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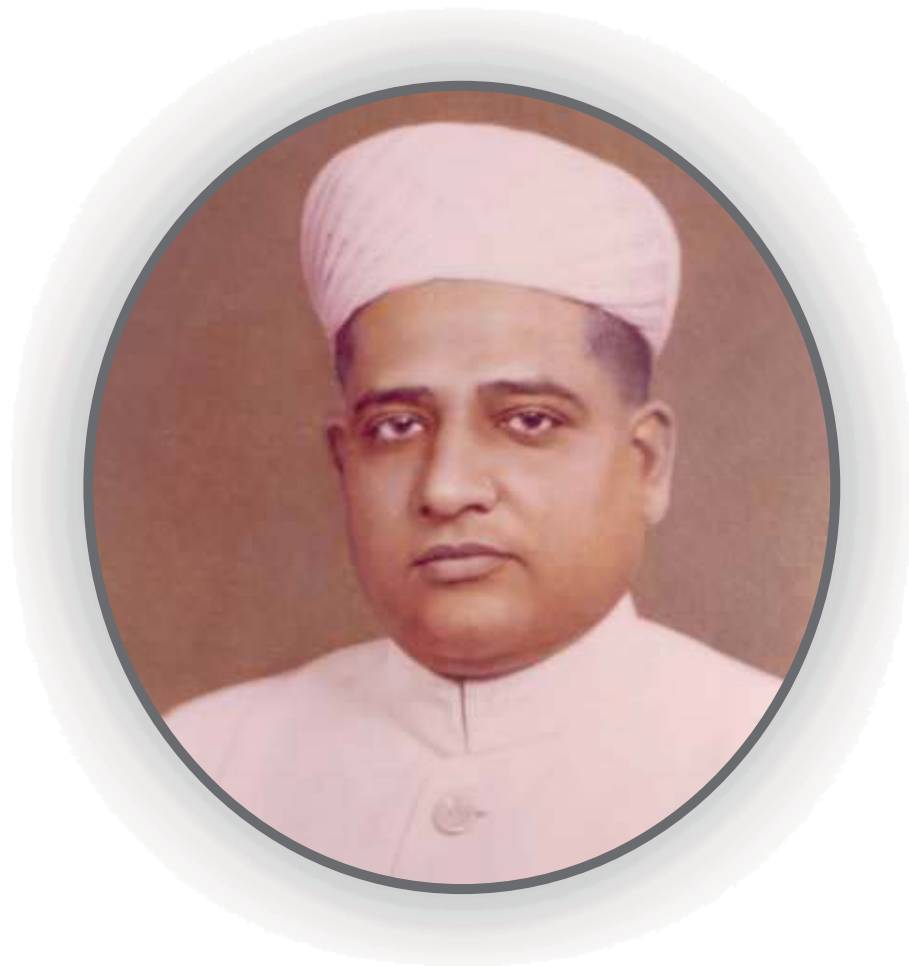
SAMAJHDAAR JAANTE HAIN
**HAR PAANI KI BOTTLE
BISLERI NAHIN**

Bisleri®
The Original Water

₹10

**ORIENT
BEVERAGES LIMITED**

ANNUAL REPORT 2018-2019



Our Founder
Anandilall Poddar
(1914-1961)

ORIENT BEVERAGES LIMITED

(CIN - L15520WB1960PLC024710)

Board of Directors (As on 30th May, 2019)	Sri Narendra Kumar Poddar - Chairman (DIN : 00304291)
	Sri Akshat Poddar - Managing Director (DIN : 03187840)
	Sri Ballabha Das Mundhra - Executive Director (DIN : 01162223)
	Dr. Gora Ghose - Independent Director (DIN : 00217079)
	Sri Anil Kumar Poddar - Independent Director till 27.09.2018 (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 Vivek Vardhan Agarwalla - Chairman
	Dr. Gora Ghose - Member
	Sri Ballabha Das Mundhra - Member

Nomination and Remuneration Committee	Dr. Gora Ghose - Chairman
	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 D. Mitra & Co.
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) 2281 7001 / 7002
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. Marshit, Pandua, Hooghly - 712 149, 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. 3A, Auckland Place, 7th Floor, Room No. 7A & 7B Kolkata - 700 017, W. B. Phone : (033) 2280 6616 / 17 / 18 Fax : (033) 2280 6619 E-mail : nichetechpl@nichetechpl.com Website : www.nichetechpl.com

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Notice

NOTICE is hereby given that 58th Annual General Meeting of the member(s) of ORIENT BEVERAGES LIMITED will be held at "GYAN MANCH", 11, Pretoria Street, Kolkata - 700 071, W.B., on Monday, the 23rd September, 2019 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited standalone financial statements of the Company along with audited consolidated financial statements for the financial year ended 31st March, 2019 and the Reports of the Directors and Auditors thereon.
2. To declare a dividend on equity shares of the Company.
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.

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors in their respective meetings held on 13th February, 2019 and pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "Listing Regulations") [including any statutory modification(s) or re-enactment thereof for the time being in force], the approval of the Members of the Company be and is hereby accorded for re-appointment of Dr. Gora Ghose (DIN 00217079) whose current period of office is expired on 31st March, 2019 and who has submitted a declaration confirming the criteria of Independence under Section 149(6) of the Companies Act, 2013 read with the Listing Regulations, as amended from time to time, and who is eligible for re-appointment for a second term under the provisions of the Companies Act, 2013, Rules made there under and Listing Regulations as an Independent Non-Executive Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5(five) consecutive years on the Board of Directors of the Company with effect from 1st April, 2019 up to 31st March, 2024.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018"), Dr. Gora Ghose on attaining the age of 75 (seventy five) years on 18th October, 2023, during the above term of re-appointment, the continuation of such appointment as an Independent Non-Executive Director of the Company for 5(five) consecutive years on the same terms and conditions of such re-appointment even after attaining the age of 75 years, will be considered as requisite approval from shareholders as required in the Amendment Regulations, 2018.

RESOLVED FURTHER THAT pursuant to the provisions of Section 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], Dr. Gora Ghose 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.

RESOLVED FURTHER THAT the Board of Directors (which term shall, unless repugnant to the context or meaning thereof, be deemed to include a duly authorised 'Committee' thereof) be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution."

By Order of the Board

Registered Office:

"Aelpe Court", 3rd Floor,
225C, A. J. C. Bose Road,
Kolkata- 700 020, W.B.
Dated: 22nd July, 2019

Jiyut Prasad
Company Secretary

Notice

NOTES:

1. A MEMBER(S) 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(S) OF THE COMPANY. A person can act as proxy on behalf of member(s) 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 Aadhaar 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 brief details of Director seeking re-appointment as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 issued by the Institute of Company Secretaries of India in respect of the Ordinary Business under Item No. 3 of the Notice along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under Item No. 4 of the Notice is annexed hereto.
3. The Register of Member(s) and the Share Transfer books of the Company will remain closed from **Tuesday, 17th September, 2019 to Monday, 23rd September, 2019 (both days inclusive)** for the purpose of ensuing Annual General Meeting and Dividend.
4. Member(s) 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 member(s) whose E-mail Ids are registered with the Company/Depository Participant(s) for communication purposes. However, those member(s) who desire to have a physical copy may send request for the same to the Company at its Registered Office. For member(s) 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 Member(s) 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**. Members are also requested to update their correspondence address with their DP or Registrars as the case may be.
6. The Board of Directors has recommended for consideration of the Member(s) 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, 2019.
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 **16th September, 2019**;
 - b. To all Member(s) 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 **16th September, 2019**.

Notice

8. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) and Bank details by every participant in the Securities Market. Member(s) holding shares in electronic form are, therefore, requested to submit their PAN and Bank details to their Depository Participant(s), with whom they maintain their demat accounts. The member(s) holding shares in physical form are requested to submit self attested photocopy of their PAN card and Original cancelled cheque leaf with name (if name is not printed on cheque- self attested photocopy of the first page of the Passbook of the bank), to the Company's Registrars and Share Transfer Agents i.e. M/s Niche Technologies Pvt. Ltd., 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata- 700 017, W.B. or Company Secretary of the Company

The Securities and Exchange Board of India has also made it mandatory for all the listed companies to make dividend 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. Member(s) 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.

9. Member(s) 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. Member(s)/ Proxie(s) are requested to bring their copies of the Annual Report and Attendance Slips attached herewith duly filled in for attending the Meeting.
11. Member(s) 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.**
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 has also uploaded 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 member(s)/proxy holder(s) of the Company whose names appear on the Register of Member(s)/Proxy holder(s), 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. Member(s) holding shares in dematerialized form are requested to bring their Depository Participant ID Number and Client ID Number and member(s) holding shares in physical form are requested to bring their Registered Folio Number for easier identification of attendance at the Annual General Meeting.
15. SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 read with SEBI vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2019 has mandated that except in the case of transmission or transposition of securities, request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository with effect from 1st April, 2019. The shareholders, who are still holding shares in physical form are requested to take immediate action to demat their shares to avail easy liquidity since trading of shares of the Company are under compulsory Demat mode as per the regulation of SEBI.

Notice

16. The requirement to place the matter relating to appointment of Auditors for ratification of Auditors by members at every Annual General Meeting is done away with vide notification dated 7th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors who were appointed in the Annual General Meeting held on 18th September, 2017 for a period of 5(five) years with effect from financial year 2017-18, who shall hold office from the conclusion of the 56th Annual General Meeting till the conclusion of the 61st Annual General Meeting of the Company.
17. Member(s) 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 member(s) 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.
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 member(s) 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 member(s) 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. Member(s) 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 member(s) 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, member(s) 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 20th September, 2019 at 9.00 A.M.** and ends on **Sunday, the 22nd September, 2019 at 5.00 P.M.** During this period, member(s) of the Company, holding shares either in physical form or in dematerialized form, as on the **Cut-off date i.e. Monday, the 16th September, 2019**, 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(s), the member(s) 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. Member(s) 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.

Notice

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

For Member(s) 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"> Member(s) 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.
	<ul style="list-style-type: none"> 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	Enter the Bank Account Number as recorded in your demat account with the depository or in the Company for your folio.
	<ul style="list-style-type: none"> Please enter the DOB or Bank Account Number in order to Login
	<ul style="list-style-type: none"> 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) Member(s) holding shares in physical form will then directly reach the Company selection screen. However, member(s) 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 member(s) holding shares in physical form, the details can be used only for remote 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.

Notice

- (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 Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be E-mailed 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 E-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 Member(s)/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 **22nd September, 2019 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 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 E-mail to **helpdesk.evoting@cdslindia.com** or contact **CDSL** 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. 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 16th September, 2019**. 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 member(s), whose names appear in the register of members/register of beneficial owners maintained by depositories as at closing hours of business on **Friday, the 2nd August, 2019**.
21. Investors who became member(s) of the Company subsequent to the dispatch of the Notice/E-mail and holds the shares as on the Cut-off date i.e. **16th September, 2019** are requested to send the written/E-mail 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 Monday, the 16th September, 2019** the facility of remote e-voting would be provided once for every folio/client id, irrespective of the number of joint holders.