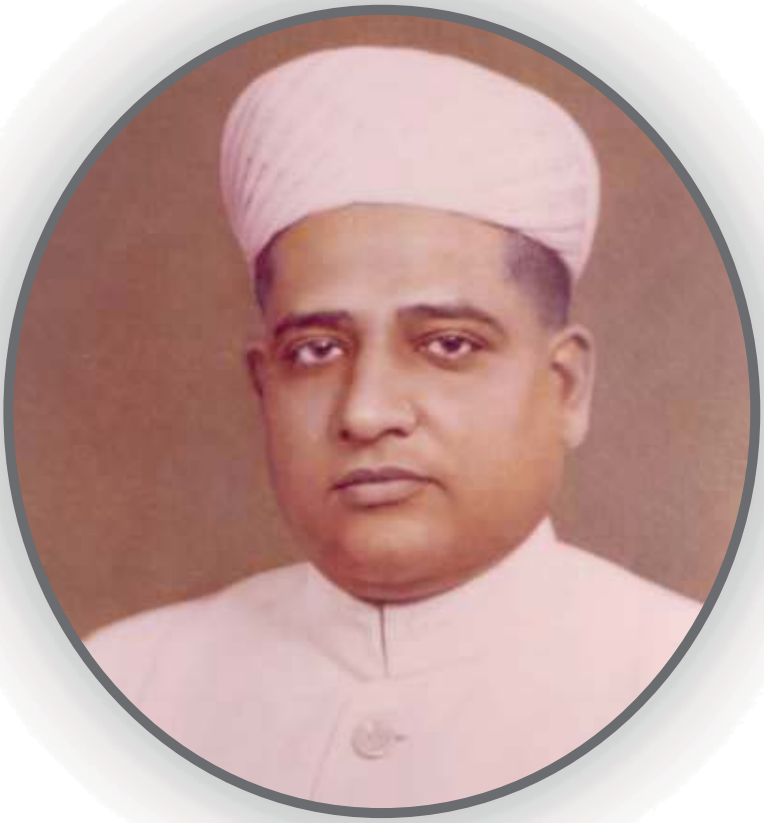
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ORIENT BEVERAGES LIMITED

ANNUAL REPORT 2017-2018



Our Founder
Anandilall Poddar
(1914-1961)

ORIENT BEVERAGES LIMITED

(CIN - L15520WB1960PLC024710)

Board of Directors (As on 30th May, 2018)	Sri Narendra Kumar Poddar	-	Chairman (DIN : 00304291)
	Sri Akshat Poddar	-	Managing Director (DIN : 03187840)
	Sri Ganpat Lal Agarwalla	-	Director till 26.03.2018 (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	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	• 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. D-511, Bagree Market, 5th Floor 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 Website : www.nichetechpl.com

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Notice

NOTICE is hereby given that 57th 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 24th September, 2018 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 alongwith audited consolidated financial statements for the financial year ended 31st March, 2018 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 Smt. Sarita Tulsyan (DIN: 05285793), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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 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 member(s) 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, 2018 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 Akshat Poddar."

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

   "RESOLVED in supersession of the earlier resolution(s) passed by the member(s) by way of postal ballot on 17th September, 2014 and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 [including any statutory modification or re-enactment thereof for the time being in force], consent of the member(s) 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 :

   (a) give loan to any person or other body corporate,

   (b) give any guarantee or provide security in connection with a loan to any other body corporate or person and

   (c) acquire by way of subscription, purchase or otherwise, the securities of any body corporate, listed or unlisted or group/ associate companies or units of mutual funds or other schemes, in India or outside India,

   up to the extent of and not exceeding ₹ 50,00,00,000/- (Rupees Fifty crore only) outstanding at any one time, irrespective of the fact that the aggregate of such loan, guarantee, security or investment in securities exceeds sixty percent of the Company's paid up share capital, free reserves and securities premium account or one hundred percent of the free reserves and securities premium account, on such terms and conditions as the Board may think fit in the interest of the Company.

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RESOLVED FURTHER THAT for the purpose of giving effect to this resolution(s), the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers and agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to such loan, guarantee, security or investment as aforesaid."

By Order of the Board

Registered Office:
"Aelpe Court", 3rd Floor,
225C, A. J. C. Bose Road,
Kolkata- 700 020, W.B.
Dated: 27th July, 2018

Jiyut Prasad
Company Secretary

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 to 5 of the Notice are annexed hereto.

3. The Register of Member(s) and the Share Transfer books of the Company will remain closed from **Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (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 correspondance address with their DP or Registrars of the Company, as the case may be.

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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, 2018.

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 **17th September, 2018;**

   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 **17th September, 2018.**

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., D-511, Bagree Market, 5th Floor, 71, B. R. B. Basu Road, Kolkata - 700 001, 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 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 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

Notice

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 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 5th December, 2018. 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.

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 21st September, 2018 at 9.00 A.M.** and ends on **Sunday, the 23rd September, 2018** 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 17th September, 2018,** 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.