

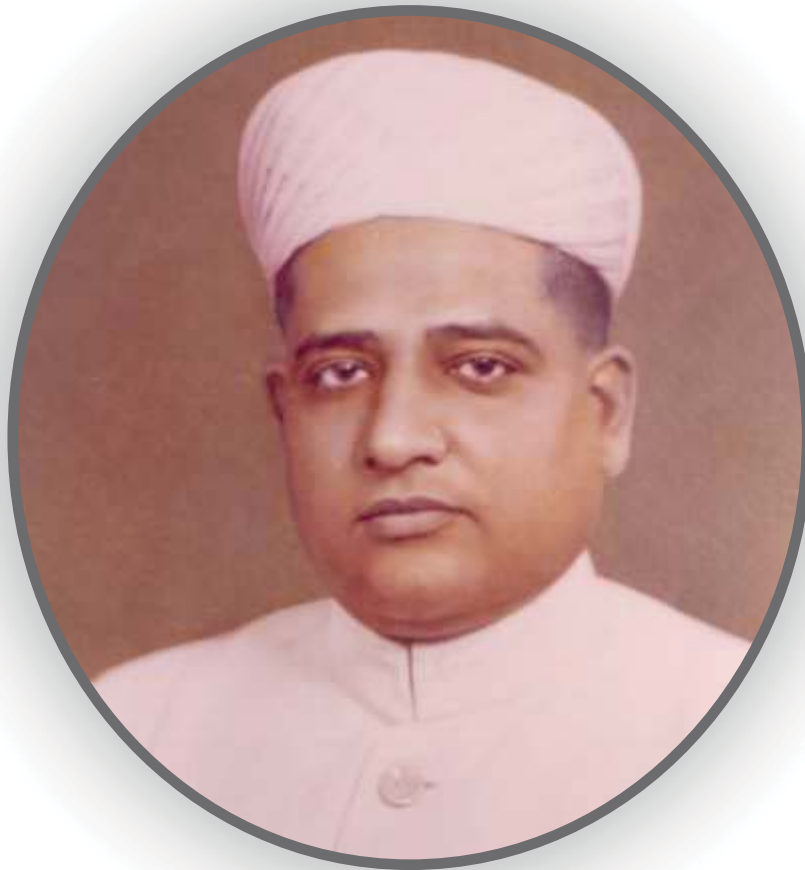


Bisleri

Annual Report
2015|2016



ORIENT BEVERAGES LIMITED



Our Founder
Anandilall Poddar
(1914-1961)

ORIENT BEVERAGES LIMITED

(CIN - L15520WB1960PLC024710)

| | | |
|---|--|---|
| Board of Directors (As on 30 th May, 2016) | Sri Narendra Kumar Poddar Sri Akshat Poddar Sri Ganpat Lal Agarwalla Sri Ballabha Das Mundhra Dr. Gora Ghose Sri Anil Kumar Poddar Smt. Sarita Tulsyan Sri Vivek Vardhan Agarwalla | - Chairman (DIN: 00304291) - Managing Director (DIN: 03187840) - Director (DIN: 00292524) - Executive Director (DIN: 01162223) - Independent Director (DIN: 00217079) - Independent Director (DIN: 00304837) - Director (DIN: 05285793) w.e.f. 29.05.2015 - Independent Director (DIN: 00674395) w.e.f. 22.03.2016 |
| Chief Financial Officer | Sri Arun Kumar Singhania | |
| Company Secretary | Sri Jiyut Prasad | |
| Audit Committee | Sri Anil Kumar Poddar Dr. Gora Ghose Sri Ballabha Das Mundhra Sri Vivek Vardhan Agarwalla | - Chairman - Member - Member - Member |
| Nomination and Remuneration Committee | Dr. Gora Ghose Sri Anil Kumar Poddar Sri Ganpat Lal Agarwalla Sri Vivek Vardhan Agarwalla | - Chairman - Member - Member - Member |
| Stakeholders Relationship Committee | Sri Ganpat Lal Agarwalla Sri Akshat Poddar Sri Ballabha Das Mundhra | - Chairman - Member - Member |
| Share Transfer Committee | Sri Narendra Kumar Poddar Sri Ganpat Lal Agarwalla Sri Ballabha Das Mundhra Smt. Sarita Tulsyan | - Chairman - Member - Member - Member |
| Auditors | Tiwari & Company Chartered Accountants 107/1, Park Street, Kolkata - 700 016, W.B. | |
| Registered Office | "Aelpe Court", 3 rd Floor, 225C, A. J. C. Bose Road, Kolkata - 700 020, W.B. Phone: (033) 3052 7001/ 7002/ 7003 Fax: (033) 3052 2001 Email: cs@obl.org.in Website: www.obl.org.in | |

| | |
|---|--|
| Works | <ul style="list-style-type: none"> • NH-6, Mumbai Highway Salap More, Howrah - 711 409, W.B. • Dag No. 418 & 419 Durgapur Expressway, Durgapur Toll Plaza, Dankuni, Hooghly - 712 310, W.B. • Sankrail Industrial Park Near Dhulagarh Toll Plaza, Chaturbhujkati, Sankrail Howrah - 711 313, W.B. |
| Branch | Rukka Road, Ormanjhi, Ranchi - 835 238, Jharkhand |
| Bankers | United Bank of India Union Bank of India Axis Bank Limited HDFC Bank Limited ICICI Bank Limited Punjab National Bank State Bank of India |
| 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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Notice

NOTICE is hereby given that 55th Annual General Meeting of the members of ORIENT BEVERAGES LIMITED will be held at "GYAN MANCH", 11, Pretoria Street, Kolkata - 700 071, WB, on Wednesday, the 28th September, 2016 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, 2016 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 a Dividend on Equity Shares.
3. To appoint a Director in place of Sri Narendra Kumar Poddar (DIN: 00304291), 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 and to fix remuneration. In this connection, to consider and if thought fit, to pass with or without modification(s), the following resolution(s) as an Ordinary Resolution(s):

"RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under, M/s Tiwari & Co., Chartered Accountants (ICAI Firm Regn. No.309112E), who were appointed as Statutory Auditors of the Company, for a period of 3(three) years at the Annual General Meeting held on 22nd September, 2014, now their appointment as Statutory Auditors for the financial year 2016-17 be and is hereby ratified and the said Auditors will hold office from conclusion of this Annual General Meeting till conclusion of next Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the said auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Sri Vivek Vardhan Agarwalla (DIN: 00674395) who was appointed as an Additional Director of the Company under Section 161 of the Companies Act, 2013 with effect from 22nd March, 2016, by the Board of Directors, on recommendation of Nomination and Remuneration Committee, to hold office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of 5(five) consecutive years with effect from 22nd March, 2016 and whose office shall not be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197 and other applicable provisions, if any, of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] Sri Vivek Vardhan Agarwalla be paid such fees, commission and reimbursement of expenses as the Board may approve, from time to time and subject to such limits as may be prescribed under the law for the time being in force."

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V and any other applicable provisions, if any, of the Companies Act, 2013 and rules made there under [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] consent of the Members be and is hereby given for increase in the remuneration of Sri Akshat Poddar (DIN: 03187840), Managing Director of the Company with effect from 1st April, 2016 till his remaining term i.e. up to 31st March, 2020 as set out in the draft Supplementary Agreement, placed before the meeting and initialled by the Chairman for the purpose of identification.

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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 modification(s) or re-enactment(s) thereof for the time being in force] as may be agreed to between the Board of Directors and Sri Akshat Poddar.”

By order of the Board,

Place: Kolkata
Dated: 2nd August, 2016

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 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. A statement giving the details of the Director seeking reappointment as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 in respect of the Ordinary Business under Item No.3 of the Notice is annexed hereto.
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Items Nos. 5 & 6 of the Notice is annexed hereto.
4. The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 22nd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive)** for the purpose of the ensuing Annual General Meeting and dividend.
5. 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 ensuing Annual General Meeting of the Company are being sent to all the members whose Email 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 Email IDs, physical copies of the Annual Report along with Notice, Attendance Slip and Proxy Form of the ensuing Annual General Meeting of the Company are being sent in the permitted mode.
6. The Members who are holding shares in demat form and have not yet registered their Email IDs, are requested to register their Email IDs with their Depository Participant(s) 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**.
7. The Board of Directors has recommended for consideration of the Members a final dividend at 8% i.e. ₹ 0.80 per Equity Share of the nominal value of ₹ 10/- each for the year ended 31st March, 2016.

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8. Dividend as recommended by the Board of Directors, if approved, at the ensuing 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 "NDSL" and the Central Depository Services (India) Limited "CDSL" as of the close of business hours on **21st September, 2016**;
 - 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 **21st September, 2016**.

9. **Members are hereby informed that the Securities and Exchange Board of India 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 Participant(s), if they have not done so already. Members holding shares in physical form are requested to intimate such changes to the Registrars and Share Transfer Agents i.e. M/s Niche Technologies Pvt. Ltd., D-511, Bagree Market, 71, B. R. B. Road, Kolkata - 700 001 or to the Company at its Registered Office along with a cancelled cheque or a photocopy of blank cheque.

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

10. 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 ensuing Annual General Meeting.
11. Members/Proxies are requested to bring their copies of the Annual Report and Attendance Slips attached herewith duly filled in for attending the Meeting.
12. Members are informed that the Equity Shares of the Company are listed on **The Calcutta Stock Exchange Ltd.** and **BSE Ltd.** The Equity Shares of the Company have been admitted both on NDSL & CDSL and may be dematerialised under the **ISIN- INE247F01018**.
13. 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 (Corresponding Section 124 of the Companies Act, 2013). Accordingly, all unpaid/unclaimed amounts in respects of dividends paid by the Company for and up to the financial year ended 31st 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 the 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.

14. 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.
15. Members holding shares in dematerialized form are requested to bring their Depository Participant ID Number and Client ID Number and members holding shares in physical form are requested to bring their Registered Folio Number for easier identification of attendance at the Annual General Meeting.
16. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to

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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 photocopy of their PAN card duly self attested, to the Company's Registrars and Share Transfer Agent or Company Secretary of the Company.

17. 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 their respective Depository Participant(s) 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 Company's Registrars and Share Transfer Agent or Registered Office of the Company.

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

- I) In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide facility to members to exercise their right to votes by electronically (i.e. remote e-voting) through electronic voting service facility arranged by Central Depository Services (India) Limited "CDSL". The facility for voting through ballot paper will also be made available at the venue of AGM and members attending the AGM, who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through Ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. 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 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 instructions to cast their vote through remote e-voting.
- II) **The process and manner for remote e-voting are as under :**
- (i) The voting period begins on **Sunday, the 25th September, 2016 at 9.00 A.M.** and ends on **Tuesday, the 27th September, 2016 at 5.00 P.M.** During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. Wednesday, the 21st September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (ii) The shareholders should log on to the e-voting website **www.evotingindia.com** during 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.

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- (vii) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant(s) are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| 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 |
| Bank Account Number | <p>Enter the Bank Account Number as recorded in your demat account with the depository or in the Company for your folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Bank Account Number in order to Login 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 instruction (iv). |

- (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 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.
- (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 Company Name i.e. 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) 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.
- (xviii) **Note for Institutional and/or Custodian Shareholders :**
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to **www.evotingindia.com** and register themselves as Corporates.

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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be Emailed to **helpdesk.evoting@cdslindia.com**.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be Email 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 Email at **cs@obl.org.in** with a copy marked to **helpdesk.evoting@cdslindia.com** on or before **27th September, 2016**, up to **5:00 pm** without which the vote shall not be treated as valid.
- (xx) In case you have any queries or issues regarding remote e-voting, you may refer the Frequently Asked Questions ("FAQs") and remote e-voting manual available at **www.evotingindia.com**, under help section or write an Email to **helpdesk.evoting@cdslindia.com** or contact them at **1800 200 5533**.
- (xxi) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30th June 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
19. 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 of 21st September, 2016**. A person who is not a member as on Cut-off date should treat this notice for information purpose only.
20. The notice of ensuing Annual General Meeting will be sent to the members, whose names appear in the register of members/ register of beneficial owners maintain by depositories as at closing hours of business on **Friday 5th August, 2016**.
21. Investors who became members of the Company subsequent to the dispatch of the Notice/Email and holds the shares as on the Cut-off date i.e. **21st September, 2016** 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 their Login-ID and Password for remote e-voting.
22. The shareholders shall have one vote per equity share held by them as on the "Cut off date" of **Wednesday, the 21st September, 2016**, the facility of remote e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.
23. 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, 8th Floor, 2A, Ganesh Chandra Avenue, Kolkata - 700 013, W.B. as the scrutinizer for conducting the remote e-voting process in the fair and transparent manner.
24. The Scrutinizer's decision on the validity of remote e-voting will be final.
25. 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, to the Chairman or a person authorised by him in writing. The Chairman or a person authorised by him 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 viz. BSE Ltd. and The Calcutta Stock Exchange Ltd., where the shares of the Company are listed.