



Bisleri

ORIENT BEVERAGES LIMITED

Annual Report
2009 - 2010



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>Director</i>
	Sri Akshat Poddar	-	<i>Director</i>
President	Smt. Avni Kandoi		
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		
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 Ninth 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 22nd September, 2010 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, 2010 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 Smt. Ruchira Poddar, who retires by rotation and being eligible, offers herself 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 an Ordinary Resolution :

"RESOLVED that Sri Akshat Poddar be and is hereby appointed as a Director of the Company, liable to retire by rotation."

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution :

"RESOLVED that pursuant to provisions of Sections 198, 269, 309, 310 and 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time, and subject to approval of the Central Government under the provisions of the Companies Act, 1956, consent of the Members be and is hereby given for the re-appointment of Smt. Ruchira Poddar as an Executive Director (being Whole Time Director) of the Company for a further period of 5 (five) years with effect from 1st May, 2010 on the remuneration and other terms and conditions as set out in the draft agreement placed before the meeting and initialled by the Chairman for the purpose of identification."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby specifically authorized to alter and vary the terms & conditions of the said appointment and/or agreement so as not to exceed the limit specified in Schedule XIII to the Companies Act, 1956, as amended from time to time, as may be agreed to between the Board of Directors and Smt. Ruchira Poddar and with the approval of the Central Government, wherever necessary."

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a Special Resolution :

"RESOLVED that pursuant to provisions of Sections 198, 269, 309, 310, 314 and 316 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time, and subject to approval of the Central Government under the provisions of the Companies Act, 1956, consent of the Members be and is hereby given for the appointment of Sri Akshat Poddar as Managing Director of the Company for a period of 5 (five) years with effect from 1st September, 2010 on the remuneration and other terms and conditions as set out in the draft agreement placed before the meeting and initialled by the Chairman for the purpose of identification."

"RESOLVED FURTHER that consent of the Members be and is hereby also given pursuant to provisions of Schedule XIII to the Companies Act, 1956 for appointment of Sri Akshat Poddar, aged about 23 years, as Managing Director who has attained the age of majority but has not completed the age of 25 years."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby

Orient Beverages Limited

specifically authorized to alter and vary the terms & conditions of the said appointment and/or agreement so as not to exceed the limit specified in Schedule XIII to the Companies Act, 1956, as amended from time to time, as may be agreed to between the Board of Directors and Sri Akshat Poddar and with the approval of the Central Government, wherever necessary."

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

By Order of the Board

Dated: 12th August, 2010

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 16th September, 2010 to 22nd September, 2010 (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.
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 into 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. 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 12th August, 2010 has appointed Sri Akshat Poddar as an Additional Director of the Company. He holds office up to the date of ensuing Annual General Meeting in terms of provisions of Section 260 of the Companies Act, 1956. The Company has received Notice under Section 257 of the Companies Act, 1956 along with requisite deposit from one of the shareholders signifying his intention to propose Sri Akshat Poddar as a candidate for the office of the Director of the Company at this meeting.

Sri Akshat Poddar, aged about 23 years, has been working as Chief Executive Officer of the Company since last one year. 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.

In view of Sri Akshat Poddar's qualifications and expertise, the Directors recommend his appointment as a Director of the Company.

Sri Akshat Poddar himself and Sri N. K. Poddar and Smt. Ruchira Poddar, being his relatives, 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.

Item No.5:

Smt. Ruchira Poddar, aged about 55 years, is associated with the Company since last 31 years as a Director and working as an Executive Director since last 10 years. Smt. Ruchira Poddar is an Arts Graduate and has good business and administrative experience. Term of office of Smt. Ruchira Poddar as an Executive Director was up to 30th April, 2010. Considering the wide experience of Smt. Ruchira Poddar and significant contribution made by her for the Company, the Board of Directors has re-appointed her as an Executive Director (being Whole Time Director) of the Company at their Meeting held on 28th April, 2010 for a further period of 5(five) years with effect from 1st May, 2010.

Since the Company do not have a Remuneration Committee to approve the remuneration of managerial personnel as required by the provisions of Schedule XIII to the Companies Act, 1956, the appointment and payment of remuneration to Smt. Ruchira Poddar is subject to approval of the Central Government under the provisions of the Companies Act, 1956. The Company has already made an application to the Central Government on 28th May, 2010 to this effect.

Following are the main terms and conditions of re-appointment of Smt. Ruchira Poddar as an Executive Director:

- 1) Salary : Rs. 50,000/- per month.
- 2) Perquisites and allowances: Perquisites and allowances shall be restricted to an amount equal to the Annual Salary. These perquisites and allowances shall be classified as follows:
 - a) Accommodation : The expenses on Company leased residential accommodation shall be subject to ceiling of 60% of the Salary.In case the company provides no accommodation, the Executive Director shall be entitled

to House Rent Allowance as above.

In case the accommodation is owned by the Company, a deduction of 10% of the Salary of the Executive Director shall be made by the Company towards maintenance charges for the accommodation.

Expenditure incurred on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962 subject to ceiling of 10% of the Salary of the Executive Director.

- b) Medical Reimbursement: Expenses incurred for self and family subject to ceiling of one month's salary in a year or three months' salary over a period of three years.
 - c) Leave Travel Concession: For self and family once in a year incurred in accordance with the Company Rules.
 - d) Club Fees : Subject to a maximum of 2(two) Clubs. This will not include Admission and Life Membership Fee.
 - e) Personal Accident Insurance : Premium not to exceed Rs.4,000/- per annum.
- 3) Other payments and provisions which shall not be included in the computation of the ceiling on remuneration:
- a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of Service, subject to maximum amount permissible as per the Payment of Gratuity Act, 1972.
 - c) Entitlement of leave and encashment of same at the end of the tenure as per Rules of the Company.
 - d) Car : Provision of Car for use of Company's business.
 - e) Telephone :Provision of Telephone at Residence for Company's business.
- 4) Reimbursement of Expenses :
- a) Entertainment Expenses :
Reimbursement of entertainment expenses actually and properly incurred for the business of the Company will not be considered as perquisite.
 - b) Travelling Expenses :
Reimbursement of travelling expenses actually and properly incurred for the business of the Company will not be considered as perquisite.
- 5) Smt. Ruchira Poddar will not be entitled for any remuneration for attending the Board Meeting and/or any Meeting of the Committee of the Board.
- 6) Minimum Remuneration :
The Salary, perquisites and allowances as above shall be paid to Smt. Ruchira Poddar as minimum remuneration notwithstanding absence or inadequacy of profits in any financial year.
- 7) The terms and conditions of the said Appointment and/or Agreement may be altered or varied from time to time mutually by the Company and the Executive Director within the limits prescribed in Schedule XIII to the Companies Act, 1956 or any amendment thereof and with the approval of the Central Government, wherever necessary.
- 8) The Agreement may be terminated by either party by giving the other party one month's Notice or the Company paying one month's remuneration in lieu of the Notice.

The Board considers that the Company would benefit from the continuation of Smt. Ruchira Poddar as an Executive Director and therefore recommend the proposed resolution for approval of the Members.

Smt. Ruchira Poddar herself and Sri N. K. Poddar and Sri Akshat Poddar, being her relatives, 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.

An abstract of material terms of the contract between the Company and Smt. Ruchira Poddar pursuant to Section 302 of the Companies Act, 1956 was sent to all the members of the Company.

Item No.6:

Sri Akshat Poddar, aged about 23 years, has been working as Chief Executive Officer of the Company since last one year. 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. Considering the qualifications and performance of Sri Akshat Poddar, the Board of Directors has appointed him as a Managing Director of the Company at their Meeting held on 12th August, 2010 for a period of 5(five) years with effect from 1st September, 2010.

Since the Company do not have a Remuneration Committee to approve the remuneration of managerial personnel as required by the provisions of Schedule XIII to the Companies Act, 1956, the appointment and payment of remuneration to Sri Akshat Poddar is subject to approval of the Central Government under the provisions of the Companies Act, 1956. The Company will make an application to the Central Government in due course to this effect.

Following are the main terms and conditions of appointment of Sri Akshat Poddar as Managing Director:

- 1) Salary : Rs. 50,000/- per month.
- 2) Perquisites and allowances: Perquisites and allowances shall be restricted to an amount equal to the Annual Salary. These perquisites and allowances shall be classified as follows:
 - a) Accommodation : The expenses on Company leased residential accommodation shall be subject to ceiling of 60% of the Salary.
In case the company provides no accommodation, the Managing Director shall be entitled to House Rent Allowance as above.
In case the accommodation is owned by the Company, a deduction of 10% of the Salary of the Managing Director shall be made by the Company towards maintenance charges for the accommodation.
Expenditure incurred on Gas, Electricity, Water and Furnishings shall be valued as per Income Tax Rules, 1962 subject to ceiling of 10% of the Salary of the Managing Director.
 - b) Medical Reimbursement: Expenses incurred for self and family subject to ceiling of one month's salary in a year or three months' salary over a period of three years.
 - c) Leave Travel Concession: For self and family once in a year incurred in accordance with the Company Rules.
 - d) Club Fees : Subject to a maximum of 2(two) Clubs. This will not include Admission and Life Membership Fee.
 - e) Personal Accident Insurance : Premium not to exceed Rs.4,000/- per annum.
- 3) Other payments and provisions which shall not be included in the computation of the ceiling on remuneration:
 - a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
 - b) Gratuity payable at a rate not exceeding half a month's Salary for each completed year of Service, subject to maximum amount permissible as per the Payment of Gratuity Act, 1972.

- c) Entitlement of leave and encashment of same at the end of the tenure as per Rules of the Company.
- d) Car : Provision of Car for use of Company's business.
- e) Telephone :Provision of Telephone at Residence for Company's business.
- 4) Reimbursement of Expenses :
 - a) Entertainment Expenses :
Reimbursement of entertainment expenses actually and properly incurred for the business of the Company will not be considered as perquisite.
 - b) Travelling Expenses :
Reimbursement of travelling expenses actually and properly incurred for the business of the Company will not be considered as perquisite.
- 5) Sri Akshat Poddar will not be entitled for any remuneration for attending the Board Meeting and/ or any Meeting of the Committee of the Board.
- 6) Minimum Remuneration :
The Salary, perquisites and allowances as above shall be paid to Sri Akshat Poddar as minimum remuneration notwithstanding absence or inadequacy of profits in any financial year.
- 7) The terms and conditions of the said Appointment and/or Agreement may be altered or varied from time to time mutually by the Company and the Managing Director within the limits prescribed in Schedule XIII to the Companies Act, 1956 or any amendment thereof and with the approval of the Central Government, wherever necessary.
- 8) The Agreement may be terminated by either party by giving the other party one month's Notice or the Company paying one month's remuneration in lieu of the Notice.

The Board considers that the Company would benefit from the appointment of Sri Akshat Poddar as Managing Director and therefore recommend the proposed resolution for approval of the Members.

Sri Akshat Poddar himself and Sri N. K. Poddar and Smt. Ruchira Poddar, being his relatives, 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.

The above may also be treated as abstract of the terms of contract between the Company and Sri Akshat Poddar pursuant to Section 302 of the Companies Act, 1956.

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

By Order of the Board

Dated : 12th August, 2010

A. K. SINGHANIA
Company Secretary

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, 2010:

FINANCIAL RESULTS :	2009-2010	2008-2009
	Rs.	Rs.
Profit / (Loss) before Depreciation & Taxation	1,19,35,745	1,19,61,427
Less: Depreciation	73,25,608	66,60,545
Provision for Taxation :		
- Current Tax	17,71,000	13,37,000
- Deferred Tax	7,780	(1,93,007)
- Fringe Benefit Tax	-	6,65,000
Profit / (Loss) after Tax	28,31,357	34,91,889
Add: Tax provision for earlier years	58,07,536	(2,42,892)
	86,38,893	32,48,997
Add: Brought Forward Profit	4,73,49,872	4,41,00,875
Profit available for appropriation	5,59,88,765	4,73,49,872

APPROPRIATION

Balance carried to Balance Sheet	5,59,88,765	4,73,49,872
	5,59,88,765	4,73,49,872

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, 2010 and entire amount of Profit is carried to Reserves and Surplus.

OPERATIONS :

Profit for the year under review is Rs. 86.39 Lacs as against Rs. 32.49 Lacs in the previous year, however this includes effect of earlier years' tax provisions written back of Rs. 58.08 lacs. Working of the Packaged Drinking Water division was not as expected due to tough competition from other reputed brands and low recovery against heavy cost. However the current year's working is much better as there is a good growth in sales and also we have finally been able to take a reasonable price increase.

Real Estate Business is stable as in earlier years. Increase in the rent receivable from one of the tenants is due from 1st September, 2007 and a good increase in the rental income of the Company

is expected on this account once the terms are settled with the tenant. 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 has resigned from the post of Executive Director with effect from 1st April, 2010, however he continues as a Non Executive Director of the Company. The Board has recorded appreciation for the valuable services rendered by him during his tenure in office as Executive Director.

Smt. Ruchira Poddar was re-appointed as an Executive Director with effect from 1st May, 2010 subject to approval of the shareholders and the Central Government. Appropriate Resolution for her re-appointment as an Executive Director is being placed for consideration of the members at the ensuing Annual General Meeting. Smt. Ruchira Poddar also retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment.

Sri Akshat Poddar has been appointed as an Additional Director of the Company with effect from 12th August, 2010 and he holds office up to the ensuing Annual General Meeting. The Company has received Notice under section 257 of the Companies Act, 1956 for his appointment as Director in the ensuing Annual General Meeting. Sri Akshat Poddar has been also appointed as Managing Director with effect from 1st September, 2010 subject to approval of the shareholders and the Central Government. Appropriate Resolution for his appointment as Managing Director is being placed for consideration of the members at the ensuing Annual General Meeting.

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 as at 31st March 2010 and of the Profit of the Company for the year ended on that date;
- 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 Ltd. and Bombay Stock Exchange Ltd. and Annual Listing Fee for the financial year 2010-11 have been paid.

AUDITORS:

M/s. Tiwari & Company, Chartered Accountants, Auditors of the Company retire 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.