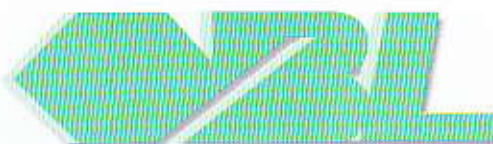


Bisleri



**ORIENT
BEVERAGES LIMITED**

ANNUAL REPORT 2012-2013

Orient Beverages Limited

Board of Directors	Sri N. K. Poddar	-	<i>Chairman</i>
	Sri Akshat Poddar	-	<i>Managing Director</i>
	Sri G. L. Agarwalla	-	<i>Director</i>
	Sri B. D. Mundhra	-	<i>Executive Director</i>
Company Secretary	Sri A. K. Singhania		
Auditors	Tiwari & Company		
	Chartered Accountants		
	107/1, Park Street, Kolkata - 700 016		
Cost Auditors	Sohan Lal Jalan & Associates		
	Cost Accountants		
	Samrat Apartment		
	P-184, Suren Sarkar Road		
	Kolkata - 700 010		
Registered Office	Aelpe Court		
	225C, A.J.C. Bose Road, Kolkata - 700 020		
Works	NH-6, Mumbai Highway		
	Salap More, Howrah - 711 409, West Bengal		
Branch	Rukka Road, Ormanjhi,		
	Ranchi - 835 238, Jharkhand		
Bankers	United Bank of India		
	Punjab National Bank		
	Standard Chartered Bank		
	HDFC Bank Limited		
	AXIS Bank Limited		
Registrars and Share Transfer Agents	ICICI Bank Limited		
	Niche Technologies Pvt. Ltd.		
	D-511, Bagree Market		
	71, B. R. B. B. Road, Kolkata - 700 001		

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NOTICE

Notice is hereby given that 52nd Annual General Meeting of the members of ORIENT BEVERAGES LIMITED will be held at GYAN MANCH, 11, Pretoria Street, Kolkata -700 071 on Friday, the 20th September, 2013 at 11.00 A.M. to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit and Loss for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Sri N. K. Poddar, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and to fix their remuneration.

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

By Order of the Board

A. K. SINGHANIA
Company Secretary

Dated: 29th May, 2013

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 13th September, 2013 to 20th September, 2013 (both days inclusive) for the purpose of Annual General Meeting.
3. 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.
4. Members / Proxies are requested to bring their copies of the Annual Report at the Meeting.
5. Members / Proxies are requested to bring their Attendance Slips attached herewith duly filled in for attending the Meeting.
6. Members who hold shares in the dematerialised form are requested to bring their Depository ID Number and Client ID Number to facilitate easier identification of attendance at the Annual General Meeting.
7. Pursuant to the provisions of Section 205A (5) and 205C of the Companies Act, 1956 amount of Dividend remaining unpaid or unclaimed for a period of seven years from the date of transfer to Unpaid Dividend Account of the Company, is required to be transferred to the Investor Education and Protection Fund constituted by the Central Government. In compliance with said provisions of the Act, the Company has transferred unclaimed / unpaid Dividend for the financial year ended 30th September, 1995 to 31st March, 1999 to the said Fund.

Orient Beverages Limited

8. Members are informed that the Equity Shares of the Company have been admitted both on CDSL and NSDL and may be dematerialised under the ISIN INE247F01018.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Accordingly, shareholders holding shares in physical form are requested to submit their PAN details along with a photocopy of PAN card, duly attested, to the Registrars of the Company, i.e. M/s Niche Technologies Pvt. Ltd. D-511, Bagree Market, 71, B. R. B. Road, Kolkata - 700001. Shareholders holding shares in dematerialised form are requested to submit details of their PAN to the Depository Participants with whom they are maintaining their demat accounts.
10. Members holding shares in physical form can now avail the facility of nomination in respect of the shares held by them. The prescribed form (Form 2B) can be obtained/ submitted (in duplicate) from/ to the Registered Office or Registrars of the Company i.e. M/s. Niche Technologies Pvt. Ltd.
11. Members are advised to send their requests for share transfer, intimation for change of address, Bank particulars and all other related correspondence directly to the Registrars of the Company.

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

By Order of the Board

Dated: 29th May, 2013

A. K. SINGHANIA
Company Secretary

DIRECTORS' REPORT

To The Shareholders,

Your Directors have pleasure in presenting the Annual Report and Audited Accounts of your Company for the year ended 31st March, 2013 :

FINANCIAL RESULTS :	2012-2013	2011-2012
	<u>₹</u>	<u>₹</u>
Profit / (Loss) before Depreciation & Taxation	2,16,29,232	1,93,54,065
Less : Depreciation	1,09,78,890	1,04,41,713
Tax Expenses :		
-Current Tax	28,00,000	28,71,678
-Deferred Tax	(2,20,956)	(31,79,100)
-For Earlier years	(36,755)	(18,061)
 Profit / (Loss) after Tax from continuing operations	 81,08,053	 92,37,835
 Add: Profit/ (Loss) after Tax from discontinuing operations	 —	 (1,60,291)
	<u>81,08,053</u>	<u>90,77,544</u>
 Add : Brought Forward Profit	 7,51,27,161	 6,60,49,617
Profit available for appropriation	<u>8,32,35,214</u>	<u>7,51,27,161</u>
 APPROPRIATION		
Balance carried to Balance Sheet	<u>8,32,35,214</u>	<u>7,51,27,161</u>
	<u>8,32,35,214</u>	<u>7,51,27,161</u>

DIVIDEND :

With a view to plough back the Profit for the operations of the Company your Directors do not recommend any Dividend for the year ended 31st March, 2013 and entire amount of Profit is carried to Reserves and Surplus.

OPERATIONS :

The Company's Revenue from operations has increased from ₹1518.87 lacs in 2011-12 to ₹1909.21 lacs in 2012-13. Sales of packaged drinking water has increased from ₹1236.69 lacs in 2011-12 to ₹1604.05 lacs in 2012-13, showing an increase of 29.7 % in sales. Profit before tax for 2012-13 is ₹ 106.50 lacs against ₹ 86.80 lacs in 2011-12. Hence there is an increase of 22.7 % in profit. However profit after tax for 2012-13 has decreased to ₹ 81.08 lacs from ₹ 90.78 lacs in 2011-12, because of effect of deferred tax credit of ₹ 31.79 lacs in 2011-12.

The Company is looking for suitable land to put up another plant of same capacity of existing plant to meet the day by day increasing demand for packaged drinking water. Once the new plant is commissioned, the profitability of the Company is expected to increase substantially.

Real Estate Business is stable as in earlier years. Renewal of tenancy of one tenant is due with effect from 01.09.2012 and the Company expects a good increase in its rental income from the said renewal. With the present Real Estate activities, the Directors hope for a better year ahead in the current year, subject to stable market conditions.

DIRECTORS :

Sri N. K. Poddar retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217 (2AA) of the Companies Act, 1956 the Directors confirm that:

- i) In preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- ii) We have selected appropriate accounting policies and applied them consistently and we have made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31st March, 2013 and of the Profit of the Company for the year ended on that date;
- iii) We have taken proper and sufficient care for maintenance of adequate accounting records in accordance with provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities ;
- iv) We have prepared the annual accounts on a going concern basis.

LISTING :

Your Company is listed with The Calcutta Stock Exchange Ltd. and BSE Ltd. and Annual Listing Fee for the financial year 2013-14 have been paid.

AUDITORS :

M/s. Tiwari & Company, Chartered Accountants, Auditors of the Company retires at the ensuing Annual General Meeting and are eligible for re-appointment.

AUDITORS' REPORT :

Observations made in the Auditors' Report are self-explanatory as they have been fully explained in the Notes on financial statements at respective points and do not require any clarification.

COST AUDITORS :

The Board of Directors of the Company has proposed to re-appoint M/s Sohan Lal Jalan & Associates, Cost Accountants to conduct Cost Audit for the financial year 2013-14 subject to such approval as may be applicable.

Cost Audit Report for the financial year 2012-13 is to be filed within 180 days from the close of the financial year, the last date being 27th September, 2013. The Company has filed Compliance Report for the financial year 2011-12 on 21st December, 2012, the due date for the same being 28th February, 2013.

FIXED DEPOSITS :

The Company has not accepted any fixed deposits from public with in the meaning of Section 58A of the Companies Act, 1956 and the rules made there under.

PERSONNEL :

Cordial relations were maintained with all the employees at all levels. We thank all the employees of the Company for their dedication and sincerity.

PARTICULARS OF EMPLOYEES :

The Company did not have any employee falling within the scope of Sub-Section (2A) of Section 217 of the Companies Act, 1956.

INFORMATION PURSUANT TO SECTION 217(1) (e) OF THE COMPANIES ACT, 1956 :**(A) Conservation of energy:**

- a) Energy conservation measures taken:
 - Installation of higher capacity generator to meet proper power requirement.
 - Installation of new technology based blowing machines and compressors to save time and power.
 - Installation of higher capacity automatic filling machines to save time and power.
- b) Additional investments and proposals , if any, being implemented for reduction of consumption of energy:
 - Installation of higher capacity transformer to have proper distribution of power.
- c) Impact of measures at (a) and (b) above for reduction of energy consumption and consequent impact on the cost of production of goods:
 - Saving in power consumption and consequently in the cost of production
- d) Total energy consumption and energy consumption per unit of production: Not Applicable

(B) Technology Absorption:**Research and Development**

Being Franchisee of M/s Bisleri International Private Limited, the Company is adopting technological guidelines provided by its Principal from time to time and thus Research and Development of technology is automatically taken care of.

(C) Foreign Exchange earnings and outgo:

Your Company did not have any foreign exchange earning during the year under review. The foreign exchange outgo was ₹ 25,05,842/- on account of travelling and other expenses.

For and on behalf of the Board

Kolkata, 29th May, 2013

N. K. Poddar
Chairman

INDEPENDENT AUDITORS' REPORT

To the Members of
ORIENT BEVERAGES LIMITED

Report on the financial Statements

We have audited the accompanying financial statements of Orient Beverages Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

1. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required *subject to note No. 1.05 & 2.32 regarding non-charging of depreciation on certain assets, Note No. 2.29(a) regarding non provision of Excise Duty of ₹ 26,98,597/- as demanded by the Excise Authority being disputed by the Company, Note No.2.29(b) & (c) regarding interest and penalty of Kolkata Municipal Corporation taxes of ₹ 61,61,571/- being disputed by the company, Note No. 2.30 regarding writ petitions filed by the Company before the Hon'ble High Court at Calcutta for recovery of Service Tax of ₹ 39,43,202/- on rent from one of its tenants namely M/s Income Tax Appellate Tribunal and disputing property tax of ₹ 1,06,00,390/- against valuation made by the Kolkata Municipal Corporation, Note No. 2.31 regarding pending execution*

of certain legal formalities in respect of assets and liabilities of amalgamating companies and Note No. 2.34 regarding impairment of assets as per AS- 28 and discarded assets of the closed units in Bhubaneswar, Note No. 2.40 regarding payment of managerial remuneration to Chairman of ₹ 14,07,600/- pending approval of the Central Government and Note No. 2.41 regarding payment of managerial remuneration to Executive Director of ₹ 3,41,334/- subject to approval of representation by the Central Government, give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) In the case of the statement of Profit and Loss, of the profit for the year ended on that date; and
- (c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirement

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law has been kept by the Company so far as appear from our examination of those books.
 - c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the Balance Sheet, the Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956;
 - e. On the basis of written representations received from the directors as on March 31, 2013 and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

107/1 Park Street
Kolkata - 700 016
Dated : 29th May, 2013

For **TIWARI & COMPANY**
Chartered Accountants
Firm Regn. No. 309112E

P. TIWARI
Partner
Membership No. 16590

ANNEXURE TO INDEPENDENT AUDITORS' REPORT

Referred to in paragraph 1 under the heading of "Report on Other Legal and Regulatory Requirement" of our report of even date

1. In respect of its Fixed assets :

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets on the basis of available information.
- b. As explained to us, all the fixed assets of the Company have been physically verified by the management in phased periodical manner, which in our opinion, is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies have been noticed on such physical verification.
- c. In our opinion, the Company has not disposed off a substantial part of its fixed assets during the year and the going concern status of the Company is not affected.

2. In respect of its inventories :

- a. The inventories of the Company have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the Company and the nature of its business.
- c. The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to the book records.

3. In respect of the loans, secured or unsecured, granted or taken by the Company to / from companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act, 1956:

- (a) During the year under review, the Company has not granted any loans, secured or unsecured, from / to companies, firms or other parties covered in the register maintained under Section 301 of the Companies Act. Accordingly provisions in the Sub-clauses (iii) (b), (iii) (c) and (iii) (d) of clause 4 of the Order in respect of loan granted are not applicable.
- (b) During the year under review the Company has taken unsecured loan from Companies, firms or other parties as covered in the Register maintained under Section 301 of the Act. No. of Party - 1 (one) and amount involved was ₹ 1, 00,000/- and the year end balance of such loan was ₹ 5,15,118/-.

The rate of interest and other terms and conditions of such loan are not prima facie prejudicial to the interest of the Company.

The repayment of principal and interest of such loan was regular.

4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its