



# Bisleri

Annual Report  
2014|2015



**ORIENT BEVERAGES LIMITED**

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## Orient Beverages Limited

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(CIN-L15520WB1960PLC024710)

<b>Board of Directors</b> (As on 29th May, 2015)	Sri Narendra Kumar Poddar	- Chairman (DIN : 00304291)
	Sri Akshat Poddar	- Managing Director (DIN : 03187840)
	Sri Ganpat Lal Agarwalla	- Director (DIN : 00292524)
	Sri Ballabha Das Mundhra	- Executive Director (DIN : 01162223)
	Dr. Gora Ghose	- Independent Director (DIN : 00217079)
	Sri Anil Kumar Poddar	- Independent Director (DIN : 00304837)
	Smt. Sarita Tulsyan	- Director (DIN : 05285793)
<b>Chief Financial Officer</b>	Sri Arun Kumar Singhania	
<b>Company Secretary</b>	Sri Jiyut Prasad	
<b>Audit Committee</b>	Sri Anil Kumar Poddar	- Chairman
	Dr. Gora Ghose	- Member
	Sri Ballabha Das Mundhra	- Member
<b>Nomination and Remuneration Committee</b>	Dr. Gora Ghose	- Chairman
	Sri Anil Kumar Poddar	- Member
	Sri Ganpat Lal Agarwalla	- Member
<b>Stakeholders Relationship Committee</b>	Sri Ganpat Lal Agarwalla	- Chairman
	Sri Akshat Poddar	- Member
	Sri Ballabha Das Mundhra	- Member
<b>Share Transfer Committee</b>	Sri Narendra Kumar Poddar	- Chairman
	Sri Ganpat Lal Agarwalla	- Member
	Sri Ballabha Das Mundhra	- Member
<b>Auditors</b>	Tiwari & Company Chartered Accountants 107/1, Park Street, Kolkata- 700 016, W.B.	
<b>Registered Office</b>	"Aelpe Court", 3rd Floor, 225C, A. J. C. Bose Road, Kolkata- 700 020, W.B. Phone: (033) 3052 7001/ 7002/ 7003 Fax: (033) 3052 2001 Email : obl_investors@rediffmail.com Website : www.obl.org.in	

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## **Orient Beverages Limited**

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**Works**

- NH-6, Mumbai Highway  
Salap More, Howrah- 711409, W.B.
- Dag No. 418 & 419  
Durgapur Expressway, Durgapur Toll Plaza,  
Dankuni, Hooghly-712310, W.B.
- Sankrail Industrial Park  
Near Dhulagarh Toll Plaza  
Chaturbhujkati, Sankrail  
Howrah - 711 313, W.B.

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**Branch**

Rukka Road, Ormanjhi,  
Ranchi-835 238, Jharkhand

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**Bankers**

United Bank of India  
Axis Bank Limited  
HDFC Bank Limited  
ICICI Bank Limited  
Punjab National Bank  
State Bank of India

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**Registrars and Share  
Transfer Agents**

Niche Technologies Pvt. Ltd.  
D-511, Bagree Market  
71, B. R. B. Basu Road, Kolkata-700 001  
Phone: (033) 2234 3576, 2235 7270 / 7271  
Fax : (033) 2215 6823  
Email: nichetechpl@nichetechpl.com

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## Orient Beverages Limited

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### NOTICE

NOTICE is hereby given that 54th Annual General Meeting of the members of ORIENT BEVERAGES LIMITED will be held at "GYAN MANCH", 11, Pretoria Street, Kolkata - 700 071, WB, on Tuesday, the 22nd September, 2015 at 11.00 A.M. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company including audited Balance Sheet as at 31st March, 2015 and Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and the Auditors thereon.
2. To declare dividend on Equity shares.
3. To appoint a Director in place of Sri Ganpat Lal Agarwalla (DIN: 00292524), who retires by rotation and being eligible offers himself for re-appointment.
4. To ratify the appointment of M/s Tiwari & Co., Chartered Accountants (ICAI firm Regn. No. 309112E), as statutory auditors of the Company, as approved by members at the annual general meeting of the Company held on 22nd September, 2014 from the conclusion of this annual general meeting till the conclusion of the next annual general meeting, on a remuneration to be mutually agreed upon with the Board of Directors for the financial year 2015-2016.

### SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of Article 82 of the Articles of Association of the Company, Smt. Sarita Tulsyan (DIN: 05285793) be and is hereby appointed as a Director of the Company, liable to retirement by rotation."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby given for the re-appointment of Sri Narendra Kumar Poddar (DIN: 00304291) as Chairman (being Whole Time Director) of the Company for a further period of 5(five) years w.e.f. 01st April, 2015 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 authorised to alter and vary the terms and conditions of the said appointment and/ or agreement so as not to exceed the limit specified in Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as may be agreed to between the Board of Directors and Sri Narendra Kumar Poddar."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby given for the re-appointment of Sri Akshat Poddar (DIN: 03187840) as Managing Director of the Company for a further period of 5(five) years w.e.f. 01st April, 2015 on the

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**Orient Beverages Limited**

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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 authorised to alter and vary the terms and conditions of the said appointment and/ or agreement so as not to exceed the limit specified in Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as may be agreed to between the Board of Directors and Sri Akshat Poddar.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with the Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby given for the re-appointment of Sri Ballabha Das Mundhra (DIN: 01162223) as Executive Director (being Whole Time Director) of the Company for a further period of 5 (five) years w.e.f. 01st April, 2015 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 authorised to alter and vary the terms and conditions of the said appointment and/ or agreement so as not to exceed the limit specified in Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being in force), as may be agreed to between the Board of Directors and Sri Ballabha Das Mundhra.”

By order of the Board,  
For **Orient Beverages Ltd.**

Place: Kolkata  
Date: 28th July, 2015

Jiyut Prasad  
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. The instrument of Proxy, in order to be effective, should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.

**Proxy holders are requested to bring proof of their identity such as Aadhar Card, PAN Card, Voter Card, Passport, Driving licence or any other photo identity card issued by any Government Authority at the meeting for verification of their identities.**

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to Items No.5 to 8 is annexed hereto.

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3. The Register of Members and the Share Transfer books of the Company will remain closed from **Wednesday, 16<sup>th</sup> September, 2015 to Tuesday, 22<sup>nd</sup> September, 2015 (both days inclusive)** for the purpose of Annual General Meeting and dividend.
4. Members may be aware that the Companies Act, 2013, permits service of the Notice of the Annual General Meeting through electronic mode. Electronic copy of the Annual Report along with Notice, Attendance Slip and Proxy Form of the Annual General Meeting of the Company are being sent to all the members whose E-mail IDs are registered with the Company/Depository Participant(s) for communication purposes. However, those members who desire to have a physical copy may send request for the same to the Company at its registered office. For members who have not registered their E-mail IDs, physical copies of the Annual Report along with Notice, Attendance Slip and Proxy Form of the Annual General Meeting of the Company are being sent in the permitted mode.
5. The Members who are holding shares in demat form and have not yet registered their E-mail IDs, are requested to register their E-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter. Shareholders holding shares in physical form may register their Email IDs by sending request at **cs@obl.org.in** The Annual Report along with Notice, Attendance Slip and Proxy Form of the Annual General Meeting of the Company would also be made available on the Company's website at **www.obl.org.in**.
6. The Board of Directors has recommended for consideration of the Members a final dividend at 5% i.e. ₹ 0.50 per Equity Share of the nominal value of ₹ 10/- each for the year ended 31st March, 2015.
7. Dividend as recommended by the Board of Directors, if approved, at the Annual General Meeting, will be paid as under:
  - a. To all Beneficial Owners in respect of shares held in dematerialized form as per the data made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on **15<sup>th</sup> September, 2015**;
  - b. To all Members in respect of shares held in physical form after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on **15<sup>th</sup> September, 2015**.
8. **Members are hereby informed that the Securities and Exchange Board of India (SEBI) has made it mandatory for all the listed companies to make cash payments through electronic payment modes to the investors. It is further directed that in case electronic payment is rejected or returned, the Company shall mandatorily print the bank account details of the investor on payment instrument.** Members are requested to provide their updated bank account particulars allotted after implementation of CBS to enable the Company to electronically credit dividend directly in their respective bank accounts.

Members holding shares in dematerialized form are requested to intimate all changes relating to their bank account details, registered address etc. to their respective Depository Participants (DPs), if they have not done so already. Members holding shares in physical form are requested to intimate such changes to the Company's Registrars i.e. M/s Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B. R. B. B. Road, Kolkata - 700 001 or to the Company at its Registered Office along with a cancelled cheque or a photocopy of blank cheque.

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Members holding shares in electronic form (dematerialized mode) are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend.

9. 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.
10. Members/Proxies are requested to bring their copies of the Annual Report and Attendance Slips attached herewith duly filled in for attending the Meeting.
11. Members are informed that the Equity Shares of the Company are listed on **The Calcutta Stock Exchange Ltd.** and **BSE Ltd.** Further Equity Shares of the Company have been admitted both on CDSL and NDSL and may be dematerialised under the **ISIN- INE247F01018**.
12. Dividend which remain unpaid/unclaimed over a period of seven years will have to be transferred by the Company to "Investor Education and Protection Fund" of the Central Government under Sections 205A & 205C of the Companies Act, 1956. Accordingly, all unpaid/unclaimed amounts in respects of dividends paid by the Company for and up to the financial year ended 31<sup>st</sup> March, 1999 have been transferred to the said Fund.

Details of unpaid/unclaimed dividend amounts lying with the Company have been uploaded and updated from time to time on the Company's website at **www.obl.org.in** and pursuant to the provisions of Investor Education and Protection Fund (uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company shall also upload the details of unpaid and unclaimed amounts lying with the Company on the website of Ministry of Corporate Affairs in due course.

13. Only bona fide members/proxy holders of the Company whose names appear on the Register of Members/ proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves its rights to take all steps as may be deemed necessary to restrict unauthorised persons from attending the meeting.
14. Members holding shares in dematerialized form are requested to bring their Depository ID Number and Client ID Number and members holding shares in physical form are requested to bring their Registered Folio No. for easier identification of attendance at the Annual General Meeting.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to the Depository Participant(s), with whom they maintain their demat accounts and Members holding shares in physical form are requested to submit their PAN details along with a Photocopy of PAN card, duly attested, to the Company's Registrars or Company Secretary of the Company.
16. Members can avail the facility of nomination in respect of shares held by them. Those holding shares in dematerialised form are requested to submit their nomination details to the their respective Depository Participant (DP) and in respect of members holding shares in physical form, the prescribed form for making nomination i.e. Form SH-13 can be obtained/submitted (in duplicate) from/to the Registered office or Registrars of the Company.

**17. Voting through Electronic means (Remote E-Voting):**

- I) Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote by electronic means. As an alternative to vote physically at the Annual General

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Meeting, and the business may be transacted through remote e-voting services provided by Central Depository Services (India) Limited (CDSL).

- II) Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for remote e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and remote e-voting, then votes casted through remote e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for remote e-voting are as under, Members are requested to follow the instruction below to cast their vote through remote e-voting.
- III) The instructions for shareholders voting electronically are as under:
- (i) The voting period begins on **Saturday, the 19<sup>th</sup> September, 2015 at 9.00 A.M.** and ends on **Monday, the 21<sup>st</sup> September, 2015 at 5.00 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 i.e. Tuesday, the 15<sup>th</sup> September, 2015**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
  - (ii) The shareholders should log on to the e-voting website **www.evotingindia.com** during the voting period.
  - (iii) Click on "Shareholders" tab.
  - (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
  - (v) Next enter the Image Verification as displayed and Click on Login.
  - (vi) If you are holding shares in demat form and had logged on to **www.evotingindia.com** and voted on an earlier voting of any company, then your existing password is to be used.
  - (vii) If you are a first time user follow the steps given below.

**For Members holding shares in Demat Form and Physical Form**

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the sequence number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format.



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Bank Account Number	<p>Enter the Bank Account Number as recorded in your demat Account account with the depository or in the company records for Number your folio.</p> <ul style="list-style-type: none"> <li>Please enter the DOB or Bank Account Number in order to login.</li> <li>If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction(iv).</li> </ul>
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- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in dematerialised 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 dematerialised 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant “ORIENT BEVERAGES LIMITED” on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolutions details.
- (xiv) 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:-
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the existing/same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Note for Institutional Shareholders :**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a compliance user which should be created using the admin login ID and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

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<b>Orient Beverages Limited</b>
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- The list of accounts should be mailed to **helpdesk.evoting@cdslindia.com** and on approval of the accounts they would be able to cast their vote.
  - 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.
- (xix) Institutional Members/Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, through E-mail at **cs@obl.org.in** with a copy marked to **helpdesk.evoting@cdslindia.com** on or before **21<sup>st</sup> September, 2015**, up to 5:00 P.M without which the vote shall not be treated as valid.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at **www.evotingindia.com** under help section or write an email to **helpdesk.evoting@cdslindia.com / cs@obl.org.in**
18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the **Cut-off date i.e. 15<sup>th</sup> September, 2015**. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
19. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members/ depositories as at closing hours of business on 31<sup>st</sup> July, 2015.
20. Investors who became members of the Company subsequent to the dispatch of the Notice by the Company and wish to holds the shares till the cut-off date i.e. **15<sup>th</sup> September, 2015** are requested to send the written/email communication to the Company at **cs@obl.org.in** by mentioning their Folio No./DP ID and Client ID to obtain the Login-ID and Password for e-voting.
21. The shareholders shall have one vote per equity share held by them as on the “Cut off date” of Tuesday, the **15<sup>th</sup> September, 2015**, the facility of remote e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
22. The Company has appointed Sri Manoj Prasad Shaw of M/s Manoj Shaw & Co., Practising Company Secretaries, (Membership No.5517 Certificate of Practice No.4194) Commerce House, Room No. 8C, 8<sup>th</sup> Floor, 2A, Ganesh Chandra Avenue, Kolkata – 700 013, W.B. as the scrutinizer for conducting the e-voting process in the fair and transparent manner.
23. The Scrutinizer’s decision on the validity of remote e-voting will be final.
24. The Scrutinizer will submit consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, during the remote e-voting and voting by ballot/ poll at the AGM, not later than 3 (three) days of conclusion of meeting, to the Chairman or a person, authorised by him/her in writing, shall declare the results of the Annual General Meeting forthwith. The results declared along with Scrutinizer’s report shall be placed on the Company’s website at **www.obl.org.in** and on the website of CDSL and shall be communicated to the Stock Exchanges.