax	(500)	1,905
Profit after taxation	5,04,184	7,79,692
Less; Adjustments for depreciation as per Companies Act, 2013		3,060
Add: Profit brought forward from previous year	64,30,664	56,47,912
Profit available for appreciation	69,34,844	64,30,664

**STATE OF COMPANY'S AFFAIRS**

During the year under review, your Company recorded the turnover of Rs 50.24 Lac against last year Rs 1224.28 Lac. The net worth of the Company also increased substantially to Rs. 168.05 Lac as against Rs. 163.01 Lac as on 31.03.2015. Your Directors are making all out efforts to improve the performance of the Company in the current year.

*For Octavius Plantations Limited*  
**OCTAVIUS PLANTATIONS LTD**  
*Resh Kumar Jain*  
 Director/Authorised Signatory  
 Director

**OCTAVIUS PLANTATIONS LTD**  
*[Signature]*  
 Director

## DIVIDEND

The Board of Directors wishes to retain the distributable profits. Therefore, the Company has not declared any dividend during the financial year by taking into consideration the long term performance & growth plans.

## Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report

There has not been any material change affecting the financial position of the company between the date of balance sheet and the date of this report.

## Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future

There has not been any significant and material order passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

## Details of Subsidiary/Joint Ventures/Associate Companies

The company has no Subsidiary/Joint Venture/Associate Companies.

## Performance and financial position of each of the subsidiaries, associates and joint venture companies included in the consolidated financial statement.

As the Company has no Subsidiary/Joint Venture/Associate Companies therefore the question of performance and financial position thereof does not arise.

## Change of Name of the Company

The Company has got its name changed from M/s Rubal Leasing and Holdings Limited to M/s. Octavius Plantations Limited w.e.f. 10<sup>th</sup> November 2015, to reflect the business of the company pertaining to production and plantations of tea & coffee etc. All the provisions for the change of name have been complied with under the Companies act 2013 and the rules made there under.

## DEPOSITS

The Company has not accepted the Deposits during the financial year 2015-16 & previous years also.

## STATUTORY AUDITORS

M/s. Jain Vineet Sethi & Co, Chartered Accountants, New Delhi, has been proposed by the Board of Directors on recommendation of the Audit Committee of the Company, for the appointment as the Statutory Auditors of the Company who will hold the office until the

OCTAVIUS PLANTATIONS LTD.  
Raj Kumar Jain  
For Octavius Plantations Limited

OCTAVIUS PLANTATIONS LTD.

Raj Kumar Jain  
Director  
Director/Authorised Signatory

Director

conclusion of the next Annual General Meeting. The Company has received confirmation that their appointment will be in accordance with Section 141(3) (g) of the Companies Act, 2013.

#### **AUDITORS' REPORT**

The Directors are of view that Notes to the Accounts attached with the balance sheet provide the necessary explanation to the observations of the Auditors in their report and therefore do not call for any further explanation.

#### **SHARE CAPITAL**

The Company has not issued any type of securities during the current F.Y. 2015-16.

#### **EXTRACT OF THE ANNUAL RETURN**

The extract of the Annual Return in Form No. MGT - 9 is enclosed vide **Annexure - I**.

#### **Conservation of energy, technology absorption and foreign exchange earnings and outgo**

The particulars relating to the energy conservation, technology absorption and foreign exchange earnings and outgo, as required under Section 134(3)(q) of the Companies Act, 2013 read with the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are as follows:

##### **A) Conservation of Energy:**

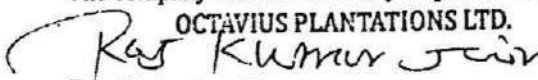
- a) Company ensures that the processing operations are conducted in the manner whereby optimum utilization and maximum possible savings of energy is achieved.
- b) No Specific investment has been made in Reduction in energy consumption
- c) As the impact of measures taken for conservation and optimum utilization of energy are not quantitative its impact on cost cannot be stated accurately.

##### **(B) Technology Absorption:**


Company is not undertaking any manufacturing activity & the Processing activity undertaken by it, does not involve any sophisticated Technological operations. However Company strives to upgrade its processes wherever economically & commercially feasible & viable.

##### **(C) Foreign Exchange Earnings and Outgo:**

The company has not done any import or export activities during the financial year.

  
OCTAVIUS PLANTATIONS LTD.  
For Octavius Plantations Limited  
Raj Kumar Jain  
Director

Director/Authorised Signatory

  
OCTAVIUS PLANTATIONS LTD.  
Director

### **Corporate Social Responsibility (CSR)**

As per Section 135(1) of the Companies Act, 2013, the Company doesn't require to constitute the CSR Committee during the financial year 2015-16.

Your Company is committed to the principles of sustainable development and consistently carries out initiatives in the area of corporate social responsibility to benefit the communities that it interacts with during the course of business.

### **Directors:**

#### **A) Changes in Directors and Key Managerial Personnel**

The Board of directors of the Company is duly constituted.

#### **A) Composition and Category of Directors as of March 31<sup>st</sup>, 2015 as follows:**

<b>Category</b>	<b>No. of Directors</b>
Executive Directors	3
Non-Executive Directors	3
<b>Total</b>	<b>6</b>

There have been two appointments in the Company namely Mr. Raj Kumar Jain (Din: 03505168) and Mr. Vickram Ramdev (Din: 07607449), being Executive Director of the Company w.e.f. 31.08.2016 as Additional Director.

There have been four resignations from directorship w.e.f. 1.09.2016 after the end of the financial year 2015-16 of Mr. Mr. Navin Kumar Jain, Mr. Jayant Kumar Jain, Mr. Hulash Chand Jain and Mr. Narendra Kumar, due to pre-occupation.

#### **Declaration by an Independent Director(s) and re- appointment, if any**

A declaration by Independent Director(s) that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 are enclosed, vide **Annexure – II**.

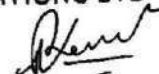
#### **Number of Meetings of the Board of Directors**

The Board of Directors duly met 9 (Nine) times in respect of which meetings proper notices were given and the proceedings were properly recorded and signed including the circular resolutions, if any, passed in the minutes book maintained for the purpose.

OCTAVIUS PLANTATIONS LTD

  
Director

OCTAVIUS PLANTATIONS LTD

  
Director

  
For Octavius Plantations Limited

Director/Authorised Signatory

### **AUDIT COMMITTEE**

The Board of Directors of the Company constituted an Audit Committee under Section 177 of the Companies Act, 2013. The members of the Audit Committee as on 31<sup>st</sup> March 2016 were as follows:

1. Mr. Narendra Kumar – Chairman & Independent Director
2. Mr. Shival Prajapti – Independent Director
3. Mr. Navin Kumar Jain – Managing Director

The Policy formulated for the Audit Committee is enclosed vide **Annexure – III**

### **Details of establishment of Vigil Mechanism for directors and employees**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers), Rules, 2014, a vigil mechanism for directors and employees to report genuine concerns has been established.

The Details of Establishment of Vigil Mechanism for Directors & Employees is enclosed Vide Annexure – IV

### **NOMINATION AND REMUNERATION COMMITTEE**

The Board of Directors of the Company constituted a Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013. The members of the Nomination and Remuneration Committee as on 31<sup>st</sup> March 2016 are mentioned below:

1. Mr. Narendra Kumar – Chairman & Independent Director
2. Mr. Shival Prajapti – Independent Director
3. Mr. Navin Kumar Jain – Managing Director

The Policy formulated by the Nomination and Remuneration Committee is enclosed vide Annexure – V

### **Particulars of loans, guarantees or investments under section 186**

The Company has not granted any loans, given Guarantees or made Investments to Companies or Concerns covered u/s 186.

### **Particulars of contracts / arrangements / transactions with related parties:**

All contracts / arrangements / transactions entered by the Company during the F.Y. 2015-16 with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract / arrangement / transaction with related

OCTAVIUS PLANTATIONS LTD

  
For Octavius Plantations Limited  
Director

  
Director / Authorised Signatory

OCTAVIUS PLANTATIONS LTD

  
Director

parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy formulated for the related party transactions are enclosed vide **Annexure-VI**

**Secretarial Auditor**

The Board has appointed Mrs. Payal Goenka, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2015-16. The Secretarial Audit Report for the financial year ended March 31, 2016 is annexed herewith marked as **Annexure VII**. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

**Risk Management Policy**

A statement indicating development and implementation of a Risk Management Policy for the Company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company, has been framed and enclosed vide **Annexure - VIII**.

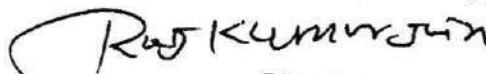
**Directors' Responsibility Statement**

Pursuant to the requirement under of Section 134(3) (c) of the Companies Act, 2013 and to the best of their knowledge and belief, and according to the information and explanations provided to them, your Directors in the preparation of the annual accounts hereby state that:

- (a) The Annual Accounts for the year ended 31st March, 2016 are prepared on going concern basis;
- (b) The applicable accounting standards have been followed and wherever required, proper explanation relating to material departures has been given.
- (c) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the pre-operative expenses accounts of the company for that year, however, any departure there from has been explained suitable in schedules.
- (d) That proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.
- (e) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and such system were adequate and operating effectively.

OCTAVIUS PLANTATIONS LTD

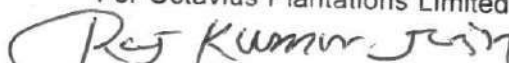
OCTAVIUS PLANTATIONS LTD





Director  
For Octavius Plantations Limited

Director

  
Director/Authorised Signatory

### Particulars of Employees

During the year under review, none of the employees of the company has drawn salary in excess of the limit as specified under rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

### Industrial Relations

The Company has been regularly monitoring its policy for enhancement in the skills of its employees by providing need-based training.

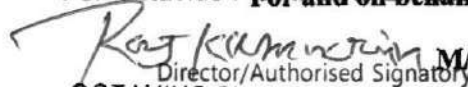
Industrial Relations between the management & the employees at all levels remained healthy and cordial throughout the year, resulting in constant co-operation by all the employees in day to day work and implementing policies of your Company.

### Acknowledgements

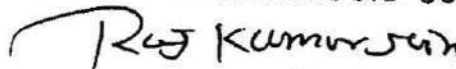
Your Directors wish to thank all of you for the trust and confidence placed on the company. The Directors also take an opportunity to place thanks to all the financial institution and banks for the encouragement they have extended to the company and look forward to having the support in all future endeavors.

Your directors also wish to place on record their sincere appreciation for significant contribution made by the employees at all levels through dedication, hard work and commitment, enabling the Company to achieve good performance during the year under review

For Octavius Plantations Limited  
For and on behalf of the Board of Directors of

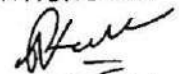
  
Director/Authorised Signatory

M/s. Octavius Plantations Ltd.  
OCTAVIUS PLANTATIONS LTD OCTAVIUS PLANTATIONS LTD



Director

(Raj Kumar Jain)  
Director  
DIN: 03505168



Director

(Vickram Ramdev)  
Director  
DIN: 07607449

Date:- 03.09.2016

Place:-New Delhi

## ANNEXURE TO DIRECTORS REPORT

INFORMATION AS PER SECTION 134 (3) (g) OF COMPANIES ACT, 2013 READ WITH THE COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2016

### A. CONSERVATION OF ENERGY

Energy Conservation measures taken: Your Company has been continuously working towards energy conservation with innovative solutions. Energy efficient lighting and balanced load distribution for electric power thereby improving power factor and reducing power consumption have been taken care of.

### B. TECHNOLOGY ABSORPTION

Research and Development (R&D)

1. Area in which Research & Development is carried out: The Company has not carried out any R&D activities during the year.
2. Benefits derived as a result of the above efforts : Not Applicable
3. Future plan of action : N.A.
4. Expenditure on R&D : Nil
5. Technology absorption, adaption and innovation : Nil
6. Imported technology : None

### C. INCOMING & OUTGOING OF FOREIGN CURRENCY

	Incoming	Outgoing
US \$ / Euro	Nil	Nil

For Octavius Plantations Limited  
Director/For and on behalf of the Board of Directors of  
OCTAVIUS PLANTATIONS LTD M/s. Octavius Plantations Ltd  
OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*  
Director  
(Raj Kumar Jain)  
Director  
DIN: 03505168

*Vickram Ramdev*  
Director  
(Vickram Ramdev)  
Director  
DIN: 07607449

Date:- 03.09.2016

Place:- New Delhi



**ANNEXURE FORMING PART OF DIRECTOR'S REPORT FOR THE YEAR ENDED  
MARCH 31, 2016**

**RUBAL LEASING AND HOLDINGS LIMITED (CIN: L65910DL1984PLC018466)**

**Form No. MGT-9**

**EXTRACT OF ANNUAL RETURN –  
Annexure - 1**

**As on March 31, 2016**

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the  
Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1	CIN	L65910DL1984PLC018466
	Registration Date	20/06/1984
	Name of the Company	OCTAVIUS PLANTATIONS LTD. (Formerly known as Rubal Leasing And Holdings Ltd.)
	Category / Sub-Category of the Company	Public Limited Company
	Address of the Registered office and contact details	54/2&3, Hanuman Lane, Connaught Place, New Delhi-110001
	Whether listed company	Listed*
	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Beetal Financial & Computer Services (P) Ltd. Beetal House, 3rd Floor, 99 Madangir, BH Local Shopping Complex, Near Dada Harsukhdas Mandir, Delhi-110062

Note:-\* SEBI Circulars dated May 30, 2012 and May 22, 2014 and SEBI circular hearing no. CIR/MRD/DSA/05/2015 dated 17.04.2015; and

\*Delhi Stock Exchange letter dated November 17, 2014 and letter bearing no. DSE LIST/4513/1469 dated May 18, 2015 has informed the Company to transfer it to Dissemination Board of Bombay Stock Exchange and the Company is not required to comply with the Listing Agreement with DSE from 1.04.2015 onwards. However, the Company is in process of getting its securities listed on any of the National Stock Exchanges.

*Raj Kumar Jain*  
Director/Authorized Signatory  
OCTAVIUS PLANTATIONS LTD  
*Raj Kumar Jain*  
Director

OCTAVIUS PLANTATIONS LTD  
*[Signature]*  
Director

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Coffee	01272	34.71%
2	Black Papper	0141	65.29%

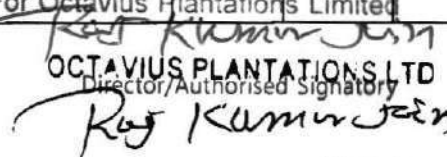
## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

SI	Name & Address of the Company	CIN/ GLN	Holding / Subsidiary / Associates	% of Shares Held	Applicable Section
NIL	NIL	NIL	NIL	NIL	NIL

## IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

### i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
(1) Indian									
a) Individual/ HUF	597530	-	597530	60.54	597530	-	597530	60.54	0.00%
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks / FI									
(A) (1):-	597530	-	597530	60.54	597530	-	597530	60.54	0.00%
(2) Foreign		N.A		NA		NA		NA	
a) Individuals									
b) Other - Ind									
c) Bodies Corp.									

For Octavius Plantations Limited  
  
 OCTAVIUS PLANTATIONS LTD  
 Director/Authorised Signatory  
 Director

OCTAVIUS PLANTATIONS LTD  
  
 Director

d) Banks / FI									
(A) (2):-									
Total shareholding of Promoter (A)	597530	-	597530	60.54	597530	-	597530	60.54	0.00%
B. Public Shareholding									
1) Institutions		NA		NA		NA		NA	
a) Mutual Funds									
Funds									
b) Banks / FI									
c) Central Govt									
d) State Govt (s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Venture Capital									
Sub-total (B)(1)									
2. Non- Institutions		NA		NA		NA		NA	
a) Bodies Corporates		75200	75200	7.61		75200	75200	7.61	0
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh		120620	120620	12.22		120620	120620	12.22	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh		193720	193720	19.63		193720	193720	19.63	0.00
Sub-total (B)(2)		389540	389540	39.46		389540	389540	39.46	0.00
Total Public Shareholding (B)=(B)(1)+ (B)(2)		389540	389540	39.46		389540	389540	39.46	0.00
C. Shares held by Custodian for GDRs & ADRs									
Grand Total (A + B + C)	597530	389540	987070	100	597530	389540	987070	100	0.00%

OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*  
For Octavius Plantations Limited  
Director  
*Raj Kumar Jain*  
Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*  
Director

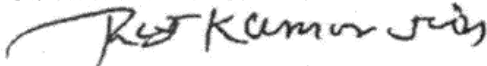
(ii) Shareholding of Promoters

Sl No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Share	% of total Shares of the company	% of Shares Pledged / encumbered to total Shares	
1	Jayant Kumar Jain	45375	4.6	Not Pledged	45375	4.6	N.A.	NA
2	Navin Kumar Jain	102095	10.34	Not Pledged	102095	10.34	N.A.	NA
3	Hulash Chand Jain	45375	4.6	Not Pledged	45375	4.6	N.A.	NA

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Sl.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year I) JAYANT KUMAR JAIN II) NAVIN KUMAR JAIN III) HULASH CHAND JAIN	45375 102095 45375	4.6 10.34 4.6		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NA	NA		
	At the End of the year I) JAYANT KUMAR JAIN II) NAVIN KUMAR JAIN III) HULASH CHAND JAIN	45375 102095 45375	4.6 10.34 4.6		

OCTAVIUS PLANTATIONS LTD



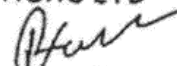
Director

For Octavius Plantations Limited



Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD



Director

(iv) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sl.	Shareholding of each of the top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
	At the beginning of the year				
	I) ARVIND KUMAR DAS	33800	3.42		
	II) MADAN LAL JAIN & SON	20400	2.07		
	III) MADAN LAL JAIN & SONS HUF	33920	3.44		
	IV) MUKESH MEHTA	20000	2.03		
	V) RITA LAKHAWAT	12500	1.27		
	VI) ASHOK VYAS	10000	1.01	170620	17.29
	VII) CHARU VYAS	10000	1.01		
	VIII) KISHAN LAL MAHESHWARI	10000	1.01		
	IX) MANISH NAHAR	10000	1.01		
	X) MEENA VYAS	10000	1.01		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	No Change in Shareholding	N.A.	N.A.		
	At the End of the year				
	I) ARVIND KUMAR DAS	33800	3.42		
	II) MADAN LAL JAIN & SON	20400	2.07		
	III) MADAN LAL JAIN & SONS HUF	33920	3.44		
	IV) MUKESH MEHTA	20000	2.03		
	V) RITA LAKHAWAT	12500	1.27		
	VI) ASHOK VYAS	10000	1.01	170620	17.29
	VII) CHARU VYAS	10000	1.01		
	VIII) KISHAN LAL MAHESHWARI	10000	1.01		
	IX) MANISH NAHAR	10000	1.01		
	X) MEENA VYAS	10000	1.01		

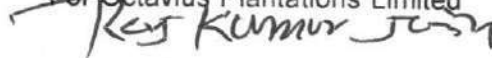
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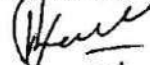


Director

For Octavius Plantations Limited



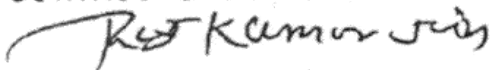
Director/Authorised Signatory

  
Director

(v) Shareholding of Directors and Key Managerial Personnel:

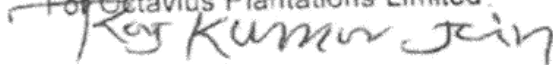
Sl.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and Key Managerial Personnel				
	At the beginning of the year				
	JAYANT KUMAR JAIN	45375	4.6		
	NAVIN KUMAR JAIN	102095	10.34		
	HULASH CHAND JAIN	45375	4.6		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	NA	NA		
	At the End of the year				
	JAYANT KUMAR JAIN	45375	4.6		
	NAVIN KUMAR JAIN	102095	10.34		
	HULASH CHAND JAIN	45375	4.6		

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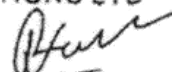
Director

For Octavius Plantations Limited



Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD



Director

**V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits (Rs in Lac)	Unsecured Loans (Rs in Lac)	Deposits (Rs in Lac)	Total Indebtedness (Rs in Lac)
<b>Indebtedness at the beginning of the financial</b>	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>	NIL	NIL	NIL	NIL
· Addition	NIL	NIL	NIL	NIL
· Reduction	NIL	NIL	NIL	NIL
<b>Net Change</b>	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>	NIL	NIL	NIL	NIL
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	NIL	NIL	NIL	NIL
iii) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total (i+ii+iii)</b>	NIL	NIL	NIL	NIL

**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

*A. Remuneration to Managing Director, Whole-time Directors and/or Manager:*

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount (Rs)
1	Gross Salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		
	(b) Value of Perquisites u/s 17(2) of Income Tax Act, 1961		
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		

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Director  
  
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Director

2	Stock Option			
3	Sweat Equity			
4	Commission			
5.	Others, please specify			
	Total (A)			
	Ceiling as per the Act			

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs)
		Mr. Narendra Kumar,	Mr. Shiwal Parjapati	Mrs. Boppanda Chengappa Ponnamma	
1	Independent Directors				
	Fee for attending board committee meetings	20000/-	20000/-		40000/-
	Commission				
	Others, please specify				
	Total (1)				
2	Other Non-Executive Directors				
	Directors				
	Fee for attending board committee meetings				
	Commission				
	Others, please specify				
	Total (2)				
	Total (B)=(1+2)				
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

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OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*

*[Signature]*

Director

Director

For Octavius Plantations Limited

*Raj Kumar Jain*

Director/Authorised Signatory



**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross Salary	NA	NA	NA	NA
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NA	NA	NA
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NA	NA	NA	NA
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NA	NA	NA	NA
2	Stock Option	NA	NA	NA	NA
3	Sweat Equity	NA	NA	NA	NA
4	Commission	NA	NA	NA	NA
	Total	NA	NA	NA	NA

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act 2013	Brief Description	Details of Punishment / Compounding Fees Imposed	Authority [RD/NCLT / COURT]	Appeal made if any ( give details)
<b>A. COMPANY</b>					
Penalty	NIL	NA	NA	NA	NA
Punishment	NIL	NA	NA	NA	NA
Compounding	NIL	NA	NA	NA	NA
<b>B. DIRECTORS</b>					
Penalty	NIL	NA	NA	NA	NA
Punishment	NIL	NA	NA	NA	NA
Compounding	NIL	NA	NA	NA	NA
<b>C. OTHER OFFICE BEARER IN DEFAULT</b>					
Penalty	NIL	NA	NA	NA	NA
Punishment	NIL	NA	NA	NA	NA
Compounding	NIL	NA	NA	NA	NA

OCTAVIUS PLANTATIONS LTD

*Reg Kumar Jain*  
For Octavius Plantations Limited  
*Reg Kumar Jain*  
Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

*Director*  
Director

**OCTAVIUS PLANTATIONS LIMITED**  
**(the "Company")**  
**AUDIT COMMITTEE CHARTER**

**PURPOSE**

The Audit Committee is a standing committee appointed by the Board. The Committee is established to fulfill applicable public company obligations respecting audit committees and to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting including responsibility to:

- oversee the integrity of the Company's financial statements and financial reporting process, including the audit process and the Company's internal accounting controls and procedures and compliance with related legal and regulatory requirements;
- oversee the qualifications and independence of the external auditors;
- oversee the work of the Company's financial management, internal auditors and external auditors in these areas; and
- provide an open avenue of communication between the external auditors, the internal auditors, the Board and Management.

In addition, the Committee shall prepare, if required, an audit committee report for inclusion in the Company's annual management proxy circular, in accordance with applicable rules and regulations. The Committee is also responsible for assisting the Board in fulfilling its responsibilities relating to pension matters.

The function of the Committee is oversight. It is not the duty or responsibility of the Committee or its members (i) to plan or conduct audits, (ii) to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles or (iii) to conduct other types of auditing or accounting reviews or similar procedures or investigations. The Committee, its Chair and its audit committee financial expert members are members of the Board of the Company, appointed to the Committee to provide broad oversight of the financial, risk and control related activities of the Company, and are specifically not accountable or responsible for the day to day operation or performance of such activities. In particular, the member or members identified as audit committee financial experts shall not be accountable for giving professional opinions on the internal or external audit of the Company's financial information.

Management is responsible for the preparation, presentation and integrity of the Company's financial statements. Management is also responsible for maintaining appropriate accounting and financial reporting principles and policies and systems of risk assessment and internal controls and procedures designed to provide reasonable assurance that assets are safeguarded and

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Director

  
Director

  
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## AUDIT COMMITTEE CHARTER

### OCTAVIUS PLANTATIONS LIMITED

transactions are properly authorized, recorded and reported and to assure the effectiveness and efficiency of operations, the reliability of financial reporting and compliance with accounting standards and applicable laws and regulations. The internal auditor is responsible for monitoring and reporting on the adequacy and effectiveness of the system of internal controls. The external auditors are responsible for planning and carrying out an audit of the Company's annual financial statements in accordance with generally accepted auditing standards to provide reasonable assurance that, among other things, such financial statements are in accordance with generally accepted accounting principles.

### PROCEDURES, POWERS AND DUTIES

In addition to the procedures and powers set out in the resolution of the Board establishing this Committee, the Committee shall have the following procedures, powers and duties:

#### I. General

- a. Composition – The Audit Committee shall be composed of a minimum of three directors as members. Two-thirds of the members of the committee shall be both an “unrelated” director and “independent” director (as such terms are defined from time to time under the requirements or guidelines for audit committee service under applicable securities laws and the rules of any stock exchange on which the Company's securities are listed for trading) and none of the members shall have participated in the preparation of the financial statements of the Company or any current subsidiaries of the Company at any time over the past three years.

All members of the Committee must be “financially literate” (as that term is defined from time to time under the requirements or guidelines for audit committee service under securities laws and the rules of any stock exchange on which the Company's securities are listed for trading or if it is not so defined as that term is interpreted by the Board in its business judgment) or must become financially literate within a reasonable period of time after their appointment to the Committee. At least one member of the Committee must also be an audit committee financial expert (as that term is defined from time to time under the requirements or guidelines for audit committee service under securities laws and the rules of any stock exchange on which the Company's securities are listed for trading).

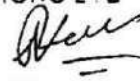
- b. Service on Multiple Audit Committees – If a Committee member serves on the audit committees of more than three public corporations, including the Company, the Board must determine that such service would not impair the ability of the member to effectively serve on the Committee and disclose such determination in the annual proxy circular.

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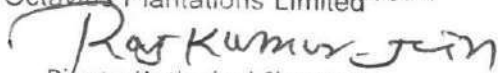
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For Octavius Plantations Limited Director

Director

  
Director/Authorised Signatory

## AUDIT COMMITTEE CHARTER

### OCTAVIUS PLANTATIONS LIMITED

- c. Additional Quorum Requirement – In addition to any other quorum requirement of the Committee, at least one member of the Committee who is an audit committee financial expert must participate in the meeting.
- d. Separate Executive Meetings - The Committee shall meet periodically with the Chief Financial Officer, the head of the internal audit function (if other than the Chief Financial Officer) and the external auditors in separate executive sessions to discuss any matters that the Committee or each of these groups believes should be discussed privately and such persons shall have access to the Committee to bring forward matters requiring its attention. However, the Committee shall also meet periodically without Management present.
- e. Professional Assistance - The Committee may require the external auditors and internal auditors to perform such supplemental reviews or audits as the Committee may deem desirable. In addition, the Committee may retain such special legal, accounting, financial or other consultants as the Committee may determine to be necessary to carry out the Committee's duties at the Company's expense.
- f. Reliance - Absent actual knowledge to the contrary (which shall be promptly reported to the Board), each member of the Committee shall be entitled to rely on (i) the integrity of those persons or organizations within and outside the Company from which it receives information, (ii) the accuracy of the financial and other information provided to the Committee by such persons or organizations and (iii) representations made by Management and the external auditors as to any information technology, internal audit and other non-audit services provided by the external auditors to the Company and its subsidiaries.
- g. Reporting to the Board - The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

## AUDIT RESPONSIBILITIES OF THE COMMITTEE

### Selection and Oversight of the External Auditors

1. The external auditors are ultimately accountable to the Committee and the Board as the representatives of the shareholders of the Company and shall report directly to the Committee and the Committee shall so instruct the external auditors. The Committee shall evaluate the performance of the external auditors and make recommendations to the Board on the reappointment or appointment of the external auditors of the Company to be proposed in the Company's proxy circular for shareholder approval and shall have authority to terminate the external auditors. If a change in external auditors is proposed, the Committee shall review the reasons for the change and any other significant issues related to the change,

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Director

For Octavius Plantations Limited

  
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Director

## AUDIT COMMITTEE CHARTER

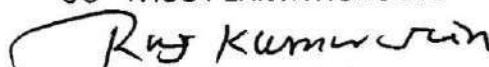
### OCTAVIUS PLANTATIONS LIMITED

- including the response of the incumbent auditors, and enquire on the qualifications of the proposed auditors before making its recommendation to the Board.
2. The Committee shall approve in advance the terms of engagement and the compensation to be paid by the Company to the external auditors with respect to the conduct of the annual audit. The Committee may approve policies and procedures for the pre-approval of services to be rendered by the external auditors, which policies and procedures shall include reasonable detail with respect to the services covered. All non-audit services to be provided to the Company or any of its affiliates by the external auditors or any of their affiliates which are not covered by pre-approval policies and procedures approved by the Committee shall be subject to pre-approval by the Committee.
  3. The Committee shall review the independence of the external auditors and shall make recommendations to the Board on appropriate actions to be taken which the Committee deems necessary to protect and enhance the independence of the external auditors. In connection with such review, the Committee shall:
    - (a) actively engage in a dialogue with the external auditors about all relationships or services that may impact the objectivity and independence of the external auditors;
    - (b) require that the external auditors submit to it on a periodic basis, and at least annually, a formal written statement delineating all relationships between the Company and its subsidiaries, on the one hand, and the external auditors and their affiliates on the other hand;
    - (c) require that (i) both the lead audit partner and the partner responsible for performing a second review respecting the audit be rotated at least every five years and be subject to a five year time out and (ii) all other partners on the audit engagement team who provide more than 10 hours of audit, review or attest services with respect to the Company's consolidated financial statements or who serve as the lead partner in connection with any audit or review related to financial statements of a subsidiary whose assets or revenues constitute at least 20% of the consolidated assets or revenues of the Company be rotated at least every seven years and be subject to a two year time out;
    - (d) Consider whether there should be a regular rotation of the external audit firm itself; and
    - (e) Consider the auditor independence standards promulgated by applicable auditing regulatory and professional bodies.
  4. The Committee shall prohibit the external auditor and its affiliates from providing certain non-audit services to the Company and its affiliates.
  5. The Committee shall establish and monitor clear policies for the hiring by the Company of employees or former employees of the external auditors.
  6. The Committee shall require the external auditors to provide to the Committee, and the Committee shall review and discuss with the external auditors, all reports which the external auditors are required to provide to the Committee or the Board under rules, policies or practices of professional or regulatory bodies applicable to the external auditors, and any other reports which the Committee may require. Such reports shall include:

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For Octavius Plantations Limited Director

  
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## AUDIT COMMITTEE CHARTER

### OCTAVIUS PLANTATIONS LIMITED

- (a) a description of the external auditors' internal quality-control procedures, any material issues raised by the most recent internal quality-control review, or peer review, of the external auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the external auditors, and any steps taken to deal with any such issues; and
  - (b) a report describing (i) all critical accounting policies and practices to be used in the annual audit, (ii) all alternative treatments of financial information within generally accepted accounting principles related to material items that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the external auditors and (iii) other material written communication between the external auditors and Management, such as any management letter or schedule of unadjusted differences.
7. The Committee is responsible for resolving disagreements between Management and the external auditors regarding financial reporting.

#### Appointment and Oversight of Internal Auditors

8. The appointment, terms of engagement, compensation, replacement or dismissal of the internal auditors shall be subject to prior review and approval by the Committee. When the internal audit function is performed by employees of the Company, the Committee may delegate responsibility for approving the employment, term of employment, compensation and termination of employees engaged in such function other than the head of the Company's internal audit function.
9. The Committee shall obtain from the internal auditors and shall review summaries of the significant reports to Management prepared by the internal auditors, or the actual reports if requested by the Committee, and Management's responses to such reports.
10. The Committee shall, as it deems necessary, communicate with the internal auditors with respect to their reports and recommendations, the extent to which prior recommendations have been implemented and any other matters that the internal auditor brings to the attention of the Committee. The head of the internal audit function shall have unrestricted access to the Committee.
11. The Committee shall, annually or more frequently as it deems necessary, evaluate the internal auditors including their activities, organizational structure and qualifications and effectiveness.

#### Oversight and Monitoring of Audits

12. The Committee shall review with the external auditors, the internal auditors and Management the audit function generally, the objectives, staffing, locations, co-ordination, reliance upon Management and internal audit and general audit approach and scope of proposed audits of the financial statements of the Company and its subsidiaries, the overall audit plans, the

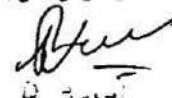
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For Octavius Plantations Limited  
Director

Director/Authorised Signatory

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## AUDIT COMMITTEE CHARTER

### OCTAVIUS PLANTATIONS LIMITED

- responsibilities of Management, the internal auditors and the external auditors, the audit procedures to be used and the timing and estimated budgets of the audits.
13. The Committee shall meet periodically with the internal auditors to discuss the progress of their activities and any significant findings stemming from internal audits and any difficulties or disputes that arise with Management and the adequacy of Management's responses in correcting audit-related deficiencies.
  14. The Committee shall discuss with the external auditors any difficulties or disputes that arose with Management or the internal auditors during the course of the audit and the adequacy of Management's responses in correcting audit-related deficiencies.
  15. The Committee shall review with Management the results of internal and external audits.
  16. The Committee shall take such other reasonable steps as it may deem necessary to satisfy itself that the audit was conducted in a manner consistent with all applicable legal requirements and auditing standards of applicable professional or regulatory bodies.

### Oversight and Review of Accounting Principles and Practices

17. The Committee shall, as it deems necessary, oversee, review and discuss with Management, the external auditors and the internal auditors:
  - (a) the quality, appropriateness and acceptability of the Company's accounting principles and practices used in its financial reporting, changes in the Company's accounting principles or practices and the application of particular accounting principles and disclosure practices by Management to new transactions or events;
  - (b) all significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including the effects of alternative methods within generally accepted accounting principles on the financial statements and any "second opinions" sought by Management from an independent auditor with respect to the accounting treatment of a particular item;
  - (c) disagreements between Management and the external auditors or the internal auditors regarding the application of any accounting principles or practices;
  - (d) any material change to the Company's auditing and accounting principles and practices as recommended by Management, the external auditors or the internal auditors or which may result from proposed changes to applicable generally accepted accounting principles;
  - (e) the effect of regulatory and accounting initiatives on the Company's financial statements and other financial disclosures;
  - (f) any reserves, accruals, provisions, estimates or Management programs and policies, including factors that affect asset and liability carrying values and the timing of revenue and expense recognition, that may have a material effect upon the financial statements of the Company;
  - (g) the use of special purpose entities and the business purpose and economic effect of off-balance sheet transactions, arrangements, obligations, guarantees and other relationships of the Company and their impact on the reported financial results of the Company;

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For Octavius Plantations Limited

Director

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Director

## AUDIT COMMITTEE CHARTER

### OCTAVIUS PLANTATIONS LIMITED

- (h) any legal matter, claim or contingency that could have a significant impact on the financial statements, the Company's compliance policies and any material reports, inquiries or other correspondence received from regulators or governmental agencies and the manner in which any such legal matter, claim or contingency has been disclosed in the Company's financial statements;
  - (i) the treatment for financial reporting purposes of any significant transactions which are not a normal part of the Company's operations;
  - (j) the use of any "pro forma" or "adjusted" information not in accordance with generally accepted accounting principles; and
  - (k) Management's determination of goodwill impairment, if any, as required by applicable accounting standards.
18. The Committee will review and resolve disagreements between Management and the external auditors regarding financial reporting or the application of any accounting principles or practices.

### Oversight and Monitoring of Internal Controls

19. The Committee shall, as it deems necessary, exercise oversight of, review and discuss with Management, the external auditors and the internal auditors:
- (a) the adequacy and effectiveness of the Company's internal accounting and financial controls and the recommendations of Management, the external auditors and the internal auditors for the improvement of accounting practices and internal controls;
  - (b) any material weaknesses in the internal control environment, including with respect to computerized information system controls and security; and
  - (c) Management's compliance with the Company's processes, procedures and internal controls.

### Communications with Others

20. The Committee shall establish and monitor procedures for the receipt and treatment of complaints received by the Company regarding accounting, internal accounting controls or audit matters and the anonymous submission by employees of concerns regarding questionable accounting or auditing matters and review periodically with Management and the internal auditors these procedures and any significant complaints received.

### Oversight and Monitoring of the Company's Financial Disclosures

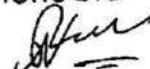
21. The Committee shall:
- (a) review with the external auditors and Management and recommend to the Board for approval the audited financial statements and the notes and Managements' Discussion and Analysis accompanying such financial statements, the Company's annual report and any financial information of the Company contained in any prospectus or information circular of the Company; and

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For Octavius Plantations Limited Director

Director

  
Director/Authorised Signatory



## AUDIT COMMITTEE CHARTER

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- (b) review with the external auditors and Management each set of interim financial statements and the notes and Managements' Discussion and Analysis accompanying such financial statements and any other disclosure documents or regulatory filings of the Company containing or accompanying financial information of the Company.

Such reviews shall be conducted prior to the release of any summary of the financial results or the filing of such reports with applicable regulators.

22. Prior to their distribution, the Committee shall discuss earnings press releases, as well as financial information and earnings guidance provided to analysts and ratings agencies, it being understood that such discussions may, in the discretion of the Committee, be done generally (i.e., by discussing the types of information to be disclosed and the type of presentation to be made) and that the Committee need not discuss in advance each earnings release or each instance in which the Company gives earning guidance.
23. As part of the process by which the Committee shall satisfy itself as to the reliability of public disclosure documents that contain audited and unaudited financial information, the Committee shall require each of the Chief Executive Officer and the Chief Financial Officer of the Company to provide a certificate addressed to the Committee certifying in respect of each annual and quarterly report the matters such officers are required to certify in connection with the filing of such reports under applicable securities laws.
24. The Committee shall review the disclosure with respect to its pre-approval of audit and non-audit services provided by the external auditors.

### **Oversight of Finance Matters**

25. Appointments of the key financial executives involved in the financial reporting process of the Company, including the Chief Financial Officer, shall require the prior review of the Committee.
26. The Committee shall receive and review:
- (a) periodic reports on compliance with requirements regarding statutory deductions and remittances, the nature and extent of any non-compliance together with the reasons therefore and the Management's plan and timetable to correct any deficiencies;
  - (b) material policies and practices of the Company respecting cash management and material financing strategies or policies or proposed financing arrangements and objectives of the Company; and
  - (c) material tax policies and tax planning initiatives, tax payments and reporting and any pending tax audits or assessments.
27. The Committee shall meet periodically with Management to review and discuss the Company's major financial risk exposures and the policy steps Management has taken to monitor and control such exposures, including the use of financial derivatives and hedging activities.

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For Octavius Plantations Limited

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## AUDIT COMMITTEE CHARTER

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28. The Committee shall receive and review the financial statements and other financial information of material subsidiaries of the Company and any auditor recommendations concerning such subsidiaries.
29. The Committee shall meet with Management to review the process and systems in place for ensuring the reliability of public disclosure documents that contain audited and unaudited financial information and their effectiveness.

### Committee Reporting

30. If required by applicable laws or regulations or stock exchange requirements, the Committee shall prepare, review and approve a report to shareholders and others (the "Report"). In the Report, the Committee shall state whether it has:
- (a) reviewed and discussed the audited financial statements with Management, the external auditors and the internal auditors;
  - (b) received from the external auditors all reports and disclosures required under legal, listing and regulatory requirements and this Charter and have discussed such reports with the external auditors, including reports with respect to the independence of the external auditors; and
  - (c) based on the reviews and discussions referred to in clauses (a) and (b) above, recommended to the Board that the audited financial statements be included in the Company's annual report.

### Additional Responsibilities

31. The Committee shall review and make recommendations to the Board concerning the financial structure, condition and strategy of the Company and its subsidiaries, including with respect to annual budgets, long-term financial plans, corporate borrowings, investments, capital expenditures, long term commitments and the issuance and/or repurchase of stock.
32. The Committee shall review and/or approve any other matter specifically delegated to the Committee by the Board and undertake on behalf of the Board such other activities as may be necessary or desirable to assist the Board in fulfilling its oversight responsibilities with respect to financial reporting.

### THE CHARTER

The Committee shall review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee shall be evaluated with reference to this Charter annually.

The Committee shall ensure that this Charter is disclosed on the Company's website and that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements in the annual proxy circular or annual report of the Company.

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For Octavius Plantations Limited

Director

Director

Director, Authorised Signatory

WHISTLE BLOWER POLICY

**I. PREFACE**

The Company has adopted the Code of Conduct, which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. The role of employees in pointing out such violations of the Code cannot be undermined. Accordingly, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for employees of the Company to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

**II. OBJECTIVE**

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. This policy aims to provide an avenue for employees to raise concerns on any violations of legal or regulatory requirements, incorrect or misrepresentation of any financial statements and reports, etc.

**III. POLICY**

The Whistle Blower Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company.

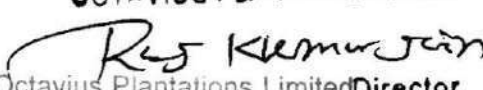
The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

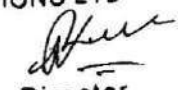
**IV. DEFINITIONS**


- "Disciplinary Action" means any action that can be taken on the completion of during the investigation proceedings including but not limited to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- "Employee" means every employee of the Company (whether working in India or abroad)
- "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature.

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For Octavius Plantations Limited Director

  
Director

  
Director/Authorised Signatory

- **"Subject"** means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation under this Policy.
- **"Whistleblower"** is someone who makes a Protected Disclosure under this Policy.
- **"Whistle Officer"** or **"Whistle Committee"** or **"Committee"** means an officer or Committee of persons who is/are nominated/ appointed to conduct detailed investigation of the disclosure received from the whistleblower and recommend disciplinary action. Currently, the Executive Director and Head P&A is nominated as Whistle Officer. The Committee, if appointed, should include Senior Level Officers of Personnel & Admin, Internal Audit and a representative of the Division/ Department where the alleged malpractice has occurred.
- **"Company"** means, "Octavius Plantations Ltd."
- **"Good Faith"**: An employee shall be deemed to be communicating in "good faith" if there is a reasonable basis for communication of unethical and improper practices or any other alleged wrongful conduct. Good Faith shall be deemed lacking when the employee does not have personal knowledge on a factual basis for the communication or where the employee knew or reasonably should have known that the communication about the unethical and improper practices or alleged wrongful conduct is malicious, false or frivolous.
- **"Policy or This Policy"** means, "Whistle Blower Policy."

## V. SCOPE

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- Employees of the Company
- Employees of other agencies deployed for the Company's activities, whether working from any of the Company's offices or any other location
- Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- Customers of the Company
- Any other person having an association with the Company

A person belonging to any of the above mentioned categories can avail of the channel provided by this Policy for raising an issue covered under this Policy.

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The Policy covers malpractices and events which have taken place / suspected to take place involving:

1. Abuse of authority
2. Breach of contract
3. Negligence causing substantial and specific danger to public health and safety
4. Manipulation of company data/records
5. Financial irregularities, including fraud or suspected fraud or Deficiencies in Internal Control and check or deliberate error in preparations of Financial Statements or Misrepresentation of financial reports
6. Any unlawful act whether Criminal/ Civil
7. Pilferation of confidential/propriety information
8. Deliberate violation of law/regulation
9. Wastage/misappropriation of company funds/assets
10. Breach of Company Policy or failure to implement or comply with any approved Company Policy

Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

#### VI. GUIDING PRINCIPLES

To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:

1. Ensure that the Whistleblower and/or the person processing the Protected Disclosure is not victimized for doing so
2. Treat victimization as a serious matter, including initiating disciplinary action on person/(s) indulging in victimization
3. Ensure complete confidentiality
4. Not attempt to conceal evidence of the Protected Disclosure.
5. Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made
6. Provide an opportunity of being heard to the persons involved especially to the Subject

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**VII. ANONYMOUS ALLEGATION**

Whistle blowers must put their names to allegations as follow-up questions and investigation may not be possible unless the source of the information is identified. **Disclosures expressed anonymously will ordinarily NOT be investigated.**

**VIII. PROTECTION TO WHISTLEBLOWER**

1. If one raises a concern under this Policy, he/she will not be at risk of suffering any form of reprisal or retaliation. Retaliation includes discrimination, reprisal, harassment or vengeance in any manner. Company's employee will not be at the risk of losing his / her job or suffer loss in any other manner like transfer, demotion, refusal of promotion, or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his/her duties/functions including making further Protected Disclosure, as a result of reporting under this Policy. The protection is available provided that:

- a. The communication/ disclosure is made in good faith
- b. He / she reasonably believes that information, and any allegations contained in it, are substantially true; and
- c. He / she is not acting for personal gain

Anyone who abuses the procedure (for example by maliciously raising a concern knowing it to be untrue) will be subject to disciplinary action, as will anyone who victimizes a colleague by raising a concern through this procedure. If considered appropriate or necessary, suitable legal actions may also be taken against such individuals.

However, no action will be taken against anyone who makes an allegation in good faith, reasonably believing it to be true, even if the allegation is not subsequently confirmed by the investigation.

2. The Company will not tolerate the harassment or victimization of anyone raising a genuine concern. As a matter of general deterrence, the Company shall publicly inform employees of the penalty imposed and disciplinary action taken against any person for misconduct arising from retaliation. Any investigation into allegations of potential misconduct will not influence or be influenced by any disciplinary or redundancy procedures already taking place concerning an employee reporting a matter under this policy.


Any other Employee/business associate assisting in the said investigation shall also be protected to the same extent as the Whistleblower.


**IX. ACCOUNTABILITIES – WHISTLEBLOWERS**

a) Bring to early attention of the Company any improper practice they become aware of. Although they are not required to provide proof, they must have sufficient cause for concern. Delay in reporting may lead to loss of evidence and also financial loss for the Company.

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For Octavius Plantations Limited  Director

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- b) Avoid anonymity when raising a concern
- c) Follow the procedures prescribed in this policy for making a Disclosure
- d) Co-operate with investigating authorities, maintaining full confidentiality
- e) The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty Disclosures. Malicious allegations by employees may attract disciplinary action
- f) A whistleblower has the right to protection from retaliation. But this does not extend to immunity for involvement in the matters that are the subject of the allegations and investigation
- g) Maintain confidentiality of the subject matter of the Disclosure and the identity of the persons involved in the alleged Malpractice. It may forewarn the Subject and important evidence is likely to be destroyed
- h) In exceptional cases, where the whistleblower is not satisfied with the outcome of the investigation carried out by the Whistle Officer or the Committee, he/she can make a direct appeal to the CMD of the Company

**X. ACCOUNTABILITIES – WHISTLE OFFICER AND WHISTLE COMMITTEE**

- a) Conduct the enquiry in a fair, unbiased manner
- b) Ensure complete fact-finding
- c) Maintain strict confidentiality
- d) Decide on the outcome of the investigation, whether an improper practice has been committed and if so by whom
- e) Recommend an appropriate course of action - suggested disciplinary action, including dismissal, and preventive measures
- f) Record Committee deliberations and document the final report

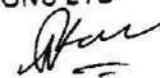
**XI. RIGHTS OF A SUBJECT**

- a) Subjects have the right to be heard and the Whistle Officer or the Committee must give adequate time and opportunity for the subject to communicate his/her says on the matter
- b) Subjects have the right to be informed of the outcome of the investigation and shall be so informed in writing by the Company after the completion of the inquiry/ investigation process

**XII. MANAGEMENT ACTION ON FALSE DISCLOSURES**

An employee who knowingly makes false allegations of unethical & improper practices or alleged wrongful conduct shall be subject to disciplinary action, up to and including termination

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of employment, in accordance with Company rules, policies and procedures. Further this policy may not be used as a defense by an employee against whom an adverse personnel action has been taken independent of any disclosure made by him and for legitimate reasons or cause under Company rules and policies.

### XIII. PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES

For more details, refer to the procedure for reporting & dealing with disclosures given in Annexure A.

For more details, refer to the representation of the process flow given in Annexure B

### XIV. ACCESS TO REPORTS AND DOCUMENTS

All reports and records associated with "Disclosures" are considered confidential information and access will be restricted to the Whistleblower, the Whistle Committee and Whistle Officer. "Disclosures" and any resulting investigations, reports or resulting actions will generally not be disclosed to the public except as required by any legal requirements or regulations or by any corporate policy in place at that time.

### XV. RETENTION OF DOCUMENTS

All Protected Disclosures in writing or documented along with the results of investigation relating thereto shall be retained by the Company for a minimum period of 07 years.

### XVI. REPORTS

A quarterly status report on the total number of complaints received during the period, with summary of the findings of the Whistle Committee and the corrective actions taken will be sent to the CMD of the Company.

### XVII. COMPANY'S POWERS

The Company is entitled to amend, suspend or rescind this policy at any time. Whilst, the Company has made best efforts to define detailed procedures for implementation of this policy, there may be occasions when certain matters are not addressed or there may be ambiguity in the procedures. Such difficulties or ambiguities will be resolved in line with the broad intent of the policy. The Company may also establish further rules and procedures, from time to time, to give effect to the intent of this policy and further the objective of good corporate governance.



**Annexure A  
PROCEDURE FOR REPORTING & DEALING WITH DISCLOSURES**

**1. How should a Disclosure be made and to whom?**

A Disclosure should be made in writing. Letters can be submitted by hand-delivery, courier or by post addressed to the Whistle Officer appointed by the Company. Emails can be sent to the email id: [REDACTED]. Whilst, a disclosure should normally be submitted to the Whistle Officer, it may also be submitted directly to the Chairman of the Company's / Board of Directors (via email at the email id: [REDACTED]), when the Whistleblower feels it necessary under the circumstances.

Disclosures against any employee in Strategic Job Responsibility Band or the Business Unit Heads or the Executive Directors should be sent directly to the CMD of the Company.

**2. Is there any specific format for submitting the Disclosure?**

While there is no specific format for submitting a Disclosure, the following details MUST be mentioned:

- (a) Name, address and contact details of the Whistleblower (including Salary Code, if the Whistleblower is an employee).
- (b) Brief description of the Malpractice, giving the names of those alleged to have committed or about to commit a Malpractice. Specific details such as time and place of occurrence are also important.
- (c) In case of letters, the disclosure should be sealed in an envelope marked "Whistle Blower" and addressed to the Whistle Officer OR CMD, depending on position of the person against whom disclosure is made.

**3. What will happen after the Disclosure is submitted?**

- (a) The Whistle Officer shall acknowledge receipt of the Disclosure as soon as practical (preferably within 07 days of receipt of a Disclosure), where the Whistleblower has provided his/her contact details.
- (b) The Whistle Officer will proceed to determine whether the allegations (assuming them to be true only for the purpose of this determination) made in the Disclosure constitute a Malpractice by discussing with the Executive Directors and CMD of the Company (if required). If the Whistle Officer determines that the allegations do not constitute a Malpractice, he/she will record this finding with reasons and communicate the same to the Whistleblower
- (c) If the Whistle Officer determines that the allegations constitute a Malpractice, he/she will proceed to investigate the Disclosure with the assistance of the Whistle Committee comprising of Senior Level Officers of Personnel & Admin, Internal Audit and a representative of the Division/

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*Raj Kumar Jain*  
Director

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Director  
*[Signature]*

Department where the breach has occurred, as he/she deems necessary. If the alleged Malpractice is required by law to be dealt with under any other mechanism, the Whistle Officer shall refer the Disclosure to the appropriate authority under such mandated mechanism and seek a report on the findings from such authority.

(d) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

(e) The investigation may involve study of documents and interviews with various individuals. Any person required providing documents, access to systems and other information by the Whistle Officer or Whistle Committee for the purpose of such investigation shall do so. Individuals with whom the Whistle Officer or Whistle Committee requests an interview for the purposes of such investigation shall make themselves available for such interview at reasonable times and shall provide the necessary cooperation for such purpose.

(f) If the Malpractice constitutes a criminal offence, the Whistle Officer will bring it to the notice of the Executive Directors & CMD and take appropriate action including reporting the matter to the police.

(g) The CMD of the Company may, at his/her discretion, participate in the investigations of any Disclosure.

(h) The Whistle Committee shall conduct such investigations in a timely manner and shall submit a written report containing the findings and recommendations to the Whistle Officer as soon as practically possible and in any case, not later than 90 days from the date of receipt of the Disclosure. The Whistle Officer may allow additional time for submission of the report based on the circumstances of the case.

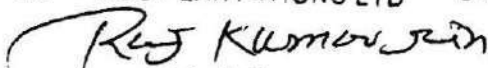
(i) Whilst it may be difficult for the Whistle Officer to keep the Whistleblower regularly updated on the progress of the investigations, he/she will keep the Whistleblower informed of the result of the investigations and its recommendations subject to any obligations of confidentiality.

(j) The Whistle Officer will ensure action on the recommendations of the Whistle Committee/ Officer and keep the Whistleblower informed of the same. Though no timeframe is being specified for such action, the Company will endeavor to act as quickly as possible in cases of proved Malpractice.

**4. What should I do if I face any retaliatory action or threats of retaliatory action as a result of making a Disclosure?**

If you face any retaliatory action or threats of retaliatory action as a result of making a Disclosure, please inform the Whistle Officer in writing immediately. He/she will take cognizance of each and every such complaint/feedback received and investigate the same accordingly and may also recommend appropriate steps to protect you from exposure to such retaliatory action and ensure implementation of such steps for your protection.

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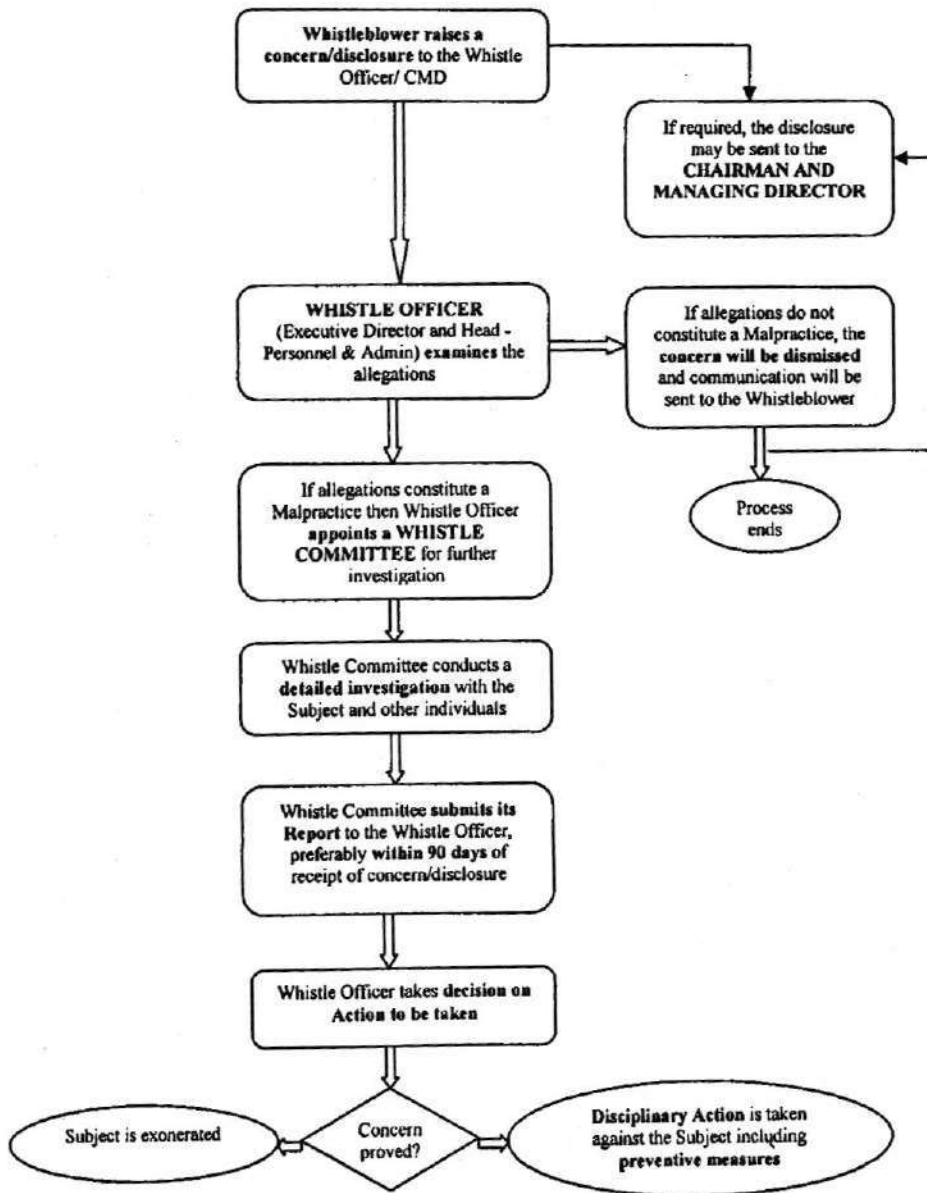


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**Annexure B**  
**PROCESS FLOW**



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For Octavius Plantations Limited Director

*Raj Kumar Jain*  
Director

*Raj Kumar Jain*  
Director/Authorised Signatory

## NOMINATION AND REMUNERATION POLICY

OCTAVIUS PLANTATIONS LIMITED

### 1. TITLE

Nomination and Remuneration Policy

### 2. PURPOSE

Pursuant to Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the Board of Directors of every listed company shall constitute the Nomination and Remuneration Committee, to guide the Board on various issues on appointment, evaluate performance, remuneration of Directors, Key Managerial Personnel and Senior Management.

### 3. APPLICABILITY

This policy is applicable to all Directors, Key Managerial Personnel (KMP), and Senior Management team and other employees of Octavius Plantations Limited. (the "Company").

### 4. OBJECTIVES

This policy is framed with the following objectives:

I. To guide the Board in relation to the appointment and removal of Directors, Key Managerial Personnel and Senior Management.

II. To evaluate the performance of members of the Board and provide necessary report to the Board for further evaluation.

III. To attract, retain and motivate the Senior Management including its Key Managerial Personnel, evaluation of their performance and provide necessary report to the Board for further evaluation.

IV. The relationship of remuneration with performance is clear and meets appropriate performance benchmarks.

V. To recommend the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.

VI. To promote and develop a high performance workforce in line with the Company strategy.

VII. To lay down criteria and terms and conditions with regard to identifying persons who are qualified to become Director (Executive & Non- Executive/ Independent/Nominee) and persons who may be appointed in Senior Management, Key Managerial Personnel and determine their remuneration.

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For Octavius Plantations Limited Director

Director

Director/Authorised Signatory

**NOMINATION AND REMUNERATION POLICY**

**OCTAVIUS PLANTATIONS LIMITED**

VIII. To determine the remuneration based on the Company's size and financial position and practices in the industry.

**5. DEFINITIONS**

I. "Act" means Companies Act, 2013 and rules framed there under as amended from time to time.

II. "Board of Directors" or Board, in relation to the company, means the collective body of the Directors of the Company.

III. "Committee" means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

IV. "Company" means "Octavius Plantations Limited".

V. "Managerial Personnel" means Managerial Personnel or Persons, applicable under section 196 and other applicable provisions of the Companies Act, 2013.

VI. "Policy" or "This policy" means Nomination and Remuneration Policy.

VII. "Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income Tax Act, 1961.

VIII. "Independent Director" means a Director referred to in Section 149 (6) of the Companies Act, 2013.

IX. "Key Managerial Personnel" (KMP) means

a. The Chief Executive Officer or the Managing Director or the Manager and in their absence the Whole-time Director;

b. The Company Secretary; and

c. The Chief Financial Officer

X. "Senior Management" mean personnel of the Company who are members of its core management team excluding Board of Directors.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and the Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

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Director

**6. POLICY**

**6.1 CONSTITUTION OF NOMINATION AND REMUNERATION COMMITTEE:**

This Policy envisages the role and responsibility of the Independent Directors, Constitution of the Nomination and Remuneration Committee; term of appointment of Managerial Personnel, Directors, KMPs, Senior Management; remuneration of the Managerial Personnel, KMPs, Senior Management, Independent Directors; Stock Options to Managerial Personnel, KMPs, Senior Management, other employees; evaluation of Managerial Personnel, KMPs, Senior Management, Independent Directors etc.

The Nomination and Remuneration Committee will consist of three or more nonexecutive directors, out of which at least one-half shall be independent director(s), provided that Chairperson of the Company may be appointed as a member of this Committee but shall not chair such Committee.

The Board shall reconstitute the Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirements including the Listing Agreement.

The meeting of Committee shall be held at such regular intervals as may be required to carry out the objectives set out in the Policy.

The Committee members may attend the meeting physically or through Video conference or through permitted audio –visual mode, subject to the provisions of the applicable laws. The Committee shall have the authority to call such employee (s), senior official(s) and / or externals, as it deems fit. The Company Secretary shall act as Secretary to the Committee.

**6.2 ROLE AND POWERS OF THE COMMITTEE:**

The Role and Powers of the Committee shall be as under:

- a) To formulate a criteria for determining qualifications, positive attributes and independence of a Director.
- b) To formulate criteria for evaluation of Independent Directors and the Board.
- c) To identify persons who qualify to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this Policy.
- d) To carry out evaluation of every Director's performance.
- e) To recommend to the Board the appointment and removal of Directors, Key Managerial Personnel and Senior Management.

**NOMINATION AND REMUNERATION POLICY**

**OCTAVIUS PLANTATIONS LIMITED**

- f) To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- g) To ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- h) To carry out any other function as is mandated by the Board from time to time and /or enforced by the statutory notification, amendment or modification, as may be applicable.
- i) To devise a policy on Board Diversity.
- j) To formulate the Nomination and Remuneration policy of the Company and propose any amendments.
- k) To assist the Board in ensuring that plans is in place for orderly succession for appointments to the Board, Key Managerial Personnel and to senior management.

The Chairperson of the Nomination and Remuneration Committee or, in his absence, any other member of the Committee authorized by him, shall be present at the General meetings of the Company, to answer the shareholders queries, if any.

The Nomination and Remuneration Committee shall set up a mechanism to carry out its functions and is further authorized to delegate any / all of its powers to any of the Directors and /or Officers of the Company, as deemed necessary for proper and expeditious execution.

**6.3 APPOINTMENT OF MANAGERIAL PERSONNEL, DIRECTOR, KMP AND SENIOR MANAGEMENT:**

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Managerial Personnel, Director or KMP or Senior Management and recommend to the Board his /her appointment.
- b) A person should possess adequate qualification, expertise and experience for the position he /she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient /satisfactory for the concerned position.
- c) Appointment of Independent Directors is also subject to compliance of provisions of section 149 of the Companies Act, 2013, read with Schedule IV and rules there under and the Listing Agreement.

**6.4 TERM / TENURE**

**a. Managerial Personnel:**

The Company shall appoint or re-appoint any person as its Managerial Personnel for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

**b. Independent Director:**

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for reappointment on passing of a special resolution by the Company and Disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company.

The maximum tenure of Independent Directors shall also be in accordance with the Companies Act, 2013 and clarifications/ circulars issued by the Ministry of Corporate Affairs, in this regard, from time to time.

**6.5 RETIREMENT:**

Any Director other than the Independent Director, KMP and Senior Management shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

**6.6 REMUNERATION OF MANAGERIAL PERSONNEL, KMP AND SENIOR MANAGEMENT:**

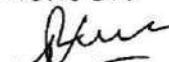
a. The Remuneration / Compensation / Profit linked Incentive etc. to Managerial Personnel, KMP and Senior Management will be determined by the Committee and recommended to the Board for approval. The Remuneration / Compensation / Profit Linked Incentive etc. to be

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**NOMINATION AND REMUNERATION POLICY**

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paid for Managerial Personnel shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.

b. The remuneration and commission to be paid to Managerial Personnel shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

c. Managerial Personnel, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

d. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Personnel in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

e. If any Managerial Personnel draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

f. Increments if declared to the existing remuneration / compensation structure shall be recommended by the Committee to the Board which should be within the limits approved by the Shareholders in the case of Managerial Personnel.

g. Increments if declared will be effective from 1st April of each financial year in respect of Managerial Personnel, KMP, Senior Management subject to other necessary approvals from statutory authorities as may be required.

h. Where any insurance is taken by the Company on behalf of its Managerial Personnel, KMP and Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

i. Only such employees of the Company and its subsidiaries as approved by the Nomination and Remuneration Committee will be granted ESOPs.

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For Octavius Plantations Limited

Director

Director

Director/Authorised Signatory

**6.7 REMUNERATION TO NON-EXECUTIVE / INDEPENDENT DIRECTORS:**

**a. Remuneration / Profit Linked Commission:**

The remuneration / profit linked commission shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

**b. Sitting Fees:**

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**c. Limit of Remuneration /Profit Linked Commission:**

Remuneration /profit linked Commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/3% of the net profits of the Company respectively.

**d. Stock Options:**

Pursuant to the provisions of the Companies Act 2013, Managerial Personnel, KMP, Senior Management and an employee shall be entitled to any Employee Stock Options (ESOPs) of the Company.

**6.8 FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:**

a) The Company shall familiarize the Independent Directors with the company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the company, etc., through various programs.

b) The details of such familiarization programs shall be disclosed on the Company's website and a web link thereto shall also be given in the Annual Report.

**MONITORING, EVALUATION AND REMOVAL:**

**I. Evaluation:**

The Committee shall carry out evaluation of performance of every Managerial Personnel, Director, KMP and Senior Management on yearly basis.

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**II. Removal:**

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Managerial Personnel, Director, KMP or Senior Management subject to the provisions of Companies Act, 2013, and all other applicable Acts, Rules and Regulations, if any.

**III. Minutes of Committee Meeting:**

Proceedings of all meetings must be minuted and signed by the Chairperson of the said meeting or the Chairperson of the next succeeding meeting. Minutes of the Committee meeting will be circulated at the subsequent Board meeting for noting.

**7. AMENDMENT TO THE POLICY:**

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc.

**8. DISCLOSURE:**

The details of this Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein or alternatively the same may be put up on the Company's website and reference drawn thereto in the Annual Report.

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*Policy on Related Party Transactions*

**OCTAVIUS PLANTATIONS LIMITED.**

**1. PREAMBLE**

The Board of Directors (the "Board") of Octavius Plantations Limited (the "Company") has adopted this Policy upon the recommendation of the Audit Committee and it includes the materiality threshold and the manner of dealing with Related Party Transactions ("Policy") in compliance with the requirements of Section 188 of the Companies Act, 2013 and Clause 49 of the Listing Agreement entered into with the Stock Exchanges in India. Amendments, from time to time, to the Policy, if any, shall be considered by the Board based on the recommendations of the Audit Committee.

This Policy applies to transactions between the Company and one or more of its Related Parties. It provides a framework for governance and reporting of Related Party Transactions including material transactions.

**2. OBJECTIVE**

This Policy is intended to ensure due and timely identification, approval, disclosure and reporting of transactions between the Company and any of its Related Parties in compliance with the applicable laws and regulations as may be amended from time to time.

The provisions of this Policy are designed to govern the approval process and disclosure requirements to ensure transparency in the conduct of Related Party Transactions in the best interest of the Company and its shareholders and to comply with the statutory provisions in this regard.

**3. DEFINITIONS**

3.1 "Audit Committee or Committee" means the Committee of the Board constituted from time to time under the provisions of Clause 49 of the Listing Agreement and Section 177 of the Companies Act, 2013.

3.2 "Board" means the Board of Directors of the Company as defined under the Companies Act, 2013

3.3 "Key Managerial Personnel" means Key Managerial Personnel as defined under Section 2(51) of the Companies Act, 2013.

3.4 "Material Related Party Transaction" means a Related Party Transaction which individually or taken together with previous transactions during the financial year, exceeds ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company or such limits as may be prescribed either in the Companies Act, 2013 or the Listing Agreement, whichever is stricter, from time to time.

3.5 "Related Party" means a related party as defined under the Companies Act, 2013 read with Clause 49 of the Listing Agreement and as amended from time to time.

3.6 "Related Party Transaction" means any transaction between the Company and any Related Party for transfer of resources, services or obligations, regardless of whether a price

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OCTAVIUS PLANTATIONS LTD

For Octavius Plantations Limited

Director

Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

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Director

**Policy on Related Party Transactions**

**OCTAVIUS PLANTATIONS LIMITED.**

is charged and includes –

- a. Sale, purchase or supply of any goods or materials;
- b. Selling or otherwise disposing of, or buying property of any kind;
- c. Leasing of property of any kind;
- d. Availing or rendering of any services;
- e. Appointment of any agent for the purchase or sale of goods, materials, services or property;
- f. Such related party's appointment to any office or place of profit in the Company, its subsidiary Company or associate Company;
- g. Underwriting the subscription of any securities or derivatives thereof, of the Company;
- h. Financing (including loans and equity contributions in cash or kind);
- i. Providing or obtaining guarantees and collaterals; and
- j. Deputation of employees.

(The above is an indicative list and not an exhaustive one).

3.7 "Relative" means a relative as defined under the Companies Act, 2013 and includes anyone who is related in any of the following manner –

- a. Members of a Hindu undivided family;
- b. Husband or wife;
- c. Father (including step-father);
- d. Mother (including step-mother);
- e. Son (including step-son);
- f. Son's wife;
- g. Daughter;
- h. Daughter's husband;
- i. Brother (including step-brother); or
- j. Sister (including step-sister).

3.8 "Transaction" with a related party shall be construed to include a single transaction or a group of transactions.

3.9 The terms Director and Key Managerial Personnel shall have the same meaning as assigned under the Companies Act, 2013.

**4. POLICY**

The Audit Committee shall review and approve all Related Party Transactions based on this Policy.

All proposed Related Party Transactions must be reported to the Audit Committee for its prior approval in accordance with this Policy. In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre-approval / omnibus approval, details whereof are given in a separate section of this Policy.

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For Octavius Plantations Limited

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*Policy on Related Party Transactions*

**OCTAVIUS PLANTATIONS LIMITED.**

In exceptional cases, where a prior approval is not taken due to an inadvertent omission or due to unforeseen circumstances, the Committee may ratify the transactions in accordance with this Policy.

**4.1 IDENTIFICATION OF RELATED PARTY TRANSACTIONS**

Every Director and Key Managerial Personnel will be responsible for providing a declaration in the format as per Annexure I containing the following information to the Company Secretary on an annual basis:

1. Names of his / her Relatives;
2. Partnership firms in which he / she or his / her Relative is a partner;
3. Private Companies in which he / she is a member or Director;
4. Public Companies in which he / she is a Director and holds along with his/her Relatives more than 2% of paid up share capital;
5. Any Body Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with his / her advice, directions or instructions; and
6. Persons on whose advice, directions or instructions, he / she is accustomed to act (other than advice, directions or instructions obtained from a person in professional capacity).

Every Director and Key Managerial Personnel will also be responsible to update the Company Secretary of any changes in the above relationships, directorships, holdings, interests and / or controls immediately on him / her becoming aware of such changes.

The Company Secretary shall be responsible to maintain an updated database of information pertaining to Related Parties reflecting details of –

1. All Directors and Key Managerial Personnel;
2. All individuals, partnership firms, companies and other persons as declared and updated by Directors and Key Managerial Personnel;
3. Company's holding company, subsidiary companies and associate companies;
4. Subsidiaries of holding company;
5. Director or Key Managerial Personnel of the holding company or their Relatives;
6. All group entities; and
7. Any other entity which is a Related Party as defined under Section 2(76) of the Companies Act, 2013 read with Clause 49 of the Listing Agreement or the relevant Accounting Standard.

The database shall be updated whenever necessary and shall be reviewed at least once a year jointly by the Company Secretary. The functional / business heads /Chief Financial Officer /Company Secretary/ shall have access to the updated database. Every Director, Key Managerial Personnel, Functional / Business heads / Chief Financial Officer will be responsible for providing prior Notice to the Company Secretary of any potential Related Party Transaction. They will also be responsible for providing additional information about the transaction that the Board / Committee may request, for being placed before the Committee and the Board.

The suggested details and list of records and supporting documents which are required to be provided along with the Notice of the proposed transaction are provided in Annexure II to this Policy.

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*Policy on Related Party Transactions*

**OCTAVIUS PLANTATIONS LIMITED.**

The Company Secretary in consultation with the Chief Financial Officer may refer any potential related party transaction to any external legal/transfer pricing expert and the outcome or opinion of such exercise shall be brought to the notice of the Audit Committee. Based on this Notice, the Company Secretary will take it up for necessary approvals under this Policy.

**4.2 REVIEW AND APPROVAL OF RELATED PARTY TRANSACTION**

All Related Party Transactions shall be subject to the prior approval of the Audit Committee whether at a meeting or by resolution by circulation or through electronic mode. A member of the Committee who (if) has a potential interest in any Related Party Transaction will not remain present at the meeting and abstain from discussion and voting on such Related Party Transaction and shall not be counted in determining the presence of a quorum when such transaction is considered.

**4.2.1 CONSIDERATION BY THE COMMITTEE IN APPROVING THE PROPOSED TRANSACTIONS**

While considering any transaction, the Committee shall take into account all relevant facts and circumstances including the terms of the transaction, the business purpose of the transaction, the benefits to the Company and to the Related Party, and any other relevant matters.

Prior to the approval, the Committee shall, *inter-alia*, consider the following factors to the extent relevant to the transaction:

- a. Whether the terms of the Related Party Transaction are in the ordinary course of the Company's business and are on an arm's length basis;
- b. The business reasons for the Company to enter into the Related Party Transaction and the nature of alternative transactions, if any;

Whether the Related Party Transaction includes any potential reputational risks that may arise as a result of or in connection with the proposed Transaction; and Whether the Related Party Transaction would affect the independence or present a conflict of interest for any Director or Key Managerial Personnel of the Company, taking into account the size of the transaction, the overall financial position of the Director, Key Managerial Personnel or other Related Party, the direct or indirect nature of the Director's interest, Key Managerial Personnel's or other Related Party's interest in the transaction and the ongoing nature of any proposed relationship and any other factors the Committee deems relevant.

While considering the arm's length nature of the transaction, the Committee shall take into account the facts and circumstances as were applicable at the time of entering into the transaction with the Related Party. The Committee shall take into consideration that subsequent events (i.e., events after the initial transactions have commenced) like evolving business strategies / short term commercial decisions to improve / sustain market share, changing market dynamics, local competitive scenario, economic / regulatory conditions affecting the global / domestic industry,

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**OCTAVIUS PLANTATIONS LIMITED.**

may impact profitability but may not have a bearing on the otherwise arm's length nature of the transaction.

**4.2.2 APPROVAL BY CIRCULAR RESOLUTION OF THE COMMITTEE**

In the event the Company Management determines that it is impractical or undesirable to wait until a meeting of the Committee to enter into a Related Party Transaction, such transaction may be approved by the Committee by way of circular resolution in accordance with this Policy and statutory provisions for the time being in force. Any such approval must be ratified by the Committee at its next scheduled meeting.

**4.2.3 APPROVAL BY THE BOARD**

If the Committee determines that a Related Party Transaction should be brought before the Board, or if the Board in any case elects to review any such matter or it is mandatory under any law for Board to approve the Related Party Transaction, then the Board shall consider and approve the Related Party Transaction at a meeting and the considerations set forth above shall apply to the Board's review and approval of the matter, with such modification as may be necessary or appropriate under the circumstances.

**4.2.4 STANDING PRE-APPROVAL / OMNIBUS APPROVAL BY THE COMMITTEE**

In the case of frequent / regular / repetitive transactions which are in the normal course of business of the Company, the Committee may grant standing pre-approval / omnibus approval. While granting the approval, the Audit Committee shall satisfy itself of the need for the omnibus approval and that same is in the interest of the Company. The omnibus approval shall specify the following:

- a. Name of the related party
- b. Nature of the transaction
- c. Period of the transaction
- d. Maximum amount of the transactions that can be entered into
- e. Indicative base price / current contracted price and formula for variation in price, if any
- f. Such other conditions as the Audit Committee may deem fit.

Such transactions will be deemed to be pre-approved and may not require any further approval of the Audit Committee for each specific transaction unless the price, value or material terms of the contract or arrangement have been varied / amended. Any proposed variations / amendments to these factors shall require a prior approval of the Committee.

Further, where the need of the related party transaction cannot be for seen and all prescribed details are not available, Committee may grant omnibus approval subject to the value per transaction not exceeding Rs. 10,00,000/- (Rupees Ten Lacs only). The details of such transaction shall be reported at the next meeting of the Audit Committee for ratification. Further, the Committee shall on an annual basis review and assess such transactions including the limits to ensure that they are in compliance with this Policy.

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OCTAVIUS PLANTATIONS LTD OCTAVIUS PLANTATIONS LTD

For Octavius Plantations Limited

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Director



*Policy on Related Party Transactions*

**OCTAVIUS PLANTATIONS LIMITED.**

The omnibus approval shall be valid for a period of one year.

**4.2.5 APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS**

All Material Related Party Transactions shall require approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

**4.2.6 TRANSACTIONS WHICH DO NOT REQUIRE APPROVAL**

Notwithstanding the foregoing, the following Related Party Transactions shall not require approval of Audit Committee:

(a) Any transaction involving the providing of compensation to a director or Key Managerial Personnel in connection with his duties to the Company including the reimbursement of reasonable business and travel expenses incurred in the ordinary course of business.

(b) Any transaction in which the Related Party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as the Related Party.

**4.2.7 TRANSACTIONS NOT IN ORDINARY COURSE OF BUSINESS OR NOT AT ARM'S LENGTH**

All Related Party Transactions in excess of the limits prescribed under the Companies Act, 2013, which are not in the Ordinary Course of Business or not at Arms' Length shall also require the prior approval of the shareholders through special resolution and the Related Parties shall abstain from voting on such resolution.

**4.2.8 RELATED PARTY TRANSACTIONS NOT PREVIOUSLY APPROVED**

In the event the Company becomes aware of a Related Party Transaction that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practicable before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction, and the Company shall take such action as the Committee may deem appropriate under the circumstances.

**4.3 DISCLOSURE AND REPORTING OF RELATED PARTY TRANSACTIONS**

Every Related Party Transaction entered into by the Company shall be referred to in the Board's report to the shareholders along with justification for entering into such transaction. The Company Secretary and the Chief Financial Officer shall be responsible for such disclosure. The Company Secretary shall also make necessary entries in the Register of Contracts required to be maintained under the Companies Act, 2013.

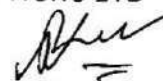
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For Octavius Plantations Limited Director

  
Director

  
Director/Authorised Signatory

**OCTAVIUS PLANTATIONS LIMITED.**

**5. LIMITATION**

In the event of any conflict between the provisions of this Policy and of the Listing Agreement / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such Listing Agreement / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

**6. DISSEMINATION OF POLICY**

Either this Policy or the important provisions of this policy shall be disseminated to all functional and operational employees and other concerned persons of the Company and shall be hosted on the intra- net and website of the Company and web link thereto shall be provided in the annual report of the Company.

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OCTAVIUS PLANTATIONS LTD

  
For Octavius Plantations Limited Director

  
Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

  
Director

**OCTAVIUS PLANTATIONS LIMITED.**

**ANNEXURE I**

**NOTICE OF INTEREST BY DIRECTOR / KEY MANAGERIAL PERSONNEL**

To,  
The Company Secretary/Compliance Officer  
54/2&3, Hanuman Lane  
Connaught Place  
New Delhi-110001

Dear Sir,

A.) I, ....., son/daughter/spouse of ....., resident of ....., holding ..... Shares (equity or preference) of Rs. 10/- each (..... percent of the paid-up Capital) in the Company in my name, being a ..... in the Company, hereby give notice that I am interested directly/through my Relatives (Schedule) in the following company or companies, body corporate, firms or other association of individuals:

Sl. No.	Name of the Companies/ Body Corporate /Firm/Associates of Individual	Nature of Interest or concern /change in interest or concern	Shareholding no. %	Date on which Interest or concern across / changed

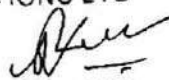
B.) The following are the Bodies Corporate whose Board of Directors, Managing Director or Manager is accustomed to act in accordance with any advice, directions or instructions:

Sl.No	Name of the Body Corporate

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For Octavius Plantations Limited Director

  
Director

  
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Policy on Related Party Transactions

**OCTAVIUS PLANTATIONS LIMITED.**

C.) List of Relatives

Sl. No.	Relationship	Full Name	Address	Shareholding in the Company
1	Spouse			
2	Father (including Father)			
3	Son (including Step son)			
4	Daughter			
5	Daughter's Husband			
6	Brother (Including Step-			
7	Brother)			
8	Sister (Including Step- sister)			
9	Mother (including Step-Mother)			
10	Son's Wife			
11	Members of HUF			

Signature: \_\_\_\_\_

Place: \_\_\_\_\_

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Designation: \_\_\_\_\_

OCTAVIUS PLANTATIONS LTD

*Ray Kumar Jain*  
Director

For Octavius Plantations Limited

*Ray Kumar Jain*  
Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

*[Signature]*  
Director

**OCTAVIUS PLANTATIONS LIMITED.**

**ANNEXURE 2**

**INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE / BOARD IN RELATION TO THE PROPOSED RELATED PARTY TRANSACTION (TO THE EXTENT RELEVANT TO THE TRANSACTION):**


1. Name of the Related Party and nature of relationship;
2. Nature and duration of the contract/transaction and particulars thereof;
3. Material terms of the contract or arrangement or transaction including the value, if any;
4. In case of existing or approved contracts, transactions, details of proposed variations to the duration, current price / value and / or material terms of the contract or arrangement including a justification to the proposed variations;
5. Any advance paid / received or to be paid / received for the contract or arrangement, if any;
6. Manner of determining the pricing and other commercial terms, whether or not included as part of contract;
7. Copy of the draft MOU, agreement, contract, purchase order or correspondence etc. if any.
8. Applicable statutory provisions, if any;
9. Valuation reports in case of sale or purchase or leasing / renting of capital assets or securities;
10. Justification as to the arm's length nature of the proposed transaction;
11. Declaration whether the transaction is in the ordinary course of business;
12. Persons / authority approving the transaction; and
13. Any other information relevant or important for the Committee / Board to take a decision on the proposed transaction.


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For Octavius Plantations Limited Director

  
Director

  
Director/Authorised Signatory

## **RISK MANAGEMENT POLICY**

### **OCTAVIUS PLANTATIONS LIMITED**

#### **LEGAL FRAMEWORK**

Risk Management is a key aspect of the "Corporate Governance Principles and Code of Conduct" which aims to improvise the governance practices across the Company's activities. Risk management policy and processes will enable the Company to proactively manage uncertainty and changes in the internal and external environment to limit negative impacts and capitalize on opportunities.

#### **OBJECTIVE & PURPOSE OF POLICY**

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

**The specific objectives of the Risk Management Policy are:**

1. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management.
2. To establish a framework for the company's risk management process and to ensure its implementation.
3. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.
4. To assure business growth with financial stability.

#### **DISCLOSURE IN BOARD'S REPORT**

Board of Directors shall include a statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the company.

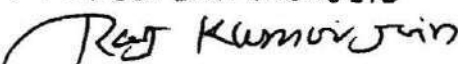
#### **BACK GROUND AND IMPLEMENTATION**

The Company is prone to inherent business risks. This document is intended to formalize a risk management policy, the objective of which shall be identification, evaluation, monitoring and minimization of identifiable risks.

This policy is in compliance with Clause 49 of the Listing Agreement, which requires the Company to lay down procedure for risk assessment and procedure for risk minimization.

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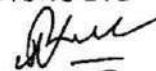
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For Octavius Plantations Limited Director

  
Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD



Director

## **RISK MANAGEMENT POLICY**

### **OCTAVIUS PLANTATIONS LIMITED**

The Board of Directors of the Company and the Audit Committee shall periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

Head of Departments shall be responsible for implementation of the risk management system as may be applicable to their respective areas of functioning and report to the Board and Audit Committee.

#### **CONSTITUTION OF RISK MANAGEMENT COMMITTEE**

Risk Management Committee shall be constituted by the company consisting of such number of directors (executive or non-executive) as the Company thinks fit.

The Board shall define the roles & responsibilities of the Risk Management Committee & may delegate monitoring & reviewing of the risk management plan to the Committee & such other functions as it may deem fit.

#### **APPLICATION**

This policy applies to all areas of the Company's operations.

#### **ROLE OF THE BOARD**

The Board will undertake the following actions to ensure risk is managed appropriately:

- The Board shall be responsible for framing, implementing and monitoring the risk management plan for the company.
- The Board shall define the roles and responsibilities of the Risk Management Committee and may delegate monitoring and reviewing of the risk management plan to the Committee and such other functions as it may deem fit.
- Ensure that the appropriate systems for risk management are in place.
- The independent directors shall help in bringing an independent judgment to bear on the Board's deliberations on issues of risk management and satisfy themselves that the systems of risk management are robust and defensible;
- Participate in major decisions affecting the organization's risk profile;
- Have an awareness of and continually monitor the management of strategic risks;
- Be satisfied that processes and controls are in place for managing less significant risks;

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OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*

For Octavius Plantations Limited Director

OCTAVIUS PLANTATIONS LTD

*[Signature]*

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*Raj Kumar Jain*  
Director/Authorised Signatory

**RISK MANAGEMENT POLICY**

**OCTAVIUS PLANTATIONS LIMITED**

- Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly;
- Ensure risk management is integrated into board reporting and annual reporting mechanisms;
- Convene any board-committees that are deemed necessary to ensure risk is adequately managed and resolved where possible.

**REVIEW**

This policy shall be reviewed at a minimum at least every year to ensure it meets the requirements of legislation & the needs of organization.

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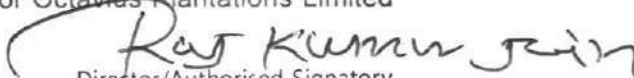
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For Octavius Plantations Limited

  
Director/Authorised Signatory



**Form No. MR - 3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016**

*(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)*

To,  
The Members,  
**M/s. OCTAVIUS PLANTATIONS LTD**  
(Formerly known as Rubal Leasing and Holdings Ltd.)  
54/2&3, Hanuman Lane Connaught Place,  
New Delhi- 110001

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **OCTAVIUS PLANTATIONS LTD** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- a. The Companies Act, 2013 (the Act) and the rules made thereunder;
- b. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- c. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- d. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - i. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - ii. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - iii. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

For Octavius Plantations Limited

  
Director/Authorised Signatory



- iv. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time to the extent applicable.

I further report that, there were no actions/ events in pursuance of;

- a. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- c. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- d. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- e. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- f. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

Having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, I further report that the Company has complied with the following laws applicable specifically to the Company:

- a) Payment of Wages Act, 1936, and rule made thereunder;
- b) Payment of Bonus Act, 1965, and rule made thereunder;

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India, w.e.f 1<sup>st</sup> July' 2015.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above except to the extent as mentioned below:  
During the year under review the Company has not complied any provision of Listing Agreement / Listing Regulation with Delhi Stock Exchange. The Management has submitted that due to the specific \*reason, it could not be complied. The Management has also informed that these issues will be resolved shortly.

During the year under review the Company has not complied with the provision of 108 of the Companies, Act, 2013 with Rule 20 of the Companies (Management & Administration) Rule, 2014, related to e-voting procedure as per the Companies Act, 2013. The Management has submitted that due to the specific \*reason, it could not be complied. The Management has also informed that these issues will be resolved shortly.

For Octavius Plantations Limited



Director/Authorised Signatory



During the year under review the company has not comply the provision of section 203 of the Companies, Act, 2013 for Appointment of Managing Director. The Management has submitted that due to the specific \*reason, it could not be complied. The Management has also informed that these issues will be resolved shortly.

*[\*SEBI Circulars dated May 30, 2012 and May 22, 2014 and SEBI circular hearing no. CIR/MRD/DSA/05/2015 dated 17.04.2015; and \*Delhi Stock Exchange letter dated November 17, 2014 and letter bearing no. DSE LIST/4513/1469 dated May 18, 2015 has informed the Company to transfer it to Dissemination Board of Bombay Stock Exchange and the Company is not required to comply with the Listing Agreement with DSE from 1.04.2015 onwards.]*

**I further report that**

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There has been no change in the composition of Board of directors during the period under review and the composition of Board of directors of the Company is in conformity with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings were carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committees of the Board, as the case may be.

**I further report that** there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**I further report that** during the audit period, there are no specific events, actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an Integral Part of this report.

For Octavius Plantations Limited

*Raj Kumar Singh*  
Director/Authorised Signatory

For Payal Goenka

Company Secretaries  
*Payal Goenka*

[Payal Goenka]  
ACS No. 2720  
C P No. 1065



Place: Kolkata  
Date: 03.09.2016

"ANNEXURE - A"

**(TO THE SECRETARIAL AUDIT REPORT OF M/s. OCTAVIUS PLANTATIONS LTD  
FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2016)**

To,  
The Members,  
M/s. OCTAVIUS PLANTATIONS LTD  
(Formerly known as Rubal Leasing and Holdings Ltd.)  
54/2&3, Hanuman Lane Connaught Place,  
New Delhi- 110001

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial Records is the responsibility of the Management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the Audit practices and processes as where appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial Records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibilities of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Octavius Plantations Limited

*Raj Kumar Jain*  
Director/Authorised Signatory

For Payal Goenka  
Company Secretaries

*Payal Goenka*

[Payal Goenka  
ACS No. 27206  
C P No. 10657



Place:  
Date: 03.09.2016

From.  
SHIWAL PRAJAPATI  
103 KALYANPUR,  
TEHSIL SADER, MIRZAPUR-231314  
RAJASTHAN.

**Annexure**  
**Declaration by Independent Directors**  
*[Pursuant to section 149(7)]*

To  
OCTAVIUS PLANTATIONS LIMITED  
54/2&3, Hanuman Lane  
Connaught Place, New Delhi-110001

**Subject: Declaration of meeting the Independence criteria**

I SHIWAL PRAJAPATI, allotted with Director Identification Number 07019013 hereby declare the following with respect to each of the criteria as provided in clauses (b) to (f) of sub-section (6) of Section 149 of the Companies Act, 2013 read with Companies Appointment and Qualification of Directors) Rules, 2014 and of sub-clause (1) of Clause 49 II B of the Equity Listing Agreement:

(1) (i) I am/ was not a promoter of the company or its holding, subsidiary or associate company

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;


(2) I had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(3) none of my relatives have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(4) Neither me nor any of my relatives—

(i) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

(ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of—

For Octavius Plantations Limited  


Director/Authorised Signatory

(A) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(B) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with my relatives two percent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

(5) I am above 21 years of age;

(6) I possess appropriate skills, experience and knowledge in one or more fields of finance / law / management / sales / marketing / administration / research / corporate governance / technical operations or other disciplines related to the company's business.

I further declare the following with respect to each of the criteria as provided in sub-clause (2) of Clause 49 II B of the Equity Listing Agreement:


a. I do not serve as an independent director in more than seven listed companies.

b. I am not serving as a whole time director in any listed company and therefore the requirement to serve as an independent director in not more than three listed companies is not applicable to me or

I am not serving as a whole time director in any listed company and including current directorship I am not serving as an independent director in not more than three listed companies.

  
Director/Authorised Signatory

Date: 03.09.2016  
Place: New Delhi

Signature:   
SIWAL PRAJAPATI  
DIN: 07019013

From,  
BOPPANDA CHENGAPPA PONNAMMA  
101 CIKKABETTAGERI, GUDDE HOUSUR,  
KODAGU-571234, KARNATAKA

**Annexure**  
**Declaration by Independent Directors**  
*[Pursuant to section 149(7)]*

To  
OCTAVIUS PLANTATIONS LIMITED  
54/2&3, Hanuman Lane  
Connaught Place, New Delhi-110001

**Subject: Declaration of meeting the Independence criteria**

I BOPPANDA CHENGAPPA PONNAMMA, allotted with Director Identification Number 07076432 hereby declare the following with respect to each of the criteria as provided in clauses (b) to (f) of sub-section (6) of Section 149 of the Companies Act, 2013 read with Companies Appointment and Qualification of Directors) Rules, 2014 and of sub-clause (1) of Clause 49 II B of the Equity Listing Agreement:

(1) (i) I am/ was not a promoter of the company or its holding, subsidiary or associate company

(ii) I am not related to promoters or directors in the company, its holding, subsidiary or associate company;


(2) I had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;

(3) none of my relatives have or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two per cent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

(4) Neither me nor any of my relatives—

(iii) holds or has held the position of a key managerial personnel or is or has been an employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year;

(iv) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year, of—

For Octavius Plantations Limited  


Director/Authorised Signatory

(C) a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or

(D) any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent. or more of the gross turnover of such firm;

(iii) holds together with my relatives two percent or more of the total voting power of the company; or

(iv) is a Chief Executive or director, by whatever name called, of any nonprofit organisation that receives twenty-five per cent. or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent. or more of the total voting power of the company;

(v) is a material supplier, service provider or customer or a lessor or lessee of the Company;

(5) I am above 21 years of age;

(6) I possess appropriate skills, experience and knowledge in one or more fields of finance/ law / management/ sales/ marketing/ administration / research/ corporate governance/ technical operations or other disciplines related to the company's business.

I further declare the following with respect to each of the criteria as provided in sub-clause (2) of Clause 49 II B of the Equity Listing Agreement:

a. I do not serve as an independent director in more than seven listed companies.

b. I am not serving as a whole time director in any listed company and therefore the requirement to serve as an independent director in not more than three listed companies is not applicable to me or

I am not serving as a whole time director in any listed company and including current directorship I am not serving as an independent director in not more than three listed companies.

For Octavius Plantations Limited



Director/Authorised Signatory

Signature: .....

Date: 03.09.2016  
Place: New Delhi

BOPPANDA CHENGAPPA PONNAMMA  
DIN: 07076432



**Independent Auditors Report to the members of  
Octavius Plantations Limited  
(Formerly known as Rubal Leasing & Holdings Limited)**

**Report on the Standalone Financial Statements**

We have audited the accompanying standalone financial statements of Octavius Plantations Limited (Formerly known as Rubal Leasing & Holdings Limited), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

**Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the Act') with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, as applicable. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of these standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under Section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the



For Octavius Plantations Limited

*[Handwritten Signature]*

Director/Authorised Signatory

appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law relating to preparation of the standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of these standalone financial statements.
- (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, as applicable.
- (e) On the basis of the written representations received from the Directors as on March 31, 2016, taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 from being appointed as a Director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in 'Annexure A'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Independent Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.



For Octavius Plantations Limited

*Roy Kumar Jain*  
Director/Authorised Signatory

**M.K MITRA & ASSOCIATES**  
Chartered Accountants

**"SHARANYA"**  
29/13, North Purbachal Kalitala Link Road,  
2nd Floor, Flat-02, Kolkata – 700078.  
(M): 9830087692

- ii) The Company has not required to make provision in its financial statements, as required under the applicable law or accounting standards, for material foreseeable losses on long term contracts including derivative contracts;
- iii) There has been no amount, required to be transferred, to the Investor Education and Protection Fund by the Company during the year
2. As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Act, we give in 'Annexure B' a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For M.K Mitra & Associates**  
Chartered Accountants  
FRN 313071E

For Octavius Plantations Limited  
  
Director/Authorised Signatory


**M.K Mitra, FCA**  
Proprietor  
M. No. 51083  
Place : Kolkata  
Date: 3<sup>RD</sup> Day of September, 2016

### ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

#### Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of **Octavius Plantations Limited** (Formerly known as **Rubal Leasing & Holdings Limited**) as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended and as on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the 'Guidance Note'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Standards on Auditing prescribed under Section 143(10) of the Act and the Guidance Note, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with the ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.



For Octavius Plantations Limited

*Ravi Kumar Jain*

Director/Authorised Signatory

**M.K MITRA & ASSOCIATES**  
Chartered Accountants

**"SHARANYA"**  
29/13, North Purbachal Kalitala Link Road,  
2nd Floor, Flat-02, Kolkata – 700078.  
(M): 9830087692

### **Meaning of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial controls over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note.

**For M.K Mitra & Associates**  
Chartered Accountants  
FRN 313071E



**M.K Mitra, FCA**  
Proprietor  
M. No. 51083  
Place : Kolkata  
Date: 3<sup>RD</sup> Day of September, 2016

For Octavius Plantations Limited



Director/Authorised Signatory

**ANNEXURE 'B' TO THE INDEPENDENT AUDITORS' REPORT**

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

**Report on Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government in terms of Section 143(11) of the Companies Act, 2013 ('the Act') of Octavius Plantations Limited (Rubal Leasing & Holdings Limited)**

1. In respect of the Company's fixed assets:

(a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the conveyance deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date.

2. As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Act.

4. . In our opinion and according to the information and explanations given to us, the Company has not given any loans, advances, guarantees or securities u/s 185 and also not made any investment u/s 186 of the Companies Act, 2013

5. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2016 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

6. Reporting under clause 3(vi) of the Order is not applicable as the Company's business activities are not covered by the Companies (Cost Records and Audit) Rules, 2014.

For Octavius Plantations Limited

*Raj Kumar Jain*

Director/Authorised Signatory



7. According to the information and explanations given to us, in respect of statutory dues:

- (a) The Company has generally been regular in depositing undisputed statutory dues and other material statutory dues applicable to it with the appropriate authorities.
- (b) There were no undisputed amounts payable in respect of Statutory dues and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
- (c) There were no undisputed dues of Income Tax, Sales Tax, Service Tax and Value Added Tax and other material statutory dues in arrears as at March 31, 2016.

8. In our opinion and according to the information and explanations given to us, the Company does not have any loans or borrowings from financial institutions or government and has not issued any debentures.

9. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable.

10. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no fraud on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us, the Company has not paid / provided managerial remuneration during the year hence provisions of Section 197 read with Schedule V to the Act is not applicable.

12. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.

13. In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Act, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

14. According to the information and explanations given to us and the records examined by us Company has not made any preferential allotment or private placement of equity shares or fully or partly paid debentures during the year.



For Octavius Plantations Limited  
*Raj Kumar Jain*  
Director/Authorised Signatory

**M.K MITRA & ASSOCIATES**  
Chartered Accountants


**"SHARANYA"**  
29/13, North Purbachal Kalitala Link Road,  
2nd Floor, Flat-02, Kolkata - 700078.  
(M): 9830087692

15. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its Directors and hence provisions of Section 192 of the Act are not applicable.

16. The Company is not required to be registered under Section 45-I of the Reserve Bank of India Act, 1934.

**For M.K Mitra & Associates**  
Chartered Accountants  
FRN 313071E


For Octavius Plantations Limited  
  
Director/Authorised Signatory

  
**M.K Mitra, FCA**  
Proprietor  
M. No. 51083  
Place : Kolkata  
Date: 3<sup>RD</sup> Day of September, 2016





**OCTAVIUS PLANTATIONS LIMITED**  
(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)  
**BALANCE SHEET AS AT MARCH 31, 2016**


	Note	As at March 31, 2016	As at March 31, 2015
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share Capital	1	9,870,700.00	9,870,700.00
(b) Reserves and Surplus	2	6,934,848.92	6,430,664.09
	(i)	16,805,548.92	16,301,364.09
<b>Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities		2,922.00	3,422.00
	(ii)	2,922.00	3,422.00
<b>Current liabilities</b>			
(a) Trade Payables		-	-
(b) Other Current Liabilities	3	1,051,508.20	1,104,564.55
(c) Short-Term Provisions	4	159,050.00	159,050.00
	(iii)	1,210,558.20	1,263,614.55
<b>TOTAL</b>	(i + ii + iii)	<b>18,019,029.12</b>	<b>17,568,400.64</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed Assets	5	4,229,864.01	4,280,965.68
(i) Tangible Assets		4,229,864.01	4,280,965.68
(b) Non-Current Investments	6	5,742,782.00	5,742,782.00
(c) Long-Term Loans and Advances	7	101,862.00	95,048.00
	(i)	10,074,508.01	10,118,795.68
<b>Current assets</b>			
(a) Inventories		4,470,475.00	4,835,695.00
(b) Cash and Bank Balances	8	3,388,240.11	2,488,721.96
(c) Short-Term Loans & Advances	9	85,806.00	125,188.00
	(ii)	7,944,521.11	7,449,604.96
<b>TOTAL</b>	(i + ii)	<b>18,019,029.12</b>	<b>17,568,400.64</b>
<b>III. Notes forming part of the Financial Statements</b> 1-17			
<i>In terms of our report of even date attached:</i>			
<p>For M.K.Mitra &amp; Associates Chartered Accountants FRN -313071E M.K.Mitra Proprietor M.No- 051083 Place : Kolkata Date : 3rd Day of September, 2016</p> 	<p>For Octavius Plantations Limited <i>Raj Kumar Jain</i> For and on behalf of the Board of Directors OCTAVIUS PLANTATIONS LTD <i>Raj Kumar Jain</i> RAJ KUMAR JAIN Director (DIRECTOR) (DIN: 03505168)</p> <p style="text-align: right;">VIKRAM RAMDEV <i>Vikram Ramdev</i> Director (DIRECTOR) (DIN: 07607449)</p>		

**OCTAVIUS PLANTATIONS LIMITED**  
(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2016**

	Note	Year ended March 31, 2016	Year ended March 31, 2015
I. Sales	10	5,024,175.00	122,428,336.54
<b>TOTAL REVENUE</b>		<b>5,024,175.00</b>	<b>122,428,336.54</b>
II. Expenses:			
(a) Cost of Materials Consumed	11	-	119,047,036.28
(b) Cultivation Expenses	12	3,301,346.00	3,545,977.50
(c) Changes in Inventory	13	365,220.00	(1,939,633.57)
(d) Staff Benefit Expenses	14	685,750.00	696,865.50
(e) Operation and Other Expenses	15	117,072.50	244,771.26
(f) Depreciation Expense	5	51,101.67	51,723.30
<b>TOTAL EXPENSES</b>		<b>4,520,490.17</b>	<b>121,646,740.27</b>
III. PROFIT(LOSS) BEFORE TAX		503,684.83	781,596.27
IV. Tax expense:			
(a) Current Tax			
(b) Deferred Tax		(500.00)	1,905.00
		(500.00)	1,905.00
V. PROFIT FOR THE YEAR		504,184.83	779,691.27
VI. Earnings per equity share:			
(a) Basic and Diluted	16	0.51	0.79
No. of Equity Shares (face value of Rs. 10 each)		987,070	987,070
VII. Notes forming part of the Financial Statements	1-17		

*In terms of our report of even date attached:*

<p>For M.K.Mitra &amp; Associates Chartered Accountants FRN -313071E M.K.Mitra Proprietor M.No- 051083 Place : Kolkata Date : 3rd Day of September, 2016</p> 	<p style="text-align: center;">For Octavius Plantations Limited <i>Raj Kumar Jain</i> For and on behalf of the Board of Directors OCTAVIUS PLANTATIONS LTD <i>Raj Kumar Jain</i> RAJ KUMAR JAIN Director (DIRECTOR) (DIN: 03505168)</p> <p style="text-align: right;">OCTAVIUS PLANTATIONS LTD <i>Vikram Ramdev</i> VIKRAM RAMDEV Director (DIRECTOR) (DIN: 07607449)</p>
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**OCTAVIUS PLANTATIONS LIMITED**  
**(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)**  
**Cash Flow Statement for the year ended 31 March, 2016**

Particulars	For the year ended 31 March, 2016		For the year ended 31 March, 2015	
	Rs.	Rs.	Rs.	Rs.
<b>A. Cash flow from Operating Activities</b>				
Net Profit / (Loss) before Extraordinary items and tax		503,684.83		781,596.27
<u>Adjustments for:</u>				
Depreciation and amortisation	51,101.67		51,723.30	
Provision for impairment of fixed assets and intangibles				
Other non-cash charges (Prior Period Item)	-	51,101.67		51,723.30
Net unrealised exchange (gain) / loss				
Operating profit / (loss) before working capital changes		554,786.50		833,319.57
<u>Changes in working capital:</u>				
<u>Adjustments for (increase) / decrease in operating assets:</u>				
Inventories	365,220.00		(1,939,633.57)	
Trade receivables	-			
Short-term loans and advances	39,382.00		(125,188.00)	
Long-term loans and advances	-6,814.00		(56,108.00)	
<u>Adjustments for increase / (decrease) in operating liabilities:</u>				
Other current liabilities	-53,056.35		1,039,286.55	
Long-term provisions	-	344,731.65		-1,081,843.02
Cash generated from operations		899,518.15		-248,323.45
Net income tax (paid) / refunds		-		-
<b>Net Cash flow from / (used in) Operating activities (A)</b>		<b>899,518.15</b>		<b>-248,323.45</b>
<b>B. Cash flow from Investing Activities</b>				
Capital Expenditure on Fixed assets, including capital work in progress		-		-
<b>Net Cash flow from / (used in) Investing activities (B)</b>		<b>-</b>		<b>-</b>
<b>C. Cash flow from Financing Activities</b>				
Proceeds from issue of equity shares				
Repayment of Long-term borrowings				
Dividend Paid				
Net increase / (decrease) in Working capital borrowings				
Net increase / (decrease) in Unsecured Loan				
Finance cost				
<b>Net Cash flow from / (used in) Financing activities (C)</b>		<b>-</b>		<b>-</b>
<b>Net Increase / (decrease) in Cash and cash equivalents (A+B+C)</b>		<b>899,518.15</b>		<b>-248,323.45</b>
<b>Cash and cash equivalents at the beginning of the year</b>		<b>2,488,721.96</b>		<b>2,737,045.43</b>
<b>Cash and cash equivalents at the end of the year</b>		<b>3,388,240.11</b>		<b>2,488,721.98</b>
<b>Reconciliation of Cash and cash equivalents with the Balance Sheet:</b>				
Cash and cash equivalents as per Balance Sheet (Refer Note 14)		<b>3,388,240.11</b>		<b>2,488,721.96</b>
<b>Cash and cash equivalents at the end of the year Comprises:</b>				
(a) Cash on hand	3,326,680.96		2,488,721.96	
(b) Cheques, drafts on hand				
(c) Balances with banks				
(i) In current accounts	61,559.15			
(ii) In EEFC accounts				
(iii) In deposit accounts				
		<b>3,388,240.11</b>		<b>2,488,721.96</b>

As per our report of even date

For M.K.Mitra & Associates

Chartered Accountants

FRN -313071E



M.K.Mitra

Proprietor

M.No- 051083

Place : Kolkata

Date : 3rd Day of September, 2016



For Octavius Plantations Limited



For and on behalf of the Board of Directors

OCTAVIUS PLANTATIONS LTD OCTAVIUS PLANTATIONS LTD



RAJ KUMAR JAIN

Director

(DIRECTOR)

(DIN: 03505168)

VIKRAM RAMDEV

Director

(DIRECTOR)

(DIN: 07607449)

**OCTAVIUS PLANTATIONS LIMITED**  
**(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**1 SHARE CAPITAL**

- a) The Authorised, Issued, Subscribed and Fully paid-up share capital comprises of equity shares and redeemable preference shares having a par value of Rs. 10 each as follows:

	As at 31-Mar-16	As at 31-Mar-15
<b>Authorised</b>		
10,00,000 Equity Shares of Rs. 10 each	10,000,000.00	10,000,000.00
<b>Issued, Subscribed and Fully paid up</b>		
9,87,070 Equity Shares of Rs. 10 each	9,870,700.00	9,870,700.00
	<b>9,870,700.00</b>	<b>9,870,700.00</b>

- b) Reconciliation of number of shares:

	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	Amount	No. of Shares	Amount
Opening balance	987,070	9,870,700.00	987,070	9,870,700.00
Changes during the yr.	-	-	-	-
Closing balance	<b>987,070</b>	<b>9,870,700.00</b>	<b>987,070</b>	<b>9,870,700.00</b>

- c) Shares in the company held by each shareholder holding more than 5 percent shares:

Name of Shareholder	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% of holding	No. of Shares	% of holding
Ekta Jain	102,320	10.37%	102,320	10.37%
Madan Lal Jain	93,615	9.48%	93,615	9.48%
Navin Kumar Jain	102,095	10.34%	102,095	10.34%
Nilima Jain	102,320	10.37%	102,320	10.37%
Shalini Jain	106,430	10.78%	106,430	10.78%



- d) Rights, preferences and restrictions attached to the shares:

Equity Shares  
The company has one class of equity shares having a par value of Rs. 10 each. Each shareholder is eligible for one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

**2 RESERVES AND SURPLUS**

Reserves and surplus consist of the following reserves:

	As at 31-Mar-16	As at 31-Mar-15
a) Surplus in Statement of Profit and Loss		
(i) Opening Balance	6,430,664.09	5,647,912.45
(ii) Add: Profit during the year	504,184.83	779,691.27
(iii) Add:- Adjustments in Depreciation Calculation Due to Companies Act 2013	-	3,060.37
	<b>6,934,848.92</b>	<b>6,430,664.09</b>

OCTAVIUS PLANTATIONS LTD    OCTAVIUS PLANTATIONS LTD  
  
Director  
For Octavius Plantations Limited  
  
Director/Authorised Signatory

  
Director



**OCTAVIUS PLANTATIONS LIMITED**  
**(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**3 OTHER CURRENT LIABILITIES**

Other current liabilities consist of the following:

	As at March 31, 2016	As at March 31, 2015
Statutory Liabilities - Professional Tax	570.00	570.00
Other payables	1,050,938.20	1,103,994.55
	<b>1,051,508.20</b>	<b>1,104,564.55</b>
Other payables comprise:		
Balaji K.A	1,000,000.00	1,000,000.00
LMJ Logistics Ltd.	-	44,708.00
Temporary Book Overdraft	-	19,848.35
Others	50,938.20	39,438.20

**4 SHORT-TERM PROVISIONS**

Short-term provisions consist of the following:

	As at March 31, 2016	As at March 31, 2015
Others		
Current Income Tax (net)	159,050.00	159,050.00
	<b>159,050.00</b>	<b>159,050.00</b>

**6 NON-CURRENT INVESTMENTS**

Non-Current Investments consists of the following:

	As at March 31, 2016	As at March 31, 2015
a) Investments in Equity Shares (Unquoted)		
5,67,000 Equity Shares of Tamil Nadu Mega Food Parks Ltd.	5,670,000.00	5,670,000.00
b) Investments in Equity Shares (Quoted)	72,782.00	72,782.00
	<b>5,742,782.00</b>	<b>5,742,782.00</b>

**7 LONG-TERM LOANS AND ADVANCES**

Long-term loans and advances consists of the following:

	As at March 31, 2016	As at March 31, 2015
Considered good:		
a) Security Deposits		
National Savings Certificate	5,000.00	5,000.00
Electric Security	23,962.00	23,962.00
Gas Security	3,800.00	3,800.00
Telephone Security	5,228.00	5,228.00
Misc. Security Deposit	63,872.00	57,058.00
	<b>101,862.00</b>	<b>95,048.00</b>

OCTAVIUS PLANTATIONS LTD

OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*

Director

For Octavius Plantations Limited

*Raj Kumar Jain*

Director/Authorised Signatory

*Raj Kumar Jain*

Director



**OCTAVIUS PLANTATIONS LIMITED**  
**(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**8 CASH AND BANK BALANCES**

Cash and bank balances consist of the following:

	As at March 31, 2016	As at March 31, 2015
a) Cash and cash equivalents		
(i) Balance with banks Karnataka Bank	61,559.15	-
(ii) Cash in hand	3,326,680.96	2,488,721.96
	<b>3,388,240.11</b>	<b>2,488,721.96</b>

**9 SHORT-TERM LOANS AND ADVANCES**

Short-term loans and advances consists of the following:

	As at March 31, 2016	As at March 31, 2015
Considered good:		
a) Other Advance	75,188.00	125,188.00
b) LMJ Logistics Ltd.	10,618.00	-
	<b>85,806.00</b>	<b>125,188.00</b>

**10 SALES**

Sales consist of the following:

	As at March 31, 2016	As at March 31, 2015
Traded Goods		
SALES OF COFFEE	1,718,550.00	2,340,225.00
SALE OF PEPPER	3,305,625.00	1,015,560.00
Sale Red Lintes.	-	21,203,737.50
SALES - CHICK PEAS	-	46,094,506.61
SALES - RICE	-	36,178,281.81
SALES - WHEAT	-	15,596,025.62
	<b>5,024,175.00</b>	<b>122,428,336.54</b>

**10 PURCHASE**

Purchase consist of following:

	As at March 31, 2016	As at March 31, 2015
PURCHASE CHICK PEAS	-	45,278,341.05
Purchase - Red Lintes	-	21,201,167.35
PURCHASE RICE	-	35,953,027.30
PURCHASE WHEAT	-	16,614,500.58
	-	<b>119,047,036.28</b>

**12 CULTIVATION EXPENSES**

Cultivation expenses consist of following:

	As at March 31, 2016	As at March 31, 2015
Agriculture Expenses:		
Estate Expenses	1,140,746.00	281,628.00
Labour Charges	2,086,890.00	3,216,349.50
New Plantation Expense	73,710.00	48,000.00
	<b>3,301,346.00</b>	<b>3,545,977.50</b>

OCTAVIUS PLANTATIONS LTD

*Resh Kumar Jain*

For Octavius Plantations Limited  
Director

*Resh Kumar Jain*  
Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

*Resh Kumar Jain*  
Director



**OCTAVIUS PLANTATIONS LIMITED**  
**(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)**  
**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**13 CHANGE IN INVENTORY**

Change in Inventory is as below:

	As at March 31, 2016	As at March 31, 2015
Agriculture Produce:		
Opening Stock	4,835,695.00	2,896,061.43
Less: Closing Stock	4,470,475.00	4,835,695.00
	<b>365,220.00</b>	<b>(1,939,633.57)</b>

**14 STAFF BENEFIT EXPENSE**

Staff Benefit Expenses consist of following:

	As at March 31, 2016	As at March 31, 2015
a) Salary & Wages	403,500.00	346,980.00
b) Staff Welfare Expenses	-	77,525.50
c) Expenses on behalf of employee	282,250.00	272,360.00
	<b>685,750.00</b>	<b>696,865.50</b>

**15 OPERATIONS AND OTHER EXPENSES**

Operation and other expenses consist of the following:

	As at March 31, 2016	As at March 31, 2015
Audit Fee	11,500.00	10,000.00
Bank Charges	1,146.50	3,350.00
Electricity & Water Expenses	-	10,120.00
Fuel Expenses	-	9,310.00
General Expenses	-	28,207.26
Listing Fees	-	18,744.00
Office Expenses & Maintenance	-	103,984.00
Printing & Stationery	3,900.00	2,372.00
Repairs & Maintenance	100,526.00	43,702.00
Security Charges	-	390.00
Telephone Charges	-	3,926.00
Transportation Charges	-	-
Travelling Expenses	-	10,666.00
	<b>117,072.50</b>	<b>244,771.26</b>

**16 EARNINGS PER EQUITY SHARE**

	As at March 31, 2016	As at March 31, 2015
Profit for the year	504,184.83	779,691.27
Amount available for Equity Shareholders	504,184.83	779,691.27
Weightage average number of shares	987,070	987,070
Earnings per share - Basic and Diluted	0.51	0.79
Face value per equity share	10.00	10.00

OCTAVIUS PLANTATIONS LTD      OCTAVIUS PLANTATIONS LTD

*Ray Kumar Jain*  
 Director

*[Signature]*  
 Director

For Octavius Plantations Limited  
*Ray Kumar Jain*  
 Director/Authorised Signatory



**OCTAVIUS PLANTATIONS LIMITED**  
(FORMERLY KNOWN AS RURAL LEASING & HOLDINGS LIMITED)

Note-5 Fixed Assets

DESCRIPTION	GROSS BLOCK			DEPRECIATION			NET BLOCK				
	Actual Cost 01.04.2014	Additions	Sales	As at 31.03.2016	Up to 01.04.2015	For the Year	Deletions	Up to 31.03.2016	Adjustments due to Companies Act 2013	As at 31.03.2016	As at 31.03.2015
Padmavathi Estate	6,253,594.89	-	-	6,253,594.89	2,160,944.51	42,048.47	-	2,202,992.98	897.20	4,051,499.13	4,093,547.60
Fencing	200,000.00	-	-	200,000.00	15,355.58	9,053.20	-	24,408.78	-	175,591.22	184,644.42
Furniture & Fixtures	55,473.30	-	-	55,473.30	54,838.39	-	-	54,838.39	2,163.17	2,773.67	2,773.67
<b>Total</b>	<b>6,509,068.19</b>	<b>-</b>	<b>-</b>	<b>6,509,068.19</b>	<b>2,231,138.48</b>	<b>51,101.67</b>	<b>-</b>	<b>2,282,240.15</b>	<b>3,060.37</b>	<b>4,229,864.01</b>	<b>4,280,965.68</b>
Previous year	6,509,068.19	-	-	6,509,068.19	2,179,415.18	51,723.30	-	2,231,138.48	3,060.37	4,280,965.68	

OCTAVIUS PLANTATIONS LTD

OCTAVIUS PLANTATIONS LTD

*Raj Kumar Joon*  
For Octavius Plantations Limited

*Raj Kumar Joon*  
Director



*Raj Kumar Joon*  
Director/Authorised Signatory



# OCTAVIUS PLANTATIONS LIMITED

(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)

## NOTES FORMING PART OF FINANCIAL STATEMENTS

### 1) CORPORATE INFORMATION

Octavius Plantations Limited (Formerly known as Rubal Leasing & Holdings Limited) is engaged in the business of coffee plantation. "With effect from 10/11/2015 ( Tenth Day of November Two Thousand Fifteen), the name of the company has been changed from **Rubal Leasing & Holdings Limited to Octavius Plantations Limited**"

### 2) SIGNIFICANT ACCOUNTING POLICIES

#### a) Basis of Preparation

Basis of Preparation of Financial Statements the Company maintains its accounts on accrual basis. Management makes estimates and technical & other assumptions regarding the amounts of income and expenses in accordance with Indian GAAP in the preparation of the financial statements. Difference between the actual results and estimates are recognised in the period in which they are determined.

#### b) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amount of assets, liabilities, revenues and expenses and disclosure of contingent liabilities on the date of the financial statements. The recognition, measurement, classification or disclosure of an item or information in the financial statements is made relying on these estimates. Any revision to accounting estimate is recognized prospectively.

#### c) Fixed Assets

Fixed Assets are shown at historical cost less accumulated depreciation. The cost includes any cost attributable of bringing the assets to its working condition for its intended use.


#### d) Depreciation

Depreciation on assets is provided on written down value method at the rates and in the manner as prescribed in Schedule II to the Companies Act, 2013.

OCTAVIUS PLANTATIONS LTD OCTAVIUS PLANTATIONS LTD

  
Director

  
Director

  
For Octavius Plantations Limited

Director/Authorised Signatory



e) **Impairment of Asset**

All assets other than inventories, investments & deferred tax asset, are reviewed for impairment, wherever events or change in circumstances indicate that the carrying amount may not be recoverable. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount.

f) **Investments**

Investments both short term and long term are carried at cost to the company.

g) **Inventory valuation**

Inventories are valued at lower of cost or net realizable value. Cost is determined considering applicable cost incurred in producing and bringing inventories to their present location and condition.

h) **Revenue recognition**

Revenue from sale of goods is recognized when goods are delivered, which is when title is passed on to the customers.

Other items of income are accounted as and when the right to receive arises.

i) **Foreign Currency Transactions**

Income and expense in foreign currencies are converted at exchange rates prevailing on the date of the transaction. Gain/loss arising out of fluctuations on realisation/payment is credited/charged to the Statement of Profit and Loss.

j) **Borrowing Cost**

Borrowing costs are recognized in the Statement of Profit and Loss for the period in which they are incurred except where the cost is incurred during the construction of an asset that takes a substantial period to get ready for its intended use, in which case, it is capitalised.

k) **Provision for Current and Deferred Tax**

Provision for current tax is made on the basis of estimated taxable income for the year in accordance with the provisions of the Income Tax Act, 1961.

Deferred tax resulting from "timing difference" between book and taxable profit is accounted for under the liability method, at the current rate of tax, to the extent that the timing differences are expected to crystallize. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the asset will be realized in future.

OCTAVIUS PLANTATIONS LTD OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*  
Director

*Raj Kumar Jain*  
Director



For Octavius Plantations Limited

*Raj Kumar Jain*  
Director/Authorised Signatory

**l) Provisions, Contingent Liabilities & Contingent Assets**

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

**m) Cash and Cash Equivalents**

The company considers all highly liquid financial instruments, which are readily convertible into cash and have original maturities of three months or less from the date of purchase, to be cash equivalents.

**3. Change in Accounting Policy:**

Change in accounting policy for depreciation of fixed assets Pursuant to the enactment of Companies Act 2013, the company has applied the estimated useful lives as specified in Schedule II. Accordingly the unamortised carrying value is being depreciated / amortised over the revised/ remaining useful lives.

**4. Payment to Auditors:**

Auditors Remuneration	As at 31 <sup>st</sup> March, 2016	As at 31 <sup>st</sup> March, 2015
	Amount (Rs)	Amount (Rs)
Audit Fees	11,500.00	10,000.00
Tax Audit Fees		5,000.00
Total	11,500.00	15,000.00

**5. QUANTITATIVE DETAILS OF OPENING STOCK TURNOVER, PRODUCTION/ PURCHASES, (for major items dealt by the company during the financial year 2015-16:**

COMMODITY	UOM	OPENING	PURCHASE/YIELD	SALE	SHORT(EXCESS)	CLOSING STOCK
Coffee						
Arabica Cherry	KG	4,900	6,350	4,900	Nil	6,350
Arabica Parchment	KG	5,250	6,950	5,250	Nil	6,950
Robusta Cherry	KG	9,200	11,950	9,200	Nil	11,950
Black Pepper	KG	5,289	2,747	5,289	Nil	2,747

OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*

Director

For Octavius Plantations Limited

*Raj Kumar Jain*

Director/Authorised Signatory

OCTAVIUS PLANTATIONS LTD

*Raj Kumar Jain*

Director



**6. Value of Imports**

Raw Material	Nil	Nil
Finished Goods	Nil	Nil

**7. Expenditure in Foreign Currency** Nil Nil

**8. Earning in Foreign Exchange** Nil Nil

Signature to notes 1 to 8

In terms of Our Separate Audit Report of Even Date Attached.

For M.K. Mitra & Associates  
(Chartered Accountants)  
FRN- 313071E





M.K. Mitra  
Proprietor  
M.No.: 051083

Place: Kolkata  
Date: 3<sup>RD</sup> Day of September, 2016

For and on behalf of the Board  
OCTAVIUS PLANTATIONS LTD OCTAVIUS PLANTATIONS LTD



RAJ KUMAR JAIN  
(DIRECTOR)  
DIN: 03505168

For Octavius Plantations Limited  
  
Director/Authorised Signatory

  
VIKRAM RAMDEV  
(DIRECTOR)  
DIN: 07607449