

## DIRECTORS' REPORT

To,

The Members,

Your Directors are pleased to present the Company's Director Report on the business and operations of Octavius Plantations Limited the ("**Company**") together with the Audited financial Statements for the financial year ended March 31, 2018.

### 1. Financial Summary / Performance of the Company

The Board's Report shall be prepared based on the stand alone financial statements of the Company.

Particulars	2017-2018 (Rs.)	2016-2017 (Rs.)
Total Revenue	1,16,29,330.00	1,05,30,890.00
<b>Total Expenses</b>	<b>13,28,988.33</b>	<b>8,63,931.26</b>
Net Profit Before Tax	1,03,00,341.67	96,66,958.74
Tax Expense	-1789.00	14697.00
<b>Net Profit After Tax</b>	<b>1,03,02,130.67</b>	<b>96,52,261.74</b>
<b>Earnings per Equity share</b>		
(a) Basic and Diluted	3.43	9.78
<b>No. of Equity Share (face value of Rs. 10 each)</b>	3000000	987070

### 2. State of Company's Affairs

During the year under review, your Company recorded the turnover of Rs **1,03,02,130.67** against last year Rs **96,52,261.74**. The net worth of the Company also increased substantially to Rs. 9,01,93,756.33 as against Rs. 2,59,06,631.66 as on 31.03.2017. Your Directors are making all out efforts to improve the performance of the Company in the current year.

### 3. Dividend

In order to conserve the financial liquidity of the Company, the directors are not recommending any dividend.

#### **4. Reserves**

For the financial year ended 31<sup>st</sup> March, 2018, an amount of Rs. 6,01,93,756.33 as against to Rs. 1,60,35,931.66 in the previous year being transferred to the General Reserves.

#### **5. Share capital**

During the period under review, the Company has allotted 20,12,930 shares on private placement basis in order to expand its business. Further reporting of the same has already made to the ROC and other concern authority within the stipulated time period. Further, the Company has not issued shares with differential voting nor has granted any stock options or sweat equity.

#### **6. Particulars of Employees**

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

#### **7. Board Meetings, Board of Directors & Committees of Directors**

##### **A. Board Meetings**

The Board of Directors of the Company met **12 Times** during the financial year. The gap intervening between two meetings of the board is in accordance with the provisions of the Companies Act, 2013 (hereinafter "the Act").

##### **B. Board of Directors**

During the year, Ms. Jyoti Singhvi and Ms. Aayushi Jain, who were appointed as Independent Director on 11.08.2017 and had been regularised in the Annual General Meeting held on 30<sup>th</sup> September, 2017.

##### **C. Declaration by Independent Director(s)**

The Company has received necessary declaration from independent director under Section 149(7) of the Companies Act, 2013, that they meet the criteria of independence laid down in Section 149(6) of the Companies Act, 2013.

##### **D. Committees of the Board**

The Company has the following Committees of the Board:

- 1. Audit Committee;**
- 2. Nomination and Remuneration Committee;**

S. No.	Name of the Committee	Composition of the Committee
1	<b>Audit Committee</b>	1. Mr. Raj Kumar Jain 2. Ms. Boppanda Changappa Poonamma 3. Ms. Jyoti
2	<b>Nomination and Remuneration Committee</b>	1. Ms. Boppanda Chengappa Poonamma 2. Ms. Aayushi jain 3. Ms. Jyoti

The Policy on Formulation of Audit Committee is enclosed as **Annexure II**.

### **Corporate Social Responsibility**

As per Section 135 (1) of the Companies Act, 2013, the Company doesn't require to constitute CSR Committee during the financial year 2017- 2018.

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.

### **Policy on Directors' appointment and remuneration**

The policy of the Company on Directors' appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Sub-section (3) of Section 178 of the Companies Act, 2013. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company as enclosed as **Annexure III**.

## **8. 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 and Employees is enclosed as **Annexure IV**.

## 9. Auditors

### Statutory Auditors

At the Annual General Meeting held on September 30, 2017, M/s. Vidit Jain & Co., Chartered Accountants, Delhi were appointed as statutory auditors of the Company to hold office till the conclusion of the next Annual General Meeting to be held in the calendar year 2018.

### Comments on Auditors' report

There are no qualifications, reservations or adverse remarks or disclaimers made by M/s. Vidit Jain & Co, Chartered Accountants, in their report

The Statutory Auditors have not reported any incident of fraud to the Audit Committee of the Company in the year under review.

## 10. Directors' Responsibility Statement

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that—

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had 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 profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## 11. Extract of Annual Return

An extract of the annual return in the prescribed format has been appended as **Annexure I** to the Board's report.

## 12. Disclosure as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, every company is required to set up system to look into complaints relating to sexual harassment at work place of any women employee and Company has adopted a policy for prevention of Sexual Harassment of Women at workplace and has set up Committee for implementation of said policy.

During the year Company has not received any complaint of harassment.

**13. Material changes and commitments affecting financial position between the end of the financial year and date of report**

No significant material changes occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the board report, which require disclosure in the accounts.

**14. 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 under section 186.

**15. Particulars of contracts or arrangements with related parties**

All contracts/arrangements/ transactions entered by the Company during financial year with related parties were in ordinary course of business and on arm's length basis. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

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

The particulars as prescribed under Section 134(3) (m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 are given below:

- a) Conservation of energy: Not Applicable
- b) Technology absorption: Not Applicable
- c) Foreign Exchange earnings and outgo: Not Applicable

**17. Deposits**

In terms of the provisions of Sections 73 of the Act read with the relevant Rules of the Act, the Company had no opening or closing balances and also has not accepted any fixed deposits during the year under review and as such, no amount of principal or interest was outstanding as on March 31, 2018

**18. Risk Management Policy**

Risks are events, situations or circumstances which may lead to negative consequences on the Company's businesses. Risk management is a structured

approach to manage uncertainty. A formal enterprise wide approach to Risk Management is being adopted by the Company and key risks will now be managed within a unitary framework. As a formal roll-out, all business divisions and corporate functions will embrace Risk Management Policy and guidelines, and make use of these in their decision making. Key business risks and their mitigation are considered in the annual/strategic business plans and in periodic management reviews. The risk management process over the period of time will become embedded into the Company's business systems and processes, such that our responses to risks remain current and dynamic.

The policy on Risk Management is enclosed as **Annexure V**.

#### **19. Details of Subsidiary/Holding/ Joint Venture/ Associate**

The Company does not have any Subsidiary, Holding, Joint Venture and Associate Company during the financial year 2017-18.

#### **20. Internal Financial Control and their adequacy**

The Company has a proper and adequate system of internal controls. This ensures that all transactions are authorised, recorded and reported correctly, and assets are safeguarded and protected against loss from unauthorized use or disposition. In addition there are operational controls and fraud risk controls, covering the entire spectrum of internal financial controls.

The internal financial control framework has been designed to ensure that the financial and other records are reliable for preparing financial and other statements and for maintaining accountability of assets. In addition, the Company has identified and documented the risks and controls for each process that has a relationship to the financial operations and reporting.


The Company also has an Audit Committee; comprising 3 (Three) professionally qualified Directors, who interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

#### **21. Acknowledgement**

An acknowledgement to all with whose help, cooperation and hard work the Company is able to achieve the results.

For & On behalf of the Board of Directors

  
**Raj Kumar Jain**  
Whole Time Director

  
**Vickram Ramdev**  
Director

Place: New Delhi

Date: 30.05.2018

## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31March, 2018

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company  
(Management & Administration) Rules, 2014.

## 1. REGISTRATION &amp; OTHER DETAILS:

<b>CIN</b>	<b>L65910DL1984PLC018466</b>
<b>Registration Date</b>	<b>20/06/1984</b>
<b>Name of the Company</b>	<b>OCTAVIUS PLANTATIONS LIMITED</b>
<b>Category/Sub-category of the Company</b>	<b>Company Limited By Shares (Category)</b> <b>Indian Non- Government Company (Sub- Category)</b>
<b>Address of the Registered office &amp; contact details</b>	<b>54/2&amp;3, Hanuman Lane Connaught Place New Delhi-110001</b>
<b>Whether listed company</b>	<b>Listed</b>
<b>Name, Address &amp; contact details of the Registrar &amp; Transfer Agent, if any.</b>	<b>M/s. Beetal Financial &amp; Computer Services (P) Ltd.</b> <b>Beetal House, 3<sup>rd</sup> Floor, 99 Madangir, BH Local Shopping Complex, Near Dada Harsukhdas Mandir Delhi-110062</b>

## 2. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

<b>S. No.</b>	<b>Name and Description of main products / services</b>	<b>NIC Code of the Product/service</b>	<b>% to total turnover of the</b>
1	Coffee	01272	76.74
2	Black Pepper	0141	23.26

## 3. PARTICULAR OF HOLDIGNS, SUBSIDAIRY AND ASSOCIATE COMPANIES:

<b>S. No</b>	<b>Name and Address of the Company</b>	<b>CIN/GLN</b>	<b>Holding/Subsidiary/ Associates</b>	<b>% of shares held</b>	<b>Applicable Section</b>
1.	NA	NA	NA	NA	NA

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

##### A. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of year [As on 31-March-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% 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	0	597530	60.54	2117530	-	2117530	70.58	10.00%
b) Central Govt	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks / FI	0	0	0	0	0	0	0	0	0
f) Any other	0	0	0	0	0	0	0	0	0
<b>Total shareholding of Promoter (A)</b>	<b>597530</b>	<b>-</b>	<b>597530</b>	<b>60.54</b>	<b>2117530</b>		<b>2117530</b>	<b>70.53</b>	<b>10.0</b>
<b>B. Public shareholding</b>									
1. Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks / FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIs	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
Sub-total (B)(1):-	0	0	0	0	0	0	0	0	0
2. Non-Institutions									
a) Bodies Corp.	0	75200	75200	7.61	0	75200	75200	2.50	0



i) Indian	0	0	0	0	0	0	0	0	0
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals	0	0	0	0	0	0	0	0	0
i) Individual shareholders holding nominal share capital up to Rs. 1 lakh	0	120620	120620	12.22	0	120620	120620	4.02	0
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	0	193720	193720	19.63	492930	193720	686650	22.88	0
c) Others (specify)	0	0	0	0	0	0	0	0	0
Non Resident Indians	0	0	0	0	0	0	0	0	0
Overseas Corporate Bodies	0	0	0	0	0	0	0	0	0
Foreign Nationals	0	0	0	0	0	0	0	0	0
Clearing Members	0	0	0	0	0	0	0	0	0
Trusts	0	0	0	0	0	0	0	0	0
Foreign Bodies - D R	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(2):-</b>	<b>0</b>	<b>389540</b>	<b>389540</b>	<b>39.46</b>	<b>492930</b>	<b>389540</b>	<b>882470</b>	<b>29.41</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1)+(B)(2)	0	389540	389540	39.46	492930	389540	882470	29.41	0
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
<b>Grand Total (A+B+C)</b>	<b>597530</b>	<b>389540</b>	<b>987070</b>	<b>100 %</b>	<b>2610460</b>	<b>389540</b>	<b>3000000</b>	<b>100 %</b>	<b>0</b>

**B. Shareholding of Promoter-**

S I N O.	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	
5	Madan Lall Jain	93615	9.48	Not Pledged	93615	3.12	Not Pledged	-
7	Shalini Jain	253900	25.72	Not Pledged	1013900	33.79	Not Pledged	8.07
8	Akshita Jain	250015	25.33	Not Pledged	1010015	33.67	Not Pledged	8.34

**C. Change in Promoters' Shareholding (please specify, if there is no change):**

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the co	No. of shares	% of total shares of the Co
1	<b>Shalini Jain</b>				
	<b>At the beginning of the year</b>	<b>253900</b>	<b>25.72</b>	<b>253900</b>	<b>25.72</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	760000	8.07	760000	8.07
	<b>At the end of the year</b>	<b>1013900</b>	<b>33.79</b>	<b>1013900</b>	<b>33.79</b>
2	<b>Akshita Jain</b>				
	<b>At the beginning of the year</b>	<b>250015</b>	<b>25.33</b>	<b>250015</b>	<b>25.33</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	760000	8.34	760000	33.67
	<b>At the end of the year</b>	<b>1010015</b>	<b>33.67</b>	<b>1010015</b>	<b>33.67</b>

**D. Shareholding Pattern of top ten Shareholders:** (Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For 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 Co	No. of shares	% of total shares of the co
1.	<b>ARVIND KUMAR DAS</b>				
	At the beginning of the year	<b>33800</b>	<b>1.12</b>	<b>33800</b>	<b>1.12</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>33800</b>	<b>1.12</b>	<b>33800</b>	<b>1.12</b>
2.	<b>MADAN LAL JAIN &amp; SONS</b>				
	At the beginning of the year	<b>20400</b>	<b>0.68</b>	<b>20400</b>	<b>0.68</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>20400</b>	<b>0.68</b>	<b>20400</b>	<b>0.68</b>
3.	<b>MADAN LAL JAIN &amp; SONS HUF</b>				
	At the beginning of the year	<b>33920</b>	<b>1.13</b>	<b>33920</b>	<b>1.13</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	At the end of the year	<b>33920</b>	<b>1.13</b>	<b>33920</b>	<b>1.13</b>
4.	<b>Deepak Jain</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	81500	2.71	81500	2.71
	At the end of the year	<b>81500</b>	<b>2.71</b>	<b>81500</b>	<b>2.71</b>
5	<b>SURESH GAUR</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease	<b>75600</b>	<b>2.52</b>	<b>75600</b>	<b>2.52</b>

	(e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year	<b>75600</b>	<b>2.52</b>	<b>75600</b>	<b>2.52</b>
<b>6.</b>	<b>RAJEEV SANKHLA</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	<b>78450</b>	<b>2.61</b>	<b>78450</b>	<b>2.61</b>
	At the end of the year	<b>78450</b>	<b>2.61</b>	<b>78450</b>	<b>2.61</b>
<b>7.</b>	<b>YUNUS ANSARI</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>		<b>1.27</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	<b>91750</b>	<b>3.05</b>	<b>91750</b>	<b>3.05</b>
	At the end of the year	<b>91750</b>	<b>3.05</b>	<b>91750</b>	<b>3.05</b>
<b>8.</b>	<b>PRAVEEN MATHUR</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	<b>88750</b>	<b>2.95</b>	<b>88750</b>	<b>2.95</b>
	At the end of the year	<b>88750</b>	<b>2.95</b>	<b>88750</b>	<b>2.95</b>
<b>9.</b>	<b>MOHD. FIROZ</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	<b>76880</b>	<b>2.56</b>	<b>76880</b>	<b>2.56</b>
	At the end of the year	<b>76880</b>	<b>2.56</b>	<b>76880</b>	<b>2.56</b>
<b>10.</b>	<b>MUKESH MEHTA</b>				
	At the beginning of the year	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	<b>20000</b>	<b>0.66</b>	<b>20000</b>	<b>0.66</b>
	At the end of the year	<b>20000</b>	<b>0.66</b>	<b>20000</b>	<b>0.66</b>

**E. Shareholding of Directors and Key Managerial Personnel: N.A.**

S.No.	Shareholding of each Directors and each Key Managerial Personnel	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
<b>1</b>					
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				
<b>2</b>					
	At the beginning of the year				
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):				
	At the end of the year				

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

**In Lacs**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year(Long term and Short Term)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in Indebtedness during the year				
* Addition	0		0	0
* Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year(Long Term and Short Term)				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0

Total (i+ii+iii)	0	0	0	0
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## 6. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Raj Kumar Jain	WTD	
	Gross salary	80000		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total (A)	80000	-	-
	Ceiling as per the Act	-	-	-

### B. Remuneration to other directors:

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	-	-	-	-
2	Other Non-Executive 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	-	-	-	-

### C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN	Particulars of Remuneration	Key Managerial Personnel		
1	Gross salary	CS	CFO	Total
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	80000	702000	-

	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	others, specify...	-	-	-
5	Others, please specify	-	-	-
	Total	80000	702000	-

#### 7. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details	Authority [RD/NCLT/COURT ]	Appeal made, if any
A. COMPANY			NIL		
Penalty					
Punishment					
Compounding					
B. DIRECTORS			NIL		
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT			NIL		
Penalty					
Punishment					
Compounding					

**AUDIT COMMITTEE - TERMS OF REFERENCE**

**1. CONSTITUTION**

The Audit Committee has been established by the Board of Directors of the Company and is to be known as Audit Committee.

**2. MEMBERSHIP**

- A. The members of the Audit Committee shall be appointed by the Board from amongst the Directors of the Company.
- B. The Audit Committee shall have minimum three Directors with Independent Directors forming a majority of the members of the Audit Committee.
- C. The Chairman of the Audit Committee shall be elected by the members of the Audit Committee among themselves.

**3. QUORUM**

The quorum necessary for the transaction of business shall be at-least two members or 1/3<sup>rd</sup> of total number of Directors whichever is higher, with at least two Independent Director. A duly convened meeting of the Audit Committee at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions vested in or exercisable by the Audit Committee.

**4. FREQUENCY OF MEETINGS**

The audit committee shall meet at least four times in a year and not more than one hundred and twenty days shall elapse between two meetings.

**5. MEETINGS**

- A. Meetings of the Audit Committee may be called by the Chairman of the Audit Committee.
- B. Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed, shall be forwarded to each member of the Audit Committee and any other person required to attend, not later than 7 days before the date of the meeting.
- C. The Audit Committee may invite such of the executives, outside agency(ies) professional(s) as it considers appropriate, who are required to be presented for explaining any particular item(s) at the meeting.
- D. The intimation of the Audit Committee meetings, in which financials, reports of Auditors and other audit related matters are to be discussed, be given to Auditors of the Company.



## 6. DUTIES

The duties of the Audit Committee shall be:

- A. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- B. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
- C. approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- D. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
- E. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- F. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- G. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- H. approval or any subsequent modification of transactions of the listed entity with related parties including giving omnibus approval subject to and in compliance with applicable laws and related party transaction policy of the Company;

- I. scrutiny of inter-corporate loans and investments;
- J. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- K. evaluation of internal financial controls and risk management systems;
- L. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- M. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- N. discussion with internal auditors of any significant findings and follow up there on;
- O. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- P. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Q. to review the functioning of the whistle blower mechanism;
- R. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- S. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- T. management discussion and analysis of financial condition and results of operations;
- U. statement of significant related party transactions (as defined by the audit committee), submitted by management;
- V. management letters / letters of internal control weaknesses issued by the statutory auditors;
- W. internal audit reports relating to internal control weaknesses; and
- X. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Y. statement of deviations:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

- annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## **7. MINUTES**

- A. The Audit Committee shall maintain written minutes of its meetings which shall be placed before the Board for noting and approval.
- B. Minutes of Audit Committee meetings shall be circulated promptly to all members of the Audit Committee.

## **8. ANNUAL GENERAL MEETING**

The Chairman of the Audit Committee shall present at Annual General Meeting to answer shareholders queries.

## **9. RIGHT OF BEING HEARD**

The Auditors of the Company and the Key managerial personnel shall have right to be heard in the meetings of the Audit Committee where the auditor's report are to be considered but they will not have any voting rights.

## **10. AUTHORITY**

The Audit Committee is authorised by the Board to:

- A. To call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board;
- B. To discuss any related issues with the internal and statutory auditors and the management of the company;
- C. To investigate into any activity with in terms of reference;
- D. Seek any information that it requires from any employee of the Company and all employees are directed to co-operate with any request made by the Audit Committee;
- E. Obtain outside legal or other professional advice, at the Company's expense and secure the attendance of the outsiders with relevant experience and expertise if it considers necessary.

## **11. RECOMMENDATIONS**

The recommendations of the Audit Committee shall be binding on the Board in terms of Section 177 of the Companies Act, 2013 and if, the Board does not accept the recommendations of the Audit Committee it shall record the reasons thereof and shall be disclosed in the Board's report.

## **12. CONFIDENTIALITY**

Subject to provisions of the Companies Act, 2013 and rules made there under all the deliberations of the Audit Committee, and all records, material and information etc shall be considered confidential. Audit Committee members shall maintain the confidentiality of such deliberations, and shall safeguard such records, material and information from improper access.

## **13. AMENDMENTS**

Keeping in mind the needs of the Company and legal scenario (if any), the Board of Directors reserves the right to amend the terms of reference of Audit Committee as and when required.

**NOMINATION AND REMUNERATION POLICY**

**1. INTRODUCTION**

- 1.1 Octavius Plantations Limited (hereinafter referred to as “**Company**”) considers human resources as its invaluable assets. This policy on nomination and remuneration (hereinafter referred to as “**Remuneration Policy**”) has been formulated by the Nomination and Remuneration Committee (hereinafter referred to as “**Remuneration Committee**”) as per the provisions of the Companies Act 2013 and SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and is approved by the Board of Director of the Company, to guide the Board on the various issues of appointment, evaluate performance, remuneration of the Directors, KMP, Senior Management Personnel and other employees so as to harmonise the aspirations of human resources consistent with the goals of the Company.

**1.1.1 DEFINITIONS**

“**Key Managerial Personnel (KMP)**” means -

- (1) the managing Director or the Chief Executive Officer or the Manager and in their absence, a whole-time Director;
- (2) the Company Secretary;
- (3) the Chief Financial Officer;

**Senior Management Personnel** means the personnel of the company who are the members of its core management team excluding the directors of the Company comprising all members of management one level below the executive directors, including functional heads.

**2 OBJECTIVE OF THIS REMUNERATION POLICY**

- 2.1 The objective of this Remuneration Policy is to ensure that the:
- a. The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
  - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
  - c. Remuneration to Directors, KMP and Senior Management involves terms performance objectives appropriate to the working of the Company and its goals.

### **3 APPLICABILITY**

- 3.1 This Remuneration Policy shall be applicable to:
- a. All the Director of the Company which inter alia include Executive or Non Executive directors (independent director);
  - b. All Senior Management Personnel, Key Managerial Personnel of the Company and other employees.

### **4 MEMBERSHIP**

- 4.1.1 Remuneration Committee shall consist of minimum three or more non-executive 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 Remuneration Committee but shall not chair such Remuneration Committee.
- 4.2 The Board shall reconstitute the Remuneration Committee as and when required to comply with the provisions of the Companies Act, 2013 and applicable statutory requirement.
- 4.3 The quorum shall be either two members or one third of the members of the Remuneration Committee, whichever is higher.
- 4.4 Details of Remuneration Committee membership shall be disclosed in the Annual Report.
- 4.5 Term of the Remuneration Committee shall be continued unless terminated by the Board of Directors.

### **5 CHAIRMAN**

- 5.1. The Chairman of the Remuneration Committee shall be an Independent director.
- 5.2 The Chairman of the Company may be appointed as a member of the Remuneration Committee but shall not chair such Remuneration Committee.
- 5.3 In the absence of the Chairman of the Remuneration Committee, the member of the Remuneration Committee present at the meeting shall choose one amongst them to act as Chairman of the Remuneration Committee.
- 5.4 The Chairman of the Remuneration Committee or in his absence, any other member of the Remuneration Committee authorized by him in this behalf shall attend the general meeting of the Company.

### **6 MEETING AND VOTING**

- 6.1 The meeting of the Remuneration Committee shall be held at such intervals as may be required to accomplish the objective as set out in this Remuneration Policy.

- 6.2 Matters arising for decision at meeting of the Remuneration Committee shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Remuneration Committee.
- 6.3 In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## **7 MINUTES OF REMUNERATION COMMITTEE MEETING**

- 7.1 Proceedings of all meetings must be minuted and signed by the Chairman of the said meeting or the Chairman of the next succeeding meeting. Minutes of the Remuneration Committee meeting will be tabled at the subsequent Board and Remuneration Committee meeting.

## **8 ROLE AND RESPONSIBILITY OF THE REMUNERATION COMMITTEE**

- 8.1 The roles and responsibility of the Remuneration Committee shall include:
- a. to guide the Board of Director of the Company in relation to the appointment and removal of the Directors Senior Management Personnel, KMP and other employees.;
  - b. formulate the criteria for determining the qualifications, positive attributes and independence of the Directors and Senior Management Personnel, KMP and other employees and to recommend to the Board of Director of the Company relating to the remuneration payable of them .
  - c. to formulate the criteria for evaluation of the performance of the Director and Senior Management Personnel, KMP and other Employees.
  - d. ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
  - e. to devise a policy on Board diversity;
  - f. to develop a succession plan for the Board and to regularly review the plan;
  - g. to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage;
  - h. to assist the Board in fulfilling responsibilities;
  - i. to Implement and monitor policies and processes regarding principles of corporate governance;
  - j. to perform such other functions as may be necessary or appropriate for the performance of its duties.

## **9 APPOINTMENT AND REMOVAL OF DIRECTOR SENIOR MANAGEMENT PERSONNEL, KMP AND OTHER EMPLOYEES**

- 9.1 The Remuneration Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director or Senior Management Personnel, KMP and other employee and recommend his / her appointment, to the Board of Director of the Company.
- 9.2 A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Remuneration Committee has authority to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the position.
- 9.3 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 thereunder.
- 9.4 The Remuneration Committee may recommend with reasons recorded in writing, removal of Director or Senior Management Personnel, KMP and other employees subject to the provisions and compliance of the Companies Act, 2013 and the rules made there under.

## **10 REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT PERSONNEL**

### **10.1 Remuneration to Managing/ whole Time Directors**

- a. The remuneration/ commission etc. required to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions laid down under the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- b. The Remuneration Committee shall make such recommendations to the Board of Directors of the Company, as it may consider deem fit with regard to remuneration to Managing Director / Whole Time Directors.

### **10.2 Remuneration to the Non-Executive / Independent directors**

#### **a. Remuneration / Commission**

- The remuneration / commission to the Non-executive / Independent director shall be in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.

#### **b. Sitting Fee**

- The Non-Executive / Independent Directors may receive sitting fees as permissible under the provisions of Companies Act, 2013. The amount



of sitting fees shall be such as may be recommended by the Remuneration Committee and approved by the Board of Directors.

**c. Limit of Remuneration / Commission**

- The remuneration / commission may be paid within the monetary limit approved by shareholders, subject to the limit not exceeding 1%/ 3% of the profits of the Company computed as per the applicable provisions of the Companies Act, 2013.

**d. Stock option**

- Pursuant to the provision of the Companies Act, 2013, no Independent director shall be entitled for the stock option of the Company.

**10.3 Remuneration to Senior Management Personnel, KMP's and other employees**

- a. The remuneration to Senior Management Personnel, KMP and other employees shall consist of fixed pay and incentive pay, according to the provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force.
- b. The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- c. The Incentive pay shall be decided based on the balance between performance of the Company and performance of these employees, to be decided annually or at such intervals as may be considered appropriate.

**11 TENURE**

**11.1 Managing Director/ Whole-time Director**

- a. The Company shall appoint or re-appoint any person as its Managing director or whole time director 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.

**11.2 Independent Director**

- a. 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 re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report.
- b. No Independent director shall hold office for more than two consecutive terms of upto maximum of 5 years each, 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.

## **12 EVALUATION**

- 12.1 The Remuneration Committee shall carry out evaluation of performance of Director, KMP, Senior Management Personnel and other employees.
- 12.2 A member of the Remuneration Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- 12.3 The Remuneration Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Remuneration Committee.

## **13 RETIREMENT**

- 13.1 The Director and Senior Management Personnel 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 and Senior Management Executive in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## **14 DISCLOSURE**

- 14.1 The details of this Remuneration Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report therein.

## **15 AMENDMENT**

- 15.1 The Board of Directors on its own and / or as per the recommendations of Remuneration Committee can amend this Remuneration Policy, as and when deemed fit.
- 15.2 In case of any amendment(s) in the companies Act 2013 and any circular(s), order etc. issued by any authorities, not being consistent with the provisions as set out under this Remuneration Policy, then such amendment(s), circular(s), order etc. shall prevail upon the provisions hereunder and this Remuneration Policy shall stand amended accordingly from the effective date as mentioned under such amendment(s), circular(s), order etc.

## **VIGIL MECHANISM**

### **1. INTRODUCTION**

Octavius Plantations Limited (hereafter referred to as “**Company**”) believes in promoting a fair, transparent, ethical and professional work environment. Through this Vigil Mechanism Iris wants to promote integrity, professional conduct in the employees of the Company as well as to devise a mechanism to safeguard deviations from the standards defined in this policy. This mechanism is intended to provide mechanism for reporting genuine concerns and grievances to the management of the Company. So that these concerns can be dealt in a fair and unbiased manner as provided in Section 177(9) and Section 177(10) of the Companies Act 2013 read with rule 7 of chapter XII of the Companies Act. This whole mechanism shall be overseen by the Audit committee of the Company.

### **2. OBJECTIVE**

- a. To encourage and provides a channel to the employees and directors of the Company to report to the management concerns about unethical behaviour, legal concerns, fraudulent behaviour, actual or suspected fraud or violation of the code(s) of conduct or policy of the Company.
- b. The Mechanism provides for adequate safeguards against victimization of employees and directors to avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in exceptional cases.

### **3. SCOPE**

This Mechanism covers serious concerns that could have affect the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of Company’ rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected.

### **4. APPLICABLE**

All employees and directors of the Company are entitled to make disclosures under the Mechanism.

### **5. RECEIPT AND DISPOSAL OF DISCLOSURES**

- a. Where any director or employee finds, feels or observes any of following activities (Not exhausted list) then he/she must within a period of 30 days of occurrence of event or on the date on which he comes to know, should report in writing in English language their complaint / grievance:
  - o Any prejudicial act in which stakeholders interest or public interest is involved;

- Serious frauds which are affecting or may affect the financial position of the Company;
  - Internal theft;
  - Inaccuracy in maintaining the Company's books of account and financial records;
  - Financial misappropriation and fraud;
  - Procurement fraud;
  - False expense reimbursements;
  - Misuse of company assets & resources;
  - Inappropriate sharing of company sensitive information;
  - Corruption & bribery;
  - Insider trading;
  - Unfair trade practices & anti-competitive behaviour;
  - Non-adherence to safety guidelines;
  - Sexual harassment;
  - Child labour;
  - Violation of human rights etc.
- b. The Complainant shall address their grievances to the Vigilance Officer as may be designated by the Audit Committee of the Company or the chairman of the Audit Committee in exceptional cases.
- c. The contact details of the chairman of the Audit Committee and Vigilance Officer of the Company are given below:

**Mr. Aayushi Jain**  
**(Chairman of Audit Committee)**  
Email id: [djain2255@gmail.com](mailto:djain2255@gmail.com)  
C/O Octavius Plantations Limited  
54/2&3, Hanuman Lane  
Connaught Place  
New Delhi 110001

**Mr. Jyoti**  
**(Vigilance Officer)**  
Email id: [jyoti009@gmail.com](mailto:jyoti009@gmail.com)  
C/O Octavius Plantations Limited  
54/2&3, Hanuman Lane  
Connaught Place  
New Delhi 110001

- d. The Vigilance Officer or the chairman of the Audit Committee, as the case may be, will maintain the confidentiality of the complainants in order to protect the identity of the complainant.
- e. The Vigilance Officer or the chairman of the Audit Committee, as the case may be, on receipt of the disclosure of any of the above fraud or events shall make a record of the disclosure and also ascertain from the complainant whether he was the person who made the disclosure or not. The record will include:
  - o Brief facts;
  - o Whether the same disclosure was raised previously by anyone, and if so, the outcome thereof;
  - o Whether the same disclosure was raised previously on the same subject;
  - o Details of actions taken by Audit Committee for processing the complaint;
  - o Findings of the Audit Committee;
  - o The recommendations of the Audit Committee/ other action(s).
- f. The Audit Committee, if deems fit, may call for further information or particulars from the complainant.

## **6. INVESTIGATION**

- a. The investigation would be carried out by the Audit Committee either itself or at its description by involving any other official of the Company or an outside agency as it may deem fit to determine the authenticity of the allegations.
- b. Any member of the Audit Committee or such other officer involved in the investigation, having any conflict of interest with the matter, shall disclose his/her concern/interest forthwith and shall not take participate in such investigation.
- c. The said investigation team shall not consist of any member who is involved in such allegations.
- d. The identity of all the employee/director against whom disclosure has been made shall be kept confidential to the extent possible given the legitimate needs of law and the investigation.

- e. All the employees/directors against whom disclosure has been made shall have a duty to co-operate with the Audit Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- f. All the employee/director against whom disclosure has been made shall have right to access any document/ information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- g. All the employee/director against whom disclosure has been made shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened.
- h. The Audit Committee as it deems fit, may call for further information from the complainant.
- i. The Audit Committee shall carry out detailed investigation if the reported disclosure is found to be correct and shall try its best to complete the investigation within 90 days from the date of receipt of complaint.

## **7. DECISIONS AND REPORTING**

- a. If an investigation leads the Audit Committee to conclude that an improper or unethical act has been committed, then the Audit Committee shall record the result and forward it to the management of the Company to take such disciplinary or corrective action as he may deem fit against the concerned employee/director. The decision of the Committee shall be recorded with reasons and a copy of the same shall be forwarded to the complainant and the concerned employee/director who has done such improper or unethical act.
- b. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- c. However, if a complainant who makes false allegations of unethical & improper practices then disciplinary actions in accordance with the rules, procedures and policies of the Company shall be taken against the complainant as the Audit Committee may decide.

## **8. PENALTIES**

If the alleged fraud or misconduct is proven after investigation, the Audit Committee may impose such penalty / fine as it may deem fit depending upon nature of fraud or unethical act done by the person.

## **9. SECRECY AND CONFIDENTIALITY**

- a. The complainant, Members of Audit Committee and everybody involved in the process shall:
  - o Maintain confidentiality of all matters under this mechanism;

- Discuss only to the extent or with those persons as required under this mechanism for completing the process of investigations;
- Keep all the papers, communication (oral, writing or otherwise) completely confidential and fully protected from improper disclosures;

## **10. PROTECTION**

- a. The complainant would be given an option to keep his/her identity anonymous while reporting the incident to the Vigil Officer or the chairman of the Audit Committee. The Company will make no attempt to discover the identity of an anonymous such person. If such person identity becomes known during the course of the investigation, the Company will ensure that the identity of such person will be kept anonymous and confidential to the extent possible, unless required by law or in legal proceedings.
- b. Any other employee/director assisting in the said investigation shall also be protected to the same extent as the complainant.
- c. The Audit Committee would safeguard the complainant from any adverse action. This includes discrimination, victimization, retaliation, demotion or adoption of any unfair employment practices.
- d. Protection under this Mechanism would not mean protection from disciplinary action arising out of false allegations made by a complainant.

## **11. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

The complainant shall have right to access chairman of the Audit Committee directly in exceptional cases and the chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

## **12. RETENTION OF DOCUMENTS**

The evidences, documents received by the Audit Committee in due course of time during investigation shall be preserved for 8 years or for such period as may be specified by law in force in this regard from time to time.

## **13. RIGHT TO AMENDMENT**

Keeping in mind the interest of the Company/employee and requirements of the Companies Act, 2013 and/or Rules made there under or any other law for the time being in force, the Company may amend or modify this policy. Any amendment or modification of the policy would be done by an appropriate authority as mandated in law.

**RISK MANAGEMENT POLICY**

**1. INTRODUCTION**

- 1.1 The Board of Directors of the Octavius Plantations Limited (hereinafter referred to as “**Company**”) has adopted risk management policy which contains the process with regards to risk management at Company.
- 1.2 It seeks to identify risks inherent in any business operations of the Company and provides guidelines to define, measure, report, control and mitigate the identified risks.

**2. OBJECTIVE**

- 2.1 The key objectives of this Risk management policy are:
- a. To safeguard the Company property, interests, and interest of all stakeholders;
  - b. To lays down the framework that enables future activities to take place in a consistent and controlled manner;
  - c. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed;
  - d. To have the culture, processes and structures in the Company that is directed towards the effective management of potential opportunities and adverse effects;
  - e. To have a balance between the cost of managing risk and the anticipated benefits;
  - f. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats;
  - g. To create awareness among the employees to assess risks on a continuous basis and develop risk mitigation plans in the interest of the Company;
  - h. Provide a system for setting of priorities when there are competing demands on limited resources;
  - i. Contributing towards more efficient use/ allocation of the resources within the organization;
  - j. Reducing volatility in various areas of the business;



- k. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

### **3. REGULATORY REQUIREMENT**

- 3.1 This Risk management policy has been framed as per the following below mentioned regulatory requirements:

- a. **Section 134(3) of the Companies Act, 2013:**

- o There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include—
    - (n) A statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company

- b. **Section 177(4) of the Companies Act, 2013**

- o Every Audit Committee shall act in accordance with the terms of reference specified in writing by the Board which shall, inter-alia, include—
    - (vii) Evaluation of internal financial controls and risk management systems.

- c. **SCHEDULE IV [Section 149(8)] of the Companies Act, 2013**

- o CODE FOR INDEPENDENT DIRECTORS

- II. Role and functions:

- The independent directors shall:

- (1) Help in bringing an independent judgment to bear on the Board's deliberations especially on issues of strategy, performance, **risk management**, resources, key appointments and standards of conduct.
        - (2) satisfy themselves on the integrity of financial information and those financial controls and **the systems of risk management** are robust and defensible.

### **4. RISK MANAGEMENT**

- 4.1 The Company shall lay down the procedure to inform the Board of Director about the risk management and minimization procedure.

- 4.2 The Board of Director shall be responsible for framing, implementing and monitoring this Risk management policy.
- 4.3 The Board of Director of the Company shall be responsible for reviewing the business plan at regular intervals and develop the Risk Management Strategy which shall encompass laying down guiding principles on proactive planning for identifying, analyzing and mitigating all the material risks, both external and internal viz. Environmental, Business, Operational, Financial and others.
- 4.4 The Board of Director / Audit Committee shall have the responsibility to communicate the Risk Management Strategy to various levels of management for effective implementation.
- 4.5 Analysis of all the risks thus identified shall be carried out by the Audit Committee/ Board of Director.

## **5. RISK IDENTIFICATION**

- 5.1 Risk identification is the first step towards the management of the respective risks and to identify the Company exposure to uncertainty, the risk may be classified in the following:
  - a. Strategic risk;
  - b. Operational risk;
  - c. Raw Material risk;
  - d. Technology risk;
  - e. Financial Risk including Company assets and properties and foreign currency risks;
  - f. Legal risk;
  - g. Employee risk;
  - h. Competition risk;
  - i. Product Quality and Safety Standards, etc.

## **6. RISK MANAGEMENT PROCESS**

- 6.1 The key risk management process would include:
  - a. Risk Identification
  - b. Assessment of identified risk
  - c. Risk measurement

- d. Risk mitigation
- e. Monitoring of the risk mitigation efforts
- f. Risk reporting and disclosures
- g. Integration with strategy and business plan

## **7. RISK MANAGEMENT FRAMEWORK**

7.1 The Board of Director / Audit Committee are required to play the following role under this Risk management policy:

- a. The Board of Director and the Audit Committee both are responsible for regulations and framing, implementing and monitoring risk management plan, having in place systems for risk management as part of internal controls with duty being cast upon Independent Directors to bring unbiased angle to the Board's deliberations on making risk management systems more robust.
- b. The Board of Director of the Company has overall responsibility for the Company internal control environment, and must strive to ensure that:
  - o The Company has an integrated framework of control, based on formal procedures and appropriate delegation of authority and responsibility;
  - o There is a disciplined approach to identification and management of risk;
  - o Management has established and implemented a system for identifying, assessing, monitoring and managing material risk through the Company; and
  - o These systems include internal compliance and controls.
- c. Have an awareness of and continually monitor the management of strategic risks.
- d. Be satisfied that processes and controls are in place for managing less significant risks.
- e. Be satisfied that an appropriate accountability framework is working whereby any delegation of risk is documented and performance can be monitored accordingly.
- f. Ensure risk management is integrated into board reporting and annual reporting mechanisms.
- g. The Audit Committee of the Board reviews Internal Audit findings, and provides strategic guidance on internal controls. It also monitors the

internal control environment within the Company and ensures that Internal Audit recommendations are effectively implemented.

- h. Implementation of the risk management system and day-to-day management of risk is the responsibility of the Board of Director and Audit Committee, with the assistance of senior management, as required.

## **8. ROLE OF THE HEADS OF THE DEPARTMENTS**

- 8.1 Heads 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 Chief Financial Officer/ Chairman of the Audit Committee.

## **9. PENALTIES**

- 9.1 The penalties are prescribed under the Companies Act, 2013 under various sections which stipulate having a Risk Management Framework in place and its disclosure.
- 9.2 According to the Section 134 (8) of the Companies Act, 2013, if a company contravenes the provisions of this section, the company shall be punishable with fine which shall not be less than fifty thousand rupees but which may extend to twenty-five lakh rupees and every officer of the company who is in default shall be punishable with imprisonment for a term which may extend to three years or with fine which shall not be less than fifty thousand rupees but which may extend to five lakh rupees, or with both.

## **10. RIGHT TO AMENDMENT**

- 10.1 This risk management policy may be amended, modified or waived by the Board of Director of the Company, subject to applicable provisions of laws, rules, regulations and guidelines.



# VIDIT JAIN & CO.

## INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

**OCTAVIUS PLANTATIONS LIMITED**  
(Formerly known as Rubal Leasing & Holding Limited)

### Report on the Financial Statements

We have audited the accompanying financial statements of **Octavius Plantations Limited formerly known as Rubal Leasing & Holding Limited** ("the company"), which comprise the Balance Sheet as at 31 March 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the 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 and presentation of these 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 Indian accounting standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

The responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express an opinion on these 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.

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



# VIDIT JAIN & CO.

and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal controls system and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by 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 financial statements.

## **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid 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 31st March 2018, 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 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.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e. On the basis of written representations received from the directors as on 31 March, 2018, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2018, 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



# VIDIT JAIN & CO.

unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

g. In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:

- I. The Company does not have any pending litigations which would impact its financial position
- II. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses
- III. There has been no amounts which is required to be transferred by the Company 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 Vidit Jain & Co.**

Chartered Accountants

FRN 030229N



Proprietor: Vidit Jain

MN: 515581

Place: New Delhi

Date: 30/05/2018



# VIDIT JAIN & CO.

## **ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Octavius Plantation Limited Formerly known as Rubal Leasing & Holding Limited of even date)

### **Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Subsection 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of OCTAVIUS PLANTATION LIMITED ("the Company") as of March 31, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

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

The Board of Directors of the Company 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. 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, 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 Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with 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 auditor's judgement, including the assessment of the risks of material misstatement of the 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.

4697/3, 1st Floor, 21A Nepal Carrier Building, Ansari Road, Daryaganj, New Delhi-110002  
Office: 011-4352 8772, M: 9811490401, 9810672828, Email: viditjainca@gmail.com





# VIDIT JAIN & CO.

## 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.

## 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 control 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, 2018, 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.

**For Vidit Jain & Co.**

Chartered Accountants  
FRN 030229N



Proprietor: Vidit Jain  
MN: 515581

Place: New Delhi  
Date: 30/05/2018

4697/3, 1st Floor, 21A Nepal Carrier Building, Ansari Road, Daryaganj, New Delhi-110002  
Office: 011-4352 8772, M: 9811490401, 9810672828, Email: viditjainca@gmail.com



## ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(The Annexure referred to in paragraph 2 of the Our Report of even date to the members of Octavius Plantation Limited formerly known as Rubal Leasing & Holding Limited on the accounts of the company for the year ended 31st March, 2018.)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1.
  - (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
  - (b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
  - (c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2.
  - (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
  - (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
  - (c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. According to the information and explanation given to us the Company has granted unsecured loans to two companies, covered in the register maintained under section 189 of the Act in which:
  - (a) The terms and condition of the grant of such loan are, in our opinion, *prima facie*, not prejudicial to the company's interest.
  - (b) There is no overdue amount remaining outstanding as at the year-end.

According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.



# VIDIT JAIN & CO.

4. The Company has not accepted any deposits, reporting under clause 3(v) of the Order is not applicable to the Company.
5. Having regard to the nature of the Company's business / activities, reporting under clause 3(vi) of the Order is not applicable to the Company.
6.
  - a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
  - b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
9.
  - (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2018 for a period of more than six months from the date they became payable.
  - (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company does not have any accumulated loss and has not incurred cash loss during the financial year covered by our audit and in the immediately preceding financial year.
11. Based on our audit procedures and on the information and explanations given by the management, we are of the opinion that, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.

**OCTAVIUS PLANTATIONS LIMITED**  
(FORMERLY KNOWN AS RUBAL LEASING & HOLDINGS LIMITED)  
**BALANCE SHEET AS AT MARCH 31, 2018**

	Note	As at March 31, 2018	As at March 31, 2017
<b>I. EQUITY AND LIABILITIES</b>			
<b>Shareholders' funds</b>			
(a) Share Capital	1	30,000,000.00	9,870,700.00
(b) Reserves and Surplus	2	60,195,545.33	16,035,931.66
	(i)	90,195,545.33	25,906,631.66
<b>Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities		15,830.00	17,619.00
	(ii)	15,830.00	17,619.00
<b>Current liabilities</b>			
(a) Trade Payables		-	-
(b) Other Current Liabilities	3	40,000.00	214,000.00
(c) Short-Term Provisions	4	-	-
	(iii)	40,000.00	214,000.00
<b>TOTAL</b>	(i + ii + iii)	<b>90,251,375.33</b>	<b>26,138,250.66</b>
<b>II. ASSETS</b>			
<b>Non-current assets</b>			
(a) Fixed Assets	5	4,162,879.24	4,185,750.76
(i) Tangible Assets		4,162,879.24	4,185,750.76
(b) Non-Current Investments	6	5,742,782.00	5,742,782.00
(c) Long-Term Loans and Advances	7	101,862.00	101,862.00
	(i)	10,007,523.24	10,030,394.76
<b>Current assets</b>			
(a) Inventories		16,209,025.57	9,485,630.00
(b) Sundry Receivables	8	-	6,092,000.00
(c) Cash and Bank Balances	9	9,461,780.52	530,225.90
(d) Short-Term Loans & Advances	10	54,573,046.00	-
	(ii)	80,243,852.09	16,107,855.90
<b>TOTAL</b>	(i + ii)	<b>90,251,375.33</b>	<b>26,138,250.66</b>

III. Notes forming part of the Financial Statements 1-17  
*In terms of our report of even date attached:*

For Vidit Jain & Co.  
Chartered Accountants

Vidit Jain, ACA  
FRN:  
M.No- 515581  
Place : New Delhi  
Date : 28th Day of August, 2018



For and on behalf of the Board of Directors

For Octavius Plantations Limited

*Raj Kumar Jain*  
RAJ KUMAR JAIN  
Director/Authorised Signatory  
(DIRECTOR)  
(DIN: 03505168)

*Vikram Ramdev*  
VIKRAM RAMDEV  
Director/Authorised Signatory  
(DIRECTOR)  
(DIN: 07607449)

*Nagaraj Mramachandra RAC*  
NAGARAJ MRAMACHANDRA RAC  
CFO

*Surabhi Srivastava*  
SURABHI SRIVASTAVA  
COMPANY SECRETARY

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

**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2018**

	Note	Year ended March 31, 2018	Year ended March 31, 2017
I. Sales	11	11,629,330.00	10,530,890.00
<b>TOTAL REVENUE</b>		<b>11,629,330.00</b>	<b>10,530,890.00</b>
II. Expenses:			
(a) Cultivation Expenses	12	5,188,470.00	4,397,240.00
(b) Changes in Inventory	13	(6,723,395.57)	(5,015,155.00)
(c) Staff Benefit Expenses	14	856,500.00	803,707.00
(d) Operation and Other Expenses	15	1,964,102.38	634,026.00
(e) Depreciation Expense	5	43,311.52	44,113.26
<b>TOTAL EXPENSES</b>		<b>1,328,988.33</b>	<b>863,931.26</b>
III. <b>PROFIT(LOSS) BEFORE TAX</b>		<b>10,300,341.67</b>	<b>9,666,958.74</b>
IV. Tax expense:			
(a) Current Tax			
(b) Deferred Tax		(1,789.00)	14,697.00
		(1,789.00)	14,697.00
V. <b>PROFIT FOR THE YEAR</b>		<b>10,302,130.67</b>	<b>9,652,261.74</b>
VI. <b>Earnings per equity share:</b>			
(a) Basic and Diluted	16	3.43	9.78
No. of Equity Shares (face value of Rs. 10 each)		3,000,000	987,070
VII. Notes forming part of the Financial Statements	1-17		

In terms of our report of even date attached:

For Vidit Jain & Co.  
Chartered Accountants

Vidit Jain, ACA  
FRN: 030299N  
M.No- 515581  
Place : New Delhi  
Date : 28th Day of August, 2018



For and on behalf of the Board of Directors

For Octavius Plantations Limited  
RAJ KUMAR JAIN  
Director (DIRECTOR) and Signatory  
(DIN: 03505168)

For Octavius Plantations Limited  
VIKRAM RAMDEV  
Director (DIRECTOR)  
Director/Authorized Signatory  
(DIN: 07607449)

NAGARAJ MRAMACHANDRA RAO  
CFO

SURABHI SRIVASTAVA  
COMPANY SECRETARY

**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 March 31, 2018	As at March 31, 2017
<b>Authorised</b> 30,00,000 Equity Shares of Rs. 10 each	30,000,000.00	10,000,000.00
<b>Issued, Subscribed and Fully paid up</b> 30,00,000 Equity Shares of Rs. 10 each	30,000,000.00	9,870,700.00
	<b>30,000,000.00</b>	<b>9,870,700.00</b>

- b) Reconciliation of number of shares:

	As at March 31, 2018		As at March 31, 2017	
	No. of Shares	Amount	No. of Shares	Amount
Opening balance	987,070	9,870,700.00	987,070.00	9,870,700.00
Changes during the yr.	2,012,930	20,129,300.00	-	-
Closing balance	<b>3,000,000</b>	<b>30,000,000.00</b>	<b>987,070.00</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, 2018		As at March 31, 2017	
	No. of Shares	% of holding	No. of Shares	% of holding
Madan Lal Jain			93,615	9.48%
Akshita Jain	1,010,015	33.67%	250,015	25.33%
Shalini Jain	1,013,900	33.80%	253,900	25.72%

- 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 shares 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 March 31, 2018	As at March 31, 2017
a) Surplus in Statement of Profit and Loss		
(i) Opening Balance	16,035,931.66	6,934,848.92
(ii) Add: Profit during the year	10,300,341.67	9,652,261.74
(iii) Add:- Provision of Income Tax Adjusted	1,789.00	159,050.00
(iv) Less :- Other Adjustment	-	710,229.00
(v) Add: Share Premium	33,857,483.00	-
	<b>60,195,545.33</b>	<b>16,035,931.66</b>

**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, 2018	As at March 31, 2017
Statutory Liabilities - Professional Tax		-
Other payables	40,000.00	214,000.00
	<b>40,000.00</b>	<b>214,000.00</b>
Other payables comprise:		
LMJ International Ltd	-	184,000.00
Others	40,000.00	30,000.00

**4 SHORT-TERM PROVISIONS**

Short-term provisions consist of the following:

	As at March 31, 2018	As at March 31, 2017
Others		
Current Income Tax (net)		159,050.00
	-	<b>159,050.00</b>

**6 NON-CURRENT INVESTMENTS**

Non-Current Investments consists of the following:

	As at March 31, 2018	As at March 31, 2017
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, 2018	As at March 31, 2017
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	63,872.00
	<b>101,862.00</b>	<b>101,862.00</b>

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

**8 TRADE RECEIVABLES**

Trade receivables consists of the following:

	As at March 31, 2018	As at March 31, 2017
Unsecured, Considered good		
a) Trade receivables outstanding for a period more than six months from the date they are due for payment.	-	-
b) Others	-	6,092,000.00
	-	6,092,000.00

**9 CASH AND BANK BALANCES**

Cash and bank balances consist of the following:

	As at March 31, 2018	As at March 31, 2017
a) Cash and cash equivalents		
(i) Balance with banks		
Bank of India	7,488.00	-
Indian Bank	1,498,915.00	-
Karnataka Bank	81,047.15	81,047.15
Vijaya Bank	187,675.62	25,707.00
	1,775,125.77	106,754.15
(ii) Cash in hand	7,686,654.75	423,471.75
	9,461,780.52	530,225.90

**10 SHORT-TERM LOANS AND ADVANCES**

Short-term loans and advances consists of the following:

	As at March 31, 2018	As at March 31, 2017
Considered good:		
a) Other Advance (GST Input Credit)	2,268.00	-
b) Other Advance	54,000,000.00	-
c) Advances Given	570,778.00	-
	54,573,046.00	-

**11 SALES**

Sales consist of the following:

	As at March 31, 2018	As at March 31, 2017
Traded Goods		
SALES OF COFFEE	8,925,330.00	5,882,690.00
SALE OF PEPPER	2,704,000.00	4,648,200.00
	11,629,330.00	10,530,890.00

**12 CULTIVATION EXPENSES**

Cultivation expenses consist of following:

	As at March 31, 2018	As at March 31, 2017
Agriculture Expenses:		
Estate Expenses	870,797.00	294,300.00
Labour Charges	4,051,221.00	3,887,580.00
Plantation Expense	266,452.00	215,360.00
	5,188,470.00	4,397,240.00



**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, 2018	As at March 31, 2017
Agriculture Produce:		
Opening Stock	9,485,630.00	4,470,475.00
Less: Closing Stock	16,209,025.57	9,485,630.00
	<b>(6,723,395.57)</b>	<b>(5,015,155.00)</b>

**14 STAFF BENEFIT EXPENSE**

Staff Benefit Expenses consist of following:

	As at March 31, 2018	As at March 31, 2017
a) Salary & Wages	856,500.00	803,607.00
b) Staff Welfare Expenses	-	100.00
	<b>856,500.00</b>	<b>803,707.00</b>

**15 OPERATIONS AND OTHER EXPENSES**

Operation and other expenses consist of the following:

	As at March 31, 2018	As at March 31, 2017
Audit Fee	40,000.00	30,000.00
Bank Charges	4,578.38	1,338.00
Electricity & Water Expenses	21,491.00	19,290.00
Fuel Expenses	260,895.00	243,051.00
Office Expenses & Maintenance	6,885.00	24,243.00
Security Charges	4,500.00	-
Printing & Stationery	1,255.00	2,675.00
Repairs & Maintenance	342,517.00	37,636.00
Telephone Charges	3,336.00	4,738.00
Transportation Charges	222,180.00	57,700.00
Professional Fees	99,400.00	-
Travelling Expenses	108,435.00	27,054.00
Licence Fees	92,566.00	-
Loading & Unloading Charges	174,315.00	-
Rates & Taxes	7,541.00	-
Conveyance Expenses	-	11,640.00
Sundry Balances Written off	(1,250.00)	-
Registration Charges	5,000.00	-
ROC Fees	188,500.00	-
Insurance Expenses	-	862.00
Courier charges	-	9,615.00
Fooding Expenses	16,430.00	59,370.00
Labour Welfare	357,797.00	93,638.00
Pooja Expenses	7,731.00	11,176.00
	<b>1,964,102.38</b>	<b>634,026.00</b>

**16 EARNINGS PER EQUITY SHARE**

	As at March 31, 2018	As at March 31, 2017
Profit for the year	10,302,130.67	868,904.83
Amount available for Equity Shareholders	10,302,130.67	868,904.83
Weightage average number of shares	3,000,000.00	987,070
Earnings per share - Basic and Diluted	3.43	0.88
Face value per equity share	10.00	10.00

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

**Note:-5 Fixed Assets**

DESCRIPTION	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	Actual Cost 01.04.2017	Additions	Sales	As at 31.03.2018	Up to 01.04.2017	For the Year	Deletions	Up to 31.03.2018	As at 31.03.2018	As at 31.03.2017
Padmavai Estate	6,256,630.86	20,440.00	-	6,277,070.86	2,238,496.92	35,124.33	-	2,273,621.25	4,003,449.61	4,015,995.19
Fencing	200,000.00	-	-	200,000.00	33,018.09	8,187.20	-	41,205.29	158,794.71	166,981.91
Furniture & Fixture	55,473.30	-	-	55,473.30	54,838.39	-	-	54,838.39	634.91	2,773.67
<b>Total</b>	<b>6,512,104.16</b>	<b>20,440.00</b>	<b>-</b>	<b>6,532,544.16</b>	<b>2,326,353.40</b>	<b>43,311.52</b>	<b>-</b>	<b>2,369,664.92</b>	<b>4,162,879.24</b>	<b>4,185,750.76</b>
<b>Previous year</b>	<b>6,509,068.19</b>	<b>-</b>	<b>-</b>	<b>6,509,068.19</b>	<b>2,282,240.15</b>	<b>44,113.26</b>	<b>-</b>	<b>2,326,353.41</b>	<b>4,185,750.76</b>	<b>-</b>

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

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**1) CORPORATE INFORMATION**

Octavius Plantations Limited is engaged in the business of coffee plantation

**2) SIGNIFICANT ACCOUNTING POLICIES**

**a) Basis of preparation**

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles ("GAAP") under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards issued by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard required a change in accounting policy hitherto in use.

**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 to 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 XIV to the Companies Act, 1956.

**e) Impairment of Assets**

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 realisable 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 recognised 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.

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

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

**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 charged/credited to the Statement of Profit and Loss.

**j) Borrowing Cost**

Borrowing costs are recognised 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.

**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.

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

**Deferred Tax Calculation**

	31.03.2018	31.03.2017
WDV as per Income Tax Act	4,111,647.86	4,128,731.46
WDV as per Companies Act	4,162,879.24	4,185,750.76
<b>Timing Difference</b>	<b>51,231.38</b>	<b>57,019.30</b>
Closing Deferred Tax Liability	15,830.00	17,619.00
Opening Deferred Tax Liability	17,619.00	2,922.00
DTL to be provided during the year	(1,789.00)	14,697.00