

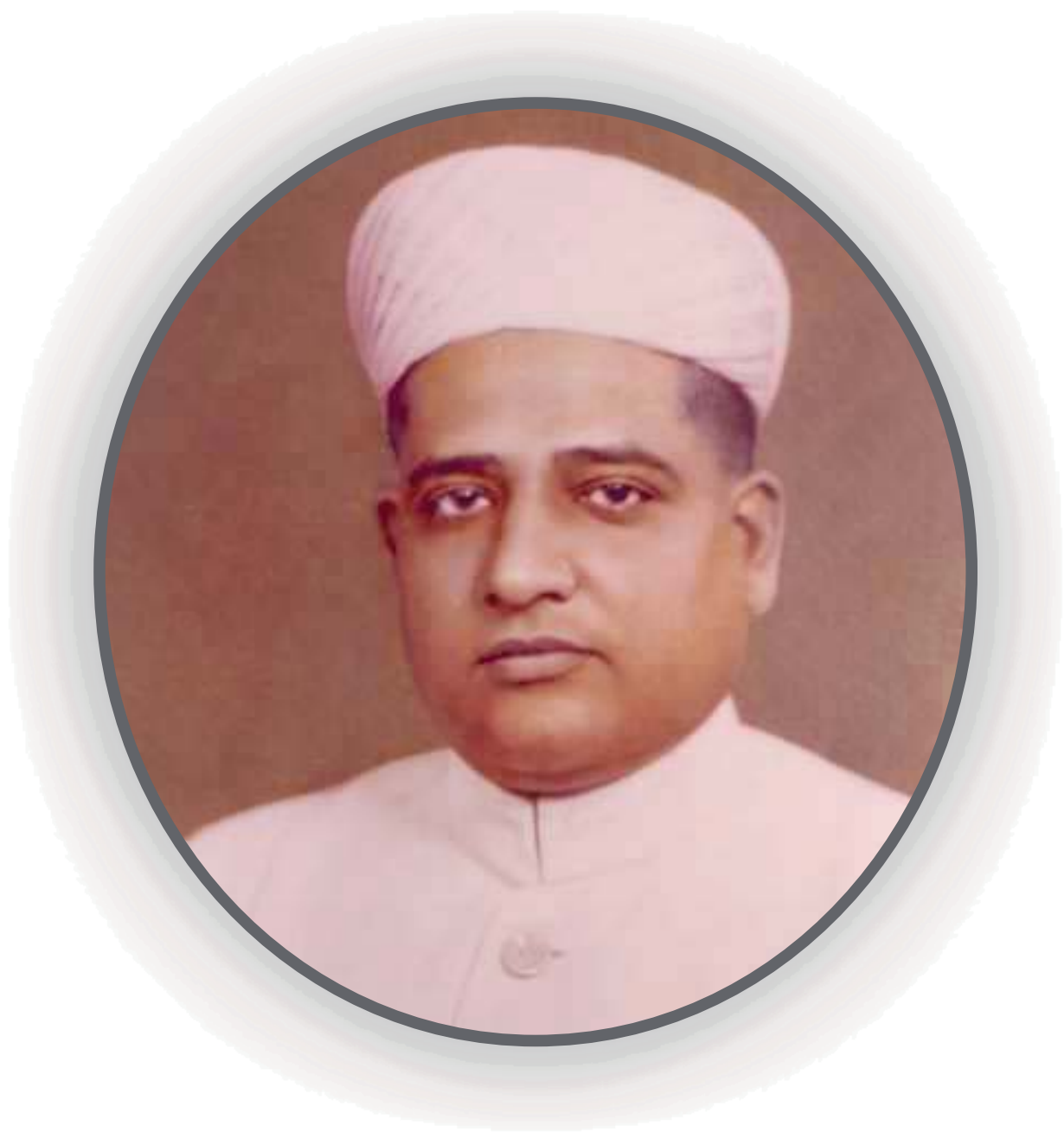


ANNUAL REPORT
2021-2022



*Samajhdaar **Bisleri**
peete hain.*

**ORIENT
BEVERAGES LIMITED**



Our Founder
Anandilall Poddar
(1914-1961)

ORIENT BEVERAGES LIMITED

(CIN - L15520WB1960PLC024710)

Board of Directors (As on 13th August, 2022)	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)
	Smt. Sarita Tulsyan	-	Director (DIN : 05285793)
	Sri Vivek Vardhan Agarwalla	-	Independent Director (DIN : 00674395)

Chief Financial Officer	Sri Arun Kumar Singhania
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Company Secretary	Sri Jiyut Prasad
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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.
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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
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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.
- Rukka Road
P.O. - Chakla, Ormanjhi
Ranchi - 835 219, Jharkhand
- Marshit, Pandua, Hooghly - 712 149, W.B.

Bankers

Punjab National Bank
Union Bank of India
HDFC Bank
ICICI 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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CONSOLIDATED

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Notice

NOTICE is hereby given that 61st Annual General Meeting of the member(s) of ORIENT BEVERAGES LIMITED will be held on Wednesday, 28th September, 2022 at 1:00 P.M.(IST) through Video Conferencing(VC) or Other Audio Visual Means(OAVM) for which purpose the Registered Office of the Company situated at "Aelpe Court", 3rd Floor, 225C, A. J. C. Bose Road, Kolkata - 700 020, W.B. shall be deemed as the venue for the Meeting and the proceedings of the Annual General Meeting shall be deemed to be made thereat, 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, 2022 and the Reports of the Directors and Auditors thereon.
2. 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.
3. 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, (including any statutory modification(s) or re-enactment thereof) and pursuant to the recommendations of the audit committee and the Board of Directors of the Company, M/s Tiwari & Co., Chartered Accountants (ICAI Firm Regn. No. 309112E), be and are hereby appointed as the Statutory Auditor of the Company for a period of 5(five) years with effect from financial year 2022-23 and to hold office from the conclusion of this 61st Annual General Meeting until the conclusion of the 66th Annual General Meeting of the Company, in place of retiring auditors M/s D. Mitra & Co., Chartered Accountants (ICAI Firm Regn. No. 328904E), at such remuneration as may be decided by the Board of Directors in consultation with the said Auditors."

SPECIAL BUSINESS:

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

"RESOLVED THAT in supersession of resolution dated December 30, 2021 pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 and Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to provide loan/financial assistance including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan/ financial assistance provided/to be provided to M/s Esenzaro Beverages Private Limited ("EBPL"), in which some Directors of the Company are interested, by any other person or entity up to ₹10,00,00,000/- (Rupees Ten crore only) outstanding at any point of time.

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 may be considered necessary, incidental and ancillary in order to give effect to this Resolution or otherwise considered by the Board of Directors to be in the interest of the Company."

By Order of the Board

Registered Office:

"Aelpe Court", 3rd Floor,
225C, A. J. C. Bose Road,
Kolkata- 700 020, W.B.
Dated: 13th August, 2022

Jiyut Prasad
Company Secretary

Notice

NOTES:

1. The relevant details of Director seeking appointment/re-appointment as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India in respect of Item No. 2 of the Notice along with the Explanatory Statement pursuant to Section 102 of the Companies Act, 2013("the Act"), Secretarial Standards- 2 on General Meetings and Listing Regulations in respect of Item No. 3 to 4 of the Notice, are annexed hereto.

2. In view of the COVID-19 pandemic, the Government of India, Ministry of Corporate Affairs ("MCA") has vide its Circular No.2/2022 dated 5th May, 2022, Circular No. 02/2021 dated 13th January, 2021, Circular 20/2020 dated 5th May, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No.14/2020 dated 8th April, 2020 (collectively referred to as "said Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC/OAVM, without the physical presence of the members at a common venue. In this Annual Report, the connotation of "Members" and "Shareholders" is the same.

Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ("Act") read with the said Circulars and Listing Regulations, the Company has decided to convene its ensuing 61st AGM through VC/OAVM, and the Members can attend and participate in the ensuing AGM through VC/OAVM.

3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. However, since this AGM is being held through VC/OAVM, where by physical attendance of Members has been dispensed with and in line with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("said SEBI Circulars") issued by the SEBI, THE FACILITY TO APPOINT A PROXY TO ATTEND AND CAST VOTE FOR THE SHAREHOLDERS IS NOT MADE AVAILABLE FOR THIS AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in terms of the provisions of Section 112 and 113 of the Act read with the said Circulars, Corporate Members are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate thereat, including cast votes by electronic means (details of, which are provided separately, here in below). Such Corporate Members are requested to refer' General Guideline for Shareholder's provided in herein below for more information.

4. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members of first come first served basis. This will not include large Shareholders (i.e. Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairman/Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first basis.
5. In view of the COVID-19 pandemic and in line with relevant circulars issued by the MCA and SEBI, the Annual Report including Notice of the 61st AGM of the Company inter alia indicating the process and manner of e-voting is being sent only by Email, to all the Shareholders whose Email IDs are registered with the Company/ Depository Participant(s) for communication purposes to the Shareholders and to all other persons so entitled.

Further, in terms of the applicable provisions of the Act, SEBI Listing Regulations read with the relevant Circulars issued by MCA and SEBI Circulars, the Annual Report including Notice of the 61st AGM of the Company will also be available on the website of the Company at www.obl.org.in. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Ltd. at www.cse-india.com and on the website of CDSL at www.evotingindia.com.

6. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

Notice

7. The members can cast their votes by way of remote e-voting provided by the Company through CDSL in proportion to their shares of the paid up equity share capital of the Company held as on the cut-off date **21st September, 2022**. Any person, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the Login ID and Password by sending a request at **cs@obl.org.in**. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and Password for casting their vote.
8. The members, who have casted their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote again.
9. The Register of Member(s) and the Share Transfer Books of the Company will remain closed from Thursday, **22nd September, 2022 to Wednesday, 28th September, 2022 (both days inclusive)** for the purpose of ensuing AGM.
10. As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and SEBI Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2019 read with Regulation 40 of Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Shareholders holding shares in physical form under multiple folios are requested to consolidate their holdings in a single folio enabling the Company to serve effectively.
11. The Board of Directors has not recommended any dividend during the financial year ended 31st March, 2022.
12. The 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 mode 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 mode 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(RTA) i.e. M/s Niche Technologies Pvt. Ltd., 3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata- 700017, W.B. or Company Secretary of the Company.

The SEBI 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.

13. Process for those members whose **PAN, Bank details, signatures, mobile number, email ID and postal address are not registered or updated:**

The Members are requested to register/update their PAN, Bank details, signatures, mobile number, email ID and Postal Address with their DPs or RTA, as the case may be, to enable the Company to send communications including Notices, Annual Reports, Circulars, etc. through electronic mode. Therefore, Members are requested to register the same by following the below process:

Physical Holding	Kindly fill up ISR-1 for registering of PAN, registering/updation of KYC details including Postal Address with PIN, Mobile Number, Email Address, Bank Account details. Kindly fill up ISR-2 for updation of your signatures. The downloadable and fillable Forms and the instruction for filling up the forms and requisite enclosures are given on the website of the Company and of RTA. Please refer and follow the instructions given in the SEBI circular dated November 3, 2021 read with clarification dated December 14, 2021 for updation of records.
Demat Holding	For registration of PAN and registration/updation of KYC, details including Postal Address with PIN, Mobile Number, Email Address, Bank Account details, the Member may contact their respective DPs and update the same with their respective DPs and the same would be effective across all their shareholdings.

Notice

14. Members are requested to send their Bank Account particulars (viz. Account No., Name and Branch of the Bank and the MICR Code) to their Depository Participants in case the shares are held in electronic mode or in Form ISR -1 to the RTA in case the shares are held in physical mode. The forms are available on the website of the Company as well as that of RTA. The Company shall Direct Credit/NACH/ECS the corporate benefits accrued to a shareholder and also for printing the Bank Account details on the dividend warrant/demand draft so that there are no fraudulent encashment of the dividend warrant/demand draft. Therefore, Members are requested to send their updation form immediately.

Members holding shares in demat form are hereby informed that bank particulars registered with their respective DP's, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or RTA cannot act on any request received directly from the Members holding shares in demat form for any change or updation of bank particulars.

Such changes/updation are to be intimated only to the DP's of the Members. In case, the Company is unable to pay the dividend to any shareholder by the electronic mode, due to non-availability of the details of the bank account, the Company shall dispatch the dividend warrant/demand draft to such shareholders.

15. Shareholders seeking any information/queries with regard to accounts or any matter to be placed at the AGM, are requested to write to the Company at least 10 days in advance of the date of the AGM. The same will be replied by/on behalf of the Company suitably.
16. 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**.
17. Members are requested to note that the dividends not en-cashed for a period of 7(Seven) consecutive years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investors Education and Protection Fund ("IEPF"). The details of the Unpaid Dividend lying with the Company are as follows:

Financial Year ended	Date of declaration of Dividend	Tentative Date for Transfer to IEPF
31st March, 2015	22.09.2015	27.10.2022
31st March, 2016	28.09.2016	31.10.2023
31st March, 2017	18.09.2017	21.10.2024
31st March, 2018	24.09.2018	25.10.2025
31st March, 2019	23.09.2019	25.10.2026
31st March, 2020	30.12.2020	03.02.2027

Members are requested to note that pursuant to the provisions of Section 124 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Auditing, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended, all shares on which dividend has not been paid or claimed for 7(Seven) consecutive years or more, are required to be transferred to an IEPF Authority. The Company has sent intimation to all such Members who have not claimed their dividend for 7(Seven) consecutive years. During the FY 2021-22, the Company had transferred 107677 equity shares to the Investor Education and Protection Fund Authority. Further, the unclaimed dividend in respect of FY 2014-15 must be claimed by members on or before October 27, 2022, failing which the Company will be transferring the unclaimed dividend and the corresponding shares to the IEPF Authority within a period of 30 days from the said date. The Members thereafter need to claim their shares from IEPF Authority by filing IEPF Form-5 and by following such procedures as prescribed therein.

Notice

18. As per Regulation 40 of Listing Regulations (as amended), transfer, transmission or transposition of securities of listed companies can be carried out only in dematerialized form. Further, SEBI, vide its circular dated January 25, 2022, has stated that listed companies, with immediate effect, shall issue the securities only in demat mode while processing investor service requests pertaining to issuance of duplicate shares, exchange of shares, endorsement, sub-division/consolidation of share certificates, etc. In view of this, Members holding shares in physical form are requested to submit duly filled Form ISR-4 along with the documents/details specified therein and physical share certificates, if available, for the above mentioned service requests. Further, to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding equity shares in physical form are requested to consider converting their holdings to demat mode. Members can contact the Company or Company's RTA-Niche Technologies Pvt. Ltd. for assistance in this regard.
19. Pursuant to the provisions of Section 72 of the Act, members of the Company may nominate any person as their nominee to whom their shares shall vest in the unfortunate event of death of Member. Nomination can avoid the lengthy process of acquiring any right in shares through transmission by law. In case of nomination for the shares held by the joint holders, such nomination will be effective only on death of all the holders. In case the shares are held in dematerialised form, the nomination form needs to be forwarded/submitted to Depository Participants (DPs).
20. Attention of the members is drawn to the SEBI Circular dated November 3, 2021 read with clarification dated December 14, 2021 which states that it is mandatory for all holders of physical securities to furnish PAN, Nomination (Form SH-13) (unless opted out in Form ISR-3), contact details including postal address with PIN, Mobile No., E-mail Address, Bank account details (ISR-1). The shareholders requested to note that if any one of above details is not available, the folios of the shareholders shall be frozen on and after April 1, 2023. If the above mentioned requirement are not fulfilled and if it is continued to remain frozen as on December 31, 2025, the same shall be referred to the administering authority under Benami Transactions (Prohibition) Act, 1988 and/or Prevention of Money Laundering Act, 2002.

The Company has already sent intimations in this regard on January 19, 2022 to all the shareholders, who hold the equity shares of the Company in physical mode. Hence, those shareholders are requested to complete the formalities as soon as possible to avoid freezing of the folios. **Please note that the RTA shall not process any service request or complaint received from the shareholders / claimants till PAN, KYC and nomination documents / details are received.**

21. APPEAL TO MEMBERS

The Company appeals to its members to hold their shares in Dematerialised form. Managing your investment in securities is simple and easy in Demat/Electronic form and it has many advantages over managing it in physical form as there is no scope of loss, misplacement, theft or deterioration of securities in Demat form. The members may get in touch with the Company at cs@obl.org.in or our RTA- Niche Technologies Pvt. Ltd. at nichetechpl@nichetechpl.com for any query relating to Dematerialisation.

22. Niche Technologies Pvt. Ltd. is our Registrar and Transfer Agent, therefore, all the Members of the Company are requested to correspond directly to the RTA at the following addresses in the matters relating to transmission of shares, unclaimed dividend, change of address, duplicate of shares and dematerialisation of shares etc.

Niche Technologies Pvt. Ltd. (Unit- Orient Beverages Ltd.)

3A, Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata - 700 017

Notice

If shares are held in electronic form by the members, than change of address, change in bank accounts and change in e-mail ID etc. should be furnished to their respective Depository Participants (DPs).

23. Non-Resident Indian Members are requested to inform the RTA- Niche Technologies Pvt. Ltd., immediately of:

- (a) Change in their residential status on return to India for permanent settlement.
- (b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

24. Securities and Exchange Board of India ("SEBI") has made it mandatory for every participant in the securities/ capital market to furnish Income Tax Permanent Account Number (PAN). Accordingly, all the members are requested to submit their Permanent Account Number along with photocopy of both the sides of the PAN Card duly attested, as under:

- Members holding shares in electronic form are requested to furnish their PAN to their Depository Participant with whom they maintain their account along with documents as required by them.
- Members holding shares in physical form are requested to submit self-attested photocopy of the PAN Card of all the holders including joint holders either to the Company's Registered Office or at the office of its RTA at the address mentioned above, in Form ISR-1.
- The members are requested to link their PAN with Aadhaar Card by the date specified by CBDT. The Company/RTA shall accept only valid PAN and shall verify that the PAN in the existing folios are valid i.e. whether it is linked to the Aadhaar number of the holder. In case the same is not linked as on notified cut-off date, the same shall be frozen as specified in the Note No. 20.

25. Since the AGM will be held through VC/OAVM, the route map is not furnished in this Notice.

26. INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the "General Guidelines" issued by the Ministry of Corporate Affairs (MCA) vide Circular No.2/2022 dated 5th May, 2022, Circular No. 02/2021 dated 13th January, 2021, Circular 20/2020 dated 5th May, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No.14/2020 dated 8th April, 2020. The forthcoming AGM will thus be held through video conferencing(VC) or other audio visual means(OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 5, 2020 the Company is providing facility of remote e-voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services(India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.