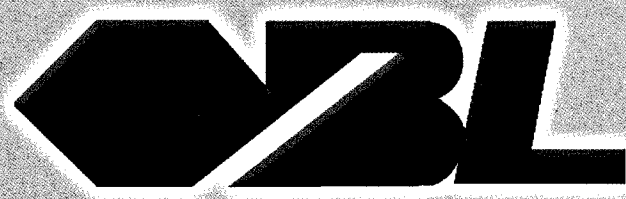


Bisleri

ANNUAL REPORT AND ACCOUNTS 2008 - 2009



ORIENT BEVERAGES LIMITED

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>
Chief Executive Officer	Sri Akshat Poddar
President	Smt. Avni Kandoi
Company Secretary	Sri A. K. Singhanian
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
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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Orient Beverages Limited

NOTICE

Notice is hereby given that Forty Eighth Annual General Meeting of the members of ORIENT BEVERAGES LIMITED will be held at GYAN MANCH, 11, Pretoria Street, Kolkata -700 071 on Wednesday, the 16th September, 2009 at 4.00 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2009 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 G. L. Agarwalla, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution :
 "RESOLVED that pursuant to Section 314(1) and other applicable provisions, if any, of the Companies Act 1956 (including any statutory modification or re-enactment thereof, for the time being in force) consent of the Members be and is hereby given for appointment of Sri Akshat Poddar as Chief Executive Officer of the Company holding office of profit under the Company, he being a relative of Sri N. K. Poddar, Chairman and Smt. Ruchira Poddar, Executive Director, with effect from 1st July, 2009 at a Gross Salary of Rs. 15,000/- per month with other benefits and on such terms and conditions as set out in his Letter of Appointment dated 22nd May, 2009 placed before the meeting and initialled by the Chairman for the purpose of identification."

Registered Office :

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

By Order of the Board

Dated: 14th August, 2009

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 relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of Special Business is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 9th September, 2009 to 16th September, 2009 (both days inclusive) for the purpose of Annual General Meeting.
4. 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.
5. Members / Proxies are requested to bring their copies of the Annual Report at the Meeting.
6. Members / Proxies are requested to bring their Attendance slips attached herewith duly filled in for attending the Meeting.
7. 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.

Orient Beverages Limited

8. 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 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.
9. 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.
10. 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. Road, Kolkata – 700 001.
11. 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.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:

Item No.4

Board of Directors at their Meeting held on 22nd May, 2009 appointed Sri Akshat Poddar as Chief Executive Officer of the Company with effect from 1st July, 2009. Since Sri Akshat Poddar is a relative of Sri N. K. Poddar, Chairman and Smt. Ruchira Poddar, Executive Director, approval of the Shareholders is required pursuant to Section 314(1) of the Companies Act, 1956 for his appointment carrying monthly remuneration of Rs. 10,000/- or more.

Sri Akshat Poddar is a B.A. (Honours) in Management Studies from the University of Nottingham (U.K.) and has work experience with M/s Deloitte, U.K.

The proposed resolution is recommended for approval of the Members.

Sri N. K. Poddar and Smt. Ruchira Poddar may be deemed to be concerned and/or interested in the said resolution. None of the other Directors of the Company is in any way concerned and/or interested in the said resolution.

INSPECTION OF DOCUMENTS:

The documents referred to in this Notice / Explanatory Statement are open for inspection by the Members of the Company at the Registered Office on any working day during business hours up to the date of Annual General Meeting.

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

Dated: 14th August, 2009

By Order of the Board

A. K. SINGHANIA
Company Secretary

Orient Beverages Limited

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, 2009:

FINANCIAL RESULTS :

	<u>2008-2009</u>	<u>2007-2008</u>
	Rs.	Rs.
Profit / (Loss) before Depreciation & Taxation	1,19,61,427	1,68,49,269
<u>Less :</u> Depreciation	66,60,545	67,70,180
<i>Provision for Taxation :</i>		
- Current Tax	13,37,000	27,96,000
- Deferred Tax	(1,93,007)	(2,93,951)
- Fringe Benefit Tax	6,65,000	5,81,000
Profit / (Loss) after Tax	34,91,889	69,96,040
Less : Tax for earlier years	2,42,892	-
	32,48,997	69,96,040
<u>Add :</u> Brought Forward Profit	4,41,00,875	3,71,04,835
Profit available for appropriation	4,73,49,872	4,41,00,875

APPROPRIATION

Balance carried to Balance Sheet	4,73,49,872	4,41,00,875
	4,73,49,872	4,41,00,875

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, 2009 and entire amount of Profit is carried to Reserves and Surplus.

OPERATIONS:

Profit for the year under review is Rs. 32.49 Lacs as against Rs.69.96 Lacs in the previous year. The working for the year under review got a hit by the economic slow down as Business of Packaged Drinking Water has been affected badly. The cost of raw material has shot up from time to time whereas our selling price had to be kept the same due to heavy competition. The Company has closed business of Packaged Drinking Water in the State of Orissa w.e.f.1st

Orient Beverages Limited

December, 2008 due to non viability. Desired results also could not be achieved from the operations of Packaged Drinking Water business in the State of West Bengal.

Real Estate Business is stable as in earlier years, however part of one big space vacated by a tenant is lying unoccupied as the Company is yet to let out the same suitably. The Directors hope for a better year ahead in the current year, subject to stable market conditions.

DIRECTORS :

Sri G. L. Agarwalla 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 2009-10 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.

Orient Beverages Limited

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.

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 with Voltage Stabiliser.
 - Installation of Automatic Voltage Regulator to regulate voltage of power supply.
- 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.
- 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.13,30,851/- on account of travelling and other expenses.

For and on behalf of the Board

N. K. PODDAR
Chairman

Kolkata, 14th August, 2009.

Orient Beverages Limited

AUDITORS' REPORT

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

We have audited the attached Balance Sheet of ORIENT BEVERAGES LIMITED as at 31st March, 2009 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 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, 2009 and taken on record by the Board of Directors, we report that none of the Directors is disqualified as on 31st March, 2009 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 *subject to note No. 1.05 regarding non-charging of depreciation on certain assets, Note No. 3.I regarding non provision of tax liability in respect of arrear rent received, Note No.3.II regarding non provision of Excise Duty as demanded by the Excise Authority being disputed by the Company and Note No.4 regarding pending execution of certain legal formalities in respect of assets and liabilities of amalgamating companies*, give a true and fair view in 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, 2009.

Orient Beverages Limited

- 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 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 granted unsecured loan to Companies, firms or other parties as covered in the Register maintained under Section 301 of the Act. No. of Party- one and the amount involved is Rs. 52.00 lacs.
- (b) The rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the company.
- (c) The repayment of principal and interest of such loans are regular.
- (d) There is no overdue amount of Rs. 1.00 lac or more in respect of such loans.
- (e) 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 the amount involved in Rs. 2.61 lacs.
- (f) The rate of interest and other terms and conditions of such loans are not prima facie prejudicial to the interest of the company.

Orient Beverages Limited

- (g) The repayment of principal and interest of such loans are regular.
- 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.
- x) The Company has no accumulated losses as at 31st March, 2009 and it has neither incurred cash losses during the financial year nor in the immediately preceding financial year.
- xi) According to the records of the Company, it has not defaulted in repayment of dues to Bank and the Company has not issued any debenture during the year under review.