



**Octavius®**

**OCTAVIUS PLANTATIONS LIMITED**

Regd. Office: E-40/3, Okhla Phase-II, New Delhi-110020

CIN No. : L65910DL1984PLC018466

Ph.: -011-45542200, Fax: 011-45542200

Website: [www.octaviusplantations.com](http://www.octaviusplantations.com)

E-mail: [csdelhi@octavius.in](mailto:csdelhi@octavius.in)

To,  
The Manager  
Listing Department  
**Bombay Stock Exchange Limited**  
25<sup>th</sup> Floor, PJ Towers, Dalal Street,  
Mumbai-400001

Date: 06.09.2024

**Ref: Scrip Code: 542938**

**Sub: Submission of Annual Report under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2023-24.**

Dear Sir/Madam,

With reference to above mentioned Subject, please find enclosed herewith Annual Report of 40<sup>th</sup> AGM under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2023-24.

Kindly take the above information on record and acknowledge receipt of the same.

Thanking you,  
Yours faithfully,

For Octavius Plantations Limited

**For Octavius Plantation Limited**

*Raj Kumar Jain*  
Director/Authorised Signatory

Raj Kumar Jain  
Director  
DIN: 03505168



**Octavius<sup>®</sup>**  
CRAFTING FLAVOURS SINCE 1898



**ANNUAL REPORT - 2023-24**



# Octavius®

CRAFTING FLAVOURS SINCE 1898

*Registered Office:*

**DELHI**

E-40/3, OKHLA INDUSTRIAL  
AREA, PHASE-II, NEW DELHI  
– 110020, INDIA

**TEL:** +91 - 11 - 4554 2200

**E-mail:** [csdelhi@octavius.in](mailto:csdelhi@octavius.in)



<b>BOARD OF DIRECTORS</b>	: MR. RAJ KUMAR JAIN : MRS. BOPPANDA CHENGAPPA PONNAMMA : MRS. PRINCI JAIN : MR. ANIL KUMAR RAVINDRAN
<b>CFO</b>	: MR. NAGARAJ MRAMACHANDRA RAO
<b>AUDITORS</b>	: V. SINGHI & ASSOCIATES CHARTERED ACCOUNTANTS FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, GROUND FLOOR, KOLKATA - 700001
<b>BANKERS</b>	: INDIAN BANK AND FEDERAL BANK.
<b>REGISTERED OFFICE</b>	: E - 4 0 / 3 , OKHLA INDUSTRIAL AREA, PHASE-II, NEW DELHI - 110020
<b>REGISTRAR AND TRANSFER AGENT</b>	: M/s ABHIPRA CAPITAL LIMITED A-387, ABHIPRA COMPLEX, DILKHUSH INDUSTRIAL AREA, G T KARNAL ROAD, AZADPUR DELHI 110033
<b>EMAIL ID</b>	:csdelhi@octavius.in

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## COMPANY PROFILE

This company was established in the year 1984 presently having coffee plantations in Coorg, Madikeri district of Karnataka, known for the best quality of coffee grown in the country.

Octavius opened doors to its coffee division in 1986 and is a proud owner of one of finest coffee plantations in the beautiful Coorg district in Karnataka growing the most excellent quality of arabica and robusta. Our plantations are ably supported with curing and processing facilities with latest technology. Owing to many years of expertise at coffee cultivating, harvesting, roasting and storing, our specialty coffee division offers remarkable coffee blends and exquisite coffees of all types - green coffee beans. Roasted coffee beans, filter coffee & instant coffee of the highest quality.

Its specialty coffee division brings together many years of experience and skills to create excellent coffee blends and fine coffee for all coffee lovers. From innovative new brews to classic tea accessories, we are constantly expanding our product collection. Today, the company offers its tea, coffee and rice in the domestic retail market under the brand name "Octavius". To create a perfect cup, selective harvesting is done with special attention to careful hand picking of the ripened berries. Natural fermentation is done to maximize flavour development.

To develop the colour and flavour in the bean, soaking is done of the washed beans under fresh water over night and slow drying is done under natural lights. Grading of coffee beans at curing level involves separation of beans according to size, shape and density followed by meticulous garbling & surtaxing done with precision. The graded beans at this stage are ready for marketing.



Coffee is the second largest traded commodity in the world and India is one of the very few countries to produce both arabica and robusta coffee. Grown mainly in the southern part of the country, Indian coffee has a growing international reputation producing one of the finest speciality coffees & exported to Europe, far east and America.

OPL is known for its cultivation and processing of high-quality coffee beans. Nestled in the heart of Coorg, our company boasts a rich heritage spanning 40 years, marked by a relentless commitment to excellence and sustainability. From nurturing coffee plants to delivering exceptional products, we take pride in every step of the journey. Situated in the picturesque landscapes of Coorg, our plantation is a testament to tradition, sustainability, and unparalleled quality.



### **OUR HERITAGE:**

Rooted in generations of farming expertise, Opl was founded with a singular mission: to showcase the distinctive Flavors and cultural richness of our region through exceptional coffee. Our journey began decades ago, with a vision to create more than just a beverage – to create an experience that resonates with every sip.

### **MISSION STATEMENT:**

At OPL, our mission is simple yet profound: to cultivate and deliver the finest coffee beans while preserving the natural beauty and biodiversity of our surroundings. Through sustainable practices and community engagement, we strive to create value for our customers, partners, and the environment.



### **COFFEE CULTIVATION:**

Our plantations span acres of fertile land, where we meticulously cultivate a variety of coffee beans, including arabica and robusta. With a focus on quality and sustainability, we ensure that every bean meets our exacting standards. The plantations are in conformance with the **RAINFOREST ALLIANCE SUSTAINABLE AGRICULTURE STANDARDS**



### **THE PLANTATION EXPERIENCE**

Step onto our plantation, and you're enveloped in a world of lush greenery and the soothing aroma of coffee in the air. Spanning acres of fertile soil, our plantation is meticulously cultivated, with each coffee plant nurtured to perfection. From the moment the seed is planted to the final harvest, every stage of growth is guided by expert hands and a commitment to excellence.

### **PROCESSING FACILITIES**

Equipped with state-of-the-art processing facilities, we employ cutting-edge techniques to extract the rich Flavors and aromas of our coffee beans. From harvesting to roasting, every step is carefully managed to preserve the inherent qualities of the beans.





## **PRODUCT RANGE**

Our diverse product range includes premium coffee beans, ground coffee, and specialty blends, catering to the discerning tastes of coffee connoisseurs worldwide. Whether it's single origin beans or signature blends, we offer an unparalleled coffee experience.

## **DIVERSITY OF OFFERINGS**

At OPL, we celebrate the diversity of coffee. From the bold Flavors of our arabica beans to the robust character of our robusta varieties, each cup offers a unique journey for the senses. Whether you prefer the smooth, chocolatey notes of our espresso blend or the floral complexities of our single-origin offerings, there's a coffee crafted just for you.



## **OUR COMMITMENT TO QUALITY**

Quality is not just a goal, it's a way of life at OPL. Every batch of coffee undergoes rigorous quality control measures, ensuring that only the finest beans make it from our plantation to your cup. From the moment you taste our coffee, you'll experience the dedication and craftsmanship that goes into each and every roast.

## **SUSTAINABILITY AT OUR CORE**

We are deeply committed to sustainability, implementing eco-friendly practices such as organic farming, water conservation, and waste reduction. By minimizing our environmental footprint, we aim to protect the delicate ecosystems that sustain our coffee plantations.



We believe that great coffee starts with a healthy environment and thriving communities. That's why sustainability is at the heart of everything we do. From practicing organic farming methods to investing in renewable energy, we're dedicated to minimizing our environmental footprint and preserving the natural beauty of our surroundings. Additionally, we're committed to supporting local communities through fair trade practices and social initiatives that empower farmers and their families.

### **COMMUNITY ENGAGEMENT**

Our company believes in giving back to the communities that support us. Through various social initiatives, we empower local farmers, promote education, and enhance livelihoods, fostering long-term prosperity and resilience.



### **COMMODITY TRADING**

The trading division of the company trades in commodities such as Maize (Yellow Corn), Rice and other agro products. The company has recorded a sales turnover of Rs. 24.26 Cr in the financial year ending March 24 covering Coffee, Rice & Maize. The company sources from the farmers in key growing areas in the country and suppliers across to domestic and international traders.

## **VISION FOR THE FUTURE**

As we look to the future, we are poised for growth and innovation. We envision expanding our footprint, forging strategic partnerships, and introducing new products that delight coffee enthusiasts around the globe. With a steadfast commitment to quality, sustainability, and community, we are ready to chart new horizons in the world of coffee.



Embark on a coffee adventure with OPL. Whether you're a coffee connoisseur, a passionate storyteller, or a business looking for a partner in excellence, we invite you to join us on this journey. Explore our range of coffees, learn about our plantation practices, or reach out to discuss partnership opportunities. Together, let's create stories in every sip and celebrate the magic of coffee;

For years, OPL has been synonymous with the finest coffee, cultivated with care and passion on our sprawling plantation. As pioneers in the coffee industry, we have always been driven by a passion for excellence and a commitment to innovation. Now, we're excited to announce a new chapter in our journey - the launch of Octavius holiday resort. This ambitious project reflects our dedication to expanding our horizons and offering guests a truly immersive experience amidst the beauty of coffee country. This venture marks a natural extension of our commitment to excellence, inviting guests to experience the beauty and tranquillity of coffee country in a whole new way. At OPL, we believe in the profound connection between humanity and nature. It is with this ethos that we proudly unveil our visionary plans to create a resort – a harmonious blend of ecotourism, luxury hospitality, and conservation efforts set amidst the breathtaking landscapes of coffee country.

## **EVOLUTION OF OUR VISION**

Over the years, our journey has been guided by a deep-rooted appreciation for the natural beauty and cultural heritage of our region. As we've witnessed the growing interest in experiential travel and sustainable tourism, we've recognized an opportunity to further showcase the charm and allure of our coffee plantation through the creation of a classic resort. At our holiday resort, our vision is simple yet ambitious – to create a sanctuary where guests can escape the hustle and bustle of everyday life and immerse themselves in the natural beauty and tranquillity of our surroundings. Drawing inspiration from the rich heritage of our coffee plantation, we aim to offer a hospitality experience that is as authentic as it is luxurious.

## **SANCTUARY FOR NATURE**

Nestled within the verdant embrace of our coffee plantation, we will serve as a sanctuary for biodiversity, preserving the natural habitats of indigenous flora and fauna. Our aim is not only to provide guests with a tranquil escape but also to nurture an environment where wildlife thrives and ecosystems flourish.



## **CRAFTING EXPERIENCES**

From the moment guests arrive at our resort, they'll be greeted with warm hospitality and unparalleled attention to detail. Whether it's savouring a freshly brewed cup of our signature coffee, relaxing by the poolside with a book, or embarking on a guided tour of our plantation, every moment is designed to delight the senses and create lasting memories.

## **CREATING A DESTINATION**

Our resort will be more than just a place to stay – it will be a destination in its own right. Set amidst the lush greenery of our plantation, the resort will offer guests an immersive retreat where they can unwind, explore, and connect with nature. From luxurious accommodations to an array of amenities and activities, every aspect of the resort will be designed to elevate the guest experience and create lasting memories.

## **ECO - TOURISM EXPERIENCE**

Guests visiting us will have the opportunity to immerse themselves in the wonders of nature through a variety of eco-tourism activities. From guided nature walks and birdwatching expeditions to sustainable farming demonstrations and educational workshops, every experience will offer insight into the delicate balance of life within our ecosystem.



### **CONSERVATION INITIATIVES**

As stewards of the land, we are committed to implementing sustainable practices and conservation initiatives throughout the resort and nature park. This includes efforts such as reforestation projects, wildlife conservation programs, and the promotion of responsible tourism practices that minimize our ecological footprint.

### **SUSTAINABILITY AND RESPONSIBILITY AT THE CORE**

As with all our endeavours, sustainability will be at the forefront of resort's development. From eco-friendly design and construction practices to responsible management of resources, we are committed to minimizing our environmental impact and preserving the natural beauty of our surroundings for generations to come.

## NOTICE

Notice is hereby given that **40th Annual General Meeting ('AGM')** of the members of **M/s Octavius Plantations Limited** to be held on Monday, 30th Day of September, 2024, at 01:00 PM. Through video conferencing (VC) / other Audio visual means (OAVM) facility without the in person presence of members at the deemed registered Office of the Company situated at E-40/3 Okhla Phase II New Delhi - 110020 to transact the following business:

### AGENDA

#### ORDINARY BUSINESS

##### **Item No 1: Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial statements of the Company for the Financial year ended on 31st March, 2024 together report of the Board of Directors and the Auditors' thereon and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2024 together with the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

##### **Item No. 2: Re-Appointment of Ms. Princi Jain (08373160)**

To Appoint a director in place of Ms. Princi Jain (DIN: 08373160) who retires by rotation in terms of section 152 (6) of the companies Act, 2013 and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass with or without modification (s), the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** in accordance with the provisions of Section 152 and other applicable provisions of The Companies Act, 2013; Ms. Princi Jain (DIN: 08373160), who retires by rotation at this meeting, be and is hereby re-appointed as a Non-Executive Non- Independent Director of the Company."

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

**Registered Office: E-40/3, Okhla  
Phase-II New Delhi - 110011**

**SD/-  
RAJ KUMAR JAIN  
WHOLE TIME DIRECTOR  
DIN:- 03505168**

**DATE-6<sup>th</sup> September 2024**

**DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING  
[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015]**

<b>Particulars</b>	
<b>Name of the Director</b>	Mrs. Princi Jain
<b>Father's Name</b>	Mr. Daulat Kumar Jain
<b>DIN</b>	08373160
<b>DOB</b>	21.05.1994
<b>Qualification</b>	Graduated
<b>Years of Experience</b>	5
<b>Expertise in Specific functional area/ experience</b>	Business Development, Sales & Marketing
<b>Date of First appointment on the Board of the Company</b>	21/11/2023
<b>Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)</b>	17.7%
<b>Terms and conditions of his appointment</b>	At the Board Meeting held on Tuesday, 21 <sup>st</sup> November, 2023; She was appointed as Additional Non-Executive Non-Independent Director of the Company. At the Annual General Meeting She was regularized as Non-Executive Non- Independent Director liable to retire by rotation. Being eligible, She has now offered herself for re-appointment.
<b>Details of Remuneration</b>	NO
<b>Name of other public limited Companies, where he is Director including this listed entity</b>	Octavius Plantations Limited
<b>Directorship in other companies (excluding this Company, foreign companies and Section 8 companies)</b>	Uricity India Private Limited, Bajrang Devcon Private Limited and OTIL Logistics Private Limited
<b>Number of Meetings of the Board attended during the year</b>	04
<b>Relationship with other directorship and KMP</b>	NA

Memberships/ chairmanships of committee including this listed entity	NA
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## NOTES: -

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 (“the Act”) with respect to the Special Business set out in the Notice is annexed hereto and forms part of this Notice. Further, the disclosure pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) in respect of the Directors seeking appointment / re- appointment at this AGM are also annexed to this Notice.
  
2. In view of the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India from time to time (hereinafter referred to as “MCA and SEBI Circulars”), the Company is permitted to hold the 40th Annual General Meeting (“AGM”) through Video Conferencing (“VC”) /Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. The deemed venue for the 40th AGM shall be the Registered Office of the Company situated at E-40/3 Okhla Phase II New Delhi – 110020.  
  
 In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the relevant MCA and SEBI Circulars, the 40th AGM of the Company is being held through VC / OAVM. Members desirous of participating in the 40th AGM through VC/ OAVM, may refer to the procedures mentioned below.
  
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE 40TH AGM IS BEING HELD THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 68TH AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE. MEMBERS ATTENDING THE AGM THROUGH VC / OAVM SHALL BE COUNTED FOR THE PURPOSE OF RECKONING THE QUORUM UNDER SECTION 103 OF THE ACT.**
  
4. Since the AGM will be held through VC/OAVM, the Route Map to the venue of the AGM is not annexed to this Notice.
  
5. The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”), as the authorized agency for conducting the AGM and providing remote e-Voting and e-Voting facility at/ during the AGM of the Company. The instructions for participation by Members are given in the subsequent notes



6. Electronic copy of the Annual Report for FY 2023-24 and Notice of AGM are uploaded at 'Investor Relations' Section on the Company's website <https://octaviusplantations.com> and is being sent to all the Members whose email IDs are registered with the Company/ Depository Participants(s)/RTA for communication purposes and also on the website of BSE Ltd., at [www.bseindia.com](http://www.bseindia.com). Further, Notice of AGM is available on the website of CDSL, the agency engaged for providing e-voting facility, i.e. [www.evotingindia.com](http://www.evotingindia.com). Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
7. Members of the Company under the category of Institutional/Corporate Shareholders are encouraged to attend and vote at the AGM through VC. Corporate Members intending to authorize their representatives to participate, and vote are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by e-mail at [csdelhi@octavius.in](mailto:csdelhi@octavius.in) and the same should also be uploaded on the VC portal / e-Voting portal of CDSL.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Tuesday, August 24<sup>th</sup>, 2024 to Monday, August 30<sup>th</sup>, 2024** (both days inclusive) for the purpose of determining the eligibility of the Members to receive the dividend for the financial year ended March 31, 2024, if declared at the AGM
9. The relevant formats for Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website as well as the website of Cameo Corporate Services Limited the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
10. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the Company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.
11. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 25, 2022 read with Regulation 40 of SEBI Listing Regulations, as amended, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. Members can contact the Company or Abhipra Capital Limited, Company's Registrar and Share Transfer Agent for assistance in this regard.
12. In addition to above Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_ RTAMB/P/ CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/ Exchange of

securities certificate; Endorsement; Sub-division/ Splitting of securities certificate; Consolidation of securities certificates/ folios; Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR- 4, the format of which is available on the Company's website under the weblink at <https://octaviusplantations.com>;

13. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from <https://octaviusplantations.com>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
14. Members are requested to make all correspondence in connection with shares held by them by addressing letters directly to the Company Secretary of the Company or its **RTA**, namely **M/s Abhipra Capital Limited**, by quoting the Folio number or the Client ID number with DP ID number
15. In case of joint holders, 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 at the AGM.
16. In compliance with the MCA and SEBI Circulars, the Annual Report for FY 2023-24, the Notice of the 40th AGM and the Instructions for e-voting are being sent by electronic mode to all the Members whose e-mail addresses are registered with the Company / respective Depository Participants. Members may also note that the Annual Report for FY 2023-24 and the Notice convening the AGM are also available on the Company's website <https://octaviusplantations.com>, websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Central Depository Services (India) Limited ("CDSL") (agency for providing the Remote e-voting facility) at [www.evotingindia.com](http://www.evotingindia.com);
17. Soft copies of the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM;
18. E-voting (voting through electronic means):
  - a) The businesses as set out in this Notice may be transacted through electronic voting system. In compliance with the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, the Secretarial Standards on General Meetings (SS-2), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to the relevant MCA and SEBI Circulars, the Company is pleased to offer the facility of voting through electronic means, to all its members to enable them to cast their votes electronically. The Company has made necessary arrangements with CDSL to facilitate the members to cast their votes from a place other than venue of the AGM ("remote e-voting"). The facility for voting shall also be made available during the AGM through electronic voting and the members participating in the AGM who have not cast their vote by remote e-

voting shall be able to exercise their right during the AGM. The facility of casting votes by a member using remote e-voting as well as venue e-voting system on the date of the AGM will be provided by CDSL.

- b) In terms of provisions of Section 108 of the Act, as the Company is providing the facility of remote e-voting to the members, there shall be no voting by show of hands at the AGM.
  - c) The members can join the AGM through VC / OAVM mode 30 minutes before the scheduled time of the AGM and within 15 minutes after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available for 1,000 members on first come first served basis. This will be in addition to large members (members holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
  - d) The attendance of the members attending the AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
  - e) A person whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on Thursday, August 22, 2024, being the cut-off date shall be entitled to avail the facility of remote e-voting or e-voting during the AGM. Persons who are not members as on the cut-off date, but have received this Notice, should treat receipt of this Notice for information purpose only.
  - f) The members who have cast their vote by remote e-voting prior to AGM may also attend the AGM but shall not be entitled to cast their vote again.
  - g) Eligible members who have acquired shares after sending the Notice electronically and holding shares as on the cut-off date may approach the Company for issuance of the User Id and Password for exercising their right to vote by electronic means.
  - h) Process for those members whose e-mail ids / mobile numbers are not registered with the Company / Depositories:
    - a. Members holding shares in physical mode please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self- attested scanned copy of PAN card), Aadhaar Card (self-attested scanned copy of Aadhaar Card) by e-mail to Company/RTA e-mail id.
    - b. Members holding shares in demat mode please update your e-mail ID and mobile number with your respective DP.
    - c. Individual members holding shares in demat mode-please update your e-mail ID and mobile number with your respective DP which is mandatory for e-voting and joining the AGM through VC / OAVM through Depository.
19. Instructions for Members for remote voting, e-voting during AGM and joining the AGM through VC / OAVM are as under:
- a) **The voting period begins on Friday, September 27, 2024, at 9.00 am (IST) and ends on Sunday, September 29, 2024 at 5.00 pm (IST).** 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 Monday, September 23, 2024,** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter

- b) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c) Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- d) In terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

	<p>Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <ol style="list-style-type: none"> <li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ol>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account</li> </ol>

	number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual member (holding shares in demat mode) login through their DPs	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned websites.

[Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL](#)

Login Type	Helpdesk Details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

## Step 2

[Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.](#)

[Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.](#)

20. A proxy is allowed to be appointed under Section 105 of the Companies Act, 2013 to attend and vote at the general meeting on behalf of a member who is not able to attend personally. Since the EGM will be conducted through VC / OAVM, there is no requirement of appointment of proxies.

Hence, Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

21. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2024 to 30.09.2024 (both days inclusive).
22. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
23. In case of Joint Holders attending the AGM, the shareholders 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.
24. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
25. **Mr. Vijay Jain, a Practicing Company Secretary, Vijay Jain & Co. (Membership No. 50242)**, has been appointed as “Scrutinizer” to scrutinize the e-voting process and voting at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
26. Electronic copy of all the documents referred to in the accompanying Notice of the 40th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.octaviusplantations.com](http://www.octaviusplantations.com).
27. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of contracts or arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and documents referred to in the notice will be available for inspection by the members seeking to inspect such documents by sending an email to [csdelhi@octavius.in](mailto:csdelhi@octavius.in)
28. The proceedings of the AGM shall be deemed to be conducted at the Corporate Office of the Company at E-40/3, Okhla Phase-II, New Delhi- 110020, which shall be the deemed venue of the AGM.
29. Members seeking any information or clarification with regard to the accounts are requested to write to the Company at least TEN days in advance of meeting so that the required information can be readily available in the Meeting.
30. Members who are present in the meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the meeting;

31. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
32. Pursuant to the MCA Circulars, the Notice of the EGM is being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories and whose names appear in the Register of Members as on 23<sup>rd</sup> September, 2024. Copy of the Notice of the EGM is also available for download on the website of the Company at <https://www.octaviusplantations.com>, the e-voting portal i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and on the websites of the Stock Exchanges, i.e. BSE at <https://www.bseindia.com>

**GENERAL INSTRUCTIONS FOR ACCESSING AND PARTICIPATING IN THE EGM THROUGH VC/OAVM FACILITY AND VOTING THROUGH ELECTRONIC MEANS INCLUDING REMOTE E-VOTING:**

The remote e-voting period begins on Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M. The remote e-voting module shall be disabled by CDSL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Monday, 23<sup>rd</sup> September 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Monday, 23<sup>rd</sup> September 2024.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Friday, 27<sup>th</sup> September, 2024 at 09:00 A.M. and ends on Sunday, 29<sup>th</sup> September, 2024 at 05:00 P.M. 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 Monday, 23<sup>rd</sup> September 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.



In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

**STEP 1 : ACCESS THROUGH DEPOSITORIES CDSL/NSDL E-VOTING SYSTEM IN CASE OF INDIVIDUAL SHAREHOLDERS HOLDING SHARES IN DEMAT MODE.**

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (v) Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat</li> </ol>

	<p>Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> </ol>
<p>Individual Shareholders (holding</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click</p>

securities in demat mode) login through their  
**Depository Participants (DP)**

on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 022-4886 7000 and 022-2499 7000

**Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (vi) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a demat account holder has forgotten the 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.
- (xvii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xviii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, 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.

- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; csdelhi@octavius.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **10 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id.**

2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**

3. For Individual Demat shareholders – Please update **your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 22 55 33.

If a demat account holder has forgotten the 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.

Members can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while remote e-voting on your mobile.

4. Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice:

33. Other Instructions

- i. Mr. Vijay Jain, a Practicing Company Secretary, Vijay Jain & Co., (Membership No. 50242), Company Secretaries, Delhi has been appointed as the Scrutinizer to scrutinize both the remote e-voting process and e-voting process during the meeting in a fair and transparent manner.
- ii. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a consolidated scrutinizer's report of the total votes

cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not, and such report shall then be sent to the Chairman or a person authorized by him, within 2 (two) working days from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith.

- iii. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.octaviusplanttaions.com](http://www.octaviusplanttaions.com) and on the website of CDSL at [www.evoting.india.com](http://www.evoting.india.com) immediately after the declaration of results by the Chairman or a person authorized by him. The results shall also be forwarded to BSE Limited and National Stock Exchange of India Limited in the prescribed manner within the stipulated time.



## DIRECTOR'S 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, 2024.

### 1. COMPANY OVERVIEW:

OCTAVIUS PLANTATIONS LIMITED is a public limited company incorporated on 26<sup>th</sup> June 1984 under The Companies Act, 1956 and having its registered office at E-40/3, OKHLA INDUSTRIAL AREA, PHASE-2 NEW DELHI NEW DELHI South Delhi - 110020.

### 2. FINANCIAL SUMMARY / PERFORMANCE OF THE COMPANY

During the year under review, performance of your company as under: (in lakhs.)

Particulars	2022-2023 (Rs.)	2022-2023 (Rs.)
Total Revenue	2,445.14	2,223.19
<b>Total Expenses</b>	<b>2,249.58</b>	<b>1,991.98</b>
Net Profit Before Tax	195.56	231.21
Tax Expense	17.48	41.85
<b>Net Profit After Tax</b>	<b>178.08</b>	<b>189.36</b>
Earnings per Equity share (a) Basic and Diluted	5.94	6.31
<b>No. of Equity Share (face value of Rs. 10 each)</b>	3000000	3000000

### 3. OPERATION/ STATE OF COMPANY'S AFFAIRS

During the year under review, your Company recorded the turnover of Rs. 2183.79 against last year Rs. 2429.12. The net worth of the Company also increased substantially to Rs. 1637.85 as against Rs. 1637.85 as on 31.03.2023. 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.

**4. SETTING UP OF NEW HORIZON: FUTURE PLANS FOR RESORT DEVELOPMENT IN ADDITION TO OUR SPRAWLING PLANTATIONS**

WE HAVE HONOURED THE HERITAGE AND FLAVORS OF OUR REGION THROUGH OUR EXCEPTIONAL COFFEE. OVER THE YEARS, WE'VE EARNED A REPUTATION FOR QUALITY AND AUTHENTICITY, BECOMING A TRUSTED NAME AMONG COFFEE ENTHUSIASTS WORLDWIDE. NOW, AS WE VENTURE INTO THE WORLD OF HOSPITALITY, WE BRING THE SAME DEDICATION AND EXPERTISE TO CREATE UNFORGETTABLE EXPERIENCES FOR OUR GUESTS.

**5. REGISTERED OFFICE AND CORPORATE OFFICE OF THE COMPANY**

Pursuant to Section 12 of The Companies Act, 2013 and any other applicable provisions of The Companies Act, 2013 and Rules made thereunder (including any statutory modifications and re-enactment thereof for the time being in force), the Company has its Registered Office E-40/3, Okhla Industrial Area, Phase –II, New Delhi - 110020.

**6. DIVIDEND**

In view of strengthening the financial position of the Company and to enhance the reserve base of the Company, the Directors have not recommended any dividend during the financial year 2023-24.

**7. RESERVES**

During the year, the Company has total comprehensive Income of Rs. 177.44 (in Lakhs).

**8. SHARE CAPITAL & LISTING**

As on 31st March, 2024, the Company has Authorised 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.

**9. LISTING STATUS**

Your Company has paid the Annual Listing Fees for the Financial Year 2023-24 to the BSE Limited where the shares of the company are listed.

**10. 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.

**11. HOLDING, SUBSIDIARIES, JOINT VENTURES AND ASSOCIATES COMPANIES AS PER THE COMPANIES ACT, 2013:**

The Company does not have any holding, subsidiary, joint venture and associate companies as per The Companies Act, 2013.

## 12. QUALITY INITIATIVE

The Company continues to sustain its commitment to the highest levels of quality, superior service management, robust information security practices and mature business continuity management by successfully completing annual re-certification/surveillance audits for various industry standards and models.

## 13. BOARD MEETINGS, BOARD OF DIRECTORS & COMMITTEES OF DIRECTORS

### A. Board Meetings

The Board of Directors of the Company met 14 times during the financial year i.e., 17.04.2023, 29.05.2023, 11.08.2023, 17.08.2023, 04.09.2023, 12.09.2023, 25.10.2023, 07.11.2023, 13.11.2023, 21.11.2023, 14.12.2023, 12.01.2024, 29.01.2024 and 13.02.2024. 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

The present Composition of the Board of Directors is in compliance with the provision of section 149 of the Companies Act, 2013.

### 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:** The details of the Committee along with composition of Company's Audit Committee given below. During the year there were no instances where the Board had not accepted the recommendations of the Audit Committee.
2. **Nomination and Remuneration Committee:** The details of the Committee along with the composition and meetings held during the year under review are provided below. It recommends to the Board, inter alia, the Remuneration Package of Directors and Key and other Senior Managerial Personnel.

The policy for evaluation of Directors which contains evaluation criteria; such criteria include contributing to, monitoring and reviewing etc. and has acted upon the same. The particulars required to be furnished relating to the Policy on Directors' appointment and remuneration including criteria for determining qualification, positive attributes and independence of a Director and other related matters including remuneration of employees has been uploaded on the website of the Company.

3. **Stakeholders Relationship Committee:** Details of the Committee along with composition and meetings held during the year under below.

S. No	Name of the Committee	Composition of the Committee
1	<b>Audit Committee</b>	1. Ms. B C Poonamma      Chairperson 2. Mr. Anil kumar Ravindran      Member 3. Mr. Raj Kumar Jain      Member
2	<b>Nomination and Remuneration Committee</b>	1. Ms. B C Poonamma      Chairperson 2. Mr. Anil kumar Ravindran      Member 3. Mr. Raj Kumar Jain      Member
3	<b>Stakeholders Relationship Committee</b>	1. Ms. Princi Jain      Chairperson 2. Ms. B C Poonamma      Member 3. Mr. Raj Kumar Jain      Member

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

#### 14. **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 2023- 2024.

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.

#### 11. **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](http://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.

#### 12. **Independent Directors' Meeting**

During the year under review, the Independent Directors met on 25.03.2024, 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.

### **13. 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

### **14. Statutory Auditors**

At the Annual General Meeting held on December 26, 2022, **M/s. V.SINGHI & ASSOCIATES, Chartered Accountants**, Delhi were 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 2026-27.

**Observations by the Statutory Auditor are self-explanatory need not to elaborate further. Our management has reviewed and taken note of the same**

### **15. Statutory Auditors**

#### **Comments on Secretarial Auditors' report**

Mr. Suprabhat Chakraborty, Company Secretary has given secretarial audit report wherein it is observed that:

- a) Independent Directors of the company have not clear online self –assessment proficiency test as per the companies (Appointment and Qualification of Directors) Rules, 2014.

### **16. INTERNAL AUDITORS:**

M/s. Ravinder K Goyal, Chartered Accountant (Firm Registration Number: 013997N) have been appointed as Internal Auditors of the Company by complying with the provisions of Section 138 (1) of The Companies Act, 2013 read with Rule 13 of The Companies (Accounts) Rules, 2014.

### **17. INSTANCES OF FRAUD, IF ANY, REPORTED BY THE AUDITORS, 2015:**

There have been no instances reported by the Auditors to the Audit Committee or the Board under Section 143 (12) of The Companies Act, 2013.

### **18. INDIAN ACCOUNTING STANDARDS, 201**

The annexed financial statements complies in all the material aspects with The Indian Accounting Standards (IND AS) notified under Section 133 of The Companies Act, 2013 read with The Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of The Companies Act, 2013.

## **19. Directors' Responsibility Statement**

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

- a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d) the directors had prepared the annual accounts on a going concern basis; and
- e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively
- f) 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.

## **20. DECLARATION BY INDEPENDENT DIRECTORS**

All the Independent Directors of the Company have given their declaration to the Company under Section 149(7) of The Companies Act, 2013; that they meet the criteria of independence as provided under Section 149(6) of The Companies Act, 2013 read with Regulation 16(1)(b) of The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. The Board has also confirmed that they are not aware of any circumstances or situation which exist or may be reasonable anticipated that could impair or impact their ability to discharge their duties and that they are independent of the management.

## **21. MEETING OF INDEPENDENT DIRECTORS:**

A separate meeting of the Independent Directors was held during FY 25th March 2024; as per the provisions of Schedule IV (Code for Independent Directors) of The Companies Act, 2013 and Regulation 25(3) of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; in which the following matters were considered:

- Evaluation of the performance of Non-Independent Directors and the Board of Directors.
- Evaluation of the performance of the Chairman, taking into account the views of the Executive and Non- Executive Directors.
- Evaluation of the quality, content and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The Independent Directors expressed satisfaction with the overall performance of the Directors and the Board as a whole.

## **22. ANNUAL EVALUATION BY THE BOARD:**

The Board has carried out an annual evaluation of its own performance, Committees of the Board and individual Directors pursuant to the provisions of The Companies Act, 2013 and The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors expressed their satisfaction with the evaluation process.

## **23. CODE OF CONDUCT:**

The Company has laid down the rules for code of conduct for the Members of the Board and Senior Management Personnel of the Company. The code of conduct has also been posted on Company's website. In compliance with this code, the Board Members and Senior Management Personnel have affirmed their compliance with the code for the financial year ended on 31st March, 2024.

## **24. Extract of Annual Return**

Annual Return of the company as on March 31, 2024 is available on the company website and can be assessed at [www.octaviusplantations.com](http://www.octaviusplantations.com).

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

During the year under review, the provisions relating to sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013 are not applicable to company.

## **26. 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.

## **27. 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 during FY 2023-24.

## **28. Particulars of contracts or arrangements with related parties**

The details of Loans, Investments, Guarantees and Securities made during the financial year ended 31st March, 2024 as per the provisions of Section 186 of The Companies Act, 2013 and

Schedule V of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are given in the Notes to the Financial Statements forming part of Annual Report.

**29. DISCLOSURE UNDER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Disclosures pertaining to remuneration and other details required under Section 197(12) of The Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 have been annexed to this Board's Report.

**30. 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: Foreign Outgo: INR 46,77,187.00

**31. Deposits**

During the financial year under review, your Company has neither accepted nor renewed any deposits from the public or its employees within the meaning of Section 73 of The Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. The details of loans and advances, which are required to be disclosed in the annual accounts of the Company, are provided as part of the financial statements.

**32. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:**

During the financial year, the Company has complied with all the applicable Secretarial Standards issued by The Institute of Company Secretaries of India and approved by the Central Government from time to time.

**33. PROHIBITION OF INSIDER TRADING:**

As per The SEBI (Prohibition of Insider Trading) Regulation, 2015, the Company has adopted a Code of Conduct for Prevention of Insider Trading. The Company has appointed Ms. Suman, Company Secretary as Compliance Officer who is responsible for setting forth procedures and implementing of the code for trading in Company's securities.

**34. COST AUDIT AND COST RECORDS:**

During the financial year 2023-24; the provisions of Section 148 of The Companies Act, 2013 are not applicable to the Company.



**35. 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.

**36. Details of subsidiary/ Joint ventures/ Associates Companies.**

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

**37. 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.

**38. Website Link**

The web address of the Company is [www.octaviusplantations.com](http://www.octaviusplantations.com)

**39. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:**

The Management Discussion and Analysis Report, which gives a detailed account of state of affairs of the company's operations forms part of this Annual Report.

**40. SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURTS**

No significant and material order has been passed by the regulator, court, tribunal, statutory and quasi-judicial body impacting the going concern status of the Company and its future operations. During the year under review, no application was made or any proceedings pending against the Company under the Insolvency and Bankruptcy Code, 2016.

**41. 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.

**42. Change in The Nature of Business**

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

#### **43. 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 Secretarial Standard-1 (SS-1), the Company complies with the provisions of applicable Secretarial Standards in respect of the convening of the Board & General Meetings.

#### **44. Industrial Relations**

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

#### **45. Other Disclosure:**

- No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
- No Frauds has been reported by the auditors to the Audit Committee or the Board.
- There is no proceeding pending under the Insolvency & Bankruptcy code, 2016
- There was no instance of one-time settlement with any bank or Financial Institution.
- The Directors & the Senior Management Personnel of the company have affirmed the compliance with code of conduct, as applicable to them for the financial year ended on 31<sup>st</sup> March 2024.
- Disclosure with respect to demat suspense account/ unclaimed suspense account. There was no such share unclaimed in the Financial year under review.

#### **46. 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.

For Octavius Plantations Limited

Sd/-  
Raj Kumar Jain  
Whole time Director

Sd/-  
Princi Jain  
Director

Date:02.09.2024  
Place: New Delhi

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
As on financial year ended on 31 march, 2024

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

**I. REGISTRATION AND 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 and contact details	E-40/3, Okhla Industrial Area Phase – II, New Delhi, South Delhi – 110020 IN
Whether listed company	Company Listed on Bombay stock Exchange.
Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s Abhipra Capital Limited A-387, Dilkhush Industrial Area, G T Karnal Road, Azadpur Delhi – 110033.

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Coffee	9961127	79.84
2	Black Pepper	9961127	20.16



Foreign bodies- DR	0	0	0	0	0	0	0	0	0
Sub-Total (B)(2):-	579330	303140	882470	53.58	1304345	303140	1607485	53.58	0
Total Public Shareholding (B)=(B)(1)+ (B)(2)	579330	303140	882470	53.58	1304345	303140	1607485	53.58	0
c. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	2696860	303140	3000000	100%	2696860	303140	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 Shares	% of total Shares of the company	% of shares Pledged / encumbered to total shares	
1	Mr. Madan Lal Jain	93615	3.12	Not Pledged	93615	3.12	Not Pledged	-
2	Mrs. Shalini Jain	1013900	33.79	Not Pledged	1013900	33.8	Not Pledged	-
3	Ms. Akshita Jain	1010015	33.67	Not Pledged	285000	9.5	Not Pledged	-

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during of the year	
		No. of Shares	% of total shares of the co	No. of Shares	% of total shares of the co
<b>1.</b>	<b>Akshita Jain</b>				
	<b>At the beginning of the year</b>	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.):	(725015)	(24.17)	-	-
	<b>At the end of the year</b>	<b>285000</b>	<b>9.5</b>	-	-

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

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during of the year	
		No. of Shares	% of total shares of the co	No. of Shares	% of total shares of the co
<b>1.</b>	<b>Princi Jain</b>				
	<b>At the beginning of the year</b>	<b>76699</b>	<b>2.55</b>	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<b>455015</b>	<b>15.17</b>	<b>NIL</b>	<b>NIL</b>
	<b>At the end of the year</b>	<b>531714</b>	<b>17.72</b>	-	-
<b>2.</b>	<b>Sarang Jain</b>				
	<b>At the beginning of the year</b>	<b>80658</b>	<b>2.69</b>	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>At the end of the year</b>	<b>80658</b>	<b>2.69</b>	-	-
<b>3.</b>	<b>Madan Lal Jain &amp; Sons Huf</b>				
	<b>At the beginning of the year</b>	<b>33920</b>	<b>1.13</b>	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	<b>At the end of the year</b>	<b>33920</b>	<b>1.13</b>	-	-
<b>4.</b>	<b>Manju Gagar</b>				
	<b>At the beginning of the year</b>	<b>30564</b>	<b>1.02</b>	-	-

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	NIL	NIL	NIL	NIL
	<b>At the end of the year</b>	<b>30564</b>	<b>1.02</b>	-	-
<b>5.</b>	<b>Madan Lal Jain &amp; Sons</b>				
	<b>At the beginning of the year</b>	<b>20400</b>	<b>0.68</b>		
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweatequity etc.):	NIL	NIL	NIL	NIL
	<b>At the end of the year</b>	<b>20400</b>	<b>0.68</b>		

**E. Shareholding of Directors and Key Managerial Personnel.: NIL**

Shareholding at the beg of the year

Cumulative Shareholding during of the year

S.No	Particulars	No. of Shares	% of total shares of the co	No. of Shares	% of total shares of the co
<b>1.</b>	<b>PRINCI JAIN</b>				
	<b>At the beginning of the year</b>	<b>76699</b>	<b>2.55</b>	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):	<b>455015</b>	<b>15.17</b>	-	-
	<b>At the end of the year</b>	<b>531714</b>	<b>17.72</b>	-	-

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the year (Long term and Short Term)				
I) Principal Amount	15,294,757	0	0	15,294,757
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	0	0	0	0
* Addition	3,961,827	0	0	3,961,827
* Reduction	-	0	0	-
Net Change	3,961,827	0	0	3,961,827
Indebtedness at the end of the financial year(Long Term and Short Term)	0	0	0	0
I) Principal Amount	19,256,584	0	0	19,256,584
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
<b>Total (i+ii+iii)</b>	<b>19,256,584</b>	<b>0</b>	<b>0</b>	<b>19,256,584</b>

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

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

S.N.	Particulars of Remuneration	Name of MD/WTD/Manager	Total Amount		
	Gross salary	Raj Kumar Jain			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	3,36,000	-	-	3,36,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	© Profits in lieu of salary u Income- tax Act, 1961	-	-	-	-
	Stock Option	--	-	-	-
	Sweet Equity	-	-	-	-
	Commission - as % of pro - others	-	-	-	-
	Others, please specify	-	-	-	-
	Total (A)	3,36,000	-	-	3,36,000
	Ceiling as per the Act: Remuneration is within Li	-	-	-	11 % of Net Profit



**B. Remuneration to other directors:**

S.N.	Particulars of Remuneration	Name of Directors			
		BC Ponnamma	Anjana Jain	Nalini Jain	
1	Independent Directors	BC Ponnamma	Anjana Jain	Nalini Jain	Anil Kumar Ravindran
	Fee for attending board committee meetings	216000	0	0	40,000
	Commission				
	Others, please specify				
	Total (1)	216000	0	0	40,000
2	Other Non-Executive Directors	Princi Jain			
	Fee for attending board committee meetings				
	Commission	-			
	Others, please specify	-			
	Total (2)	-			
	Total (B)= (1+2)	-			
	Total Management Remuneration				0
	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**

S.N.	Particulars of Remuneration	Key Managerial Personnel		
		CS	CFO	Total
1.	<b>Gross Salary</b>			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	90000	702000	1242000
		450000		
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961			
	© Profits in lieu of salary under section 17(3) Income- tax Act, 1961			
2.	Stock Option			
3.	Sweet Equity			
4.	Commission - as % of profit - others, specify...			
5.	Others, please specify			
	<b>Total</b>	<b>540000</b>	<b>702000</b>	<b>1242000</b>

**7. Penalties / Punishment / Compounding of Offences: NIL**

Type	Section of the Companies Act	Brief Description	Details	Authority (RD/NCLT/COURT)	Appeal made, if any
<b>A. Company</b>		NIL			
Penalty					
Punishment					
Compounding					
<b>B. Directors</b>		NIL			
Penalty					
Punishment					
Compounding					
<b>C. Other Officers In Default</b>		NIL			
Penalty					
Punishment					
Compounding					

For Octavius Plantations Limited

Sd/-  
Raj Kumar Jain  
Whole time Director

Sd/-  
Princi jain  
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 amongst themselves.
3. **QUORUM**

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

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

The duties of the Audit Committee shall be:

  - A. oversight of the listed entity's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
  - B. recommendation for appointment, remuneration and terms of appointment of auditors of the listed entity;
  - C. approval of payment to statutory auditors for any other services rendered by the statutory auditors;

- D. reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
- matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
  - changes, if any, in accounting policies and practices and reasons for the same;
  - major accounting entries involving estimates based on the exercise of judgment by management;
  - significant adjustments made in the financial statements arising out of audit findings;
  - compliance with listing and other legal requirements relating to financial statements;
- E. reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- F. reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- G. reviewing and monitoring the auditor's independence and performance, and effectiveness of Audit process;
- H. approval or any subsequent modification of transactions of the listed entity with related parties including giving omnibus approval subject to and in compliance with applicable laws and related party transaction policy of the Company;
- I. scrutiny of inter-corporate loans and investments;
- J. valuation of undertakings or assets of the listed entity, wherever it is necessary;
- K. evaluation of internal financial controls and risk management systems;
- L. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- M. reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- N. discussion with internal auditors of any significant findings and follow up there on;
- O. reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- P. to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- Q. to review the functioning of the whistle blower mechanism;
- R. approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- S. Carrying out any other function as is mentioned in the terms of reference of the audit committee.
- T. management discussion and analysis of financial condition and results of operations;
- U. statement of significant related party transactions (as defined by the audit committee), submitted by management;

- V. management letters / letters of internal control weaknesses issued by the statutory auditors;
- W. internal audit reports relating to internal control weaknesses; and
- X. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
- Y. statement of deviations:
  - quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7).

## **7. MINUTES**

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

## **8. ANNUAL GENERAL MEETING**

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

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

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

## **10. AUTHORITY**

The Audit Committee is authorised by the Board to:

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

## **11. RECOMMENDATIONS**

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

## **12. CONFIDENTIALITY**

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

**13. AMENDMENTS**

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

**For Octavius Plantations Limited**

**Sd/-  
Raj Kumar Jain  
Whole time Director**

**Sd/-  
Princi Jain  
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 Iris wants to promote integrity, professional conduct in the employees of the Company as well as to devise a mechanism to safeguard deviations from the standards defined in this policy. This mechanism is intended to provide mechanism for reporting genuine concerns and grievances to the management of the Company. So that these concerns can be dealt in a fair and unbiased manner as provided in Section 177(9) and Section 177(10) of the Companies Act 2013 read with rule 7 of chapter XII of the Companies Act. This whole mechanism shall be overseen by the Audit committee of the Company.

#### **2. OBJECTIVE**

- a. To encourage and provides a channel to the employees and directors of the Company to report to the management concerns about unethical behavior, legal concerns, fraudulent behavior, 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  
E-40/3, Okhla Industrial Area, Phase-2,  
New Delhi, South Delhi-110020

**(Vigilance Officer)**

C/O Octavius Plantations Limited E-40/3,  
Okhla Industrial Area, Phase-2,  
New Delhi, South Delhi-110020



- 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:
  - Brief facts;
  - Whether the same disclosure was raised previously by anyone, and if so, the outcome thereof;
  - 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 discretion 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 cooperate 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 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.

**For Octavius Plantations Limited**

**Sd/-  
Raj Kumar Jain  
Whole Time  
Director**

**Sd/-  
Princi Jain  
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 lays down the framework that enables future activities to take place in a consistent and controlled manner;
  - c. To ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed;
  - d. To have the culture, processes and structures in the Company that is directed towards the effective management of potential opportunities and adverse effects;
  - e. To have a balance between the cost of managing risk and the anticipated benefits;
  - f. Improving decision making, planning and prioritization by comprehensive and structured understanding of business activities, volatility and opportunities/ threats;
  - g. To create awareness among the employees to assess risks on a continuous basis and develop risk mitigation plans in the interest of the Company;
  - h. Provide a system for setting of priorities when there are competing demands on limited resources;
  - i. Contributing towards more efficient use/ allocation of the resources within the organization;
  - j. Reducing volatility in various areas of the business;
  - k. To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices.

#### 3. REGULATORY REQUIREMENT

- 3.1 This Risk management policy has been framed as per the following below mentioned regulatory requirements:
  - a. **Section 134(3) of the Companies Act, 2013:**
    - 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

## Annexure -IV (Contd.)

### 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:
  - The Company has an integrated framework of control, based on formal procedures and appropriate delegation of authority and responsibility;
  - 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.

## **Annexure -IV**

- 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.

**For Octavius Plantations Limited**

**Sd/-  
Raj Kumar Jain  
Whole time Director**

**Sd/-  
Princi Jain  
Director**

## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

In this Management Discussion and Analysis Report, your Directors present a comprehensive overview of the company's performance, achievements and prospects for the financial year ended on 31st March, 2023. This report aims to provide stakeholders with insights into the company's operations, key financial metrics, risk management, opportunities, threats and future outlook.

### **NATURE OF BUSINESS**

The outlook for the Indian economy in the financial year 2023 is cautiously optimistic, with several key factors shaping its trajectory. After experiencing a rebound from the pandemic-induced downturn, the economy entered a phase of steady growth in the previous years, and this momentum is expected to continue.

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

### **Industry Structure and Developments**

Tea being a Seasonal Industry, the plantation activities is subject to the vagaries of nature. The crop yield depends on the climatic conditions to a very large extent. The steps are initiated by the management for increasing the crop yields by implementing necessary improved agricultural practices. This is very essential for the growth and betterment of the Industry. Tea has established itself as a wellness and lifestyle beverage and several varieties of tea are emerging in the market opening up new avenues.

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 the economic downturn may negatively impact the speciality coffee growth curve – which was hitherto driven by the café culture and a desire to experience new offerings – we do see a shift in Roasters' preference towards reliable coffee companies. We continue to diversify our portfolio and seek growth opportunities in major consumption and growth markets. Our pursuit to gain substantial market share in all key geographies will be backed by continuous product development efforts and relentless pursuit of customer centricity.

Tea being essentially an agricultural produce, is always subject to enviro-climatic inconsistencies which affects both quality and quantity of produce and thereby your Company's performance. The costs of production of tea, comprises of various inputs which are required to be met by the Company as stipulated under various statutes including the Plantation Labour Act. Thus after meeting the costs. Global tea production is rising every year and so is the consumption. The key challenges faced by the Industry are selling prices not keeping pace with the rising costs, climate change. The escalation of wages and other input costs



such as gas, fuel, electricity, pesticides, fertilizers etc. makes the Indian tea in competitive in the international 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 home grown 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. Coffee consumption has only entered the urban, young demographic. For companies to be more profitable, they have to focus on their rural marketing applications to increase profitability.

### **Segment-wise or Product-wise Performance**

Company had generated its revenue from the sale of coffee and coffee beans, 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 authorized, 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's internal control system are commensurate with its size and it ensures operational efficiency, accuracy in financial reporting and compliance of applicable laws and regulations. These are reviewed from time to time and improved upon, where required. The internal audit is carried out by external firms of Chartered Accountants besides checks carried out by the Cost Auditors, the Secretarial Auditors and the Statutory Auditors during the course of their respective audits. The different sets of auditors periodically visit the Company's units, their reports are looked into by the Management and by the Audit Committee for effecting corrective action/improvement as may be called for.

### **Outlook**

Tea and Coffee are common man's drink and is consumed widely throughout the country. The domestic production of tea is almost sufficient to meet the internal demands. Weather is of prime importance for Tea manufacturing industry for achieving the production target for the Industry. Due to vagaries of the weather the production of tea fluctuates within a given range. The outlook for the tea industry appears to be positive. due to increasing demand and consumption

Coffee Market is growing. 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 market is anticipated to reach US\$ 134.25 billion in 2024. Factors such as increasing out of home coffee consuming population, rapid urbanization, rising e-commerce retail sales, accelerating disposable income, increasing instant coffee preferences in emerging economies are expected to drive the market. However, the growth of the industry would be challenged by weather uncertainties and retails consolidations.
- 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 the most valuable assets of the Company and thus adequate care is taken by the Company for their development and wellbeing.

Your Company deeply appreciates the performance and cooperation of the employees during the year and look forward to maintain cordial relations in the years to come.

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:

<b>PARTICULARS</b>	<b>2023-24</b>	<b>2022-23</b>
Total Revenue	2,445.14	2,223.19
Total Expenses	2,249.58	1,991.98
Net Profit Before Tax	195.56	231.21
Tax Expenses	17.48	41.85
Net Profit After Tax	178.08	189.36
Earning per Equity Shares a) Basic & Diluted	5.94	6.31
No. Of Equity share ( Face value	30,000,000	30,000,000

Material Developments in Human Resources/Industrial Relations Front

The relationship with the employees was harmonies 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.

For Octavius Plantations Limited

Sd/-

Sd/-

**Raj kumar Jain**  
Whole Time Director

**Princi Jain**  
Director

## **CERTIFICATE ON DISQUALIFICATION OF DIRECTORS**

A certificate has been received from Ms. Kanchan, Practising Company Secretaries, that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

### **CEO/CFO CERTIFICATION** **(Pursuant to Regulation 17(8) of SEBI (LODR)** **Regulations, 2015)**

In terms of regulation 17(8) of SEBI (LODR) Regulations, 2015, Chief Financial officer (CFO) of the Company has certified to the Board that:

A. We has reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company code of conduct.

C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.

D. We have indicated to the auditors and the Audit committee that:

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies made during the year and the same have been disclosed in the notes to the financial statements; and
3. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-  
**RAJ KUMAR JAIN**  
WTD

Sd/-  
**NAGARAJ MRAMACHANDRA RAO**  
CFO

## DECLARATION OF COMPLIANCE WITH THE CODE OF CONDUCT

The Company has adopted a Code of Conduct for Directors and Senior Management of the Company, as required by earlier Clause 49 of the Listing Agreement now as per Schedule-V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received confirmation from the Directors and Senior Management regarding compliance with the code for the year ended March 31, 2023

### DISCLOSURE OF REMUNERATION UNDER SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

As per the provision of section 197 of the Companies Act, 2013 read with Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2016 every listed company are required to disclose following information in Board Report.

Ratio of Remuneration of each Director to the median Remuneration of the Employees of the company for the Financial Year

Name	Ratio to median
Raj Kumar Jain	0.51

Note: All Non-Executive Directors are paid sitting fees and hence not considered for comparison of median remuneration.

Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any in the Financial Year

Name	% increase
NAGARAJ MRAMACHANDRA RAO - CFO	NO CHANGE
Suman Negi - CS	NO CHANGE
Percentage increase in the median remuneration of employee in the financial year	NO CHANGE
Number of permanent employees on the Roll of the Company	15
Average percentile increase already made in the Salaries of the employees other than the Managerial Personnel from last Financial Year	NIL
Average percentile increase already made in the Salaries of the Managerial Personnel from the last Financial Year	NIL

Comparison with the percentile increase in the Managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial remuneration.: There is no change in the Managerial Remuneration.

We affirm that the Remuneration paid to the Managerial and Non-Managerial Personnel is as per the Remuneration policy of the Company.

On behalf of the Board of Directors

Sd/-

**RAJ KUMAR JAIN**  
DIRECTOR

**FORM NO. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2024

*[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**  
CIN: L65910DL1984PLC018466  
E-40/3, OKHLA INDUSTRIAL AREA,  
PHASE-2 NEW DELHI  
Delhi - 110020

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

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31<sup>st</sup>, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31<sup>st</sup>, 2024, according to the provisions of:

- a) The Companies Act, 2013 (the Act) and the rules made there under;
- b) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- c) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- d) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- e) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - (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 (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the Company during the Audit Period)**

- (d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulation, 2014; **(Not applicable to the Company during the Audit Period)**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the Company during the Audit Period)**
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable to the Company during the Audit Period)** and;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable to the Company during the Audit Period)**

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

1. *The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 (the "LODR");*
2. *Secretarial Standard issued by The Institute of Company Secretaries of India;*

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:

**1. Independent directors of the Company have not clear online self-assessment proficiency test as per the Companies (Appointment and Qualification of Directors) Rules, 2014.**

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.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda 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.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

I further report that there is scope to improve the systems and processes in the company and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period the company had following events which had



bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, etc.

The Company has made investment in 5,67,000 equity shares of Tamilnadu Mega Food Park Ltd which is more than 20% of paidup share capital of the said company and the said company is in strike off as per MCA portal.

**M/s Suprabhat & Co**  
**Company Secretary in Practice**  
**SuprabhatChakraborty.**  
**Proprietor**  
**ACS No. – 41030**  
**C.P No. – 15878**  
**UDIN: A041030F001110494**  
**Peer Review Certificate no.:2284/2022**

**Date :- 02.09.2024**

**Place :- Kolkata**

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.

**“Annexure A”**

TO  
THE MEMBERS  
OCTAVIUS PLANTATIONS LTD

My Report of even date is to be read along with this letter.

1. Maintenance of Secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and process as were 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. I believe that the process and practices, I 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, I 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, standards is the responsibility of management. My examination was limited to the verification of procedure 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.

**M/s Suprabhat & Co**  
**Company Secretary in Practice**  
**SuprabhatChakraborty.**  
**Proprietor**  
**ACS No. – 41030**  
**C.P No. – 15878**  
**UDIN: A041030F001110494**  
**Peer Review Certificate no.:2284/2022**

**Date :- 02.09.2024**  
**Place :- Kolkata**

## **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2023-2024**

Members are hereby informed that according to Regulation 15 (2) and 27(2) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the compliance of Corporate Governance is not applicable to the listed entity having paid up equity share capital not exceeding Rs. 10 Cr and Net worth not exceeding Rs. 25 Cr.

In this regard, the company falls under criteria of Regulation 15 (2) (a) and is claiming exemption under Regulation 15(2), as the paid up capital and net worth of our Company are Rs. 3, 00, 00,000 (Rupees Three Crore Only) and Rs. 1815.29/- (in lacs) respectively as on 31st March 2024, therefore, the company was not required to comply with the Regulation 27 of SEBI (LODR) Regulation, 2015.

By the order of Board  
For **Octavius Plantations Limited**

Sd/-  
**Raj Kumar Jain**  
Whole Time Director

**CEO/CFO CERTIFICATION**

**Compliance Certificate as required under Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
The Board of Directors  
**Octavius Plantations Limited,**

I, to the best of my knowledge and belief, certify that

- A. I have reviewed financial statements and the cash flow statement for the financial year 2022- 23 and that to the best my knowledge and belief:
- i. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violates of the Company's code of conduct.
- C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and i have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps i have taken or propose to take to rectify these deficiencies.
- D. I have disclosed, based on my evaluation wherever applicable to the Auditors and the Audit Committee that;
- i. there were no significant changes in internal controls over financial reporting during the year;
  - ii. there are no significant changes in accounting policies during the year, and
  - iii. there were no instances of significant fraud of which i am become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

By the order of Board  
For **Octavius Plantations Limited**

Date:29.05.2024  
Place: Bangalore

Nagaraj Mramachandra Rao  
Chief Financial Officer

DECLARATION REGARDING CODE OF CONDUCT

Declaration regarding compliance by Board Members and Senior Management Personnel with the Code of Conduct under Regulation 17 (5) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In accordance with Regulation 17 (5) SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015, I hereby confirm that all the Directors and the Senior Management personnel of the Company have affirmed the compliance with Code of Conduct, as applicable to them for the financial year ended on 31st March, 2024.

By the order of Board  
For Octavius Plantations Limited

Sd/-  
Nagaraj Mramachandra Rao  
Chief Financial Officer

Date: 29.05.2024

Place: Bangalore

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