



Bisleri®

Annual Report & Accounts
2007 - 2008



oriental

ORIENT BEVERAGES LIMITED

Bisleri

Orient Beverages Limited

Board of Directors	Sri N. K. Poddar	-	<i>Chairman</i>
	Smt. Ruchira Poddar	-	<i>Executive Director</i>
	Sri G. L. Agarwalla	-	<i>Director</i>
	Sri A. K. Poddar	-	<i>Executive Director</i>
President	Miss Avni Poddar		
Company Secretary	Sri A. K. Singhania		
Auditors	Tiwari & Company		
	Chartered Accountants		
	107/1, Park Street, Kolkata - 700 016		
Registered Office	Aelpe Court		
	225C, A.J.C. Bose Road, Kolkata - 700 020		
Works	NH-6, Mumbai Highway		
	Salap More, Howrah - 711 409, West Bengal		
Branch	C/o, Avinash Industries		
	Plot No. A/46, Mancheswar Industrial Estate		
	Bhubaneswar - 751010, Orissa		
Bankers	United Bank of India		
	State Bank of India		
	Punjab National Bank		
	Standard Chartered Bank		
	HDFC Bank Limited		
	AXIS Bank Limited		
Registrars and Share Transfer Agents	Niche Technologies Pvt. Ltd.		
	D-511, Bagree Market		
	71, B. R. B. B. Road, Kolkata - 700 001		

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NOTICE

Notice is hereby given that Forty Seventh Annual General Meeting of the members of ORIENT BEVERAGES LIMITED will be held at GYAN MANCH, 11, Pretoria Street, Kolkata -700 071 on Monday, the 22nd September, 2008 at 11.00 A. M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2008 and Profit & Loss Account for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri A. K. Poddar, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

Registered Office :
225C, A. J. C. Bose Road,
Kolkata – 700 020.

By Order of the Board

Dated: 18th August, 2008

A. K. SINGHANIA
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 16th September, 2008 to 22nd September, 2008 (both days inclusive) for the purpose of Annual General Meeting.
3. Members are requested to send their queries, if any, on the enclosed Accounts to reach at the Registered Office at least 7 (Seven) days before the date of Annual General Meeting.
4. Members / Proxies are requested to bring their copies of the Annual Report at the Meeting.
5. Members / Proxies are requested to bring their Attendance Slips attached herewith duly filled in for attending the Meeting.

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6. Members who hold shares in the dematerialized form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification of attendance at the Annual General Meeting.
7.
 - a) In accordance with the provisions of Section 205A of the Companies Act, 1956, the Company has from time to time transferred unclaimed / unpaid Dividend for and up to the financial year ended 30th September, 1994 to the General Revenue Account of the Central Government. Members who have a valid claim to any of the unclaimed / unpaid Dividends as aforesaid may claim the same from the Registrar of Companies, West Bengal in the prescribed manner.
 - b) Consequent upon amendment of Section 205A of the Companies Act, 1956, which came in to effect w.e.f. 31st October, 1998 the amount of Dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, shall be transferred to the Investor Education and Protection Fund constituted by the Central Government. In compliance with the said provisions of the Act, the Company has transferred unclaimed / unpaid Dividend for the financial year ended 30th September, 1995 to 31st March, 1999 to the said Fund. It may also be noted that under the amended provisions, once the unclaimed Dividend is transferred to the said Fund as above, no claim shall lie in respect of such amount.
8. Members are informed that the scrips of the Company have been activated both on CDSL and NSDL and may be dematerialized under the ISIN INE247F01018.
9. Members holding shares in physical form can now avail the facility of nomination in respect of the shares held by them. The prescribed form (Form 2B) can be obtained/ submitted (in duplicate) from/ to the Registered Office or Registrars of the Company i.e. M/s. Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B. R. B. B. Road, Kolkata – 700 001.
10. Members are advised to send their requests for Share Transfer, Dematerialization of Shares, intimation for change of Address, Bank particulars and all other related correspondence directly to the Registrars of the Company.

Registered Office :
225C, A. J. C. Bose Road,
Kolkata – 700 020.

By Order of the Board

Dated: 18th August, 2008

A. K. SINGHANIA
Company Secretary

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DIRECTORS' REPORT

To The Shareholders,

Your Directors have pleasure in presenting the Annual Report and Audited Accounts of your Company for the year ended 31st March, 2008:

FINANCIAL RESULTS :	<u>2007-2008</u>	<u>2006-2007</u>
	Rs.	Rs.
Profit / (Loss) before Depreciation & Taxation	1,68,49,269	1,23,22,157
<u>Less :</u> Depreciation	67,70,180	62,33,844
<i>Provision for Taxation :</i>		
- Current Tax	27,96,000	18,21,000
- Deferred Tax	(2,93,951)	(1,34,048)
- Fringe Benefit Tax	5,81,000	6,31,000
Profit / (Loss) after Tax	<u>69,96,040</u>	<u>37,70,361</u>
<u>Add :</u> Brought Forward Profit	3,71,04,835	3,33,34,474
Profit available for appropriation	<u>4,41,00,875</u>	<u>3,71,04,835</u>

APPROPRIATION

Balance carried to Balance Sheet	<u>4,41,00,875</u>	<u>3,71,04,835</u>
	<u>4,41,00,875</u>	<u>3,71,04,835</u>

DIVIDEND:

With a view to plough back the Profit for the operations of the Company your Directors do not recommend any Dividend for the year ended 31st March, 2008 and entire amount of Profit is carried to Reserves and Surplus.

OPERATIONS:

Profit for the year under review is Rs.69.96 Lacs as against Rs.37.70 Lacs in the previous year. Though the business of Packaged Drinking Water is doing well in the State of West Bengal but results from the operations in the States of Chhattisgarh and Orissa have not been satisfactory.

The Company has closed business of Packaged Drinking Water in the State of Chhattisgarh w.e.f. 1st March, 2008 and closure of operations in the State of Orissa is in process, due to non viability. Operations of "Obsession Parlour", a unit of the Company, which were suspended w.e.f 19th July, 2006 due to labour unrest, have been subsequently closed.

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The Company expects a good increase in its Rental Income from one of its tenants, which is due from 1st September, 2007. With the present Real Estate activities, the Directors hope for a better year ahead in the current year, subject to stable market conditions.

DIRECTORS :

Sri A. K. Poddar retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

- i) In preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) We have selected appropriate accounting policies and applied them consistently and we have 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 or Loss for the year under review ;
- iii) We have taken proper and sufficient care for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- iv) We have prepared the annual accounts on a going concern basis.

LISTING:

Your Company is listed with The Calcutta Stock Exchange Association Ltd. and Bombay Stock Exchange Ltd. and Annual Listing fee for the Financial year 2008-09 have been paid.

AUDITORS:

M/s. Tiwari & Company, Chartered Accountants, Auditors of the Company retires at the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITORS' REPORT:

Observations made in the Auditors' Report are self-explanatory as they have been fully explained in schedule of Notes on Accounts at respective points and do not require any clarification.

PERSONNEL:

Cordial relations were maintained with all the employees at all levels. We thank all the employees of the Company for their dedication and sincerity.

PARTICULARS OF EMPLOYEES:

The Company did not have any employee falling within the scope of Sub-Section (2A) of Section 217 of the Companies Act, 1956.

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INFORMATION PURSUANT TO SECTION 217(1) (e) OF THE COMPANIES ACT, 1956:

(A) Conservation of energy:

- a) Energy conservation measures taken:
 - Installations of new technology Blow Mould Machines.
 - Installations of Transformer.
- b) Additional investments and proposals, if any, being implemented for reduction of consumption of energy:
 - Installation of Electrical Capacitor Bank to stabilize and supply required voltage of power.
 - Installation of Electrical Panel Board to operate different electrical points in Water Treatment Room from one Board.
 - Installation of Automatic Voltage Regulator to regulate voltage of power supply.
- c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
 - Saving in power consumption and consequently in the cost of production.
- d) Total energy consumption and energy consumption per unit of production: Not Applicable

(B) Technology Absorption:

Research and Development

Being Franchisee of M/s Bisleri International Private Limited, the Company is adopting Technological guidelines provided by its Principal and thus responsibility for Research and Development is resting with the Principal.

(C) Foreign Exchange earnings and outgo:

Your Company did not have any foreign exchange earning during the year under review. The foreign exchange outgo was Rs.11,94,751/- on account of sponsorship and other expenses.

For and on behalf of the Board

N. K. PODDAR
Chairman

Kolkata, 18th August, 2008.

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AUDITORS' REPORT

**TO,
THE MEMBERS,
ORIENT BEVERAGES LIMITED**

We have audited the attached Balance Sheet of ORIENT BEVERAGES LIMITED as at 31st March, 2008 and also the Profit and Loss Account for the year ended on that date and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

We report that :

1. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
2. In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of books of accounts.
3. The Balance Sheet and Profit and Loss Account and the Cash Flow Statement dealt with by this report are in agreement with the books of account.
4. In our opinion, the Balance Sheet and Profit and Loss Account and the Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956.
5. On the basis of written representations received from the Directors, as on 31st March, 2008 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2008 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
6. In our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information as required by the Companies Act, 1956 in the manner so required and subject to note No. 1.05 regarding non-charging of depreciation on Assets, No.4 regarding non provision of Excise Duty, No.5 regarding pending execution of certain legal formalities in respect of assets and liabilities of amalgamating companies. No. 8 regarding mutation of Land and Building as per Notes on Accounts in Schedule 23 and non compliance of AS-15 (Revised) regarding Gratuity liability to employees, give a true and fair view in

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conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2008.
 - b) In the case of the Profit and Loss Account, of the Profit for the year ended on that date, and
 - c) In the case of Cash Flow Statement of the cash flows for the year ended on that date.
7. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of sub-section (4A) of section 227 of the Companies Act, 1956 and on the basis of such checks as we considered appropriate and the information and explanations given to us during the course of audit we further state to the extent applicable to the Company that :
- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
 - (b) The fixed assets have been physically verified by the management at reasonable intervals. No material discrepancies between book records and physical inventory have been noticed on such verification.
 - (c) During the year under audit, the Company has not disposed off substantial part of its fixed assets.
 - ii) (a) The inventory of the Company has been physically verified at a reasonable intervals by the management.
 - (b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and nature of its business.
 - (c) On the basis of our examination of the records of Inventory, in our opinion, the company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records have been properly dealt with in the books of account.
 - iii) (a) During the year under review the Company has taken unsecured loan from Companies, firms or other parties as covered in the Register maintained under Section 301 of the Act. No. of Party- one and amount involved Rs.251859/-
 - (b) The terms and condition of such loans are not prima facie prejudicial to the interest of the company.
 - (c) We have been informed that loan will be repaid on demand.
 - (d) The Company has not given any loans, secured or unsecured, to Companies, firms or other parties covered in the register maintained under Section 301 of the Act. Accordingly balance clauses of paragraph 4 of the Order are not applicable.

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- iv) In our opinion, there are adequate internal control procedures commensurate with the size of the Company and nature of its business, for the purchase of inventory, fixed assets and for the sale of goods. Further, during the course of our audit we have neither come across, nor have we been informed of any instances of continuing failure to correct major weakness in the aforesaid internal control procedures.
- v) According to the information and explanations given to us, there are no transactions for Rs.5 lacs or more during the year in pursuance of contracts or arrangements, which are required to be entered in the Register maintained under Section 301 of the Act and that has been maintained by the company as required by the provisions of the Companies Act, 1956.
- vi) The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA or any other relevant provisions of the Act and the rules framed there under.
- vii) The Company has maintained internal Audit System which commensurate with its size and nature of its business.
- viii) The Central Government has not prescribed the maintenance of Cost Records under Section 209(1) (d) of the Companies Act, 1956, for the activities of the Company.
- ix) (a) According to the information and explanations given to us, during the year the Company has been generally regular in depositing with the appropriate authorities undisputed statutory dues in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Cess and any other material statutory dues, as applicable to it.
- (b) According to the information and explanations given to us, there are no undisputed dues in respect of Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Service tax, Custom Duty, Excise Duty, Cess and any other material statutory dues which were outstanding at the year end for a period of more than six months from the date they became payable other than:
 - 1) Assessment of arrear rent of Rs. 50.40 Lacs disputed with Income tax Authorities and the same is pending before the Hon'ble High Court at Calcutta.
 - 2) Additional Excise Duty of Rs. 25.99 Lacs demanded by the Excise Authorities and the same is pending before Central Excise Tribunal.
 - 3) Value Added Tax payable in respect of a unit of the Company amounting to Rs. 1,86,496/-
- x) The Company has no accumulated losses as at 31st March, 2008 and it has not incurred cash losses during the financial year and in the immediately preceding financial year.