



Octavius®

CRAFTING FLAVOURS SINCE 1898

# ANNUAL REPORT 2019-20



# Octavius®

CRAFTING FLAVOURS SINCE 1898

*Corporate Office :*

**DELHI**

T-4, OKHLA INDUSTRIAL AREA, PHASE-II  
NEW DELHI-110020, INDIA

**TEL:** +91 - 11 - 23367203/05

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**E-mail:** [info@octaviusplantations.com](mailto:info@octaviusplantations.com)

*Registered Office :*

**DELHI**

54/2 & 3, HANUMAN LANE,  
CONNAUGHT PLACE

**TEL:** +91 - 11 - 23367201/03

**FAX:** +91 - 11 - 23367206

**E-mail:** [info@octaviusplantations.com](mailto:info@octaviusplantations.com)



|                                     |  |
|-------------------------------------|--|
| <b>BOARD OF DIRECTORS</b>           | : RAJ KUMAR JAIN<br>: ANJANA JAIN<br>: NALINI JAIN<br>: SAJJAN KUMAR DEORA   |
| <b>CFO</b>                          | : NAGARAJ MRAMACHANDRA RAO   |
| <b>COMPANY SECRETARY</b>            | : MOHIT CHAUHAN  |
| <b>AUDITORS</b>                     | : VIDIT JAIN & CO. CHARTERED ACCOUNTANTS<br>4697/3 21A, 1 <sup>ST</sup> FLOOR NEPAL CARRIER BUILDING,<br>ANSARI ROAD, DARYAGANJ, NEW DELHI-110002            |
| <b>BANKERS</b>                      | : VIJAYA BANK, INDIAN BANK, BANK OF INDIA<br>KARNATAKA BANK  |
| <b>REGISTERED OFFICE</b>            | : 54/2&3, HANUMAN LANE CONNAUGHT PLACE<br>NEW DELHI - 110001   |
| <b>CORPORATE OFFICE</b>             | : T-4, OKHLA INDUSTRIAL AREA, PHASE-2,<br>NEW DELHI-110020   |
| <b>REGISTRAR AND TRANSFER AGENT</b> | : BEETAL FINANCIAL AND COMPUTER SERVICES<br>PRIVATE LIMITED<br>99, MADANGIR, B/4, LOCAL SHOPPING CENTRE,<br>NEAR DADA HARSUKH DAS MANDIR NEW DELHI<br>110062 |

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## COMPANY PROFILE

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

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

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

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

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

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



## NOTICE

Notice is hereby given that 36th Annual General Meeting of the members of M/s Octavius Plantations Limited to be held on Wednesday, 30th Day of December, 2020, at 12:30 PM. at the Registered Office of the Company situated at 54/2&3, Hanuman Lane Connaught Place New Delhi 110001, to transact the following business:

### ORDINARY BUSINESS

#### Item No 1: Adoption Of Financial Statements

To receive, consider and adopt the Balance Sheet and Profit & Loss Account of the Company for the year ended 31st March, 2020 along with the Cash Flow Statement and Notes to the accounts and the report of the Board of Directors and the Auditors' thereon.

#### Item No. 2: Re-Appointment of Mr. Raj Kumar Jain (03505168)

To Appoint a director in place of Mr. Raj Kumar Jain (DIN: 03505168) who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS

#### Item No 3: Appointment of Mrs. Anjana Jain as an Independent Director of the Company:-

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

**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Anjana Jain (DIN: 08924803), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from August 31, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing proposing her candidature for the office of Director and as recommended by Nomination and Remuneration Committee, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from the conclusion of this Annual General Meeting and whose period of office will not be liable to determination by retirement of directors by rotation"

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

#### Item No 4: Appointment of Ms. Nalini Jain as an Independent Director of the Company:-

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

## NOTICE

**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013, read with The Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Ms. Nalini Jain (DIN:08924809), who was appointed by the Board of Directors as an Additional Independent Director of the Company with effect from August 31, 2020 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of ensuing Annual General Meeting, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director and as recommended by Nomination and Remuneration Committee, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years with effect from the conclusion of this Annual General Meeting and whose period of office will not be liable to determination by retirement of directors by rotation"

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

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

**Registered Office: 54/2 & 3  
Hanuman Lane, Connaught Place  
New Delhi - 110011**

**SD/-  
RAJ KUMAR JAIN  
WHOLE TIME DIRECTOR  
DIN:- 03505168  
10/333 Chopasani Housing Board  
Jodhpur 342001 Rajasthan**

**DATE- 30th November, 2020**

## NOTES:-

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. 3 to 4 of the accompanying Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4), 17(11) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. The Board of Directors of the Company at their meeting held on 30th November 2020 considered that the special business under Item Nos. 3 to 4, being considered unavoidable, be transacted at 36th AGM of the Company.

## NOTES:-

3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
4. Electronic copy of all the documents referred to in the accompanying Notice of the 36th AGM and the Explanatory Statement shall be available for inspection in the Investor Section of the website of the Company at [www.octaviusplantations.com](http://www.octaviusplantations.com).
5. 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.opl@gmail.com](mailto:csdelhi.opl@gmail.com)

General Instructions for accessing and participating in the 36th AGM through VC/OAVM Facility and voting through electronic means including remote e-voting:

- (a) In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 (hereinafter referred to as “MCA Circulars”) and Securities and Exchange Board of India vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 (hereinafter referred to as “SEBI Circulars”) permitted convening the AGM through video conferencing (VC) or other audio visual means (OAVM).
- (b) In accordance with the MCA and SEBI Circulars, provisions of the Companies Act, 2013 (‘the Act’) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
- © In line with the MCA Circulars, the notice of the 36th AGM along with the Annual Report 2019-20 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2019-20 will also be available on the website of the Company and Stock Exchange at [www.octaviusplantationslimited.com](http://www.octaviusplantationslimited.com) and on the website of CDSL at <https://www.evotingindia.com/>.
- (d) Members who have not registered their e-mail id are requested to register the same through their respective Depositories.
- (e) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency.

## NOTICE

The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

- (f) The Remote e-voting shall commence on Sunday, 27th December 2020 at 10.00 A.M. (IST) and ends on Tuesday 29th December 2020 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares as on the cut-off date i.e. Wednesday, 23rd December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. The e-voting particulars are as follows:

| Electronic Voting Particulars            |         |          |
|--|---------|----------|
| EVSN (Electronic Voting Sequence Number) | User ID | Password |

- (g) The Remote e-voting shall not be allowed beyond the said date and time.
- (h) A person whose name appears in the Register of Members / Beneficial Owners as on the cut-off date of Wednesday, 23rd December, 2020 only shall be entitled to avail the facility of remote e-voting as well as voting at the meeting.
- (i) The Board of Directors has appointed Mrs. Anu Malhotra a Practicing Company Secretary of M/s Anu Malhotra & Associates, email id csanumalhotra282@gmail.com to act as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- (j) The members are requested to carefully read the instructions for e-voting before casting their vote.
- (k) Any person, who acquires Shares of the Company and become Member of the Company after dispatch of the Notice and holding Shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. However if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote.
- (l) 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 to at least 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.
- (m) The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- (n) Pursuant to MCA Circulars the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013,



## NOTES:-

representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.

- (o) In case of joint holders attending the AGM, only such joint holder whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote.
- (p) The Notice calling the AGM and the Annual Report for the Financial year 2019-20 shall be available on the website of the Company at [www.octaviusplantations.com](http://www.octaviusplantations.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
- (q) Declaration of Results of e-voting:
  - (I) The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date.
  - (ii) The Scrutinizer shall immediately after the conclusion of e-voting, unblock the votes cast through remote e-voting and make not later than two working days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman of the Company or a person authorized by him in writing who should countersign the same.
  - (iii) The Scrutinizer's decision on the validity of the vote shall be final and binding.
  - (iv) The Results on resolutions shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.
  - (v) The result declared along with the Scrutinizer's report shall be placed on the website of the Company ([www.octaviusplantations.com](http://www.octaviusplantations.com)) and on the website of CDSL within 2 (two) days of declaration of Result and communicated to the Stock Exchanges where the Company shares are listed.

The Instructions For Shareholders For Remote E-Voting are as under:

- (I) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module
- (iii) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID
  - b. For NSDL: 8 Characters DP ID followed by 8 Digits Client ID,
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

## NOTES:-

### PAN

For Shareholders holding shares in Demat Form and Physical Form  
Enter your 10 digit alpha-numeric \*PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) 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) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “**RESOLUTIONS FILE LINK**” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) Shareholders 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 Voting on your mobile.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**