

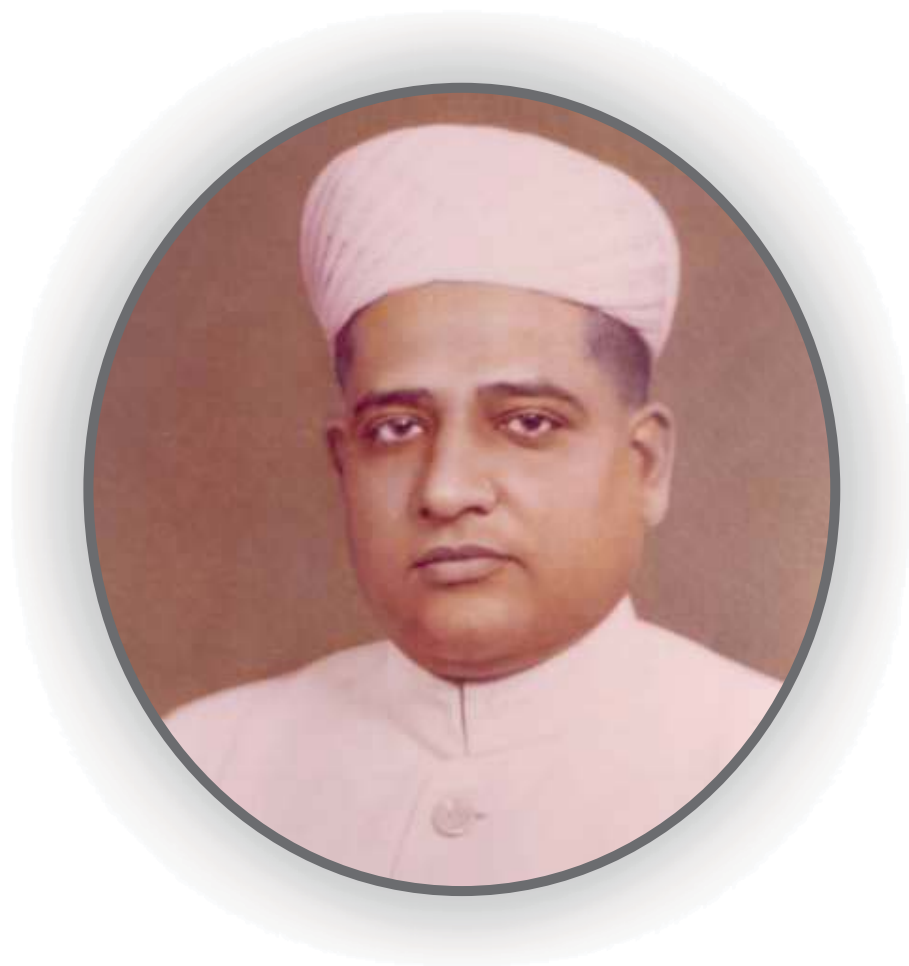
OZL
Bisleri



**ORIENT
BEVERAGES
LIMITED**

**ANNUAL REPORT
2016-2017**





Our Founder
Anandilall Poddar
(1914-1961)

ORIENT BEVERAGES LIMITED

(CIN - L15520WB1960PLC024710)

Board of Directors (As on 30th May, 2017)	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)
	Sri Vivek Vardhan Agarwalla - Independent Director (DIN : 00674395)

Chief Financial Officer Sri Arun Kumar Singhania

Company Secretary Sri Jiyut Prasad

Audit Committee	Sri Anil Kumar Poddar - Chairman
	Dr. Gora Ghose - Member
	Sri Ballabha Das Mundhra - Member
	Sri Vivek Vardhan Agarwalla - Member

Nomination and Remuneration Committee	Dr. Gora Ghose - Chairman
	Sri Anil Kumar Poddar - Member
	Smt. Sarita Tulsyan - Member
	Sri Vivek Vardhan Agarwalla - Member

Stakeholders Relationship Committee	Smt. Sarita Tulsyan - Chairperson
	Sri Akshat Poddar - Member
	Sri Ballabha Das Mundhra - Member

Share Transfer Committee	Sri Narendra Kumar Poddar - Chairman
	Sri Akshat Poddar - Member
	Sri Ballabha Das Mundhra - Member
	Smt. Sarita Tulsyan - Member

Auditors Tiwari & Company
Chartered Accountants
107/1, Park Street, Kolkata - 700 016, W.B.

Registered Office "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
E-mail : 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 HDFC Bank ICICI Bank 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 E-mail : nichetechpl@nichetechpl.com

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Notice

NOTICE is hereby given that 56th Annual General Meeting of the members of ORIENT BEVERAGES LIMITED will be held at "GYAN MANCH", 11, Pretoria Street, Kolkata - 700 071, W.B., on Monday, the 18th September, 2017 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, 2017 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 of the Company.
3. To appoint a Director in place of Sri Ballabha Das Mundhra (DIN: 01162223), who retires by rotation and being eligible, offers himself for re-appointment.
4. 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 provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and subject to ratification by shareholders at every Annual General Meeting, M/s D. Mitra & Co., Chartered Accountants (ICAI Firm Regn. No. 328904E), be and are hereby appointed as the Statutory Auditors of the Company for a period of 5(five) years with effect from financial year 2017-18 and to hold office from the conclusion of this 56th Annual General Meeting until the conclusion of the 61st Annual General Meeting of the Company, in place of retiring auditors M/s Tiwari & Co., Chartered Accountants (ICAI Firm Regn. No. 309112E), at such remuneration as may 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 provisions of Section 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 Narendra Kumar Poddar (DIN: 00304291), Chairman of the Company with effect from 1st April, 2017 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.

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 Narendra Kumar Poddar."

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 provisions of Section 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 Ballabha Das Mundhra (DIN: 01162223), Executive Director of the Company with effect from 1st April, 2017 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.

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 Ballabha Das Mundhra."

Notice

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

"RESOLVED in supersession of the earlier resolution(s) passed by the members of the Company through Postal Ballot on 17th September, 2014 and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], consent of the Members be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to borrow money, from time to time, in any form, from any one or more bodies corporate, banks, financial institutions or from other entity by way of advances, cash credit, term loans, housing loans, other loans or otherwise with or without security or guarantee, at their discretion, for the purpose of business of the Company, together with the money already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), up to an amount of ₹ 50,00,00,000/- (Rupees Fifty crore only) outstanding at any one time, notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital and free reserves of the Company and that the Board of Directors be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security, guarantee or otherwise as it may think fit.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all actions and steps, including delegation of authority, as may be necessary and to settle all the matters arising there from and incidental thereto and to sign and execute on behalf of the Company such agreements, deeds, applications, documents and writings, as may be required in this regard and generally to do and perform all such acts, deeds and things as may be necessary, desirable or expedient to give effect to this resolution(s)."

By Order of the Board

Registered Office:
"Aelpe Court", 3rd Floor,
225C, A. J. C. Bose Road,
Kolkata- 700 020, W.B.
Dated: 25th July, 2017

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 OF THE COMPANY. 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. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Ordinary and Special Business and details of Director seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 under Items Nos.3 to 7 of the Notice are annexed hereto.

Notice

3. The Register of Members and the Share Transfer books of the Company will remain closed from **Tuesday, 12th September, 2017 to Monday, 18th September, 2017 (both days inclusive)** for the purpose of ensuing 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 ensuing 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 ensuing 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(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 e-mail 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 8% i.e. ₹ 0.80 per Equity Share of the nominal value of ₹ 10/- each for the year ended 31st March, 2017.
7. 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 **11th September, 2017**;
 - 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 **11th September, 2017**.
8. **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. Basu Road, Kolkata - 700 001, W.B. 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.
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 ensuing 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.** The equity shares of the Company have been admitted both on NDSL & CDSL and may be dematerialised under the **ISIN- INE247F01018**.

Notice

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 (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.

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 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.
15. 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 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 Agents 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 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 Agents or Registered Office of the Company.

17. 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 **Friday, the 15th September, 2017 at 9.00 A.M.** and ends on **Sunday, the 17th September, 2017 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. Monday, the 11th September, 2017**, 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.