



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

E-mail: csdelhi@octavius.in

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai 400001

Scrip Code – 500800

Sub: Integrated Annual Report for FY 2024-25 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

Dear Sir, Madam,

This is in furtherance to our letter dated 25.08.2025, wherein the Company had informed that the 41st Annual General Meeting ('AGM') of the Company will be held on Monday, September 29, 2025 at 01:00 P.M. (IST) through Video Conference/Other Audio Visual Means. Pursuant to Regulation 34(1) of the SEBI Listing Regulations, please find enclosed the Integrated Annual Report of the Company along with the Notice of the 41st AGM and other Statutory Reports for the Financial Year 2024-25. The same is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/its Registrar and Transfer Agent (RTA)/Depository Participants (DPs). Further, in accordance with Regulation 36(1)(b) of the SEBI Listing Regulations, the Company is also sending a letter to shareholders whose e-mail addresses are not registered with Company/RTA/DPs providing the weblink from where the Integrated Annual Report can be accessed on the Company's website.

The Integrated Annual Report for FY 2024-25 is also uploaded on the Company's website and can be accessed at www.octaviusplantations.com

We request you to take this on record and to treat the same as compliance with the applicable provisions of the SEBI Listing Regulations.

Yours Sincerely,

Octavius Plantations Limited

For Octavius Plantations Limited

Raj Kumar Jain

Raj Kumar Jain

Whole Time Director

Director/ Authorised Signatory



Octavius[®]
CRAFTING FLAVOURS SINCE 1898

ANNUAL REPORT - 2024-25



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



BOARD OF DIRECTORS

Chairman, Executive Director: MR. RAJ KUMAR JAIN

Non-Executive Director : MRS. PRINCI JAIN

Independent Director : MRS. BOPPANDA CHENGAPPA PONNAMMA

Independent Director : MR. ANIL KUMAR RAVINDRAN

CFO : MR. NAGARAJ MRAMACHANDRA RAO

AUDITORS : V. SINGHI & ASSOCIATES CHARTERED
ACCOUNTANTS FOUR MANGOE LANE, SURENDRA
MOHAN GHOSH SARANI, GROUND FLOOR, KOLKATA -
700001

BANKERS : SBI AND INDIAN BANK.

REGISTERED OFFICE : E - 40 / 3 , OKHLA INDUSTRIAL AREA, PHASE-II,
NEW DELHI - 110020

REGISTRAR AND TRANSFER AGENT : M/s ABHIPRA CAPITAL LIMITED
A-387, ABHIPRA COMPLEX, DILKHUSH INDUSTRIAL
AREA, G T KARNAL ROAD, AZADPUR DELHI 110033

EMAIL ID :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 the 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.



we believe that growth is meaningful only when we evolve together—our business, our people, our partners and the communities we serve. Our leadership team, driven by a legacy of trust and innovation, is committed to advancing transparency and fostering robust stakeholder engagement;

Vision

Our vision is to improve access to healthy, natural, and safe food for our consumers through our portfolio of great-tasting products designed to enhance health and well-being.

Community Welfare Initiative

At Octavius Plantations limited, we believe in giving back to the community and making a positive impact on the lives of those around us. As part of our commitment to community welfare and sustainable development, we recently organized an initiative to support local communities and promote animal welfare.





- On August 16, 2025, our team visited an Anganwadi center, where we interacted with dedicated workers who contribute significantly to early childhood care and development. We provided essential items to support their daily efforts, including:
 - Tables, cookers, and mats for the Anganwadi center
 - Gum boots and lunch boxes for needy individuals
 - School bags for students, encouraging education and supporting young learners
- **Animal Welfare**
 In addition to our community welfare initiative, we also arranged and collected feed for cows, ensuring their nourishment and health. This reflects our organization's belief in compassionate care and sustainable practices.



- **Impact**
 Our initiative has made a positive impact on the lives of the people and animals we served. We've been able to:
 - Support early childhood care and development
 - Provide essential items to needy individuals
 - Encourage education and support young learners
 - Promote animal welfare and sustainable practices

At Octavius Plantations limited, we're committed to building stronger, healthier communities through thoughtful and impactful actions. We believe that small gestures can make a big difference, and we're proud to be able to contribute to both human and animal welfare through this initiative.

➤ **Future Plans**

We plan to continue our community welfare initiatives and expand our reach to make a positive impact on more lives. We'll also continue to prioritize animal welfare and sustainable practices in our operations.

We would like to thank our team members and partners for their support and contributions to this initiative. Your efforts have made a significant difference in the lives of those we've served.

Sustainability Milestone

We're proud to announce that our estate has successfully completed the certification process and has been awarded the Rainforest Alliance Certificate. This prestigious recognition reflects our commitment to responsible farming practices, environmental care, and social well-being.

➤ **Compliance with Sustainable Agriculture Standard**

Our estate has demonstrated compliance with the Rainforest Alliance's Sustainable Agriculture Standard, which emphasizes:

- Environmental conservation and biodiversity
- Social responsibility and fair labor practices
- Economic viability and sustainable farming practices

➤ **This achievement underscores our dedication to:**

- Responsible farming practices that minimize environmental impact
- Environmental care and conservation of natural resources
- Social well-being and fair labor practices

➤ **This certification brings numerous benefits, including:**

- Enhanced environmental sustainability
- Improved social and labor conditions
- Increased market access and credibility

We'll continue to uphold the principles of sustainable agriculture and strive for continuous improvement in our practices.

NOTICE

Notice is hereby given that 41st **Annual General Meeting** ('AGM') of the members of **M/s Octavius Plantations Limited** to be held on Monday, 29th Day of September, 2025, 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, 2025 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, 2025 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: To appoint a director in place of Ms. Princi Jain (08373160), who retires by rotation and being eligible and offer herself for re-appointment

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."

SPECIAL BUSINESS

Item No. 3: Appointment of Ms. Kanthi Priya Midathada (PAN: ASLPM0170C) as a Director and as an Independent Director

To consider and if thought fit, to pass the following resolution as a Special Resolution

"RESOLVED THAT Ms. Kanthi Priya Midathada (PAN: ASLPM0170C) who was appointed as an Additional Director of the Company with effect from September 4, 2025 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and Article 132 of the Articles of Association of the Company, and who is eligible for appointment and who has consented to act as a Director of the Company and in respect of whom the

Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, under the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Ms. Kanthi Priya Midathada (PAN: ASLPM0170C), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from September 29, 2025 upto September 28, 2030 (both days inclusive) be and is hereby approved."

Item No. 4: TAKE NOTE OF COMPLETION OF TENURE / CESSATION OF INDEPENDENT DIRECTORS

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

RESOLVED THAT Ms. Boppanda Chengappa Ponnamm (DIN: **07076432**) shall cease to be an Independent Directors of the Company upon completion of 2 consecutive terms of 5 years each at the closure of business hours on 28.09.2025;

RESOLVED FURTHER THAT any director, be and is hereby jointly as well as severally authorised to take necessary action and do all such acts, deeds and things as and when required for convening the said Annual General Meeting of the Company."

Item No. 5: Appointment of Secretarial Auditors

To consider and, if thought fit, to pass the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force], and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and based on the recommendation of the Audit Committee and the approval of the Board of Directors of the Company, consent of the Company be and is hereby accorded for appointment of M/s Suprabhat & Co, Company Secretaries (C.P No. – 15878) as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing on April 1, 2025, until March 31, 2030, to conduct Secretarial Audit of the Company and to furnish the Secretarial Audit Report.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to fix the annual remuneration plus applicable taxes and out of pocket expenses payable to them during their tenure as the Secretarial Auditors of the Company, as determined by the Audit Committee in consultation with the said Secretarial Auditors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take such steps and do all such acts, deeds, matters, and things as may be considered necessary, proper, and expedient to

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

**Registered Office: E-40/3, Okhla
Phase-II New Delhi - 110011
DATE- 25th August 2025**

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

**DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT IN THE FORTHCOMING
ANNUAL GENERAL MEETING**

**[PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE
REQUIREMENTS) REGULATIONS, 2015]
AND SECRETARIAL STANDARD -2 ON GENERAL MEETING**

Particulars	
Name of the Director	Mrs. Princi Jain
Father's Name	Mr. Daulat Kumar Jain
DIN	08373160
Designation	Non-Executive (Non-Independent) Director
DOB	21.05.1994
Qualification	Graduated & Chartered Accountant
Years of Experience	5
Expertise in Specific functional area/ experience	Business Development, Sales & Marketing
Date of First appointment on the Board of the Company	21/11/2023
Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)	17.7%
Terms and conditions of his appointment	At the Board Meeting held on Tuesday, 21 st 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.

Details of Remuneration	NO
Name of other public limited Companies, where he is Director including this listed entity	Octavius Plantations Limited
Directorship in other companies (excluding this Company, foreign companies and Section 8 companies)	Uricity India Private Limited, Bajrang Devcon Private Limited and OTIL Logistics Private Limited
Number of Meetings of the Board attended during the year	09
Relationship with other directorship and KMP	NA
Memberships/ chairmanships of committee including this listed entity	NA

Particulars	
Name of the Director	Ms. Kanthi Priya Midathada
Father's Name	Mr. Vara PrasadMidathada
DIN	
Designation	Additional Non-Executive Independent Director
DOB	03.08.1988
Qualification	Graduated & Chartered Accountant
Years of Experience	
Expertise in Specific functional area/ experience	Business Development, Sales & Marketing
Date of First appointment on the Board of the Company	04.09.2025
Shareholding in the company as on date of this report (including shareholding as a beneficial Owner)	NIL
Terms and conditions of his appointment	Ms. Kanthi Priya Midathada (PAN: ASLPM0170C), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act read with the Rules framed

	thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from September 29, 2025 upto September 28, 2030 (both days inclusive)
Details of Remuneration	NO
Name of other public limited Companies, where he is Director including this listed entity	-
Directorship in other companies (excluding this Company, foreign companies and Section 8 companies)	-
Number of Meetings of the Board attended during the year	0
Relationship with other directorship and KMP	NA
Memberships/ chairmanships of committee including this listed entity	NA

S. No.	Particulars	Details
	Name of the Director	Ms. Boppanda Chengappa Ponnamma
	DIN	07076432
1	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	The Members of the Company had at their 36 th Annual General Meeting held on 29.09.2020, approved the re-appointment of Ms. Boppanda Chengappa Ponnamma (DIN: 07076432) as Non-Executive Independent Directors of the Company, to hold office for a second term of five (consecutive) years commencing from 29 September 2020 to 28 September 2025; Accordingly, Ms. Boppanda Chengappa Ponnamma (DIN: 07076432) cease to be Independent Directors of the Company with effect from 29 September 2025 consequent to the completion of their second term of appointment;
2	Date of appointment /	Date of cessation: 28 September 2025

	reappointment / cessation (as applicable) & term of appointment/reappointment;	Term of appointment: Not Applicable
3	Brief Profile (in case of appointment)	Not Applicable
4	Disclosure of relationships between Directors (in case of appointment of a director)	Not Applicable

NOTES: -

1. Pursuant to the General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 ", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ('AGM') through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") the Company is convening the 41st AGM through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI'), vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 ('SEBI Circulars') and other applicable circulars issued in this regard, has provided relaxations from compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). In compliance with the provisions of the Companies Act, 2013 ('the Act'), the Listing Regulations and MCA Circulars, the 41st AGM of the Company is being held through VC/OAVM on Monday, September 29, 2025 at 1:00 p.m. IST. The deemed venue for the AGM will be the Registered Office of the Company i.e. E-40/3, Okhla Phase – II, New Delhi - 110020
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM 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 THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. As per the provisions of clause 3.A.II. of the General Circular No. 20/2020 dated May 5, 2020, issued by the MCA, the matters of Special Business as appearing at Item Nos. 3 to 4 of the accompanying Notice, are considered to be unavoidable by the Board and hence, form part of this Notice

4. The Explanatory Statement pursuant to Section 102 of the Act in respect of the business under Item Nos. 3 to 4 set out above and the relevant details in respect of the Directors seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('Secretarial Standard') are annexed hereto. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
5. Institutional Members/Corporate Members (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG format) of their respective Board or governing body Resolution, Authorization, etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-Voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail to **Mr. Vijay Jain, a Practicing Company Secretary, Vijay Jain & Co.** with a copy marked to evoting@CDSL.com & csdelhi@octavius.in. Institutional Members/Corporate Members can also upload their Board Resolution/Power of Attorney/Authority Letter, by clicking on "Upload Board Resolution/Authority letter", etc. displayed under 'e-Voting' tab in their Login.
6. Only registered Members of the Company may attend and vote at the AGM through VC/OAVM facility
7. 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 as on the cutoff date will be entitled to vote at the AGM.
8. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. 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.
10. In line with the MCA Circulars and the SEBI Circulars, the Notice of the AGM along with the Integrated Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ('NSDL') and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories')/Registrar & Transfer Agent ('RTA'), unless any Member has requested for a physical copy of the same. The Notice of AGM and Integrated Annual Report 2024-25 are available on the Company's website at <https://www.octaviusplantations/annual-reports/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com. The AGM Notice is also available on the website of CDSL at www.evoting.cdsi.com.
11. Electronic copies of all the documents referred to in the accompanying Notice of the AGM and the Explanatory Statement shall be made available for inspection. During the 80th AGM, Members may access the scanned copy of the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act; the Register of

Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at csdelhi@octavius.in

12. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holding should be verified from time to time
13. Non-Resident Indian Members are requested to inform the Company's RTA immediately of:
 - a) Change in their residential status on return to India for permanent settlement;
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier
14. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, PAN, mandates, nomination, power of attorney, bank details, bank account number, MICR code, IFSC, etc.:
 - a) For shares held in electronic form: to their DPs.
 - b) Shares held in physical form: The following details/ documents should be sent to the Company's RTA latest by Monday, September 22, 2025.
 - ✓ Form ISR-1 along with supporting documents. The said form is available on the website of the Company at <https://www.octavius.in/newsroom/investor-contacts/> and on the website of the RTA at <https://web.in.abhipra/KYC-downloads.html>
 - ✓ Cancelled cheque in original, bearing the name of the Member or first holder, in case shares are held jointly.
 - ✓ Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
 - ✓ Self-attested copy of the PAN Card of all the holders; and
 - ✓ Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.
15. 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 dematerialized 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, Members 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 at www.octaviusplantation.com and on the website of the Company's RTA. It may be noted that any service request can be processed only after the folio is KYC Compliant.

16. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or the Company's RTA, for assistance in this regard.
17. **SEBI HAS MANDATED SUBMISSION OF PAN BY EVERY PARTICIPANT IN THE SECURITIES MARKET. MEMBERS HOLDING SHARES IN ELECTRONIC FORM ARE, THEREFORE, REQUESTED TO SUBMIT THEIR PAN DETAILS TO THEIR DEPOSITORY PARTICIPANTS. MEMBERS HOLDING SHARES IN PHYSICAL FORM ARE REQUESTED TO SUBMIT THEIR PAN DETAILS TO THE COMPANY'S RTA.**
18. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
19. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in ISR-3 or SH-14 as the case may be. The said forms can be downloaded from our website at <https://www.octaviusplantations.com/investor-contacts/> and website of the Registrar and Transfer Agent ('RTA'). Members are requested to submit the said details to their Depository Participants in case the shares are held by them in dematerialized form and to the Company's RTA in case the shares are held by them in physical form, quoting their folio number.
20. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD- 1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.
Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.
21. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form
22. The Company has made special arrangement with the RTA and CDSL for registration of email addresses in terms of the MCA Circulars for Members who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically. Eligible Members whose email addresses are not registered with the Company/DPs are to register the same with the RTA on or before 5:00 p.m. IST on Monday, September 22, 2025 pursuant to which, any Member may receive on the email address provided by the Member the Notice of this AGM along with the Annual Report 2024-25 and the procedure for remote e-voting along with the login ID and password for remote e-voting.

- i. Process for registration of email addresses with RTA is as under:
 - (a) Visit the link <https://www.abhipra.com/>
 - (b) Select the name of the Company from dropdown.
 - (c) Enter details in respective fields such as DP ID and Client ID (if you hold the shares in demat form) / Folio no. and Certificate no. (if shares are held in physical form), Name of the Shareholder, PAN details, mobile number and e-mail ID)
 - (d) System will send OTP on mobile number and e-mail ID.
 - (e) Enter OTP received on mobile number and e-mail ID and submit.

After successful submission of the e-mail address, CDSL will email a copy of the Notice of this AGM along with the Integrated Annual Report of 2024-25 as also the remote e-Voting user ID and password on the e-mail address registered by the Member. In case of any queries, Members may write to rta@abhipra.com or evoting@cdsl.com

- ii. Registration of email address permanently with RTA/DP: Members are requested to register the email address with their concerned DPs, in respect of shares held in demat mode and with RTA, in respect of shares held in physical mode, by writing to them rta@abhipra.com
 - iii. Alternatively, those Members who have not registered their email addresses are required to send an email request to rta@abhipra.com along with the following documents for procuring user id and password for e-voting for the resolutions set out in this Notice:
 - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
 - b) In case shares are held in demat mode, please provide DPID-Client ID (8 digit DPID + 8 digit Client ID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhar Card.
23. Those Members who have already registered their email IDs are requested to keep the same validated with their DP/RTA to enable serving of notices/ documents/Annual Reports and other communications electronically to their email ID in future.
24. VOTING BY MEMBERS:
- a) In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI Listing Regulations (as amended), MCA Circulars and the SEBI Circulars, the Company is providing its Members the facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means (by using the electronic voting system provided by CDSL) either by (i) remote e-voting prior to the AGM (as explained at 'point no. (f)' herein below or (ii) remote e-voting Notice during the AGM (as explained at 'point no. (g)' herein below below). Instructions for Members for attending the AGM through VC/ OAVM are explained in 'point no. (h)' herein below
 - b) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Monday, September 22, 2025 ('cut-off date') shall be entitled to vote in respect of the shares held, by availing the facility of remote e-voting prior to the AGM or remote evoting during the AGM.
 - c) Members of the Company holding shares either in physical form or electronic form, as on the

cutoff date of Monday, September 22, 2025, may cast their vote by remote e-Voting. The remote e-Voting period commences on Friday, September 26, 2025 at 9:00 a.m. (IST) and ends on Sunday, September 28, 2025 at 5:00 p.m (IST). The remote e-Voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- d) The Members can opt for only one mode of remote e-voting i.e. either prior to the AGM or during the AGM. The Members present at the Meeting through VC/OAVM who have not already cast their vote by remote e-voting prior to the Meeting shall be able to exercise their right to cast their vote by remote e-voting during the Meeting. The Members who have cast their vote by remote e-voting prior to the AGM are eligible to attend the Meeting but shall not be entitled to cast their vote again.
- e) The Board of Directors has appointed **Mr. Vijay Jain, a Practicing Company Secretary, Vijay Jain & Co. (Membership No. 50242)**, as the Scrutinizer to scrutinize the remote e-voting process, in a fair and transparent manner.

- f) THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Friday, September 26, 2025 at 9:00 a.m. (IST) and ends on Sunday, September 28, 2025 at 5:00 p.m (IST). 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, September 22, 2025 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, September 22, 2025.

25. 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.

26. 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 26, 2025, at 9.00 am (IST) and ends on Sunday, September 28, 2025 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 22, 2025**, 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 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.

- 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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN

	<p>No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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</p>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & 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.
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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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.com 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.](#)

27. 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.

28. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2025 to 30.09.2025 (both days inclusive).
29. 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.

30. 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.
31. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
32. **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.
33. 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.
34. 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
35. 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.
36. 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.
37. 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;
38. 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.
39. 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 appears in the Register of Members as on 23rd September, 2025. 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 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, 26th September, 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 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, 22nd September 2025, 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, 22nd September 2025.

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, 26th September, 2025 at 09:00 A.M. and ends on Sunday, 28th September, 2025 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, 22nd September 2025 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"> 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 www.cdslindia.com and click on login icon & New System Myeasi Tab. 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com 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 & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” “Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 & voting during the meeting
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</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 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.</p>

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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.
 - 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 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 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.
 - 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 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 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:

40. 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 and on the website of CDSL at 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.

41. Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch and holding shares as of the cut-off date i.e. Monday, September 22, 2025 may obtain the login ID and password by sending a request at evoting@cdsl.co.in or the Company/RTA.
42. However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot user Details/Password' or 'Physical user Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000. In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e. Monday, September 22, 2025, may follow steps mentioned in the notes to Notice under 'Access to CDSL e-Voting system'.
43. **DECLARATION OF RESULTS ON THE RESOLUTIONS:**
 - The Scrutinizer shall, immediately after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have carried or not, to the Chairman or a person authorized by him in writing.
 - The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.octaviusplantations.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Ltd., where the securities of the Company are listed.
 - Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. September 29, 2025

EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('Act'), given hereunder sets out all material facts relating to the special business mentioned at Item Nos. 4 to 5 of the accompanying Notice dated May 13, 2025.

Item No.: 1

Based on recommendation of the Nomination and Remuneration Committee ('NRC'), the Board appointed Ms. Kanthi Priya Midathada (PAN: ASLPM0170C) as an Additional Director of the Company and also an Independent Director not liable to retire by rotation, for a term of five years, i.e., from September 29, 2025 upto September 28, 2030 (both days inclusive), subject to approval by the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ('the Act') and Article 132 of the Articles of Association of the Company, Ms. Kanthi Priya Midathada (PAN: ASLPM0170C) shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director. The profile and specific areas of expertise of Ms. Kanthi Priya Midathada (PAN: ASLPM0170C) are provided as Annexure to this Notice.

Ms. Kanthi Priya Midathada has given her declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated, that could impair or impact his ability to discharge his duties, with an objective independent judgement and without any external influence. She has also give her consent to act as a Director.

In the opinion of the Board, Ms. Kanthi Priya Midathada is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and She is independent of the Management.

Given her experience, the Board considers it desirable and in the interest of the Company to have Ms. Kanthi Priya Midathada on the Board of the Company and accordingly the Board recommends the appointment of Ms. Kanthi Priya Midathada as an Independent Director as proposed in the Special Resolution set out at Item No. 3 of the accompanying Notice for approval by the Members.

Except for Ms. Kanthi Priya Midathada and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

She fulfils the conditions specified in this Act for such an appointment.

Item No.: 2

S. No.	Particulars	Details
	Name of the Director	Ms. Boppanda Chengappa Ponnamma
	DIN	07076432
1	Reason for change viz. appointment, reappointment, resignation, removal, death or otherwise	The Members of the Company had at their 36 th Annual General Meeting held on 29.09.2020, approved the re-appointment of Ms. Boppanda Chengappa Ponnamma (DIN: 07076432) as Non-Executive Independent Directors of the Company, to hold office for a second term of five (consecutive) years commencing from 29 September 2020 to 28 September 2025; Accordingly, Ms. Boppanda Chengappa Ponnamma (DIN: 07076432) cease to be Independent Directors of the Company with effect from 29 September 2025 consequent to the completion of their second term of appointment;
2	Date of appointment / reappointment / cessation (as applicable) & term of appointment/reappointment;	Date of cessation: 28 September 2025 Term of appointment: Not Applicable
3	Brief Profile (in case of appointment)	Not Applicable
4	Disclosure of relationships between Directors (in case of appointment of a director)	Not Applicable

She fulfils the conditions specified in this Act

Item No.: 3

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ('the Act'), every listed company and certain other prescribed categories of companies are required to annex a Secretarial Audit Report, issued by a Practicing Company Secretary, to their Board's report, prepared under Section 134(3) of the Act.

Furthermore, pursuant to recent amendments to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), every listed entity and its material Subsidiaries in India are required to conduct Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 04.09.2025, has approved the appointment of M/s Suprabhat & Co, Company Secretary in Practice, (C.P No. – 15878) as the Secretarial Auditors of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 to March 31, 2030 subject to approval of the Members at the Annual General Meeting.

Furthermore, in terms of the amended regulations, M/s Suprabhat & Co has provided a confirmation that they have subjected themselves to the peer review process of the Institute of Company Secretaries of India and hold a valid peer review certificate. M/s Suprabhat & Co has confirmed that they are not disqualified from being appointed as Secretarial Auditors and that they have no conflict of interest. M/s Suprabhat & Co has further furnished a declaration that they have not taken up any prohibited non secretarial audit assignments for the Company.

While recommending M/s Suprabhat & Co for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, its existing experience in the Company's business segments, its industry standing, the clientele it serves, and its technical expertise. M/s Suprabhat & Co was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The terms and conditions of the appointment of M/s Suprabhat & Co include a tenure of five (5) consecutive years, commencing from April 1, 2025 upto March 31, 2030 at a remuneration as may be mutually agreed between the Board and the Secretarial Auditors.

Additional fees for statutory certifications and other professional services will be determined separately by the management, in consultation with M/s Suprabhat & Co and will be subject to approval by the Board of Directors and/ or the Audit Committee.

M/s Suprabhat & Co has provided its consent to act as the Secretarial Auditors of the Company and has confirmed that the proposed appointment, if made, will be in compliance with the provisions of the Act and the SEBI Listing Regulations. Accordingly, approval of the shareholders is sought for appointment of M/s Suprabhat & Co as the Secretarial Auditors of the Company.

None of the Directors, Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

BOARD'S REPORT

To The Members,

The Board of Directors are delighted to present the 41st Annual Report on the business and operations of Octavius Plantations Limited the ("**Company**") along with the summary of Standalone Audited Financial Statements for the year ended March 31, 2025.

In compliance with the applicable provisions of the Companies Act, 2013, ('the Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), this Board's Report is prepared based on the standalone financial statements of the Company for the year under review.

1. COMPANY OVERVIEW:

OCTAVIUS PLANTATIONS LIMITED is a public limited company incorporated on 26th 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	2024-2025 (Rs.)	2023-2024 (Rs.)
Total Revenue	2,875.57	2,445.14
Total Expenses	2,780.31	2,249.58
Net Profit Before Tax	95.25	195.56
Tax Expense	8.24	17.48
Net Profit After Tax	87.11	178.08
Earnings per Equity share (a) Basic and Diluted	2.90	5.94
No. of Equity Share (face value of Rs. 10 each)	3000000	3000000

3. OPERATION/ STATE OF COMPANY'S AFFAIRS

During the year under review, your Company recorded the turnover of Rs. 2,875.57 against last year Rs. 2,445.14. 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 2024-25.

7. RESERVES

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

As permitted under the Act, the Board does not propose to transfer any amount to general reserve and has decided to retain the entire amount of profit for FY 2024-25 in the retained earnings.

8. SHARE CAPITAL & LISTING

As on 31st March, 2025, 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 2025-26 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 as on March 31, 2025.

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 meetings are convened regularly to review and determine the Company's business policies and strategies, alongside other key governance matters. It maintains robust operational oversight with quarterly meetings featuring comprehensive presentations.

The Board of Directors of the Company met 09 times during the financial year i.e., 01.04.2024, 29.05.2024, 12.08.2024, 1.09.2024, 06.09.2024, 13.11.2024, 25.11.2024, 29.01.2025 and 12.02.2025. 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 Board of the Company is comprised of eminent persons with proven competence and integrity. Besides the experience, strong financial acumen, strategic astuteness and leadership qualities, they also have a significant degree of commitment towards the Company and devote adequate time to the meetings and preparation.

As on March 31, 2025, the Board consists of 4 Directors comprising of 2 Independent Directors, 1 Non-Executive and 1 Executive Directors; In terms of the requirement of the SEBI Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of the Company's businesses for effective functioning.

In the opinion of the Board, all the Directors, including the Directors re-appointed during the year under review possess the requisite experience & expertise and hold high standards of integrity.

Mrs. Princi Jain (DIN: 08373160) Non-Executive, Non-Independent Director of the Company, who retired by rotation in terms of Section 152(6) of the Act, was re-appointed by the Members at the 40th Annual General Meeting held on 30 Sep 2024.

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

Re-appointment of Director retiring by rotation

In terms of the provisions Section 152(6) of the Act, Mrs. Princi Jain (DIN: 08373160) Non-Executive, Non-Independent Director of the Company, retires by rotation at the ensuing Annual General Meeting. A resolution seeking her re-appointment, forms part of the Notice convening the ensuing Annual General Meeting scheduled to be held on

September 29, 2025. The profile along with other details of Mrs. Princi Jain are provided in the annexure to the Notice of the AGM.

Pecuniary relationship or transactions with the Company

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than sitting fees, commission as applicable and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board/ Committee(s) of the Company, If any.

KEY MANAGERIAL PERSONNEL

As on March 31, 2025, the following are the Key Managerial Personnel (“KMPs”) of the Company as per Sections 2(51) and 203 of the Act:

- a) Mr. Raj Kumar Jain, Whole Time Director & Chief Executive Officer,
- b) Mrs. Princi Jain, Non-Executive Director,
- c) Mr. Nagaraj M Ramachandra Rao, Chief Financial Officer
- d) Ms. Suman Negi, Company Secretary & Compliance Officer

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:

- Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders’ Relationship Committee
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 review.

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

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 2024- 2025.

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 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 25.03.2025, inter alia, to discuss:

- Evaluation of the performance of Non Independent Directors and the Board of Directors as a whole;
- 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

The Company's vigil mechanism allows the Directors and employees to report their concerns about unethical behaviour, actual or suspected frauds or violation of the code of conduct /business ethics as well as to report any instance of leak of Unpublished Price Sensitive Information. The vigil mechanism provides for adequate safeguards against victimization of the Director(s) and employee(s) who avail of this mechanism. No person has been denied access to the Chairman of the Audit Committee. The Whistle-Blower Policy of the Company can be accessed on the Company's website at: <https://www.octaviusplantations.com/>

14. DISCLOSURES AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at the workplace and has formulated a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules thereunder for prevention and redressal of complaints of sexual harassment at workplace. Awareness programs were conducted by the Company, details of which can be accessed at <https://www.octaviusplantations.com/>

15. Statutory Auditors

Based on the recommendation of the Audit Committee and the Board of Directors, Members of the company at the Annual General Meeting held on December 26, 2022, appointed **M/s. V.SINGHI & ASSOCIATES, Chartered Accountants**, 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 and authorized the Board to finalize the terms and conditions of re-appointment, including remuneration of the Statutory Auditor for the period, based on the recommendation of the Audit Committee.

The Statutory Auditors' Report does not contain any qualifications, reservations, adverse remarks or disclaimers. Statutory Auditors of the Company have not reported any fraud as specified under Section 143(12) of the Act, in the year under review.

Further, Statutory Auditors in their report expressed an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls.

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

16. Secretarial Auditors

Pursuant to the amended provisions of Regulation 24A of the SEBI Listing Regulations and Section 204 of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors have approved the appointment and remuneration of **Mr. Suprabhat Chakraborty, Company Secretary** in Practice (ACS No. 41030, Certificate of Practice No. 15878) as the Secretarial Auditor of the Company for a term of five (5) consecutive years, effective from April 1, 2025 till March 31, 2030. The Board has recommended his

appointment for approval of the Members at the ensuing Annual General Meeting (AGM).

A brief profile and other relevant details of Mr. Suprabhat Chakraborty are provided in the Notice convening the ensuing AGM.

Mr. Suprabhat Chakraborty has consented to act as the Secretarial Auditor of the Company and confirmed that his appointment, if approved, would be within the limits prescribed under the Companies Act, 2013 and SEBI LODR Regulations. He has further confirmed that he is not disqualified to be appointed as the Secretarial Auditor under the applicable provisions of the Act, rules made thereunder, and SEBI Listing Regulations.

The Secretarial Audit Report for the Financial Year ended March 31, 2025, issued by the Secretarial Auditor, does not contain any qualification, reservation, adverse remark or disclaimer. The said Report is annexed to this Board's Report as Annexure-4.

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.

17. 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.

18. 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.

19. 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.

20. RELATED PARTY TRANSACTIONS

The Company has a well-defined process of identification of related parties and transactions with related parties, its approval and review process. The Policy on Related Party Transactions as formulated by the Audit Committee and the Board is hosted on the Company's website and can be assessed at <https://www.octaviusplantations.com/>. During the year under review, the Board of Directors had revised the Policy on Related Party Transaction in order to align the said policy with the amendments made in Regulation 23 of SEBI Listing Regulations.

All contracts, arrangements and transactions entered by the Company with related parties during FY 2024-25, were in the ordinary course of business and on an arm's length basis and were carried out with prior approval of the Audit Committee. All related party transactions that were approved by the Audit Committee were periodically reported to the Audit Committee. Prior approval of the Audit Committee was obtained for the transactions which were planned and/or repetitive in nature and omnibus approvals were also taken as per the policy laid down for unforeseen transactions.

In FY 2024-25, none of the contracts, arrangements and transactions with related parties, required approval of the Board/ Shareholders under Section 188(1) of the Act and Regulation 23(4) of the SEBI Listing Regulations.

None of the transactions with related parties are material in nature or falls under the scope of Section 188(1) of the Act. The information on transactions with related parties pursuant to Section 134(3) (h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form No. AOC-2 does not apply to the Company for the FY 2024-25 and hence the same is not provided. The details of the transactions with related parties during FY 2024-25 are provided in the accompanying financial statements.

21. ANNUAL RETURN

Pursuant to Section 134(3)(a) of the Act, the Annual Return of the Company prepared as per Section 92(3) of the Act for the financial year ended March 31, 2025, is available on the Company's website and can be accessed at <https://www.octaviusplantations.com/> In terms of Rules 11 and 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return shall be filed with the Registrar of Companies, within prescribed timelines.

22. PARTICULARS OF EMPLOYEES

The information containing details of employees as required under Section 197 of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is provided in this report

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report.

Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary.

23. Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by the management and the relevant Board Committees including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and operating effectively during FY 2024-25.

Pursuant to Section 134 of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that for the financial year ended March 31, 2025:

- 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.

24. 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.

25. 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.

26. 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.

27. 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.

28. 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.

29. 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.

30. 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 FY 2024-25 to which the balance sheet relates and the date of the board report, which require disclosure in the accounts.

31. Particulars of loans, guarantees or investments under section 186

The particulars of loans, guarantees and investments covered under the provisions of Section 186 of the Act have been disclosed in the financial statements.

32. 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.

33. 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.

34. 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 earning: INR 200.01

35. Deposits from Public

The Company has not accepted any deposits from the public during the year under review. No amount on account of principal or interest on deposits from the public was outstanding as on March 31, 2025.

36. 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.

37. 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.

38. COST AUDIT AND COST RECORDS:

During the financial year 2024-25; the provisions of Section 148 of The Companies Act, 2013 are not applicable to the Company.

39. 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.

40. Details of subsidiary/ Joint ventures/ Associates Companies.

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

41. 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.

42. Website Link

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

43. 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.

44. 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.

45. 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.

46. Change in The Nature of Business

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

47. 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.

48. Industrial Relations

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

49. 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 31st March 2025.
- Disclosure with respect to demat suspense account/ unclaimed suspense account. There was no such share unclaimed in the Financial year under review.

50. 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:04.09.2025
Place: New Delhi

FORM NO. MGT 9

Annexure 1

DECLARATION BY THE CEO ON CODE OF CONDUCT

[Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

I, **Mr. Raj Kumar Jain**, Whole Time Director of the Company, hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the FY 2024-25.

Date: 23.08.2025

For Octavius Plantations Limited

Raj Kumar Jain
Director

Annexure 2

CEO/CFO Certification in respect of Financial Statements and Cash Flow Statement
[pursuant to regulation 17 (8) of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015]
For the Financial Year ended March 31, 2025

We have reviewed the Financial Statements and the Cash Flow Statement for the year ended March 31, 2025, and we hereby certify and confirm to the best of our knowledge and belief the following:

- a. The Financial Statements and Cash Flow statement do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
- b. The Financial Statements and the Cash Flow Statement together present a true and fair view of the affairs of the Company and are in compliance with existing accounting standards, applicable laws and regulations.
- c. There are no transactions entered in to by the Company during the year ended March 31, 2025, which are fraudulent, illegal or violative of Company's Code of Conduct.
- d. We accept responsibility for establishing and maintaining internal controls for Financial Reporting and we have evaluated the effectiveness of these internal control systems of the Company pertaining to financial reporting. Deficiencies noted, if any, are discussed with the Auditors and Audit Committee, as appropriate, and suitable actions are taken to rectify the same.
- e. There have been no significant changes in the above-mentioned internal controls over financial reporting during the relevant period.
- f. That there have been no significant changes in the accounting policies during the relevant period.
- g. We have not noticed any fraud particularly those involving the management or an employee having a significant role in the Company's internal control system over Financial Reporting.

For Octavius Plantations Limited

Raj Kumar Jain
Director

Nagaraj Mramachandra Rao
CFO

Annexure 3

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

To
The Members of
Octavius Plantations Limited
E-40/3, Okhla Phase – II, Delhi – 110020

I have examined the relevant registers, records, forms return and disclosures received from the Directors of Octavius Plantations Limited and having registered office at E-40/3, Okhla Phase – II, Delhi – 110020 (hereinafter referred to as “the Company”) produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) and Schedule V Para C clause (10) (i) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in as considered necessary and explanations furnished to me by the Company and its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended March 31, 2025 has been debarred or disqualified from being appointed or continuing as Directors of the Companies by the SEBI, MCA or any such other Statutory Authority.

S. No.	DIN	Full Name	Date of Appointment
1.	03505168	RAJ KUMAR JAIN	31/08/2016
2.	07076432	BOPPANDA CHENGAPPA PONNAMMA	28/02/2015
3.	08519787	ANIL KUMAR RAVINDRAN	27/08/2021
4.	08373160	PRINCI JAIN	21/11/2023

Ensuring the eligibility for appointment / continuity of every director on the Board is responsibility of the Management of the Company. My responsibility is to express an opinion based on my verification. This certificate neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Kanchan
Practising Company Secretary
Membership No.: 14710
Peer Review Certificate No. –

UDIN: A038245G000987710

Date: 12.08.2025

Place: Delhi



SUPRABHAT & CO
(COMPANY SECRETARY IN PRACTICE)
1 CROOKED LANE, ROOM NO. 333
3RD FLOOR, KOLKATA – 700069
MOBILE: 9732595866
E-mail: suprabhatcs08@gmail.com
suprabhat_cs08@yahoo.com

Annexure 4

Secretarial Audit Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[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 31st, 2025 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 31st, 2025, 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 paid-up 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: A041030G001094313

Peer Review Certificate no.:2284/2022

Date :- 27.08.2025

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: A041030G001094313

Peer Review Certificate no.:2284/2022

Date :- 27.08.2025

Place :- Kolkata

Annexure 5

PARTICULARS OF EMPLOYEE

The information required under section 197 (12) of the Companies Act, 2013 read with rule 5 (1) of the (Companies Appointment and Remuneration of Managerial Personnel) Rules 2014, for the financial year ended March 31, 2025, is given below:

- a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Directors	Ratio to median remuneration
Raj Kumar Jain	1.74
Princi Jain	0
CHENGAPPA.J.B	0
Anil Kumar Raviendran	0

Notes: *Median remuneration computation is based on a total employee headcount of 9.

- b) The number of permanent employees on the rolls of the Company as on March 31, 2025, was 9 employees
- c) Affirmation that the remuneration is as per the remuneration policy of the Company:
The Company affirms that the remuneration is as per the Remuneration Policy of the Company.
- d) The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of this report. Further, the report and the accounts are being sent to the members excluding the aforesaid Annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any shareholder interested in obtaining a copy of the same may write to the Company.

For Octavius Plantations Limited

Raj Kumar 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 among themselves.
3. **QUORUM**

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

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

The duties of the Audit Committee shall be:

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

7. DECISIONS AND REPORTING

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

8. PENALTIES

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

9. SECRECY AND CONFIDENTIALITY

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

3. REGULATORY REQUIREMENT

- 3.1 This Risk management policy has been framed as per the following below mentioned regulatory requirements:
 - a. **Section 134(3) of the Companies Act, 2013:**
 - There shall be attached to financial statements laid before a company in general meeting, a report by its Board of Directors, which shall include—
 - (n) A statement indicating development and implementation of a risk management policy for the company including identification therein of elements of risk, if any, this in the opinion of the Board may threaten the existence of the company



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 (Contd.)

- 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, 2024. 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 2024 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:

PARTICULARS	2024-25	2023-24
Total Revenue	2875.58	2,445.14
Total Expenses	2780.32	2,249.58
Net Profit Before Tax	95.26	195.56
Tax Expenses	8.25	17.48
Net Profit After Tax	87.01	178.08
Earning per Equity Shares a) Basic & Diluted	2.90	5.94
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

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	1.74

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	9
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

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2024-25

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

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, 2025.

By the order of Board
For Octavius Plantations Limited

Sd/-
Nagaraj Mramachandra Rao
Chief Financial Officer

Date: 23.08.2025
Place: Bangalore

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

INDEPENDENT AUDITOR'S REPORT

To the Members of Octavius Plantations Limited

Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying Financial Statements of OCTAVIUS PLANTATIONS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2025, the Statement of Profit and Loss (including other comprehensive income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the Financial Statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Financial Statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2025, its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

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

Emphasis of Matter

- Bearer plants have not been accounted for in accordance with Ind AS 16 respectively.
- Property, Plant and Equipment register was under updation for financial year ended 31st March, 2025.

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current year. These matters were addressed in the context of our audit of the financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Key Audit Matter	How our audit addressed the key audit matter
<p>Refer Note 1.2 (e) to the financial statements – “Use of estimates and critical accounting judgements – disclosure of contingent liabilities”, Note 32 to the financial statements “Contingent Liabilities and Commitments”.</p> <p>The Company has exposure towards significant tax litigation for direct and indirect taxes as set out in the aforesaid Notes.</p> <p>There is a high level of judgement required in estimating the level of provisioning and appropriateness of disclosure of those litigations in the financial statements.</p> <p>The value of the litigations together with the level of judgement involved make it a significant matter for our audit.</p>	<p>Our procedures included the following:</p> <ul style="list-style-type: none"> – Examined the list of outstanding litigations against the Company. – Read the latest correspondences between the Company and the regulatory authorities for significant matters. – Discussed the status of significant litigation with the Company’s senior management personnel and assessing their responses. – Examined opinions obtained by the Company from external advisors. – Exercised our professional judgement, and discussed with the Company’s tax officers, their views and strategies on significant cases, as well as the related technical grounds relating to their conclusions based on applicable tax laws. – Assessed and validated the appropriateness of the disclosures made in the financial statements. <p>Based on the above work performed, the assessment in respect of litigations and related disclosures relating to contingent liabilities/other significant litigations in the financial statements is considered to be reasonable.</p>

Information Other than the Financial Statements and Auditor’s Report Thereon

The Company’s Board of Directors is responsible for the other information. The other information comprises the information included in the Directors’ Report along with its Annexures, Management Discussion and Analysis Report and Report on Corporate Governance but does not include the Financial Statements and our Auditor’s Report thereon.

Our opinion on the Financial Statements does not cover the other information and we do not express any form of assurance or conclusion thereon.

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

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

Based on the work we have performed, on the other information that we obtained prior to the date of Auditor's report and if we conclude that there is a material misstatement of this information, we are required to report that fact.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged With Governance for the Financial Statements

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

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

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

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

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

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

- Identify and assess the risks of material misstatement of the Financial Statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations or the override of internal control.
- Obtain an understanding of internal controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to the Financial Statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our Auditor's Report to the related disclosures in the Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our Auditor's Report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Financial Statements, including the disclosures, and whether the Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current year and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the said Order, to the extent applicable.
2. As required by section 143(3) of the Act, we report that:
 - a) we have sought and obtained all the information and explanations which, to the best of our knowledge and belief, were necessary for the purposes of our audit;
 - b) in our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid Financial Statements comply with the Indian Accounting Standards specified under Section 133 of the Act;
 - e) on the basis of the written representations received from the directors as on 31st March, 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;
 - f) with respect to the adequacy of the internal financial controls with reference to Financial Statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - g) with respect to the other matters to be included in the Auditors' Report in accordance with the requirements of section 197(16) of the Act, the Company has complied with the provisions of Section 197 read with Schedule V to the Act, relating to managerial remuneration.
 - h) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its Financial Statements. Refer Note 32 to the Financial Statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts due which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - iv. (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate)

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend to or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) as provided under (a) and (b) above, contain any material misstatement.

- v. The company has not declared or paid any dividend during the year.
- vi. Based on our examination, including test checks, the company has utilized accounting software with an audit trail (edit log) feature for maintaining its books of account, which has been consistently operated throughout the year for all relevant transactions. During our audit, we did not find any instance of the audit trail feature being tampered with and the audit trail has been preserved by the company as per statutory requirements for record retention.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No.: 311017E

Place: Kolkata
Date: 27th May, 2025

(D. Pal Choudhury)
Partner
Membership No. 016830
UDIN: 25016830BMJNKG5474

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Annexure - A to the Independent Auditor's Report

Annexure referred to in Independent Auditor's Report to the members of Octavius Plantations Limited on the Financial Statements for the year ended 31st March, 2025:

- i. a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of its Property, Plant and Equipment.

(B) The Company does not have intangible assets for the financial year ended 31st March, 2025;

- b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Property, Plant and Equipment have been physically verified by the management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the management during the year and as evident, no material discrepancies have been noticed on such verification.

- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Title Deeds of immovable properties as disclosed in the Financial Statements are held in the name of the Company.

- d) The company has not revalued its Property Plant Equipment or intangible assets or both during the year.

- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, no proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

- ii. a) According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management and, in our opinion and to the best of our knowledge, the coverage and procedure of such verification by the management is appropriate.

As explained to us, the discrepancies noticed on verification between the physical inventories and book records were not material in relation to the operations of the Company and the same have been properly dealt with in the books of account. The discrepancies noticed on physical verification of inventory as compared to book records were not 10% or more in aggregate for each class of inventory.

- b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions for the financial year ended on the basis of security of current assets. In our opinion, the periodical returns or statements filed by the company with such banks are in agreement with the books of account of the company.

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- iii. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has neither invested nor provided advance in the nature of loan, stood guarantee or provided security to Companies or Limited Liability Partnerships or any other parties. The Company has provided loans to Company (Refer Note 10 to the financial statements) as follows:

(Rs. in Lakhs)	
Loans	Amount
Aggregate amount provided during the period	
– Subsidiaries, Joint ventures and associates	-
– Others	-
Balance outstanding as at balance sheet date in respect of the above case	
– Subsidiaries, Joint ventures and associates	-
– Others	258.00

- b) According to the information and explanations given to us during the period, the Company has neither invested nor provided advances in the nature of loans or provided guarantees or securities to Companies, Firms, Limited Liability Partnerships or any other parties and on the basis of our examination of the records of the Company, the loans provided are, in our opinion, prima facie, not prejudicial to the interest of the Company.
- c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in respect of advances in the nature of loans given, the repayment of principal and payment of interest are stipulated to be on demand and the repayments or receipts have been made on regular basis as and when demanded by the company.
- d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given except in respect of loan granted to related parties.
- e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan given falling due during the year, which has been renewed or extended or fresh loans given to settle the over dues of existing loans given to the same party.
- f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has granted loans and advances repayable on demand as follows: -

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	(Rs. in Lakhs)		
	All Parties	Promoters	Related Parties
Aggregate amount of loans/ advances in nature of loans - Repayable on demand (A) - Agreement does not specify any terms or period of repayment (B)	₹2,58,00,000/-	-	₹50,00,000/-
Total (A+B)	₹2,58,00,000/-	-	₹50,00,000/-
Percentage of loans/advances in nature of loans to the total loans	100%	-	19.38%

- iv. According to the information and explanations given to us and on the basis of our examination of the records, the Company has complied with the provisions as specified under Section 185 and 186 of the Companies Act, 2013 in respect of loans and investments. Since the company has not provided any guarantee or security, hence the compliance of the aforesaid sections are not applicable with respect to guarantee or security.
- v. According to the information and explanations given to us, the Company has not accepted any deposits or any amount which are deemed to be deposits within the meaning of sections 73 to 76 of the Act read with the companies (Acceptance of Deposit) Rules 2014, as amended and other relevant provision of the Act.
- vi. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under sub-section (1) of Section 148 of the Act, for any of the services rendered by the Company.
- vii.
 - a) According to the information and explanations given to us and on the basis of our examination of the records, the Company has been regular in depositing undisputed statutory dues with appropriate authorities undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Value Added Tax, Goods and Services Tax, Cess and any other statutory dues applicable to it. Further, there are no undisputed amount payable in respect of Provident Fund, Employees' State Insurance, Income Tax, Custom Duty, Value Added Tax, Goods and Services Tax, Cess and any other statutory dues which were in arrears, as at 31st March, 2025, for a period of more than six months from the date the same became payable.
 - b) According to the information and explanations given to us, there are no dues outstanding on account of any disputes except the following:

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Nature of the Statute	Nature of the Dues	Amount (Rs. in lakhs)	Period to which it relates	Forum where dispute is pending
Income Tax Act, 1961	TDS Defaults	0.06	AY 2023-24	Income Tax Department
Income Tax Act, 1961	TDS Defaults	0.06	AY 2022-23	Income Tax Department
Income Tax Act, 1961	Income Tax	3.18	AY 2012-13	Assessing Officer
Income Tax Act, 1961	Income Tax	227.75	AY 2013-14	CIT
Income Tax Act, 1961	Income Tax	48.51	AY 2017-18	Assessing Officer

- viii. According to the information and explanations given to us and based on our examination of the books and records, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, clause 3(viii) of the order is not applicable.
- ix. (a) According to the information and explanation given to us, the Company has not defaulted in payment of dues to Banks or Government.
- (b) According to the information and explanations given to us the Company has not been declared a wilful defaulter by any bank or financial institution or government or any government authority.
- (c) According to the information and explanations given to us and on the basis of our examination of the records, the Company has not obtained any term loans, hence clause 3(ix)(c) of the order is not applicable.
- (d) According to the information and explanations given to us, funds raised on short term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) According to the information and explanations given to us and on the basis of our examination of the records, the Company has no subsidiary, associate or joint venture. Accordingly, clause 3 (ix)(e) and (f) of the Order are not applicable.
- x. (a) According to the information and explanations given to us and based on our examination of the books and records, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the order is not applicable.
- (b) According to the information and explanations given to us and based on our examination of the books and records, the Company has not made any preferential allotment or private placement of shares or convertible debentures fully, partially or optionally convertible) during the year. Accordingly, clause 3(x)(b) of the order is not applicable.
- xi. (a) According to the information and explanations given to us and as represented by the management and based on our examination of the books and

V. SINGHI & ASSOCIATES

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records of the Company no fraud by the Company or any fraud on the Company has been noticed or reported during the year.

(b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.

(c) According to the information and explanations given to us, no whistle-blower complaints have been received during the year by the Company.

- xii. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3 (xii) of the Order is not applicable.
- xiii. In our opinion and according to the information and explanations given to us all transactions during the year with the related parties were approved by Audit Committee and are in compliance with sections 177 and 188 of the Act and details of such transactions have been disclosed in the Financial Statements as required by the applicable Indian Accounting Standards.
- xiv. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions specified under section 192 of the Act with Directors or persons connected with Directors during the year. Accordingly, Clause 3(xv) of the Order is not applicable.
- xvi. (a) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, Clause 3 (xvi)(a) of the Order is not applicable.
- (b) The company has not conducted any Non-Banking Financial or Housing Finance activities. Accordingly, Clause 3 (xvi)(b) of the Order is not applicable.
- (c) The company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, Clause 3 (xvi)(c) of the Order is not applicable.
- (d) According to the information and explanations given to us, during the course of audit, the Company does not have any CIC. Accordingly, Clause 3 (xvi)(d) of the Order is not applicable.
- xvii. According to the information and explanations given to us, the Company has not incurred cash losses during the year as well as immediately preceding financial year.
- xviii. There has been no resignation of the Statutory Auditor during the year. Accordingly, Clause 3 (xviii) of the Order is not applicable.

V. SINGHI & ASSOCIATES

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- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Financial Statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet Date, will get discharged by the Company as and when they fall due.
- xx. According to the information and explanations given to us and based on our examination of the books and records, section 135 of the Companies Act, 2013 is not applicable to the Company. Accordingly, Clause 3 (xx) of the Order is not applicable.

For V. SINGHI & ASSOCIATES

Chartered Accountants
Firm Registration No.: 311017E

Place: Kolkata
Date: 27th May, 2025

(D. Pal Choudhury)
Partner
Membership No.: 016830
UDIN: 25016830BMJNKG5474

V. SINGHI & ASSOCIATES

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Annexure - B to the Independent Auditor's Report

Annexure referred to in Independent Auditor's report of even date to the members of Octavius Plantations Limited on the Financial Statements for the year ended 31st March, 2025.

Report on the Internal Financial Controls with reference to Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to Financial Statements of Octavius Plantations Limited ("the Company") as of 31st March, 2025 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Financial Statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls with reference to Financial Statements and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to Financial Statements were established and maintained and if such controls operated effectively in all material respects.

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

V. SINGHI & ASSOCIATES

CHARTERED ACCOUNTANTS

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

Meaning of Internal Financial Controls with reference to Financial Statements

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

Inherent Limitations of Internal Financial Controls with reference to Financial Statements

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to Financial Statements and such internal financial controls with reference to Financial Reporting were operating effectively as at 31st March, 2025, based on the internal controls with reference to Financial Reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For V. SINGHI & ASSOCIATES
Chartered Accountants
Firm Registration No.: 311017E

Place: Kolkata
Date: 27th May, 2025

(D. Pal Choudhury)
Partner
Membership No.: 016830
UDIN : 25016830BMJNKG5474

Octavius Plantations Limited
Balance Sheet as at 31st March, 2025

(Rs. in Lakhs)

	Note No.	As at 31st March, 2025	As at 31st March, 2024
ASSETS			
Non-current assets			
(a) Property, Plant and Equipment	2	154.52	61.69
(b) Capital work-in-progress	3	189.96	167.49
(c) Biological Assets other than bearer plants	4	2.74	6.41
(d) Financial Assets			
(i) Investments	5	0.05	0.05
(ii) Other Financial Assets	6	2.93	10.64
Total Non-current assets		350.20	246.28
Current assets			
(a) Inventories	7	865.29	258.26
(b) Financial Assets			
(i) Trade receivables	8	172.97	438.84
(ii) Cash and cash equivalents	9	33.90	49.43
(iii) Loan	10	256.00	549.91
(iv) Other Financial Assets	11	103.26	88.86
(c) Current Tax Assets	12	15.49	-
(d) Other Current assets	13	1,197.28	431.34
Total Current assets		2,646.18	1,816.64
Total Assets		2,996.38	2,062.92
EQUITY AND LIABILITIES			
Equity			
(a) Equity Share Capital	14	300.00	300.00
(b) Other Equity	15	1,602.40	1,515.29
		1,902.40	1,815.29
Liabilities			
Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	16	88.41	-
(ii) Other liabilities	17	5.00	5.00
(b) Deferred Tax Liabilities (Net)	18	1.00	0.21
(c) Provisions	19	2.40	1.91
Total Non-Current Liabilities		96.82	7.12
Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	710.13	192.57
(ii) Trade Payables		-	-
Total outstanding dues of Micro and Small Enterprises		-	-
Total outstanding dues of creditors other than Micro and Small Enterprises	21	143.71	18.88
(b) Other Current liabilities	22	142.85	10.56
(c) Current Tax Liabilities (Net)	23	-	18.08
(d) Provision	24	0.47	0.42
Total Current Liabilities		997.17	240.51
Total Equity and Liabilities		2,996.38	2,062.92

Material Accounting Policies

1

The accompanying notes 1 to 54 form an integral part of the financial statements

As per our report annexed

For V. SINGHI & ASSOCIATES

Chartered Accountants
Firm Registration No.: 311017E

Raj Kumar Jain
Whole-Time Director
DIN: 03505168

Princi Jain
Director
DIN: 08373160

(D. Pal Choudhury)
Partner
Membership No.: 016830
UDIN: 25016830BMJNKG5474

Suman Negi
Company Secretary

Nagraj Mramachandra Rao
Chief Financial Officer

Octavius Plantations Limited
Statement of Profit and Loss for the year ended 31st March, 2025

			(Rs. in Lakhs)
	Note No.	For the year ended 31st March, 2025	For the year ended 31st March, 2024
I Income:			
Revenue from Operations	25	2,826.83	2,429.12
Other Income	26	48.75	16.02
Total Revenue		<u>2,875.58</u>	<u>2,445.14</u>
II Expenses:			
Purchases of Stock-in-Trade		3,186.55	1,913.79
Changes in Inventories of Finished Goods	27	(607.03)	132.08
Employee Benefits Expense	28	38.31	41.96
Finance Costs	29	32.34	14.87
Depreciation and Amortization Expense	2	2.36	2.57
Other Expenses	30	127.79	144.31
Total Expenses		<u>2,780.32</u>	<u>2,249.58</u>
III Profit/ (Loss) before tax (I-II)		<u>95.26</u>	<u>195.56</u>
IV Tax Expense			
Current tax		7.49	20.97
For earlier years		-	6.93
Deferred Tax		0.75	(10.42)
		<u>8.25</u>	<u>17.48</u>
V Profit/ (Loss) for the year (III-IV)		<u>87.01</u>	<u>178.08</u>
Other Comprehensive Income			
<i>Items that will not be reclassified to profit or loss</i>			
Remeasurement of defined benefit liability		0.14	(0.87)
Deferred Tax		(0.04)	0.23
Other Comprehensive Income (net of Tax)		<u>0.10</u>	<u>(0.64)</u>
Total Comprehensive Income for the year		<u>87.11</u>	<u>177.44</u>
Earnings per Equity Share (Nominal value Rs. 10/- each)			
Basic		2.90	5.94
Diluted		2.90	5.94
(Refer Note No. 31)			
Material Accounting Policies	1		
The accompanying notes 1 to 54 form an integral part of the financial statements			

For V. SINGHI & ASSOCIATES

Chartered Accountants
Firm Registration No.: 311017E

Raj Kumar Jain
Whole-Time Director
DIN: 03505168

Princi Jain
Director
DIN: 08373160

(D. Pal Choudhury)
Partner
Membership No.: 016830
UDIN: 250168308MJNKG5474

Suman Negi
Company Secretary

Nagraj Mramachandra Rao
Chief Financial Officer

Octavius Plantations Limited
Statement of Cash Flows for the half yearly ended 31st March, 2025

	For the year ended 31st March, 2025	(Rs. in Lakhs) For the year ended 31st March, 2024
Cash flows from operating activities		
Profit/(Loss) before taxation	95.26	195.56
Adjustments for:		
Depreciation and Amortization Expense	2.36	2.57
Liability written back	-	(0.02)
Debtors Written Off	-	0.41
Finance Costs	22.44	14.87
Interest income	(16.00)	(16.00)
Changes in Fair value of Biological Assets	3.67	-
Profit/(Loss) on Foreign Currency Transaction and Translation (Net)	(5.53)	-
Re-measurement of the Defined Benefit Plans	0.14	(0.87)
Operating profit before working capital changes	102.34	196.53
Adjustments for:		
(Increase) / Decrease in Inventories	(607.03)	132.08
(Increase) / Decrease in Trade Receivables	265.87	(284.68)
(Increase) / Decrease in Loans and Advances	291.91	675.60
(Increase) / Decrease in Other Current Assets	(765.94)	(286.00)
(Increase) / Decrease in Other Financial Assets	(14.40)	(14.40)
(Increase) / Decrease in Other Non Current Financial Assets	7.71	-
Increase / (Decrease) in Provision for gratuity	0.55	2.33
Increase / (Decrease) in Trade Payables	124.83	17.47
Increase / (Decrease) in Other Current Liabilities	137.82	(542.28)
Cash generated from Operations	(456.35)	(103.39)
Tax Paid	(41.00)	(32.19)
Cash Flow from operating activities (A)	(497.40)	(135.58)
Cash flows from investing activities		
Purchase of Property, Plant & Equipment	(95.19)	(0.22)
Purchase of Biological Assets	-	(3.85)
Capital Advances	(22.47)	(64.83)
Sale of Investment	-	56.70
Interest received	16.00	16.00
Net cash (used in) / from investing activities (B)	(101.66)	3.80
Cash flows from financing activities		
Borrowings taken/ (repaid)	605.97	39.62
Finance Costs	(22.44)	(14.87)
Net cash (used in) / from financing activities (C)	583.54	24.75
Net increase in cash and cash equivalents (A+B+C)	(15.52)	(107.03)
Cash and cash equivalents at the beginning of the year	49.43	156.45
Cash and cash equivalents at the end of the year	33.90	49.43

For V. SINGHI & ASSOCIATES

Chartered Accountants
Firm Registration No.: 311017E

(D. Pal Choudhury)
Partner
Membership No.: 016830
UDIN: 25016830BMJNG5474

Raj Kumar Jain
Whole-Time Director
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Director
DIN: 08373160

Suman Negi
Company Secretary

Nagraj Mramachandra Rao
Chief Financial Officer

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

CORPORATE INFORMATION

Octavius Plantations Limited ("the Company") is engaged in trading of agricultural produce and its processing. The Company has business operations mainly in India.

The Company is a public limited company incorporated and domiciled in India and has its registered office at E-40/3, Okhla Industrial Area, Phase-2, South Delhi, New Delhi - 110020.

The Company's shares are listed and traded in Bombay Stock Exchange in India.

The Financial Statements are approved by the Company's Board of Directors on 27th May, 2025.

1. MATERIAL ACCOUNTING POLICIES

Basis of preparation and presentation of Financial Statements

A. Statement of Compliance

The Financial Statements have been prepared in accordance with the applicable Indian Accounting Standards ("Ind AS") under Section 133 of the Companies Act, 2013 ("the Act") read with the Companies (Indian Accounting Standards) Rules and other relevant provisions of the Act and Rules thereunder, as amended from time to time.

Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The Company has followed the presentation requirements of Division II of Schedule III to the Act as applicable to the Financial Statements and other relevant provisions of the Act and other accounting principles generally accepted in India.

The Financial Statements for the year ended 31st March, 2025 have been approved by the Board of Directors of the Company in their meeting held on 27th May, 2025.

B. Functional and Presentation Currency

The Financial Statements are presented in Indian Rupees (₹) which is Company's presentation and functional currency and all values are rounded to the nearest Lakhs (up to two decimals) as per the requirements of Schedule III of the Act except when otherwise indicated.

C. Historical cost convention

These financial statements have been prepared in accordance with the generally accepted accounting principles in India under the historical cost convention, except for the following:

- i) Certain Financial Assets and Financial Liabilities and contingent consideration are measured at fair value through the Statement of Profit and Loss and amortized cost;
- ii) Biological Assets - At fair value less cost to sell

D. Classification of current and non-current

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Ind AS 1 - Presentation of Financial Statements and Schedule III to the Act. Based on the nature of products and the time between the

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

E. Use of Estimates and Judgements

The preparation of the financial statements in conformity with the generally accepted accounting principles in India requires the management to make estimates, judgements and assumptions that affects the reported amount of assets and liabilities as at the Balance Sheet date, the reported amount of revenue and expenses for the periods and disclosure of contingent liabilities at the Balance Sheet date. The estimates and assumptions used in the financial statements are based upon management's evaluation of relevant facts and circumstances as of the date of the financial statements. Actual results could differ from estimates.

F. Property, Plant and Equipment

Freehold Land is carried at historical cost. All other items of property, plant and equipment including bearer assets are stated at carrying value less accumulated depreciation and accumulated impairment losses, if any.

The carrying value includes expenditure that is directly attributable to the acquisition of the assets or bringing the assets to their working condition for their intended use.

Subsequent costs related to an item of Property, Plant and Equipment are recognised in the carrying amount of the item if the recognition criteria are met. Items of Property, Plant and Equipment that have been retired from active use and are held for disposal are stated at the lower of their net book value and net realisable value and are shown separately in the financial statements. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment which are carried at cost are recognised in the Statement of Profit and Loss. All other repairs and maintenance are charged to the Statement of Profit and Loss during the reporting period in which the same are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation on Property, Plant & Equipment is provided under Written Down Method at rates determined based on the useful life of the respective assets and the residual values in accordance with Schedule II of the Act or as reassessed by the Company based on the technical evaluation.

The depreciation/amortisation charge for each period is recognised in the Statement of Profit and Loss, unless it is included in the carrying amount of any other asset.

The management estimates the useful lives (in years) of the Property, plant and equipment as follows:

Asset Category	Estimated useful lives applied by the Company
Leasehold Land	Over the period of lease
Building	60 years
Plant & Machinery	3-15 years
Office Equipment	3-10 years
Furniture & Fixture	3-10 years
Computer	3 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

Disposal of Assets

An item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between net disposal proceeds and the carrying amount of the asset and is recognized in the statement of profit and loss.

G. Capital Work-in-Progress

Capital work-in-progress is stated at cost which includes expenses incurred during construction period, interest on amount borrowed for acquisition of qualifying assets and other expenses incurred in connection with project implementation in so far as such expenses relate to the period prior to the commencement of commercial production.

H. Intangible Assets

Intangible Assets are stated at acquisition cost, net of accumulated amortisation and accumulated impairment losses, if any. Intangible assets are recognised if and only if it is probable that the future economic benefits that are attributable to the assets will flow to the Company.

I. Biological Assets

Biological Assets of the company comprises of Cross Breed Cows, is classified as non-current biological assets. The Company recognizes biological assets when, and only when, the Company controls the assets because of past events, it is probable that future economic benefits associated with such assets will flow to the company and the fair value or cost of the assets can be measured reliably. Expenditure incurred on biological assets is measured on initial recognition and at the end of each reporting period at its fair value less costs to sell. The gain or loss arising from a change in fair value less cost to sell of biological assets is included in Statement of Profit and Loss for the period in which it arises.

J. Agricultural Produce

The Company recognizes agricultural produce when, and only when, the Company controls the assets because of past events, it is probable that future economic benefits associated with such assets will flow to the Company and the fair value or the cost of the assets can be measured reliably. Agricultural produce harvested from the Company's biological assets are valued at fair value less cost to sell at the point of harvest. A gain or loss arising on initial recognition of agricultural produce at fair value less cost to sell shall be included in Statement of Profit & Loss for the period in which it arises.

K. Inventories

Inventories are valued as follows:

- Raw material, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost is determined using weighted average method. Net realisable value represents the estimated selling price less all estimated cost of completion and estimated costs necessary to make the sale.
- Consumables, Stores and spare parts are carried at the lower of cost and net realisable value.

Provision is made for obsolete, slow-moving and defective stocks, where necessary.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

L. Cash and Cash Equivalents

For the purpose of presentation in the Statement of Cash Flows, cash and cash equivalents includes cash at bank, cash on hand and short term highly liquid investments/ demand deposits with banks with an original maturity of three months or less that are readily convertible to known amounts of cash and are subject to an in-Material risk of changes in value. Bank overdrafts are shown within Borrowings in current liabilities in the Balance Sheet.

M. Taxation

Current Tax

Provision for current tax is made as per the provisions of the Income Tax Act, 1961.

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred Tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in the Statement of Profit and Loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

N. Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured.

- **Sale of Goods**

Revenue from sale of goods is recognised when the Material risks and rewards of ownership in the goods are transferred to the buyer as per the terms of the contract and are recognised net of trade discounts and taxes.

- **Sale of Services**

In contracts involving the rendering of services, revenue is recognised as and when services are rendered, as per terms of agreement with customers and are recognised net of taxes.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

- **Export Incentive**
In case of export of services made by the Company as a service provider, export benefits arising from Income from Duty drawback and Merchandise Exports from India Scheme ('MEIS') are recognised on net foreign exchange earned by the Company during the year, only to the extent there is certainty that such income shall be received in the future.
- **Interest Income**
Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate.
- **Dividend Income**
Dividend income is accounted in the period in which the right to receive the same is established.
- **Government subsidy**
Government subsidy is recognised on accrual basis.

O. Employee Benefits

(a) Short Term Employee Benefits

All employee benefits payable/available within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus, etc, are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

(b) Post-Employment Benefits

i. Defined Contribution Plans

The Company makes contribution to statutory provident fund in accordance with the Employees Provident Fund and Miscellaneous Provisions Act, 1952, which is a defined contribution plan. The contribution paid or payable is recognised as an expense in the period in which the services are rendered by the employee. The Company has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

ii. Defined Benefit Plans

The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value and the fair value of any plan assets is deducted.

The present value of the obligation under such defined benefit plan is determined based on actuarial valuation, carried out by an independent actuary at each Balance Sheet date, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to an additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plan are based on the market yields on Government Securities as at the Balance Sheet date.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

(c) Other Long-Term Employee Benefits

Benefits under the Company's leave encashment policy/compensated absences constitute other long-term employee benefits. The Liability in respect of compensated absences is provided on the basis of actuarial valuation carried out by an independent actuary using the Projected Unit Credit Method. Actuarial gains and losses are recognised in the Statement of Profit and Loss.

P. Government Grants

Government grants are recognised at their fair value, where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed.

The grant relating to the acquisition/ construction of an item of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on the same systematic basis as the respective assets are depreciated over their expected life and are presented within other operating income.

Q. Foreign Currency Transactions

Foreign currency (other than the functional currency) transactions are translated into the functional currency using the spot rates of exchanges at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rate of exchanges at the reporting date.

Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities are generally recognized in profit or loss in the year in which they arise except for exchange differences on foreign currency borrowings relating to assets under construction for future productive use, which are included in the cost of those qualifying assets when they are regarded as an adjustment to interest costs on those foreign currency borrowings, the balance is presented in the Statement of Profit and Loss within finance costs.

Non-monetary items are not retranslated at period end and are measured at historical cost (translated using the exchange rate at the transaction date).

R. Borrowing Costs

Borrowing Costs consists of interest and other costs that an entity incurs in connection with the borrowings of funds. Borrowing costs also includes foreign exchange difference to the extent regarded as an adjustment to the borrowing costs.

Borrowing costs directly attributable to the acquisition or construction of a qualifying asset are capitalized as a part of the cost of that asset that necessarily takes a substantial period to complete and prepare the asset for its intended use or sale.

Transaction costs in respect of long-term borrowing are amortized over the tenure of respective loans using Effective Interest Rate (EIR) method. All other borrowing costs are recognized in the statement of profit and loss in the period in which they are incurred.

S. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the instruments.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

(i) Financial Assets

Initial Recognition and Measurement

All financial assets are initially recognized at fair value plus, in the case of financial assets not recorded at fair value through profit or loss, transaction costs that are attributable to the acquisition of the financial asset. Transaction costs directly attributable to the acquisition of financial assets measured at fair value through profit or loss are recognized immediately in the Statement of Profit and Loss.

Subsequent Measurement

For purposes of subsequent measurement, financial assets are classified in four categories:

- Financial Assets measured at amortized cost;
- Financial Assets measured at Fair value through Other Comprehensive Income (FVTOCI);
- Financial Assets measured at Fair value through Profit or Loss (FVTPL); and

Financial Assets measured at Amortized Cost

A Financial Asset is measured at the amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is achieved by both collecting contractual cash flows, and
- The contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method. Amortised cost is calculated by considering any discount or premium on acquisition & fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the statement of profit or loss. The losses arising from impairment are recognised in the profit or loss. Apart from the same, any income or expense arising from remeasurement of financial assets measured at amortised cost, in accordance with Ind AS 109, is recognized in the Statement of Profit and Loss. This category generally applies to trade receivables, cash & bank balances, loans & other financial assets of the company.

Financial Assets measured at Fair value through Other Comprehensive Income (FVTOCI)

A Debt Instrument is measured at the FVTOCI if both the following conditions are met:

- The objective of the business model is achieved by both collecting contractual cash flows and selling the financial assets; and
- The asset's contractual cash flows represent SPPI.

Debt Instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair Value movements are recognized in the Other Comprehensive Income (OCI). However, the Company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the Statement of Profit and Loss. On derecognition of the asset, cumulative gain or loss previously recognized in OCI is reclassified from the Equity to the Statement of Profit and Loss. Interest earned whilst holding FVTOCI Debt Instrument is reported as interest income using the EIR method.

All equity investments in scope of Ind AS 109 are measured at fair value. The Company has made an irrevocable election to present subsequent changes in the fair value in Other Comprehensive Income. The classification is made on initial recognition/ transition and is irrevocable.

There is no recycling of the amounts from OCI to the Statement of Profit and Loss, even on sale of investments.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

Financial Assets measured through Profit or Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as FVTPL. Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the statements of Profit and Loss. Equity instruments that are, held for trading are classified as at FVTPL.

Derecognition

The Company derecognizes a financial asset on trade date only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

Impairment of Financial Assets

The Company assesses at each date of balance sheet whether a financial asset or a group of financial assets is impaired.

In accordance with Ind AS 109, the Company applies Expected Credit Loss (ECL) model for measurement

and recognition of impairment loss on the following financial assets and credit risk exposure:

- a) Financial Assets that are Debt Instruments, and are measured at amortised cost e.g., loans, debt securities, deposits, trade receivables and bank balance
- b) Financial guarantee contracts which are not subsequently measured as at FVTPL
- c) Lease Receivables under Ind AS 116

(ii) Financial Liabilities

Initial Recognition and Measurement

Financial liabilities are classified, at initial recognition, as at fair value through profit or loss, loans and borrowings, payables or as derivatives, as appropriate. All financial liabilities are recognized initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs. In case of Financial Liabilities measured at fair value through profit or loss, transaction costs directly attributable to the acquisition of financial liabilities are recognized immediately in the Statement of Profit and Loss.

The Company's Financial Liabilities include trade and other payables, loans and borrowings including financial guarantee contracts and derivative financial instruments.

Subsequent Measurement

Financial liabilities are measured subsequently at amortized cost or fair value through profit or loss.

Financial Liabilities at fair value through profit or loss

Financial Liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through the Statement of Profit and Loss. Financial Liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. This category also includes derivative financial instruments entered into by the Company that are not designated as hedging instruments in hedge relationships as defined by Ind AS 109.

Gains or losses on liabilities held for trading are recognized in the Statement of Profit and Loss.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

Financial Liabilities at amortised cost

Financial Liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Gains and losses are recognized in the Statement of Profit and Loss when the liabilities are derecognized as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or cost that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

Derecognition

A Financial Liability is derecognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the Statement of Profit and Loss.

Offsetting of Financial Instruments

Financial Assets and Financial Liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Fair Value Measurement

The Company classifies the fair value of its financial instruments in the following hierarchy, based on the inputs used in their valuation:

- i) **Level 1:** The fair value of financial instruments quoted in active markets is based on their quoted closing price at the Balance Sheet date.
- ii) **Level 2:** The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques using observable market data. Such valuation techniques include discounted cash flows, standard valuation models based on market parameters for interest rates, yield curves or foreign exchange rates, dealer quotes for similar instruments and use of comparable arm's length transactions.
- iii) **Level 3:** The fair value of financial instruments that are measured on the basis of entity specific valuations using inputs that are not based on observable market data (unobservable inputs).

T. Provisions, Contingent Liabilities and Contingent Assets

Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The unwinding of the discount is recognized as finance cost.

Contingent liability is a possible obligation arising from past events and the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events but is not recognized because it is not possible that an outflow of resources embodying economic

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

benefit will be required to settle the obligations or reliable estimate of the amount of the obligations cannot be made. The Company discloses the existence of contingent liabilities in Other Notes to Financial Statements.

Contingent assets usually arise from unplanned or other unexpected events that give rise to the possibility of an inflow of economic benefits. Contingent Assets are not recognized though are disclosed, where an inflow of economic benefits is probable.

U. Leases

Leases where the lessor effectively retains substantially all the risks and benefits of ownership of the leased asset are classified as operating leases. Operating lease charges are recognised as an expense in the Statement of Profit & Loss on a straight-line basis over the lease term.

V. Earnings per share

Basic Earnings Per Share

The basic earnings per share are calculated by dividing the net profit / (loss) for the year attributable to equity shareholders by the weighted average number of equity shares.

The number of Equity Shares is adjusted retrospectively for all periods presented for any share splits and bonus shares issues including for changes effected prior to the approval of the financial statements by the Board of Directors.

Diluted Earnings Per Share

Diluted earnings per share is computed by dividing the profit (considered in determination of basic earnings per share) after considering the effect of interest and other financing costs or income (net of attributable taxes) associated with dilutive potential equity shares by the weighted average number of equity shares considered for deriving basic earnings per share adjusted for the weighted average number of equity shares that would have been issued upon conversion of all dilutive potential equity shares.

W. Segment Reporting

Ind AS 108, Operating segments, establishes standards for the way that public business enterprises report information about operating segments and related disclosures about products and services, geographic areas, and major customers. Operating Segments are identified based on the manner in which the Chief Operating Decision Maker ("CODM") decides about resource allocation and reviews performance.

The Company has identified that its operating segments are the primary segments. The Company's operations predominantly relate to trading of agricultural produce and its processing.

X. Recent Accounting Pronouncements

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) Amendment Rules, 2023 dated March 31, 2023, to amend the following Ind AS which are effective for annual periods beginning on or after April 01, 2023. The Company applied these amendments for the first-time.

The Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Amendment Rules as issued from time to time. As on 31st March, 2025 no such pronouncements were announced by MCA.

OCTAVIUS PLANTATIONS LIMITED

Notes forming part of the financial statements for the year ended 31st March, 2025

- **Amendments to Ind As 104**

An insurer or insurance company may provide its financial statement as per Ind AS 104 for the purposes of consolidated financial statements by its parent or investor or venturer till the Insurance Regulatory and Development Authority notifies the Ind AS 117 and for this purpose, Ind AS 104 shall, as specified in the Schedule to these rules, continue to apply.

The said amendment is not applicable to the Company; thus, the amendment had no impact on the Company's financial statements.

There are no standards that are notified and not yet effective as on the date.

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

Note-2 Property, Plant and Equipment

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As at 1st April, 2024	Additions	Disposal/ Adjustments	As at 31st March, 2025	Upto 31st March, 2024	For the Period	On Disposal/ Adjustments	As at 31st March, 2025	As at 31st March, 2025	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Land	35.32	-	-	35.32	-	-	-	-	35.32	35.32	35.32	35.32
Building	34.96	-	-	34.96	15.70	0.94	-	16.64	16.64	16.64	16.64	16.64
Furniture & Fixtures	0.64	-	-	0.64	0.61	-	-	0.61	0.61	0.61	0.61	0.61
Plant and Machinery	22.73	1.15	-	23.88	15.79	1.29	-	17.07	17.07	17.07	17.07	17.07
Motor Vehicle	0.29	94.04	-	94.33	0.26	0.08	-	0.35	0.35	0.35	0.35	0.35
Computers	0.28	-	-	0.28	0.21	0.05	-	0.25	0.25	0.25	0.25	0.25
Office Equipments	0.30	-	-	0.30	0.26	0.02	-	0.27	0.27	0.27	0.27	0.27
Total	94.53	95.19	-	189.72	32.84	2.36	-	35.20	35.20	35.20	35.20	35.20

Particulars	GROSS BLOCK				DEPRECIATION				NET BLOCK			
	As at 1st April, 2023	Additions	Disposal/ Adjustments	As at 31st March, 2024	Upto 31st March, 2023	For the Period	On Disposal/ Adjustments	As at 31st March, 2024	As at 31st March, 2024	As at 31st March, 2023	As at 31st March, 2022	As at 31st March, 2021
	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.
Tangible Assets	35.32	-	-	35.32	-	-	-	-	35.32	35.32	35.32	35.32
Land	34.96	-	-	34.96	14.71	0.99	-	15.70	15.70	15.70	15.70	15.70
Building	0.64	-	-	0.64	0.61	-	-	0.61	0.61	0.61	0.61	0.61
Furniture & Fixtures	22.73	0.14	-	22.73	14.30	1.49	-	15.79	15.79	15.79	15.79	15.79
Plant and Machinery	0.29	-	-	0.29	0.26	-	-	0.26	0.26	0.26	0.26	0.26
Motor Vehicle	0.20	0.08	-	0.28	0.14	0.06	-	0.21	0.21	0.21	0.21	0.21
Computers	0.30	-	-	0.30	0.22	0.03	-	0.25	0.25	0.25	0.25	0.25
Office Equipments	0.30	-	-	0.30	0.22	0.03	-	0.25	0.25	0.25	0.25	0.25
Total	94.31	0.22	-	94.53	30.27	2.57	-	32.84	32.84	32.84	32.84	32.84

* The title deed of the land is held in the name of the company

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

	As at 31st March, 2025	(Rs. in Lakhs) As at 31st March, 2024
NOTE - 3		
Capital Work-in-Progress		
Buildings		
Opening Balance	167.49	102.66
Additions during the year	53.17	64.83
Less: Adjustments	(30.70)	-
	<u>189.96</u>	<u>167.49</u>

Capital work-in-progress ageing schedule

Particulars	Amount in CWIP for a period of				Total
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	
31st March, 2023	22.47	64.83	20.75	81.91	189.96
31st March, 2024	64.83	20.75	81.91	-	167.49

NOTE - 4
Biological Assets other than bearer plants
Cross Breed Cows

Opening Balance	6.41	2.56
Purchases	-	3.85
Changes in Fair Value of Biological Assets	(3.67)	-
	<u>2.74</u>	<u>6.41</u>

NOTE - 5
NON-CURRENT INVESTMENTS
Investments designated at amortised cost
In Government Securities

National Savings Certificate	0.05	0.05
	<u>0.05</u>	<u>0.05</u>

NOTE - 6
OTHER NON CURRENT FINANCIAL ASSETS
(Unsecured, considered good by the management)

Security Deposits		
- For Tender	-	8.50
- For Car	1.29	-
- Other Deposits	1.64	2.14
	<u>2.93</u>	<u>10.64</u>

NOTE - 7
INVENTORIES
(As taken, valued and certified by the management)

Tending Goods (At lower of cost and net realisable value)		
Stock in Trade	795.49	23.16
Finished Goods	69.80	233.09
	<u>865.29</u>	<u>256.25</u>

NOTE - 8
TRADE RECEIVABLES
Trade receivables considered good - Unsecured
(for agricultural products)

	172.97	438.84
	<u>172.97</u>	<u>438.84</u>

Trade Receivables Ageing Schedule has been set out below:

As at 31st March, 2023

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	56.27	-	116.70	-	-	172.97
	<u>56.27</u>	<u>-</u>	<u>116.70</u>	<u>-</u>	<u>-</u>	<u>172.97</u>

As at 31st March, 2024

Particulars	Outstanding for following periods from due date of payment					Total
	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
Undisputed Trade receivables - considered good	438.84	-	-	-	-	438.84
	<u>438.84</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>438.84</u>

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

	As at 31st March, 2025	(Rs. in Lakhs) As at 31st March, 2024
NOTE - 9		
CASH AND CASH EQUIVALENTS		
Balances with Scheduled Banks	17.43	35.39
Cash in hand (As certified by the management)	16.47	14.03
	<u>33.90</u>	<u>49.43</u>
NOTE - 10		
LOANS		
Loans considered good - unsecured		
Repayable on demand (Non-Interest Bearing)		-
- To Related Parties (Refer Note 38)	50.00	131.91
- To Others	8.00	218.00
Repayable on demand (Interest Bearing)		
- To Others	200.00	200.00
	<u>258.00</u>	<u>549.91</u>
NOTE - 11		
OTHER CURRENT FINANCIAL ASSETS		
Interest accrued on loans		
- To Others	103.26	88.86
	<u>103.26</u>	<u>88.86</u>
NOTE - 12		
CURRENT TAX ASSETS (NET)		
Current Tax Assets (Net of provision of Rs. 5.03 Lakhs)	15.49	-
	<u>15.49</u>	<u>-</u>
NOTE - 13		
OTHER CURRENT ASSETS		
(Unsecured, considered good by the management)		
Advance :		
- To Suppliers (Refer Note 38)	381.07	6.02
- For Capital Goods	245.60	351.49
Balances with Statutory Authorities	19.56	12.44
Prepaid Expenses	10.05	4.57
Other Receivables	540.99	56.81
	<u>1,197.28</u>	<u>431.34</u>

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

(Rs. in Lakhs)

As at 31st March, 2025 As at 31st March, 2024

NOTE - 14

EQUITY SHARE CAPITAL

a) Authorised

30,00,000 Equity Shares of Rs. 10/- each 300.00 300.00

b) Issued, Subscribed and Paid Up

30,00,000 Equity Shares of Rs. 10/- each fully Paid Up 300.00 300.00

300.00 300.00

c) Reconciliation of the Shares outstanding at the beginning and at the end of the year

At the beginning of the reporting year 30.00 30.00

Add: Change during the year - -

At the end of the reporting year 30.00 30.00

d) The company has only one class of Equity Shares having a per share value of ₹ 10/- each. Each holder of Equity Shares is entitled to one vote per share.

e) The shareholders have the right to declare and approve dividends, as proposed by the Board of Directors for any financial year, to be paid to the members according to their rights and interest in the profits. However, no larger dividend shall be declared than is recommended by the Board of Directors.

f) In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

g) Details of the Shareholders holding more than 5 % Shares in the Company

Name of Shareholders	As at 31st March, 2025		As at 31st March, 2024	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Salini Jain	10,13,900	33.80	10,13,900	33.80
Akshita Jain	2,85,000	9.50	2,85,000	9.50
Princi Jain	5,31,714	17.72	5,31,714.00	17.72
Ekta Jain	2,71,812	9.06	2,71,812.00	9.06

As per records of the Company, including its register of shareholders/members and other declaration received from the shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

h) Details of Promoter's Shareholding is as under:

Promoter's Name	No. of shares held as on 31st March, 2025	% of total shares as on 31st March, 2025	% change during the year
Salini Jain	10,13,900	33.80	-
Akshita Jain	2,85,000	9.50	-
Madanlall Jain	93,615	3.12	-
TOTAL	13,92,515.00	46.42	-

Promoter's Name	No. of shares held as on 31st March, 2024	% of total shares as on 31st March, 2024	% change during the year
Shalini Jain	10,13,900	33.80	-
Akshita Jain	2,85,000	9.50	(24.17)
Madanlall Jain	93,615	3.12	-
TOTAL	13,92,515.00	46.42	(24.17)

Oshvates Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2020

(Rs. in Lakhs)

	As at 31st March, 2020	As at 31st March, 2019
NOTE - 16 OTHER EQUITY Reserve and Surplus of Retention Provision		
As per last Financial Statement	236.37	236.37
17 Retained Earnings As per last Financial Statement	1,174.71	945.26
Add: Total Comprehensive Income	87.11	177.48
	<u>1,261.82</u>	<u>1,122.74</u>
NOTE - 18 FINANCIAL LIABILITIES Borrowings		
Secured		
Vehicle Loan (Refer Note below)*	88.02	-
	<u>88.02</u>	<u>-</u>
*The above loan is secured against Hypothecation of the Vehicle		
NOTE - 17 OTHER NON CURRENT FINANCIAL LIABILITIES Advance Against Lease Agreement	5.00	5.00
	<u>5.00</u>	<u>5.00</u>
NOTE - 18 DEFERRED TAX LIABILITIES (Net) Deferred Tax Liabilities	2.94	0.82
Deferred Tax Asset	1.35	0.01
	<u>1.59</u>	<u>0.83</u>
Components of deferred tax:		
Deferred Tax Liability	2.94	0.82
WCV of Plant, Property and Equipment		
Deferred Tax Asset	0.04	0.01
Provision for Contingency	1.07	-
Free Value Loss on Biological Assets	1.80	0.25
NOTE - 19 NON CURRENT PROVISIONS Provision for Contingency	1.43	1.91
	<u>1.43</u>	<u>1.91</u>
NOTE - 20 SHORT TERM BORROWINGS Borrowed		
Cash Credit Account with ICICI Limited	-	140.07
Cash Credit Account with SBI*	710.13	-
	<u>710.13</u>	<u>140.07</u>
*The Cash Credit from State Bank of India is secured by Mortgage of Land & Buildings, and personal guarantee of Mrs. Priya Jain, Director of the Company and Shalini Jain, Promoter of the Company.		
NOTE - 21 TRADE PAYABLES Total outstanding dues of micro enterprises and small enterprises		
Total outstanding dues other than micro enterprises and small enterprises	143.71	19.88
	<u>143.71</u>	<u>19.88</u>
As at 31st March, 2020		
Particulars	Outstanding for following periods from the date of payment	Total
	Less than 1 Year	1-2 years
Trade	-	-
Others	143.71	-
Total	143.71	-
As at 31st March, 2019		
Particulars	Outstanding for following periods from the date of payment	Total
	Less than 1 Year	1-2 years
Trade	19.88	-
Others	-	-
Total	19.88	-
NOTE - 22 OTHER CURRENT LIABILITIES Payable to Banks	1.38	1.40
Payable to Financial Institutions	2.34	2.75
Payable to Statutory Authorities	2.04	0.42
Payable to Suppliers	0.08	1.30
Advance from customers	121.02	1.20
Related parties (Refer Note 30)	142.85	14.08
	<u>170.61</u>	<u>19.88</u>
NOTE - 23 CURRENT PROVISION Provision for Contingency	0.42	0.42
	<u>0.42</u>	<u>0.42</u>
NOTE - 24 CURRENT TAX LIABILITIES (NET) Current Tax Liabilities (Net of tax paid of Rs. 34.18 Lakhs)	-	19.08
	<u>-</u>	<u>19.08</u>

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

	(Rs. in Lakhs)	
	For the year ended 31st March, 2025	For the year ended 31st March, 2024
NOTE - 25		
REVENUE FROM OPERATIONS		
Revenue from contracts with Customers		
Sale of Finished Goods	280.72	248.00
Sale of Trading Goods	2,543.10	2,178.85
Other operating revenues		
Export Incentives	3.01	2.26
	<u>2,826.83</u>	<u>2,429.12</u>
NOTE - 26		
OTHER INCOME		
Interest Income	16.00	16.00
Service Charges	24.00	-
Gain on Foreign Exchange Fluctuations	5.53	-
Liabilities written back	-	0.02
Sale of License	2.67	-
Miscellaneous Income	0.55	-
	<u>48.75</u>	<u>16.02</u>
NOTE - 27		
CHANGES IN INVENTORIES OF FINISHED GOODS AND TRADING GOODS		
Opening Stock		
- Finished Goods	25.16	42.62
- Stock in Trade	233.09	347.72
Less: Closing Stock		
- Finished Goods	69.80	25.16
- Stock in Trade	795.49	233.09
	<u>(607.03)</u>	<u>132.08</u>
NOTE - 28		
EMPLOYEE BENEFITS EXPENSE		
Salaries, Wages and Bonus	37.54	37.27
Staff and Labour Welfare Expenses	0.08	3.23
Contribution to funds	0.69	1.46
	<u>38.31</u>	<u>41.96</u>

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

	For the year ended 31st March, 2025	(Rs. in Lakhs) For the year ended 31st March, 2024
NOTE - 29		
FINANCE COSTS		
Interest on Cash Credit	22.44	13.83
Other Borrowing Cost	9.90	1.04
	<u>32.34</u>	<u>14.87</u>
NOTE - 30		
OTHER EXPENSES		
Loading & Unloading Charges	30.42	72.21
Plantation Expense	12.70	30.52
Export Charges	12.52	-
Travelling & Conveyance	3.31	2.32
Brokerage & Commission	10.30	6.38
Freight Charges	2.55	0.59
Power and Fuel	2.45	9.17
Printing & Stationery	0.21	0.52
Rates and Taxes	7.33	6.09
Insurance Charges	0.97	-
Changes in Fair Value of Biological Assets	3.67	-
Fines and Penalties	0.94	-
Legal and Professional Fees	5.86	3.82
Clearing charges	0.12	-
Telephone expenses	0.10	-
Rent:		
- Office Premises	8.25	1.00
- Machinery	-	0.66
Repairs & Maintenance	8.25	1.67
Auditor's Remuneration	18.36	5.85
- Statutory Audit	2.10	1.50
- Limited Review	0.80	0.60
Sundry Balance Written Off	-	0.41
Miscellaneous Expenses	4.82	2.66
	<u>127.79</u>	<u>144.31</u>

Oxerius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

(Rs. in Lakhs)

NOTE - 31
EARNINGS PER SHARE

	As at 31st March, 2025	As at 31st March, 2024
(A) Net Profit/(Loss) for the year	87.11	178.08
(B) Weighted average number of equity shares outstanding for the purpose of Basic And Diluted Earnings Per Share	30.00	30.00
Face Value per Share (Rs.)	10.00	10.00
Earnings Per Share (Rs.)		
Basic	2.90	5.94
Diluted	2.90	5.94

NOTE - 32
CONTINGENT LIABILITIES AND COMMITMENTS

(i) Claims under adjudication not acknowledged as debts:

TD6 Defaults:		
- AY 2022-23	0.06	-
- AY 2023-24	0.06	-
Demands raised by Income Tax Authorities (excluding interest thereon):		
- AY 2012-13	3.18	3.18
- AY 2013-14	227.79	178.40
- AY 2017-18	48.51	48.51

(ii) Capital Commitments

Estimated value of Capital Commitments remaining to be executed/ supplied (net of advances)	654.40	654.4
	735.96	880.99

NOTE - 33
MICRO, SMALL AND MEDIUM ENTERPRISES DEVELOPMENT ACT, 2006

The Company has identified Micro, Small and Medium Enterprises to whom the Company owes dues, which are outstanding:

The principal amount remaining unpaid to any supplier	-	4.00
The interest due thereon remaining unpaid to any supplier	-	-
The amount of interest paid by the buyer under MSMED Act, 2006	-	-
The amount of interest due and payable for the period of delay in making payment which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006;	-	-
The amount of interest accrued and remaining unpaid	-	-
The amount of further interest due and payable even in the succeeding year, until such date when the interest due as above is actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 73 of the Micro, Small and Medium Enterprises Development Act, 2006.	-	-
	-	4.00

NOTE - 34
EFFECTIVE TAX RATE

Income Tax		
Income Tax Recognized in Profit & Loss -		
Particulars		
Current tax		
In respect of current year	7.49	20.87
In respect of earlier year	-	8.33
Total	7.49	29.20
Deferred tax		
In respect of the current year	0.79	(10.60)
Total	8.28	(18.60)
Total income tax expense recognized in the current year	6.28	17.25
Deferred tax		
In respect of the current year	(0.04)	(0.25)
Total	(0.04)	(0.25)
Total income tax expense recognized in the current year	6.20	17.00
The income tax expense for the year can be reconciled to the accounting profit as follows:		
Profit before tax	95.26	195.56
Applicable Tax Rate	24.00%	20.00%
Income tax expense	24.77	50.83
Tax Effect of:		
Expenses that are not deductible in determining taxable profit	4.36	(3.72)
Exempt income	47.21	(28.88)
Income tax expense recognized in Profit & Loss (A)	76.34	17.25
Deferred tax on items that will not be included in profit or loss		
Reversals of Deferred Benefit Plan	-0.04	0.25
Income tax expense recognized in Other Comprehensive Income (B)	-0.04	0.25
Total income tax expense recognized in the current year (A + B)	76.30	17.49

Octavius Plantations Limited
Notes forming part of the Financial Statements for the year ended 31st March, 2025

	As at 31st March, 2025	As at 31st March, 2024
(Rs. in Lakhs)		
NOTE - 35		
Defined Benefit Plans and Obligations – As per Actuarial Valuation as on 31st March, 2025 and recognized in the financial statements in respect of Gratuity		
I Components of Employer Expense		
Current Service Cost	0.52	0.29
Past Service Cost	2.33	1.09
Interest Cost	0.16	0.08
Actuarial (Gains)/Losses	(0.14)	0.87
Total expense recognised in		
- Statement of Profit and Loss	3.02	1.46
- Other Comprehensive income	(0.14)	0.87
II Net Asset/(Liability) recognised in Balance Sheet		
Present Value of Defined Benefit Obligation	(2.88)	(2.33)
Plan Assets	-	-
Status (Surplus/ Deficit)	(2.88)	(2.33)
III Change in Defined Benefit Obligation (DBO) during the year		
Present Value of DBO at the beginning of the year	2.33	1.09
Current Service Cost	0.52	0.29
Interest Cost	0.16	0.08
Actuarial (Gains)/Losses	(0.14)	0.87
Present Value of DBO at the end of the year	2.88	2.33
IV Actuarial Assumptions		
Mortality Table	IALM 2006-08	IALM 2006-08
Discount Rate (per annum)	6.50%	7.00%
Rate of escalation in Salary (Per Annum)	7.00%	7.00%
Withdrawal Rate	1.00%	1.00%

Note 36

In the opinion of the Management, the value of realization of Current and Non Current Assets in the ordinary course of business would not be less than the amount at which they are stated in the Balance Sheet.

Note 37

Earnings in Foreign Currency

-On Receipt Basis

200.01	127.56
<u>200.01</u>	<u>127.56</u>

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

38. Related Party Disclosures

- A. As per Indian Accounting Standard-24- 'Related Party Disclosures' issued by The Institute of Chartered Accountants of India, the names of the related parties are given below:
- B. List of related parties and Key Managerial Persons (KMPs) with whom the Company has transacted during the year: -
- (i) Key Managerial Personnel: -
- Mr. Raj Kumar Jain (Whole Time Director)
 - Mr. Boppanda Chengappa Poonnamma (Independent Director)
 - Mr. Anil Kumar Ravindran (Independent Director)
 - Mrs. Princi Jain (Director w.e.f. 21.11.2023)
 - Mrs. Suman Negi (Company Secretary w.e.f. 13.09.2023)
 - Mr. Nagaraj Mramachandra Rao (Chief Financial Officer)
- (ii) Companies over which Key Managerial Personnel or Relatives are able to exercise control/ significant influence: -
- LMJ Services Limited
 - Octavius Industries Limited
 - Thriving Developers Private Limited
 - Auroile Logistics Private Limited
 - Uricity India Private Limited
 - Bajrang Devcon Private Limited
 - OTIL Logistics Private Limited
 - Asterisk Industries Private Limited
 - LMJ Energy Infralogistics Limited
 - Lansdowne Business Centre Private Limited

C. Summary of closing balances with related parties at the end of the year (Rs. In Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advance Given		
Thriving Developers Private Limited	245.60	345.60
Auroile Logistics Private Limited	121.30	-
OTIL Logistics Private Limited	-	81.91
Bajrang Devcon Private Limited	513.03	-
Advance Taken		
Octavius Industries Limited	35.02	0.02
LMJ Services Limited	10.00	2.27
Auroile Logistics Private Limited	-	2.50
OTIL Logistics Private Limited	86.00	-
Loan Given		
Lansdowne Business Centre Private Limited	50.00	50.00
Salary Payable		
Mr. Nagaraj Mramachandra Rao	0.80	0.62
Mr. Raj Kumar Jain	-	0.30
Mrs. Suman Negi	-	0.50

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Summary of Transactions with related parties during the year: (Rs. in Lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Remuneration		
Mr. Raj Kumar Jain	3.62	3.50
Mr. Nagaraj Mramachandra Rao	9.60	9.60
Mrs. Tara Rawat	-	1.16
Mrs. Suman Negi	8.39	3.98
Sale of Products		
Nyasylee Tea Estate Private Limited	67.50	-
Octavius Tea & Industries Limited	27.54	-
Bajrang Devcon Private Limited	-	278.38
Sale of Services		
Auroile Logistics Private Limited	24.00	-
Purchase of Stock-in-Trade		
Octavius Industries Limited	-	66.24
Nyasylee Tea Estate Private Limited	214.14	-
Advances Given		
Thriving Developers Private Limited	-	131.50
OTIL Logistics Private Limited	75.00	81.91
Octavius Industries Limited	-	8.26
Lansdowne Business Centre Private Limited	-	50.00
Bajrang Devcon Private Limited	595.50	-
Advances Given Received		
Auroile Logistics Private Limited	-	-
Thriving Developers Private Limited	100.00	-
Octavius Industries Limited	-	19.5
OTIL Logistics Private Limited	242.91	90.00
Bajrang Devcon Private Limited	82.47	-
Advance Received		
LMJ Services Limited	510.94	3.33
Octavius Industries Limited	1,971.64	1,582.80
Auroile Logistics Private Limited	158.20	209.80
Bajrang Devcon Private Limited	-	31.55
Advances Repaid		
LMJ Services Limited	503.22	3.31
Octavius Industries Limited	1,936.65	1,617.06
Auroile Logistics Pvt Limited	282.00	207.30
Bajrang Devcon Private Limited	-	31.55

39. Dues to Micro, Small and Medium Enterprises

No amount (Previous year- 4 Lakhs) of other current liabilities is due to Micro, Small and Medium enterprises (identified based on information made available during the year by such enterprises to the Company). No interest in terms of Micro, Small and Medium Enterprises Development Act, 2006 has been either paid or accrued during the year.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Financial Instruments - Fair Value Measurement

Following table shows carrying amount and Fair Values of Financial Assets and Financial Liabilities:

Particulars	As at 31 st March, 2025		As at 31 st March, 2024	
	FVTPL	Amortised Cost	FVTPL	Amortised Cost
Financial Assets				
Investments	-	0.05	-	0.05
Trade Receivables	-	172.97	-	438.84
Cash and Cash Equivalents	-	33.90	-	49.43
Loans	-	258.00	-	549.91
Other Financial Assets	-	103.26	-	99.50
Total Financial Assets	-	568.18	-	1,137.73
Financial Liabilities				
Borrowings	-	798.54	-	192.57
Trade Payables	-	143.71	-	18.88
Total Financial Liabilities	-	942.25	-	211.45

40. Fair Value Hierarchy

41.1. Financial Instruments

The following are the judgements & estimates made in determining the fair values of the financial instruments that are (a) recognized & measured at fair value and (b) measured at amortized cost & for which fair value is disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the company has classified its financial instruments into the 3 levels of fair value measurement as prescribed under the Ind AS 113 "Fair Value Measurement." An explanation of each level follows underneath the tables.

Assets and Liabilities measured at Fair Value - recurring fair value measurements as at 31st March, 2025 & 31st March, 2024.

(Rs. in Lakhs)

Particulars	As at 31st March, 2025			As at 31st March, 2024		
	Level 1	Level 2	Level 3	Level 1	Level 2	Level 3
Financial Assets						
Investment						
- Equity Instruments	-	-	0.05	-	-	0.05
Total Financial Assets	-	-	0.05	-	-	0.05

Level 1 - Level 1 hierarchy includes financial instruments using quoted prices. Listed equity instruments and traded bonds which are traded in the stock exchanges are valued using the closing price at the reporting date. The mutual funds are valued using the closing NAV.

Level 2 - The fair value of financial instruments that are not traded in active market (for example, traded bonds, over-the counter derivatives) are valued using observable market data such as yield, etc. of similar instruments traded in active market. If all significant inputs required to fair value an instrument are observable, the instrument is included in Level 2.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Level 3 - If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and certain debt instruments which are valued using assumptions from market participants. contingent consideration included in Level 3.

During the year ended March 31, 2025 and March 31, 2024 there were no transfers between Level 1, Level 2 and Level 3.

41.2. Valuation Techniques

Specific valuation techniques used to value financial instruments include:

- i. The Level 1 Financial Assets would be valued by use of quoted market prices or dealer quotes for similar instruments.
- ii. The fair value of Level 2 instruments consists of the unquoted equity instruments. They have been carried at carrying value as reliable valuation of these instruments was not possible.
- iii. The Equity instruments have been considered at their book value due to immaterial of investment and unavailability of sufficient data to value those instruments. Hence, the same has been classified as Level 3.

41.3. Biological Assets and Its Valuation Technique

This section explains the judgements and estimates made in determining the fair values of the biological assets other than bearer plants that are recognised and measured at fair value in the financial statements. The Company uses a Valuation technique that is appropriate in the circumstances and for which sufficient data are available to measure the fair value, maximising the use of relevant observable inputs.

Reconciliation of changes in the carrying amount of Biological Assets		(Rs. in Lakhs)	
Particulars	2024-25	2023-24	
Fair Value of Biological asset at the beginning of Financial Year	6.41	2.56	
Add: The gain or loss arising from changes in fair value less costs to sell	(3.67)	-	
Add: Increase due to purchases	-	3.85	
Add: Decrease attributable to sales and biological assets classified as held for sale	-	-	
Less: Other Changes	-	-	
Fair Value of Biological asset at the end of Financial Year	2.74	6.41	

41.4. Explanation to the fair value hierarchy

The Company measures financial instruments, such as, quoted investments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

41. Financial Risk Management

Financial management of the Company has been receiving attention of the top management of the Company. The management considers finance as the lifeline of the business and therefore, financial management is carried out meticulously on the basis of detailed management information systems and reports at periodical intervals extending from daily reports to long-term plans.

Importance is laid on liquidity and working capital management with a view to reduce over-dependence on borrowings and reduction in interest cost. Various kinds of financial risks and their mitigation plans are as follows:

(A) Credit risk

Credit risk is the risk that counterparty will not meet its obligations leading to financial loss. The Company has an established credit policy and a credit review mechanism. Credit exposure is undertaken only with large reputed business houses and with no history of default against payments. Based on the business model, macro-economic environment of the business and past trends, the management has determined nil percentage for any class of financial asset under expected credit loss.

(B) Liquidity risk

The Company determines its liquidity requirement in the short, medium and long term. This is done by drawings up cash forecast for short term and long-term needs. The Company manage its liquidity risk in a manner so as to meet its normal financial obligations without any significant delay or stress. Such risk is managed through ensuring operational cash flow while at the same time maintaining adequate cash and cash equivalent position. The management has arranged for diversified funding sources and adopted a policy of managing assets with liquidity monitoring future cash flow and liquidity on a regular basis. Surplus funds not immediately required are invested in certain mutual funds and fixed deposit which provide flexibility to liquidate. Besides, it generally has certain undrawn credit facilities, which can be assessed as, and when required; such credit facilities are reviewed at regular basis.

Maturity Analysis for Financial Liabilities

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

The following are the remaining contractual maturities of financial liabilities as at 31st March, 2025:

(Rs. in Lakhs)					
Contractual maturities of financial liabilities as at 31 st March, 2025	Less than 1 Year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Borrowings	798.54	-	-	-	798.54
Trade Payables	143.71	-	-	-	143.71

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Total non-derivative financial liabilities	942.25	-	-	-	942.25
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The following are the remaining contractual maturities of financial liabilities as at 31st March, 2024:

(Rs. in Lakhs)

Contractual maturities of financial liabilities as at 31 st March, 2024	Less than 1 Year	Between 1 and 2 years	Between 2 and 5 years	More than 5 years	Total
Non-derivatives					
Borrowings	192.57	-	-	-	192.57
Trade Payables	18.88	-	-	-	18.88
Total non-derivative financial liabilities	211.45	-	-	-	211.45

(C) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risks: Interest Rate Risk, Agricultural Risk and Price Risk.

(i) Interest rate risk

The Company is exposed to risk due to interest rate fluctuation on short term borrowings. Such borrowings are based on floating interest rate. Interest rate risk is determined by current market interest rates, projected debt servicing capability and view on future interest rate.

a) Exposure to Interest Rate Risks

(Rs. In Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Borrowings at Floating Rate	710.13	192.57

b) Sensitivity Analysis

Profit or loss is sensitive to higher/ lower interest expense from borrowings as a result of changes in interest rates. This analysis assumes that all other variables, in particular exchange rates, remain constant and ignores any impact of forecast sales and purchases.

(ii) Agricultural Risk

Cultivation of agricultural produce being an agricultural activity, there are certain specific financial risks. These financial risks arise mainly due to adverse weather conditions, logistic problems inherent to remote areas, and fluctuation of selling price of finished goods due to increase in supply/availability.

The Company manages the above financial risks in the following manner:

- Sufficient inventory levels of agro chemicals, fertilizers and other inputs are maintained so that timely corrective action can be taken in case of adverse weather conditions.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

- Slightly higher level of consumable stores is maintained in order to mitigate financial risk arising from logistics problems.
- Sufficient working-capital-facility is obtained from banks in such a way that cultivation, manufacture and sale of agricultural produce is not adversely affected even in times of adverse conditions.

(iii) Price Risk

The Company is exposed to equity price risk, which arises from equity instruments measured at fair value through profit & loss. The entity's equity securities are susceptible to market price risk arising from uncertainties about future values of the investment securities. Reports on the equity portfolio are submitted to the entity's senior management on a regular basis. The entity's Board of Directors reviews and approves all equity investment decisions.

a) Exposure to other market price risk

(Rs. In Lakhs)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Investments in Equity Shares	-	-
Total	-	-

b) Sensitivity Analysis

The table below summarise the impact of increases/decreases of the share/unit price on the Company's equity investment and profit for the period. The analysis is based on the assumption that the share/unit price had increased by 5% or decreased by 5% with all other variables held constant, and that all the company's equity instruments moved in line with the index.

(Rs. In Lakhs)

Particulars	Impact on Profit & Loss Account	
	31st March, 2025	31st March, 2024
Market Rate Increases by 5%	2.84	2.84
Market Rate Decreases by 5%	(2.84)	(2.84)

D. Foreign Currency Risk

The company had exposure to foreign exchange currency at the end of the financial year. There were no foreign exchange derivative contracts dealt by the company.

42. Capital Management

The Company manages its capital to ensure that Company will be able to continue as going concern while maximizing the return to stakeholders through the optimization of the capital structure. The capital structure of the Company consists of total equity and debt.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

In order to maintain or adjust the capital structure, the Company may adjust the amount of dividend paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Company monitors capital using debt to equity ratio and maturity profile of overall debt portfolio of the Company. Total debt implies total borrowings of the Company and Equity comprises all components attributable to the owners of the Company.

The following table summarizes the Total Debt, Equity and Ratio thereof. (Rs. in Lakhs)

Particulars	31st March, 2025	31st March, 2024
Net Debt	798.54	192.57
Total Equity	1,902.40	1815.44
Debt equity ratio	0.42:1	0.11:1

Under the terms of the major borrowing facilities, the Company has complied with the financial covenants as imposed by the bank. No changes were made in the objectives, policies or processes for managing capital during the financial year ended 31st March 2025 and 31st March, 2024.

43. Segment Reporting

The Company is primarily engaged in the trading of agricultural produce and its processing which constitutes a single reporting segment and the management monitors the operating results of its business units as a whole for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on profit or loss in the financial statements, thus, there are no additional disclosures to be provided under Ind AS 108- "Operating Segments."

44. Leases

The company has entered into short-term lease agreement (less than 12 months) which is cancellable in nature. For leases with a term of twelve months or less (short-term leases) and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Most of the leases are renewable for further period on mutually agreeable terms.

(Rs. in lakhs)

Particulars	For the year ended 31st March, 2025	For the year ended 31st March, 2024
Lease payments recognised in the Statement of Profit & Loss during the year	8.25	1.00

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Analytical Ratios

(Rs. In Lakhs)

Analytical Ratios	Numerator	Denominator	As at 31st March, 2025	As at 31st March, 2024	Variation (in %)	Reasons (if variance is more than 25%)
Current Ratio	Current Assets	Current Liability	2.65	7.55	-64.87%	Due to increase in current liability.
Debt - Equity Ratio (Times)	Total Debts	Shareholder's Equity	0.42	0.11	295.70%	Due to new cash credit facility availed during the year
Debt Service Coverage Ratio (Times)	Earnings available for debt service	Debt Service	3.64	13.11	-72.22%	Due to repayment of loan.
Return on Equity (%)	Net Profit after Tax	Average Shareholder Fund	4.68%	10.31%	-54.62%	Due to decrease in net profit.
Inventory Turnover Ratio (Times)	Sales	Average Inventory	5.03	7.49	-32.82%	Due to increase in closing inventory.
Trade Receivables turnover Ratio (Times)	Net Sales	Average Trade Receivables	9.24	8.19	12.87%	N.A.
Trade Payables turnover Ratio (Times)	Net Purchases	Average Trade Payables	39.20	188.70	-79.23%	Due to increase in purchases
Net capital turnover Ratio (Times)	Sales	Working Capital	1.71	1.54	-10.10%	N.A.
Net profit Ratio (%)	Net Profit	Sales	3.08%	7.33%	-58.01%	Due to decrease in net profit
Return on Capital Employed (%)	Earnings before interest and taxes (EBIT)	Capital Employed	4.36%	9.74%	-55.27%	Due to increase in debt.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

Utilization of Borrowed Funds

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: -

- a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or
- b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- i. directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries), or,
- ii. provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

45. Corporate Social Responsibility (CSR)

In accordance with the provisions of the Companies Act, 2013 read with rules made thereunder, the Company was not required to make any CSR contribution for the Financial Year 2024-25.

- 46. The Company does not have any charges or satisfaction thereof which are yet to be registered with ROC beyond the statutory period, during the year ending 31st March, 2025.
- 47. In the opinion of the management, the value of the realization of Long-Term Loans and Advances and Current Assets in the ordinary course of business would not be less than the amount at which the same are stated in the Balance Sheet.
- 48. Outstanding balances of Trade Receivables, Trade Payables, Other Current Assets, Other current Liabilities and Advances are subject to confirmation from the respective parties and consequential adjustments arising from reconciliation, if any. Adjustments related to Goods and Services Tax are subject to reconciliation. The management, however, is of the view that there will be no material discrepancies in this regard.
- 49. No proceeding has been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- 50. The Company did not have any transaction with companies struck off during the year ended March 31, 2025.
- 51. The Company does not have any Subsidiary Company and accordingly the disclosure as to whether the company has complied with the number of layers of companies prescribed under clause (87) of the of section 2 of the Act read with Companies (Restriction on number of layers) Rules, 2017 is not applicable.

Octavius Plantations Limited

Notes forming part of the Financial Statements for the year ended 31st March, 2025

52. None of the Banks, Financial Institutions or other lenders from whom the company has borrowed funds has declared the company as a willful defaulter at any time during the current year or in the previous year.
53. The Company does not have any such unrecorded transaction in the books of account that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as search or survey or any other relevant provisions of the Income Tax Act, 1961).
54. The Company has not traded or invested in Crypto currency or Virtual Currency during the year ending 31st March, 2025.