



Octavius[®]

www.octaviusplantations.com



ANNUAL
REPORT
2018-19



Octavius®

Corporate Office :

DELHI
LMJ HOUSE
9, HANUMAN ROAD, CONNAUGHT PLACE
NEW DELHI-110001, INDIA
TEL: +91 - 11 - 23367203/05
FAX: +91 - 11 - 23367206
E-mail: info@octaviusplantations.com

Registered Office :

DELHI
LMJ HOUSE
54/2 & 3, HANUMAN LANE,
CONNAUGHT PLACE
TEL: +91 - 11 - 23367201/03
FAX: +91 - 11 - 23367206
E-mail: info@octaviusplantations.com



| | |
|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| BOARD OF DIRECTORS | : RAJ KUMAR JAIN : BOPPANDA CHENGAPPA PONNAMMA : JYOTI SINGHVI : AAYUSHI JAIN |
| CFO | : NAGARAJ MRAMACHANDRA RAO |
| COMPANY SECRETARY | : SURABHI SRIVASTAVA |
| AUDITORS | : VIDIT JAIN & CO. CHARTERED ACCOUNTANTS 4697/3 21A, 1 ST FLOOR NEPAL CARRIER BUILDING, ANSARI ROAD, DARYAGANJ, NEW DELHI-110002 |
| BANKERS | : VIJAYA BANK, INDIAN BANK, BANK OF INDIA KARNATAKA BANK |
| REGISTERED OFFICE | : 54/2&3, HANUMAN LANE CONNAUGHT PLACE NEW DELHI - 110001 |
| CORPORATE OFFICE | : 9, HANUMAN ROAD, CONNAUGHT PLACE, NEW DELHI – 110001 |
| REGISTRAR AND TRANSFER AGENT | : BEETAL FINANCIAL AND COMPUTER SERVICES PRIVATE LIMITED 99, MADANGIR, B/4, LOCAL SHOPPING CENTRE, NEAR DADA HARSUKH DAS MANDIR NEW DELHI 110062 |

COMPANY PROFILE

Octavius Plantations Limited, is a company established in the year 1984 which began its operations with Agri commodities exports and today, the Company enjoys a prominent position in the market which is due to high quality products produced and supplied by them. Company operates in following segments of producing edible products:

- **Coffee**
- **Spices**

The Company has 70 acres of coffee plantation at Kushalnagar in Coorg district, growing best quality Arabica and Robusta coffeecatering to the needs of Indian coffee exports to Europe, America and Fareast markets. Apart from the coffee grown in it plantation, it procures coffee from local and the Chikkamagaluru planters and get the same processed in its facilities for meeting its export obligations.

At Octavius, to produce good quality coffee, selective harvesting is done with special attention to handpicking of the ripened berries. Natural fermenting is done to maximize flavour. For increasing the color and flavour, the beans are soaked overnight and then washed in fresh water before it is slowly dried in natural light. The beans are then hulled and graded for size, shape, color and density at curing level. The graded beans at this stage are ready for marketing.

The company has been procuring tea from Coonoor in Tamilnadu and plantations in Kerala and processed for exports. It has tea processing facilities at Cochin.

The company grows black pepper in its plantations and procure cardamom and ginger from the farmers in the region. The graded spices are sold in the domestic market





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NOTICE

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

ORDINARY BUSINESS

Item No 1: Adoption Of Financial Statements

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

SPECIAL BUSINESS

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

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**

RESOLVED THAT pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Sajjan Kumar Deora (DIN:08551288), who was appointed by the Board of Directors as an Additional Executive Director of the Company with effect from August 31, 2019 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director and as recommended by Nomination and Remuneration Committee, be and is hereby appointed as an Executive Director of the Company, whose period of office will be liable to determination by retirement of directors by rotation"

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution and for matters connected therewith or incidental thereto.

**By Order of the Board of Directors
For Octavius Plantations Limited**

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

Date: 31.08.2019

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



Notes:

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

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

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or member.

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

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

GENERAL GUIDELINES FOR SHAREHOLDERS

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



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

OTHER INFORMATION

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

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

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



EVOTING INSTRUCTIONS

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

The instructions for shareholders voting electronically are as under:

- The voting period begins on 25.09.2019 at 9.00 AM and ends on 27.09.2019 at 5.00 PM . During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders / Members
- Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

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



| | |
|--------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | <p>sequence number in the PAN field.</p> <ul style="list-style-type: none">• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv). |

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for OCTAVIUS PLANTATIONS LIMITED on which you choose to vote.
- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.



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

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.



OTHER INSTRUCTIONS

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



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

ITEM NO-2

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

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

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

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

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

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

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



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

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

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

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



Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L65910DL1984PLC018466

Name of the Company: Octavius Plantations Limited

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

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

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

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

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

Resolution No.

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



Affix Revenue
Stamp Rs.1/-

Signed this day of..... 2019

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.

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



Attendance Slip for 35th Annual General Meeting

| Folio No | DPID NO | CLIENT ID NO |
|-----------------|----------------|---------------------|
| | | |

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

Name of Member

Signature

Name of Proxy holder

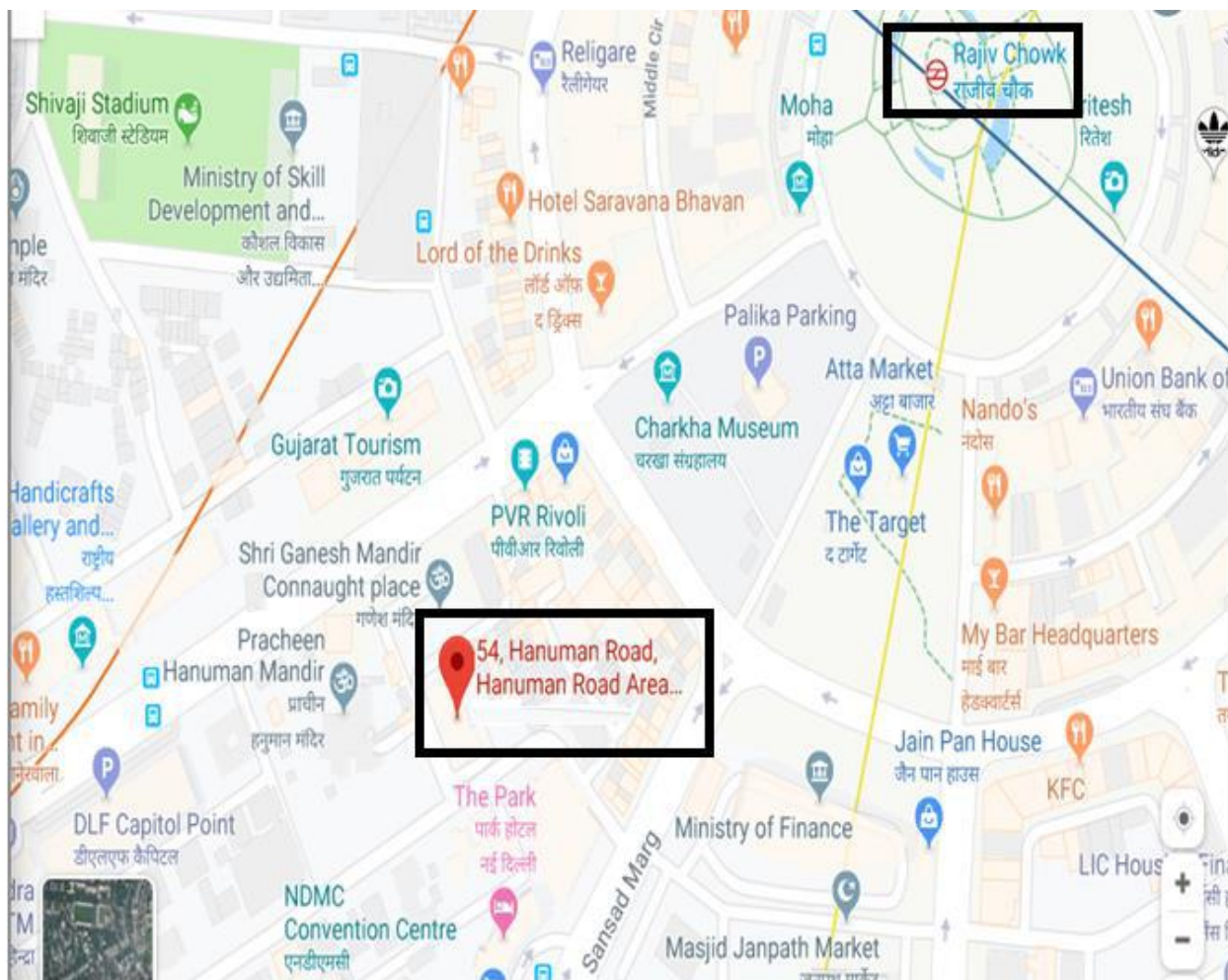
Signature

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



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

Landmark: Near to Prachin Hanuman Mandir





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, 2019

1. Financial Summary / Performance of the Company

During the year under review, performance of your company as under:

| Particulars | 2018-2019 (Rs.) | 2017-2018 (Rs.) |
|--------------------------------------------------------|------------------------|------------------------|
| Total Revenue | 3,44,32,375.00 | 1,16,29,330.00 |
| Total Expenses | 2,41,75,133.42 | 13,28,988.33 |
| Net Profit Before Tax | 1,07,90,557.04 | 1,03,00,341.67 |
| Tax Expense | -1,890.00 | -1789.00 |
| Net Profit After Tax | 1,07,92,447.04 | 1,03,02,130.67 |
| Earnings per Equity share | | |
| (a) Basic and Diluted | 3.60 | 3.43 |
| No. of Equity Share (face value of Rs. 10 each) | 3000000 | 3000000 |

2. State of Company's Affairs

During the year under review, your Company recorded the turnover of Rs3,44,32,375.00 against last year Rs 1,16,29,330.00 The net worth of the Company also increased substantially to Rs. 10,09,87,992.37 as against Rs.9,01,95,545.33 as on 31.03.2018. Your Directors are making all out efforts to improve the performance of the Company in the current year.

The Management looks the future with optimism and hopes to do better in year to come.



3. Dividend

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

4. Reserves

During the year, the Company has transferred amount of Rs. 11,084,947.34 to General Reserve.

5. Share capital & Listing

As on 31st March, 2019, the Company has Authorised Share Capital of Rs.3,00,00,000/-and Paid Up Share Capital of Rs. 3,00,00,000/-.

During the period under review, the Company has not increased its authorised share capital and not issued any other kind of securities.

Listing Status

Company is in process to get its securities listed on Bombay stock Exchange under Direct Listing Application and it is expected to get the Listing and Trading approval within few months thereafter members of the Company would get an opportunity to trade their shares on national wide stock exchange.

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 8Timesduring 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, Composition of the Board is in accordance of the Companies Act, 2013. However at the end of the last Quarter on 25th March 2019, Mr. Vickram Ramdev, holding DIN 07607449, Executive Director of the Company has resigned from directorship.

C. Declaration by Independent Director(s)

The Company has received necessary declaration from independent directors 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;**
- 3. Stakeholders Relationship Committee**

| S. No. | Name of the Committee | Composition of the Committee |
|---------------|----------------------------------------------|-------------------------------------------------------------------------------------------------------------|
| 1 | Audit Committee | 1. Ms.B CPoonamma Chairperson 2. Ms. Ayushi Jain Member 3. Ms. Jyoti Member |
| 2 | Nomination and Remuneration Committee | 1. Ms. B C Poonamma Chairperson 2. Ms. Aayushi jain Member 3. Ms. Jyoti Member |
| 3 | Stakeholders Relationship Committee | 1. Ms. Aayushi jain Chairperson 2. Ms. Jyoti Member 3. Ms. BC Poonamma Member |



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 2018- 2019.

However 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 is uploaded on www.octaviusplantations.com at investors column.

Further Board affirm that the remunerations payable by the Company is as per provision of the Companies Act, 2013 and the rules made thereunder

Independent Directors' Meeting

During the year under review, the Independent Directors met on 25.03.2018, inter alia, to discuss:

- a. Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- b. Evaluation of the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the Independent Directors were present at the Meeting.

8. Details of Establishment of Vigil Mechanism/Whistle Blower Policy 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 III**

9. Auditors

Statutory Auditors

At the Annual General Meeting held on September 29, 2018, M/s. Vidit Jain & Co., Chartered Accountants, Delhi were re-appointed as statutory auditors of the Company to hold office for a term of five years from the conclusion of this meeting until the conclusion of Annual General Meeting to be held in the year 2023.

Comments on Statutory Auditors' report

There are no qualifications, reservations or adverse remarks or disclaimers made 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.

Comments on Secretarial Auditors' report

M/s. Payal Goenka, Company Secretary has given secretarial audit report wherein it is observed that an e form is not being filed for which your management entrust you that remedial action will be taken by the Board and ensures to comply to the filings as per the provisions of Companies Act,2013. Secretarial Audit Report in Form of MR-3 is annexed with this Report.

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)
- b) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- c) 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;



- d) 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;
- e) the directors had prepared the annual accounts on a going concern basis; and
- f) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- g) 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



During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties.

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

The Company has neither invited nor accepted any deposits from the members and relatives under section 73 of the Act and rules made thereunder during the year under review.

18. Risk Management Policy

In terms of the requirement of the provisions of Section 134(3)(n) of the Companies Act, 2013, the Company has developed and implemented a risk management policy which identifies major risks which may threaten the existence of the Company. The same has also been adopted by your Board and is also subject to its review from time to time.

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

19. Details Of Subsidiary/Joint Ventures/Associate Companies

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

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) Directors, who interact with the Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

21. Website Link

The web address of the Company is www.octaviusplantations.com

22. Board Evaluation

Pursuant to the provisions of Section 134(3)(p) of the Act, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit, Nomination and Remuneration and Stakeholders Relationship Committee.

23. Change In The Nature Of Business

There has been no change in the nature of business of the Company.

24. Applicability of Cost Record

Maintenance of cost records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, is not applicable required on the Company and accordingly such accounts and records are not made and maintained

25. Disclosure under Secretarial Standard-1 (SS-1)

Adherence by a Company to the Secretarial Standards is mandatory as per Sub-section (10) of Section 118 of Companies Act, 2013. As per the disclosure requirement of para (9) of SecretarialStandard-1 (SS-1), the Company complies with the provisions of applicable Secretarial Standards in respect of the convening of the Board & General Meetings.

26. Industrial Relations

During the year under review, harmonious industrial relations were maintained in your Company.



27. Acknowledgement

Your Directors wish to place on record their sincere appreciation for the co-operation and support extended to the Company by the Government Authorities, Financial Institutions, the Company's Bankers, Shareholders Suppliers, Customers, and Business associates.

Your Directors also place on record their appreciation for the services of all the workers, staffs and executives, which is largely reflected in the performance of the Company.

Date: 29.05.2019
Place: New Delhi

For Octavius Plantations Limited

Sd/-
Raj Kumar Jai
Whole time Director

Sd/-
Jyoti Singhvi
Director



Annexure I

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31 March, 2019

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

1. REGISTRATION & OTHER DETAILS:

| | |
|-------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| CIN | L65910DL1984PLC018466 |
| Registration Date | 20/06/1984 |
| Name of the Company | OCTAVIUS PLANTATIONS LIMITED |
| Category/Sub-category of the Company | Company Limited By Shares (Category) Indian Non- Government Company (Sub- Category) |
| Address of the Registered office & contact details | 54/2&3, Hanuman Lane Connaught Place New Delhi-110001 |
| Whether listed company | Company was Listed on Delhi stock Exchange Delhi Stock Exchange Limited was derecognized w.e.f. November 19, 2014 and Company is currently at Dissemination Board of BSE Company had made an application to BSE for direct Listing and the same is under process. |
| Name, Address & contact details of the Registrar & Transfer Agent, if any. | M/s. Beetal Financial & Computer Services (P) Ltd. Beetal House, 3 rd Floor, 99 Madangir, BH Local Shopping Complex, Near Dada HarsukhdasMandirDelhi-110062 |



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)

| S. No. | Name and Description of main products / services | NIC Code of the Product as per classification 2008 | % to total turnover of the company |
|--------|--------------------------------------------------|----------------------------------------------------|------------------------------------|
| 1 | Coffee | 9961127 | 79.84 |
| 2 | Black Pepper | 9961127 | 20.16 |

3. **PARTICULAR OF HOLDINGS, SUBSIDIARY AND ASSOCIATE COMPANIES:**

| S. No | Name and Address of the Company | CIN/GLN | Holding/Subsidiary/ Associates | % of shares held | Applicable Section |
|-------|---------------------------------|---------|--------------------------------|------------------|--------------------|
| 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-2018] | | | | No. of Shares held at the end of the year [As on 31-March-2019] | | | | % Change during the year |
|--------------------------|-------------------------------------------------------------------|----------|---------|-------------------|-----------------------------------------------------------------|----------|---------|-------------------|--------------------------|
| | Demat | Physical | Total | % of Total Shares | Demat | Physical | Total | % of Total Shares | |
| A. Promoters | | | | | | | | | |
| (1) Indian | | | | | | | | | |
| a) Individual/HUF | 2117530 | - | 2117530 | 70.58 | 2117530 | - | 2117530 | 70.58 | 0 |
| 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 |
| Total shareholding of Promoter (A) | 2117530 | - | 2117530 | 70.58 | 2117530 | | 2117530 | 70.58 | 0 |
| B. Public shareholding | | | | | | | | | |
| 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) FIIs | 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 | 2.52 | 0 | 75200 | 75200 | 2.52 | 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 | 226220 | 226220 | 7.54 | 0 | 226220 | 226220 | 7.54 | 0 |
| ii) Individual shareholders holding | 492930 | 33800 | 526730 | 17.55 | 492930 | 33800 | 526730 | 17.55 | 0 |



| | | | | | | | | | |
|----------------------------------------------|----------------|---------------|----------------|--------------|----------------|---------------|----------------|--------------|----------|
| nominal share capital in excess of Rs 1 lakh | | | | | | | | | |
| c) Others (specify) HUF | 0 | 54320 | 54320 | 1.81 | 0 | 54320 | 54320 | 1.81 | 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 |
| Sub-total (B)(2):- | 492930 | 389540 | 882470 | 29.42 | 492930 | 389540 | 882470 | 29.42 | 0 |
| Total Public Shareholding (B)=(B)(1)+(B)(2) | 492930 | 389540 | 882470 | 29.42 | 492930 | 389540 | 882470 | 29.42 | 0 |
| C. Shares held by Custodian for GDRs & ADRs | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 | 0 |
| Grand Total (A+B+C) | 2610460 | 389540 | 3000000 | 100% | 2610460 | 389540 | 3000000 | 100% | 0 |

B. Shareholding of Promoter-

| Sl No. | Shareholder's Name | Shareholding at the beginning of the year | | | Shareholding 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 | 3.12 | Not Pledged | 93615 | 3.12 | Not Pledged | - |
| 7 | Shalini Jain | 1013900 | 33.79 | Not Pledged | 1013900 | 33.79 | Not Pledged | - |
| 8 | Akshita Jain | 1010015 | 33.67 | Not Pledged | 1010015 | 33.67 | Not Pledged | - |



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 | Shalini Jain | | | | |
| | At the beginning of the year | 1013900 | 33.79 | 1013900 | 33.79 |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.): | 0 | 0 | 0 | 0 |
| | At the end of the year | 1013900 | 33.79 | 1013900 | 33.79 |
| 2 | Akshita Jain | | | | |
| | At the beginning of the year | 1010015 | 33.67 | 1010015 | 33.67 |
| | Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc.): | 0 | 0 | 0 | 0 |
| | At the end of the year | 1010015 | 33.67 | 1010015 | 33.67 |

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. | ARVIND KUMAR DAS | | | | |
| | At the beginning of the year | 33800 | 1.12 | 33800 | 1.12 |
| | Date wise Increase / Decrease in Promoters | NIL | NIL | NIL | NIL |



| | | | | | |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------|-------|------|
| | Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.): | | | | |
| | At the end of the year | 33800 | 1.12 | 33800 | 1.12 |
| 2. | MADAN LAL JAIN &SONS | | | | |
| | At the beginning of the year | 20400 | 0.68 | 20400 | 0.68 |
| | 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 | 20400 | 0.68 | 20400 | 0.68 |
| 3. | MADAN LAL JAIN & SONS HUF | | | | |
| | At the beginning of the year | 33920 | 1.13 | 33920 | 1.13 |
| | 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 | 33920 | 1.13 | 33920 | 1.13 |
| 4. | Deepak Jain | | | | |
| | At the beginning of the year | 81500 | 2.71 | 81500 | 2.71 |
| | 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 | 81500 | 2.71 | 81500 | 2.71 |
| 5 | SURESH GAUR | | | | |
| | At the beginning of the year | 75600 | 2.52 | 75600 | 2.52 |
| | 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 | 75600 | 2.52 | 75600 | 2.52 |
| 6. | RAJEEV SANKHLA | | | | |



| | | | | | |
|------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------|------|-------|------|
| | At the beginning of the year | 78450 | 2.61 | 78450 | 2.61 |
| | 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 | 78450 | 2.61 | 78450 | 2.61 |
| 7. | YUNUS ANSARI | | | | |
| | At the beginning of the year | 91750 | 3.05 | 91750 | 3.05 |
| | 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 | 91750 | 3.05 | 91750 | 3.05 |
| 8. | PRAVEEN MATHUR | | | | |
| | At the beginning of the year | 88750 | 2.95 | 88750 | 2.95 |
| | 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 | 88750 | 2.95 | 88750 | 2.95 |
| 9. | MOHD. FIROZ | | | | |
| | At the beginning of the year | 76880 | 2.56 | 76880 | 2.56 |
| | 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 | 76880 | 2.56 | 76880 | 2.56 |
| 10. | MUKESH MEHTA | | | | |
| | At the beginning of the year | 20000 | 0.66 | 20000 | 0.66 |
| | 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 | 20000 | 0.66 | 20000 | 0.66 |



E. Shareholding of Directors and Key Managerial Personnel:

| 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 |
| 1 | | | | | |
| | At the beginning of the year | 10,000 | .33 | 10,000 | .33 |
| | Date wise Increase / Decrease in 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 | 10,000 | .33 | 10,000 | .33 |

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 | 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 |



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 | 2,40,000 | - | 2,40,000 |
| | (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) | 2,40,000 | - | 2,40,000 |
| | Ceiling as per the Act Remuneration is within Limit | | | 11% of Net Profit |

B. Remuneration to other directors:

| S N. | Particulars of Remuneration | Name of Directors | | | Total Amount |
|------|--------------------------------------------|-------------------|---------------|--------------|--------------|
| | | BC Ponnamma | Jyoti Singhvi | Aayushi Jain | |
| 1 | Independent Directors | BC Ponnamma | Jyoti Singhvi | Aayushi Jain | |
| | Fee for attending board committee meetings | 8000 | 30,000 | 30,000 | 68,000 |
| | Commission | | | | |
| | Others, please specify | | | | |
| | Total (1) | 8000 | 30,000 | 30,000 | 68,000 |
| 2 | Other Executive Directors | Vickram Ramdev | | | |
| | Fee for attending board committee meetings | | | | |
| | Commission | | | | |
| | Others, Remuneration | 12,000 | | | 12,000 |



| | | | | |
|-------------------------------------------------------------|--------|--|--|-------------------|
| Total (2) | 12,000 | | | 12,000 |
| Total (B)=(1+2) | | | | 80,000 |
| Total Managerial Remuneration | | | | 3,20,000 |
| Overall Ceiling as per the Act Remuneration is within Limit | | | | 11% of Net Profit |

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

D.

| SN | Particulars of Remuneration | Key Managerial Personnel | | |
|----|-------------------------------------------------------------------------------------|--------------------------|----------|--------|
| | | CS | CFO | Total |
| 1 | Gross salary | | | |
| | (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 | 2,95,680 | 3,00,000 | 595680 |
| | (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 | 2,95,680 | 3,00,000 | 595680 |



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 | | | | | |

Date: 29.05.2019
Place: New Delhi

For Octavius Plantations Limited

Sd/-
Raj Kumar Jai
Whole time Director

Sd/-
Jyoti Singhvi
Director



Annexure II

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 1/3rd 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 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;
- 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 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, 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.

Date: 29.05.2019
Place: New Delhi

For Octavius Plantations Limited

Sd/-
Raj Kumar Jai
Whole time Director

Sd/-
Jyoti Singhvi
Director



Annexure III

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 Company 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:

- 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:

**Ms. BOPPANDA CHENGAPPA PONNAMMA
(Chairman of Audit Committee)**

Email id: info@octaviusplantations.com
C/O Octavius Plantations Limited
54/2&3, Hanuman Lane
Connaught Place
New Delhi 110001

**Ms. Jyoti
(Vigilance Officer)**

Email id: 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;



- Details of actions taken by Audit Committee for processing the complaint;
 - Findings of the Audit Committee;
 - 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 part 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:
 - 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.

Date: 29.05.2019
Place: New Delhi

For Octavius Plantations Limited

Sd/-
Raj Kumar Jai
Whole time Director

Sd/-
Jyoti Singhvi
Director



Annexure IV

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 lay 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:

- 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

- 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

- 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;



- Management has established and implemented a system for identifying, assessing, monitoring and managing material risk through the Company; and
- 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.

Date: 29.05.2019
Place: New Delhi

For Octavius Plantations Limited

Raj Kumar Jain
Whole time Director

Jyoti
Director



Details of Ratio of Remuneration of Directors

[Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014]

| i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year | Name of Director | Ratio to Median |
|-------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|
| | Raj Kumar Jain | 17.32227 |
| | Vickram Ramdev | 0.866113 |
| | Jyoti Singhvi | 2.165283 |
| | Aayushi Jain | 2.165283 |
| | BC Ponnamma | 0.577409 |

| The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the Financial Year | Name of Director/KMP | % Change |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------|----------|
| | Surabhi Srivastava CS | 23.2 |

| | |
|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| The number of permanent employees on the rolls of Company | As Company is engaged into Coffee Plantation, Majority of the work force includes Contract Workers who works at Garden, further Company has Two employees on its Pay Roll. |
|-----------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

| | |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Affirmation that the remuneration is as per the remuneration policy of the Company. | Yes, the remuneration is as per the remuneration policy of the Company. |
|-------------------------------------------------------------------------------------|-------------------------------------------------------------------------|



MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of Octavius Plantations Limited is pleased to present Management Discussion and Analysis Report covering performance for the year 2018–2019 and outlook for the future. The report contains future predictions for the Company’s business based on current scenario:

Nature of Business

At present, the Company is engaged in the field of producing and processing coffee and spices. Today, the Company enjoys a prominent position in the market which is due to high quality products produced and supplied by them. Company operates in following segments of producing edible products:

- Coffee
- Spices

It has 70 acres of coffee plantation at Kushalnagar in Coorg district, growing Arabica and Robusta coffee. Apart from the coffee grown in it plantation, it procures coffee from local and the Chikkamagaluru planters and get the same processed in its facilities for meeting its export obligations.

The Company grows black pepper in its plantations and procure cardamom and ginger from the farmers in the region. The graded spices are sold in the domestic market.

Industry Structure and Developments

Coffee is one of the popular hot beverages in India alongside tea. The production of coffee lies primarily in the hills of the southern region, of which Karnataka accounts for the highest yield. In Kannada (regional language in Karnataka), the traditional name for coffee was “Boondh Bisneeru”, literally meaning ‘beaned hot water’.

India produces the third largest volume of coffee in Asia after Vietnam and Indonesia, while Brazil dominates production and exports globally.

The coffee which remains is consumed primarily by South Indians who are known to have concocted what is called ‘Kaapi’- the regional phonetic interpretation of ‘coffee’. It is a blend of frothed and boiled milk with the decoction of finely brewed coffee powder in a traditional Indian filter made of out of two cylindrical metal cups. Outside the country, the Indian filter coffee is referred to as drip brew coffee.



Filter coffee became popular when Indian Coffee House – a café of the 1940s, run by the Coffee Board of India served it on their menu, thus becoming the drink of many Indians. There are about 400 chains of the Indian Coffee House across the country, following the first one in Jabalpur. The dawn of the 21st century saw establishments like Café Coffee Day, Barista, Costa Coffee, Starbucks among other major players of the coffeehouse market. Additionally, independent and regional outlets continue to emerge mainly in urban centers resulting in a highly fragmented coffee retail market.

India produces a wide range of spices and holds a prominent position in world spice production. Because of the varying climates - from tropical to sub-tropical to temperate-almost all spices grow splendidly in India. In reality almost all the states and union territories of India grow one or the other spices. Under the act of Parliament, a total of 52 spices are brought under the purview of Spices Board.

Opportunity ,Threats, Risk and Concerns

While coffee in India has traditionally been an export-oriented commodity, coffee planters in India are finding significant traction in the domestic market as well. India's domestic coffee consumption has increased steadily from around 50,000 MT in 1998 to 115,000 MT in 2011 (provisional estimates), registering a CAGR of 6.09%. This led to the setting up of a number of international and Indian coffee retail chains in the country in recent years like Lavazza, Café Coffee Day, Costa, Gloria Jean's Coffee, Coffee Bean & Tea Leaf and Starbucks.

Besides viewing India as a market, these chains are also recognising the fine quality and value proposition that is characteristic to India's coffee plantations; thanks to a rich legacy that spans more than four centuries. Consequently, they are also looking to develop a deeper and sustainable sourcing relationship with Indian coffee growers. India is witnessing a dramatic evolution of the coffee consuming culture across the Indian market.

The ecosystem from the farm to the cup is evolving at a rapid pace to address this cultural shift; an evolution that is getting further catalysed by the entry of international players. Apart from this, a number of homegrown entrepreneurs are emerging to help spread the coffee culture and transform the entire coffee experience in homes through provision of freshly roasted coffee beans, a range of distinguished varieties of coffee as well as coffee brewing equipment.

The impact of this is expected to be particularly visible in North India, which has not been a traditionally coffee drinking market like South India.

Post Monsoon Estimation of Coffee production for 2018-19



The Post Monsoon Crop Estimate based on crop estimation samples data for the year 2018-19 is placed at 3,19,500 MT comprising of 95,000 MT of Arabica and 2,24,500 MT of Robusta. There is an overall decline of 60,500 MT (-15.92%) over the post blossom estimate of 2018-19 (3,80,000 MT). During the year, the post monsoon Arabica crop estimate showed an overall decline of 15,000 MT (-13.64%) and Robusta declined by -45,500 MT (-16.85%) over the post blossom crop estimates.

However, When compared to the final crop of previous year 2017-18 (316,000 MT), the post monsoon estimate of 2018-19 has shown a marginal increase of 3,500 MT (1.11%), which is mainly contributed by increase in Robusta coffee.

Among the states, major reduction in crop is reported from Karnataka. The post monsoon estimate for Karnataka is placed at 2,19,550 MT recording overall decline of 48,250 MT (-18.02%) over the post-blossom estimate of 2018-19. In Karnataka, the Arabica coffee production estimated at 67,950 MT which has shown a decline by 13,200 MT (-16.27%), while Robusta coffee production estimated at 151,600 MT shown a decline of 35,050 MT (-18.78%) over the post blossom estimate. Among the major coffee growing districts in Karnataka, the major loss of about 25,020 MT (Arabica 4,750 MT and Robusta 20,270 MT) is reported from Kodagu district followed by Chikkamagaluru district 17,250 MT (Arabica 6,550 MT and Robusta 10,700 MT) and Hassan district 5,980 MT (Arabica 1,900 MT and Robusta 4,080 MT).

The major factors responsible for reduction in post monsoon production estimates of 2018-19 in Karnataka and Kerala are that though the initial crop set was good with record post blossom stage estimate of over 3,80,000 MT, but from early July, 2018 onwards, continuous heavy rainfall with severe intensity has been witnessed especially in coffee areas of Karnataka and Kerala.

More importantly, severe to very severe rainfall occurred during the month of August 2018 in the coffee growing districts of Karnataka and Kerala, especially in the heavy rainfall zones, leading to substantial crop losses, flooding and landslides.

It is evident that in all the major coffee growing areas of Karnataka and Kerala, there is an excess rainfall of 46% to 98% during the period Jan-Sept 2018 in comparison to the rainfall received during the corresponding period of the previous year 2017. The continuous rains led to soil saturation and wet feet conditions resulting in defoliation, berry drop and incidences of stalk rot and black rot. Uprooting of shade trees as well as landslides have also damaged the crop.

On the domestic production of pepper, it is estimated to be around 62,144 tonnes in 2018-19 compared to 70,878 tonnes in 2017-18.

Segment-wise or Product-wise Performance



As stated in Note No. 11 in Notes to Financial Statements for the year under review, the mainly the company had generated its revenue from the sale of coffee and coffee beans (Not Roasted) further some of the revenue had also been generated from trading of Pepper.

Internal Control Systems & 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 and Management in dealing with matters within its terms of reference. This Committee mainly deals with accounting matters, financial reporting and internal controls.

Outlook

Coffee Market is growing at a CAGR of 5.5% during the forecast period (2019 - 2024). Coffee is one of the world's favorite beverages and a major source of caffeine, coffee continues to be an essential factor in society's daily routine.

- The global coffee industry is growing at a significantly by producing products almost exclusively in developing nations. As per the survey conducted by the National Coffee Association in the United States, more than 70% of the consumers prefer at-home coffee preparation. There has been a gradual shift observed from soft drinks to coffee drinks among consumers.
- The consumers prefer Nespresso coffee machines, coffee brewers, and drip coffee makers to prepare coffee at home. South America is the largest producer of Coffee in the world whereas, Europe being the largest producer of high-quality coffee. Germany, Italy, France, Spain, and the United Kingdom are the dominating coffee consumers in the European region.

Human Resources:

Human resources are important assets of your Company. Your Company has adopted employee friendly HR processes that help them continuously grow



and offer them personal developmental opportunities. The Company's HR policies encourage talent acquisition and retention process, ensure transparency and facilitate development, building trust and encourage and support performance oriented environment.

Your Company has well-documented and updated policies in place to prevent discrimination and harassment, including sexual harassment. To discourage wrong doings, the Company has adopted a strong Vigil Mechanism Policy.

The Company has also adopted the Code of Conduct which renews our commitment to values of excellence and leadership with trust.

The employee-management relations have remained positive throughout the year. Initiatives are being taken to enhance the productivity of employees.

Financial & Operational Performances

The following table gives an overview of the financial results of the Company:

| Particulars | 2018-2019 (Rs.) | 2017-2018 (Rs.) |
|--------------------------------------------------------|------------------------|------------------------|
| Total Revenue | 3,44,32,375.00 | 1,16,29,330.00 |
| Total Expenses | 2,41,75,133.42 | 13,28,988.33 |
| Net Profit Before Tax | 1,07,90,557.04 | 1,03,00,341.67 |
| Tax Expense | -1,890.00 | -1789.00 |
| Net Profit After Tax | 1,07,92,447.04 | 1,03,02,130.67 |
| Earnings per Equity share | | |
| (a) Basic and Diluted | 3.60 | 3.43 |
| No. of Equity Share (face value of Rs. 10 each) | 3000000 | 3000000 |



Material Developments in Human Resources/Industrial Relations Front

The relationship with the employees was harmonious and cordial through the year.

Cautionary Statement

Statements in this Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be (forward looking statements) within the meaning of applicable laws and regulations. Actual results might differ substantially or materially from those expressed or implied.

Date: 29.05.2019
Place: New Delhi

For Octavius Plantations Limited

Sd/-
Raj Kumar Jain
Whole time Director

Sd/-
Jyoti Singhvi
Director



Form No. MR - 3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019

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

To,
The Members,
M/s. OCTAVIUS PLANTATIONS LIMITED
54/2&3, Hanuman Lane Connaught Place
New Delhi - 110001

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2019 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I am further ensuring compliance with the laws as applicable to the Company

Further Company brought its Initial Public Offer on January 09, 1985. Securities of the Company were listed on Delhi Stock Exchange Limited.

Delhi Stock Exchange Limited was derecognized w.e.f. November 19, 2014 and Company is currently at Dissemination Board of BSE.- stated by management

Company had made an application to BSE for direct Listing and the same is under process.

Since the Company is on Dissemination Board of BSE, status of the Company is considered as Unlisted thus provisions of Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 is not applicable on the Company.



However since Company has made application to BSE for Direct Listing, BSE seeks documents of some of the Regulation of (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Company complies for the same.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2019 according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the rules made thereunder;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as given in below point (a) to (e) will not be applicable to the Company since it is considered as unlisted Public Company being on dissemination Board of BSE.

- (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable regulations /guidelines/circulars as may be issued by SEBI from time to time to the extent applicable.

I further report that, there were no actions/ events in pursuance of above laws as it is not applicable to the Company since it is considered as unlisted Public Company.

- (a) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct



Investment, Overseas Direct Investment and External Commercial Borrowings;

- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
- (d) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- (f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014

I further report that after considering the compliance system prevailing in the Company and on the basis of the relevant records and documents as maintained and having relied upon the representation made by the Management, the following laws are specifically applicable to the Company;

- a) Food Safety And Standard Act, 2006
- b) Essential Commodities Act, 1955
- c) Agricultural Produce (Grading and Marking) Act, 1937
- d) Plantations Labour Act, 1951
- e) Tea Act, 1953
- f) Tea Waste (Control) Order, 1959
- g) Weight and Measurement Act, 1976

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

- h) Secretarial Standards issued by The Institute of Company Secretaries of India, to the extent amended and notified from time to time.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

- a) e- form MGT-14 regarding annual audited financial results for the financial year ended 31.03.2018, not filed to ROC.



I further report that,

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

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

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

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

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

**For Payal Goenka
Company Secretary**

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

**Place: Kolkata
Date: 29.05.2019**



“ANNEXURE – A”

(TO THE SECRETARIAL AUDIT REPORT OF OCTAVIUS PLANTATIONS LIMITED

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2019)

To,
The Members,
M/s. OCTAVIUS PLANTATIONS LIMITED
54/2&3, Hanuman Lane Connaught Place
New Delhi - 110001

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

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

**For Payal Goenka
Company Secretary**

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

**Place: Kolkata
Date: 29.05.2019**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF

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

Report on the Audit of the Standalone Financial Statements

Report on the Financial Statements

We have audited the accompanying Standalone financial statements of Octavius Plantations Limited formerly known as Rubal Leasing & Holding Limited ("the company") which comprise the balance sheet as at 31st March 2019, and the statement of profit and loss (including Other Comprehensive Income), the cash flow Statement and the statement of changes in equity and for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended ("IND AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2019, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act, and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the annual report, for example, Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Risk Management Responsibility and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon. The other information as stated above is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the other information as stated above, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with Governance.

Management's Responsibility for the Standalone Financial Statements

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

In preparing the standalone financial statements, the management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work

and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure-B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. 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, 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2019, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified

- opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g. 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 has no pending litigations which would impact its financial position. However, the Company has received intimation U/S 143(1) for FY 2016-17 against communication ref no. CPC/1718/A6/1882679457 dated 14/03/2019 of Rs. 38,19,370.00 for which Company is already contending, wherein Income of the Company was not treated as Agricultural Income.
 - 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.

For Vidit Jain & Co.

Chartered Accountants
FRN 030299N

Proprietor: Vidit Jain
MN: 515581

Place: New Delhi
Date: 29/05/2019

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 Plantations 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 PLANTATIONS LIMITED (“the Company”) as of March 31, 2019 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.

Meaning of Internal Financial Controls

Over Financial Reporting A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial 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, 2019, 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: 29/05/2019

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 Plantations Limited formerly known as Rubal Leasing & Holding Limited on the accounts of the company for the year ended 31st March, 2019.)

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.
 - (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.
4. The Company has not accepted any deposits from the public within the meaning of Sections 73 to 76 of the Act and rules framed thereunder.
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, there were no particulars of contracts or arrangements referred to in section 189 of the Act that have been entered and no register is 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 189 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.
 - (a) According to the records of the company, undisputed statutory dues including Income-tax, Goods & Service Tax, Custom 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, 2019 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, Goods & Service Tax and customs duty which have not been deposited on account of any disputes. However as per GST Law provision Sec 17(2) of the CGST Act, 2017 provides that where the goods or services are used partly for effecting taxable supplies (including zero rated) and partly for exempt/ non-business use then the amount of credit as attributable to exempt supplies or non-business use, shall be reversed as per Rule 42/43 of the CGST Rules, 2017. Company has taken full Input Tax Credit for the year FY 2018-19 towards inward supplies of Goods & Services which should be proportionately be reversed.
9. 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.
10. 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.
11. 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.
12. The Company is not a chit fund or a nidhi /mutual benefit fund/society and hence reporting under clause 3(xii) of the Order is not applicable to the Company.
13. According to information and explanations given to us, the Company is trading in Shares, Mutual funds & other Investments. Proper records & timely entries have

been maintained in this regard and further investments specified are held in their own name.

14. According to the information and explanations given to us, the Company has not given any guarantees for loan taken by others from a bank or financial institution.
15. Based on our audit procedures and on the information given by the management, we report that the company has not raised any term loans during the year.
16. Based on the information and explanations given to us and on an overall examination of the Balance Sheet of the Company as at 31st March, 2019, we report that no funds raised on short-term basis have been used for long-term investment by the Company.
17. Based on the audit procedures performed and the information and explanations given to us by the management, we report that the Company has not made any preferential allotment of shares during the year.
18. The Company has no outstanding debentures during the period under audit.
19. The Company has not raised any money by public issue during the year.
20. Based on the audit procedures performed and the information and explanations given to us, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

For Vidit Jain & Co.

Chartered Accountants

FRN 030229N

Proprietor: Vidit Jain

MN: 515581

Place: New Delhi

Date: 29/05/2019

OCTAVIUS PLANTATIONS LIMITED

BALANCE SHEET AS AT MARCH 31, 2019

| | Note | As at March 31, 2019 | As at March 31, 2018 |
|------------------------------------------------------|----------------|--------------------------|----------------------|
| I ASSETS | | | |
| Non-current assets | | | |
| (a) Fixed Assets | 1 | 4,202,860.89 | 4,162,879.24 |
| (i) Tangible Assets | | 4,202,860.89 | 4,162,879.24 |
| (b) Non-Current Investments | 2 | 5,742,782.00 | 5,742,782.00 |
| (c) Long-Term Loans and Advances | 3 | 181,862.00 | 101,862.00 |
| | (i) | 10,127,504.89 | 10,007,523.24 |
| Current assets | | | |
| (a) Inventories | | 40,148,975.56 | 16,209,025.57 |
| (b) Sundry Receivables | 4 | - | - |
| (c) Cash and Bank Balances | 5 | 2,906,029.88 | 9,461,780.52 |
| (d) Short-Term Loans & Advances | 6 | 48,226,323.04 | 54,573,046.00 |
| | (ii) | 91,281,328.48 | 80,243,852.09 |
| TOTAL | (i + ii) | 101,408,833.37 | 90,251,375.33 |
| II EQUITY AND LIABILITIES | | | |
| Shareholders' funds | | | |
| (a) Share Capital | 7 | 30,000,000.00 | 30,000,000.00 |
| (b) Reserves and Surplus | 8 | 70,987,992.37 | 60,195,545.33 |
| | (i) | 100,987,992.37 | 90,195,545.33 |
| Non-Current Liabilities | | | |
| (a) Deferred Tax Liabilities | | 13,940.00 | 15,830.00 |
| | (ii) | 13,940.00 | 15,830.00 |
| Current liabilities | | | |
| (a) Short-Term Borrowings | 9 | - | - |
| (b) Trade Payables | | - | - |
| (c) Other current liabilities | 10 | 406,901.00 | 40,000.00 |
| (d) Short-term provisions | | - | - |
| | (iii) | 406,901.00 | 40,000.00 |
| TOTAL | (i + ii + iii) | 101,408,833.37 | 90,251,375.33 |
| III. Notes forming part of the Financial Statements | 1-18 | | |
| <i>In terms of our report of even date attached:</i> | | | |
| For and on behalf of the Board of Directors | | | |
| For Vidit Jain & Co. | | | |
| Chartered Accountants | | | |
| Vidit Jain, ACA | | RAJ KUMAR JAIN | JYOTI SINGHVI |
| FRN: 030299N | | (DIRECTOR) | (DIRECTOR) |
| M.No- 515581 | | (DIN: 03505168) | (DIN: 07906480) |
| Place : New Delhi | | NAGARAJ MRAMACHANDRA RAO | SURABHI SRIVASTAVA |
| Date : 29th Day of May, 2019 | | CFO | COMPANY SECRETARY |

OCTAVIUS PLANTATIONS LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2019

| | Note | Year ended March 31, 2019 | Year ended March 31, 2018 |
|-------------------------------------------------------------------------|------|---------------------------|---------------------------|
| I. Revenue from Operations | | | |
| (a) Sales | 11 | 34,432,375.00 | 11,629,330.00 |
| II. Other Income (Net) | 12 | 533,315.76 | - |
| TOTAL REVENUE | | 34,965,690.76 | 11,629,330.00 |
| III. Expenses: | | | |
| (a) Purchases | 13 | 34,927,274.00 | - |
| (a) Cultivation Expenses | 14 | 7,219,259.00 | 5,188,470.00 |
| (b) Changes in Inventory | 15 | (23,939,949.99) | (6,723,395.57) |
| (c) Staff Benefit Expenses | 16 | 1,568,088.00 | 856,500.00 |
| (d) Operation and Other Expenses | 17 | 4,356,976.76 | 1,964,102.38 |
| (e) Depreciation Expense | 5 | 43,485.65 | 43,311.52 |
| TOTAL EXPENSES | | 24,175,133.42 | 1,328,988.33 |
| III. PROFIT(LOSS) BEFORE TAX | | 10,790,557.04 | 10,300,341.67 |
| IV. Tax expense: | | | |
| (a) Current Tax | | | |
| (b) Deferred Tax | | (1,890.00) | (1,789.00) |
| | | (1,890.00) | (1,789.00) |
| V. PROFIT FOR THE YEAR | | 10,792,447.04 | 10,302,130.67 |
| VI. OTHER COMPREHENSIVE INCOME | | | |
| Items that will not be reclassified to profit or loss | | | |
| Tax on items that will not be reclassified to profit or loss | | | |
| Items that will be reclassified to profit or loss: | | | |
| Items that may be reclassified subsequently to profit or loss | | | |
| Tax on items that may be reclassified to profit or loss | | | |
| Total other comprehensive income/(loss) for the year, net of tax | | | |
| Total comprehensive income for the year | | | |
| VII. Earnings per equity share: | | | |
| (a) Basic and Diluted | 18 | 3.60 | 3.43 |
| No. of Equity Shares (face value of Rs. 10 each) | | 3,000,000 | 3,000,000 |
| VIII. Notes forming part of the Financial Statements | | | |
| <i>In terms of our report of even date attached:</i> | | | |
| For and on behalf of the Board of Directors | | | |
| For Vidit Jain & Co | | | |
| Chartered Accountants | | | |
| Vidit Jain, ACA | | RAJ KUMAR JAIN | JYOTI SINGHVI |
| FRN: 030299N | | (DIRECTOR) | (DIRECTOR) |
| M.No- 515581 | | (DIN: 03505168) | (DIN: 07906480) |
| Place: New Delhi | | NAGARAJ MRAMACHANDRA RAO | SURABHI SRIVASTAVA |
| Date: 29th Day of May, 2019 | | CFO | COMPANY SECRETARY |

OCTAVIUS PLANTATIONS LIMITED

Cash Flow Statement for the year ended 31 March, 2019

| Particulars | For the year ended 31 March, 2019 | | For the year ended 31 March, 2018 | | | |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------------------|--------------------------------------|-----------------------------------------|------------------------------------------------|--|
| | Rs. | Rs. | Rs. | Rs. | | |
| A. Cash flow from Operating Activities | | | | | | |
| Net Profit / (Loss) before Extraordinary items and tax | | 10,790,557.04 | | 10,300,341.67 | | |
| Adjustments for: | | | | | | |
| Depreciation and amortisation | - | 43,485.65 | 43,311.52 | | | |
| Provision for impairment of fixed assets and intangibles | | | | | | |
| Other non-cash charges (Prior Period Item) | - | - | - | 43,311.52 | | |
| Net unrealised exchange (gain) / loss | | | | | | |
| Operating profit / (loss) before working capital changes | | 10,834,042.69 | | 10,343,653.19 | | |
| Changes in working capital: | | | | | | |
| Adjustments for (increase) / decrease in operating assets: | | | | | | |
| Inventories | (23,939,949.99) | | (6,723,395.57) | | | |
| Trade receivables | | | - | | | |
| Short-term loans and advances | 6,346,722.96 | | (54,573,046.00) | | | |
| Long-term loans and advances | -80,000.00 | | - | | | |
| Adjustments for increase / (decrease) in operating liabilities: | | | | | | |
| Other current liabilities | -406,901.00 | | 40,000.00 | | | |
| Long-term provisions | - | -18,080,128.03 | - | -61,256,441.57 | | |
| Cash generated from operations | | -7,246,085.34 | | -50,912,788.38 | | |
| Net income tax (paid) / refunds | | - | | - | | |
| Net Cash flow from / (used in) Operating activities (A) | | -7,246,085.34 | | -50,912,788.38 | | |
| B. Cash flow from Investing Activities | | | | | | |
| Capital Expenditure on Fixed assets, including capital work in progress | | - | | - | | |
| Net Cash flow from / (used in) Investing activities (B) | | - | | - | | |
| C. Cash flow from Financing Activities | | | | | | |
| Proceeds from issue of equity shares | | | | | | |
| Repayment of Long-term borrowings | | | | | | |
| Dividend Paid | | | | | | |
| Net increase / (decrease) in Working capital borrowings | | | | | | |
| Net increase / (decrease) in Unsecured Loan | | | | | | |
| Finance cost | | - | | - | | |
| Net Cash flow from / (used in) Financing activities (C) | | - | | - | | |
| Net increase / (decrease) in Cash and cash equivalents (A+B+C) | | -7,246,085.34 | | -50,912,788.38 | | |
| Cash and cash equivalents at the beginning of the year | | 9,461,780.52 | | 530,225.90 | | |
| Cash and cash equivalents at the end of the year | | 2,215,695.18 | | -50,382,562.48 | | |
| Reconciliation of Cash and cash equivalents with the Balance Sheet: | | | | | | |
| Cash and cash equivalents as per Balance Sheet (Refer Note 14) | | 2,906,029.88 | | 9,461,780.52 | | |
| Cash and cash equivalents at the end of the year Comprises: | | | | | | |
| (a) Cash on hand | 1,837,234.25 | | 7,686,654.75 | | | |
| (b) Cheques, drafts on hand | | | | | | |
| (c) Balances with banks | | | | | | |
| (i) In current accounts | 1,068,795.63 | | 1,775,125.77 | | | |
| (ii) In EEFC accounts | | | | | | |
| (iii) In deposit accounts | | | | | | |
| | | 2,906,029.88 | | 9,461,780.52 | | |
| As per our report of even date | | | | | | |
| For and on behalf of the Board of Directors | | | | | | |
| For Vidit Jain & Co. Chartered Accountants Vidit Jain, ACA FRN: 030299N M.No- 515581 Place : New Delhi Date : 29th Day of May, 2019 | | RAJ KUMAR JAIN (DIRECTOR) (DIN: 03505168) | | | JYOTI SINGHVI (DIRECTOR) (DIN: 07906480) | |
| | | NAGARAJ MRAMACHANDRA RAO CFO | | SURABHI SRIVASTAVA COMPANY SECRETARY | | |

OCTAVIUS PLANTATIONS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

2 NON-CURRENT INVESTMENTS

Non-Current Investments consists of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|---------------------------------------------------------------------------------------------------------|-------------------------|-------------------------|
| 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 |
| | 5,742,782.00 | 5,742,782.00 |

3 LONG-TERM LOANS AND ADVANCES

Long-term loans and advances consists of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|------------------------------|-------------------------|-------------------------|
| 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 | 143,872.00 | 63,872.00 |
| | 181,862.00 | 101,862.00 |

5 CASH AND BANK BALANCES

Cash and bank balances consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|------------------------------|-------------------------|-------------------------|
| a) Cash and cash equivalents | | |
| (i) Balance with banks | | |
| Bank of India | 7,488.00 | 7,488.00 |
| Indian Bank | 496,488.00 | 1,498,915.00 |
| Karnataka Bank | 136,547.15 | 81,047.15 |
| Indian Bank | | |
| Canara Bank | | |
| Vijaya Bank | 428,272.48 | 187,675.62 |
| | 1,068,795.63 | 1,775,125.77 |
| (ii) Cash in hand | 1,837,234.25 | 7,686,654.75 |
| | 2,906,029.88 | 9,461,780.52 |

6 SHORT-TERM LOANS AND ADVANCES

Short-term loans and advances consists of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|-------------------------------------|-------------------------|-------------------------|
| Considered good: | | |
| a) Other Advance (GST Input Credit) | 35,280.04 | 2,268.00 |
| b) Tax deducted at source (2018-19) | 47,178.00 | - |
| c) Other Advance | 47,701,665.00 | 54,000,000.00 |
| d) Advances Given | 442,200.00 | 570,778.00 |
| | 48,226,323.04 | 54,573,046.00 |

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

7 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, 2019 | As at March 31, 2018 |
|---------------------------------------------|-------------------------|-------------------------|
| Authorised | | |
| 30,00,000 Equity Shares of Rs. 10 each | 30,000,000.00 | 30,000,000.00 |
| Issued, Subscribed and Fully paid up | | |
| 30,00,000 Equity Shares of Rs. 10 each | 30,000,000.00 | 30,000,000.00 |
| | 30,000,000.00 | 30,000,000.00 |

- b) Reconciliation of number of shares:

| | As at March 31, 2019 | | As at March 31, 2018 | |
|------------------------|----------------------|----------------------|----------------------|----------------------|
| | No. of Shares | Amount | No. of Shares | Amount |
| Opening balance | 3,000,000 | 30,000,000.00 | 987,070 | 9,870,700.00 |
| Changes during the yr. | - | - | 2,012,930 | 20,129,300.00 |
| Closing balance | 3,000,000 | 30,000,000.00 | 3,000,000 | 30,000,000.00 |

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

| Name of Shareholder | As at March 31, 2019 | | As at March 31, 2018 | |
|---------------------|----------------------|--------------|----------------------|--------------|
| | No. of Shares | % of holding | No. of Shares | % of holding |
| Akshita Jain | 1,010,015 | 33.67% | 1,010,015 | 33.67% |
| Shalini Jain | 1,013,900 | 33.80% | 1,013,900 | 33.80% |

- 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.

8 RESERVES AND SURPLUS

Reserves and surplus consist of the following reserves:

| | As at March 31, 2019 | As at March 31, 2018 |
|----------------------------------------------|-------------------------|-------------------------|
| a) Surplus in Statement of Profit and Loss | | |
| (i) Opening Balance | 60,195,545.33 | 16,035,931.66 |
| (ii) Add: Profit during the year | 10,792,447.04 | 10,300,341.67 |
| (iii) Add:- Provision of Income Tax Adjusted | - | 1,789.00 |
| (iv) Less :- Other Adjustment | - | - |
| (v) Add: Share Premium | - | 33,857,483.00 |
| | 70,987,992.37 | 60,195,545.33 |

9 SHORT TERM BORROWINGS

Long-term borrowings consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|-------------------------------|-------------------------|-------------------------|
| Unsecured | | |
| Octavius Tea & Industries Ltd | - | - |
| | - | - |

10 OTHER CURRENT LIABILITIES

Other current liabilities consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|------------------------------|-------------------------|-------------------------|
| Statutory Liabilities | | |
| TDS Payable | 18,901.00 | - |
| Other Payable | 388,000.00 | 40,000.00 |
| | 406,901.00 | 40,000.00 |

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

11 SALES

Sales consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|-------------------------------------|---------------------------------|---------------------------------|
| Traded Goods | | |
| Sales of Coffee | 11,412,000.00 | 8,925,330.00 |
| Sales of Coffee Beans (Not Roasted) | 16,080,825.00 | - |
| Sale of Pepper | 6,939,550.00 | 2,704,000.00 |
| | 34,432,375.00 | 11,629,330.00 |

12 OTHER INCOME

Other Income consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|------------------------------------|---------------------------------|---------------------------------|
| Miscellaneous Income - Gas Subsidy | 1,033.76 | - |
| Prior Period Income | 60,500.00 | - |
| Interest received on Loan | 471,781.00 | - |
| Miscellaneous Income - Rounded Off | 1.00 | - |
| | 533,315.76 | - |

13 PURCHASES

Purchases consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|----------------------------------------|---------------------------------|---------------------------------|
| Purchase of Coffee Beans (Not Roasted) | 34,927,274.00 | - |
| | 34,927,274.00 | - |

14 CULTIVATION EXPENSES

Cultivation expenses consist of following:

| | As at March 31, 2019 | As at March 31, 2018 |
|-----------------------|---------------------------------|---------------------------------|
| Agriculture Expenses: | | |
| Estate Expenses | 1,735,584.00 | 870,797.00 |
| Labour Charges | 5,092,675.00 | 4,051,221.00 |
| Plantation Expense | 391,000.00 | 266,452.00 |
| | 7,219,259.00 | 5,188,470.00 |

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

15 CHANGE IN INVENTORY

Change in Inventory is as below::

| | As at March 31, 2019 | As at March 31, 2018 |
|----------------------|-------------------------|-------------------------|
| Agriculture Produce: | | |
| Opening Stock | 16,209,025.57 | 9,485,630.00 |
| Less: Closing Stock | 40,148,975.56 | 16,209,025.57 |
| | (23,939,949.99) | (6,723,395.57) |

16 STAFF BENEFIT EXPENSE

Staff Benefit Expenses consist of following:

| | As at March 31, 2019 | As at March 31, 2018 |
|---------------------------|-------------------------|-------------------------|
| a) Salary & Wages | 1,555,118.00 | 856,500.00 |
| b) Staff Welfare Expenses | 12,970.00 | - |
| | 1,568,088.00 | 856,500.00 |

17 OPERATIONS AND OTHER EXPENSES

Operation and other expenses consist of the following:

| | As at March 31, 2019 | As at March 31, 2018 |
|-------------------------------|-------------------------|-------------------------|
| Audit Fee | 40,000.00 | 40,000.00 |
| Bank Charges | 1,695.90 | 4,578.38 |
| Electricity & Water Expenses | 34,747.00 | 21,491.00 |
| Fuel Expenses | 323,506.00 | 260,895.00 |
| DG Hire Charges | 79,000.00 | - |
| Documentation Charges | 15,825.00 | - |
| Office Rent | 36,000.00 | - |
| Packing Charges | 100.00 | - |
| Processing Fees | 10,626.00 | - |
| Office Expenses & Maintenance | - | 6,885.00 |
| Security Charges | - | 4,500.00 |
| Printing & Stationery | 3,441.00 | 1,255.00 |
| Repairs & Maintenance | 2,331,865.86 | 342,517.00 |
| Telephone Charges | 2,365.00 | 3,336.00 |
| Transportation Charges | 238,840.00 | 222,180.00 |
| Professional Fees | 185,450.00 | 99,400.00 |
| Travelling Expenses | 161,135.00 | 108,435.00 |
| Licence Fees | 131,183.00 | 92,566.00 |
| Loading & Unloading Charges | 193,280.00 | 174,315.00 |
| Rates & Taxes | 16,687.00 | 7,541.00 |
| Conveyance Expenses | 58,386.00 | - |
| Legal Expenses | 10,000.00 | - |
| Sundry Balances Written off | 59.00 | (1,250.00) |
| Registration Charges | | 5,000.00 |
| ROC Fees | | 188,500.00 |
| Insurance Expenses | | - |
| Prior Period Expenses | 5,000.00 | |
| Interest on late payment | 18,493.00 | |
| Income Tax (A.Y. 2018-19) | 1,510.00 | |
| Courier charges | 130.00 | - |
| Fooding Expenses | 290.00 | 16,430.00 |
| Labour Welfare | 449,189.00 | 357,797.00 |
| Pooja Expenses | 8,173.00 | 7,731.00 |
| | 4,356,976.76 | 1,964,102.38 |

18 EARNINGS PER EQUITY SHARE

| | As at March 31, 2019 | As at March 31, 2018 |
|------------------------------------------|-------------------------|-------------------------|
| Profit for the year | 10,792,447.04 | 10,302,130.67 |
| Amount available for Equity Shareholders | 10,792,447.04 | 10,302,130.67 |
| Weightage average number of shares | 3,000,000 | 3,000,000 |
| Earnings per share - Basic and Diluted | 3.60 | 3.43 |
| Face value per equity share | 10.00 | 10.00 |

OCTAVIUS PLANTATIONS LIMITED

Note:-1 Fixed Assets

| DESCRIPTION | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|---------------------|---------------------------|------------------|----------|---------------------|---------------------|------------------|-----------|---------------------|---------------------|---------------------|
| | Actual Cost 01.04.2018 | Additions | Sales | As at 31.03.2019 | Up to 01.04.2018 | For the Year | Deletions | Up to 31.03.2019 | As at 31.03.2019 | As at 31.03.2018 |
| Padmavati Estate | 6,277,070.86 | 83,467.30 | - | 6,360,538.16 | 2,273,621.25 | 35,699.88 | | 2,309,321.13 | 4,051,217.03 | 4,003,449.61 |
| Fencing | 200,000.00 | - | | 200,000.00 | 41,205.29 | 7,785.77 | | 48,991.06 | 151,008.94 | 158,794.71 |
| Furniture & Fixture | 55,473.30 | - | - | 55,473.30 | 54,838.39 | - | | 54,838.39 | 634.91 | 634.91 |
| Total | 6,532,544.16 | 83,467.30 | - | 6,616,011.46 | 2,369,664.92 | 43,485.65 | - | 2,413,150.58 | 4,202,860.89 | 4,162,879.24 |
| Previous year | 6,512,104.16 | 20,440.00 | - | 6,532,544.16 | 2,326,353.40 | 43,311.52 | - | 2,369,664.92 | 4,162,879.24 | - |

OCTAVIUS PLANTATIONS LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

1) CORPORATE INFORMATION

Octavius Plantations Limited is engaged in the production, trading and distribution of Coffee. The Company has business operations mainly in India. The Company is a limited company incorporated and domiciled in India and has its registered office at 54/2&3, Hanuman Lane Connaught Place, New Delhi. The principal accounting policies applied in the preparation of the financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated

2) SIGNIFICANT ACCOUNTING POLICIES

a) Basis of preparation

The financial statements of Octavius Plantations Limited formerly known as Rubal Leasing & Holding Limited (“the company”) have been prepared and presented in accordance with the Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules 2015, as amended and as per other relevant provisions of the Act. The presentation of financial statements is based upon Ind AS Schedule III of Companies Act, 2013.

b) Use of estimates

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. These estimates and associated assumptions are based on historical experiences and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

c) Fixed Assets

Property, Plant and Equipment are stated at cost of acquisition or construction less accumulated depreciation and impairment loss, if any. Cost includes expenditures that are directly attributable to the acquisition of the asset i.e., freight, duties and taxes applicable and other expenses related to acquisition and installation. The cost of self-constructed assets includes the cost of materials and other costs directly attributable to bringing the asset to a working condition for its intended use. Borrowing costs that are directly attributable to the construction or production of a qualifying asset are capitalized as part of the cost of that asset.

d) Depreciation

Depreciation and amortization is based on management estimates of the future useful lives of certain class of property, plant and equipment and intangible assets.

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

All Quoted Investments should be measured at fair market value as per Ind AS 109, Investment in Preference Shares and Unquoted trade Investments are measured at amortized cost using Effective Rate of Return (EIR). Investments both Quoted and Unquoted are carried at face value as given in Note No. 2.

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. Revenue is recognized when the company satisfies a performance obligation by transferring a promised good or service to its customers. The company considers the terms of the contract and its customary business practices to determine the transaction price. Performance obligations are satisfied at the point of time when the customer obtains controls of the asset.

Revenue is measured based on transaction price, which is the fair value of the consideration received or receivable, stated net of discounts, returns and value added tax. Transaction price is recognised based on the price specified in the contract, net of the estimated sales incentives / discounts. Accumulated experience is used to estimate and provide for the discounts/ right of return, using the expected value method.

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. Bank Of India Jodhpur Branch, Karnataka Bank Current Account and Karnataka Bank Indiranagar Branch have no transactions.

n) Current and noncurrent classification

All the assets and liabilities have been classified as current or noncurrent as per the Company’s normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013 and Ind AS 1, Presentation of financial statements.

Assets: An asset is classified as current when it satisfies any of the following criteria:

- a. It is expected to be realized in, or is intended for sale or consumption in, the Company’s normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is expected to be realized within twelve months after the reporting date; or
- d. It is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

Liabilities: A liability is classified as current when it satisfies any of the following criteria:

- a. It is expected to be settled in the Company’s normal operating cycle;
- b. It is held primarily for the purpose of being traded;
- c. It is due to be settled within twelve months after the reporting date; or
- d. The Company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of noncurrent assets/ liabilities respectively. All other assets/ liabilities are classified as noncurrent. Deferred tax assets and liabilities are always disclosed as non-current.

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

NOTES FORMING PART OF FINANCIAL STATEMENTS

o) Recent Accounting Pronouncements

Ind AS 116, Leases: The Ministry of Corporate Affairs has notified the Ind AS 116, Leases which will be effective from April 1, 2019. Ind AS 116 would replace the existing leases standard Ind AS 17. The standard sets out the principles for the recognition, measurement, presentation and disclosures for both parties to a contract, i.e. the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires a lessee to recognise assets and liabilities for all leases with a term of more than 12 months, unless the underlying asset is of low value. Currently, operating lease expenses are charged to the statement of profit and loss. The Company is currently evaluating the effect of Ind AS 116 on the financial statements

Amendment to Ind AS 12 ‘Income Taxes’: On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 12 ‘Income Taxes’. The amendments require an entity to recognise the income tax consequences of dividends as defined in Ind AS 109 when it recognises a liability to pay a dividend. The income tax consequences of dividends are linked more directly to past transactions or events that generated distributable profits than to distributions to owners. Therefore, an entity shall recognize the income tax consequences of dividends in profit or loss, other comprehensive income or equity according to where the entity originally recognised those past transactions or events. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments: On March 30, 2019, Ministry of Corporate Affairs (“MCA”) has notified the Companies (Indian Accounting Standards) Amendment Rules, 2019 containing Appendix C to Ind AS 12, Uncertainty over Income Tax Treatments which clarifies the application and measurement requirements in Ind AS 12 when there is uncertainty over income tax treatments. The current and deferred tax asset or liability shall be recognized and measured by applying the requirements in Ind AS 12 based on the taxable profit (tax loss), tax bases, unused tax losses, unused tax credits and tax rates determined by applying this appendix. The amendment is effective for annual periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.

Amendment to Ind AS 19 ‘Employee Benefits’: On March 30, 2019, the Ministry of Corporate Affairs has notified limited amendments to Ind AS 19 ‘Employee Benefits’ in connection with accounting for plan amendments, curtailments and settlements. The amendments require an entity to use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement and to recognise in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognised because of the impact of the asset ceiling. The amendment will come into force for accounting periods beginning on or after April 1, 2019. The Company is evaluating the effect of the above in the financial statements.