

Minutes of the Announcement of Results of the Postal Ballot of M/s. Orient Beverages Limited on the 17th September, 2014 at 4.00 P.M. at the Registered Office of the Company at "Aelpe Court", 3rd Floor, 225C, A. J. C. Bose Road, Kolkata -700 020, W.B.

Background:

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice dated 28th July, 2014 was sent to Members of the Company whose names appeared on the Register of Members or in the records of depositories on 1st August, 2014, being "Cut-Off" date fixed by the Board of Directors for passing the Special Resolutions through Postal Ballot process. Notice of Postal Ballot was served through bulk e-mailing to members who have registered their e-mail IDs with the depositories or with the Company and by Registered Post with prepaid Reply envelope to other members who have not registered their Email IDs. The dispatch of the aforesaid Notice to the Members of the Company by both modes was completed on 14th August, 2014. An advertisement to this effect was published in newspapers, both in English and Bengali, on 09th August, 2014.

Further, in compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had offered E-Voting facility as an alternative mode of voting to shareholders to cast their votes electronically on the resolutions mentioned in the said notice and for that Company had obtained the E-voting services of the Central Depository Services (India) Ltd. The Electronic Voting Sequence Number (EVSN) for the event was 140801013. The voting was opened on Friday the 15th August, 2014 at 9.00 A.M. and closed on Saturday the 13th September, 2014 at 6.00 P.M.

The Board of Directors had appointed Sri Manoj Prasad Shaw of M/s Manoj Shaw & Co., Practising Company Secretaries, (Membership No.5517 Certificate of Practice No.4194), as Scrutinizers for conducting Postal Ballot process in a fair and transparent manner. Scrutinizers carried out the scrutiny of all the electronic votes and physical Postal Ballot votes received up to the close of working hours on 13th September, 2014.

Based on the report dated 16th September, 2014 submitted by Scrutinizers, all resolutions as set out in the Notice of Postal Ballot have been duly approved by the Shareholders with Special majority as under:

Resolution No.	Description	Type of Resolution	% Votes in favour	% Votes in against
1.	Consent of the members under Section 180(1)(c) of the Companies Act, 2013 to the Board of Directors to borrow money.	Special Resolution	98.50196	1.49803
2.	Consent of the members under Section 180(1)(a) of the Companies Act, 2013 to the Board of Directors for Creation/ modification of charge/ hypothecation/ other encumbrances on the assets of the Company.	Special Resolution	98.50196	1.49803

3.	Consent of the members under Section 186 of the Companies Act, 2013 to the Board of Directors for giving Loan or Guarantee or providing Security in connection with loan or making investment in the securities of other bodies corporate etc.	Special Resolution	98.50241	1.49758
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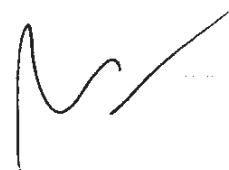
The above results were announced by the Chairman of the Company on Wednesday the 17th September, 2014 at 4.00 P.M. at the Registered Office of the Company and further directed that the resolutions be recorded in the minute book recording the proceedings of general meetings of the Members.

The resolutions duly approved by the Members are as under:

Resolution: 1 - Special Resolution(s) passed with Special Majority:
Borrowing powers of the Board:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to borrow money, from time to time, in any form, from any one or more bodies corporate, banks, financial institutions or from other entity by way of advances, cash credit, term loans, housing loans, other loans or otherwise with or without security or guarantee, at their discretion, for the purpose of business of the Company, together with the money already borrowed by the Company, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), up to an amount of Rs.35,00,00,000/- (Rupees Thirty five crores only) outstanding at any one time, notwithstanding that such borrowings may exceed the aggregate of the paid-up share capital and free reserves of the Company and that the Board of Directors be and is hereby empowered and authorised to arrange or finalise the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security, guarantee or otherwise as it may think fit.

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



Resolution: 2 - Special Resolution(s) passed with Special Majority:

Creation/ modification of charge/ Hypothecation/other encumbrances on the assets of the Company:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), (including any statutory modification or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to create mortgage(s) and/or charge(s) and/or hypothecation(s) or other encumbrances, in addition to the mortgage(s)/ charge(s)/ hypothecation(s) or other encumbrances already created by the Company, in such form and manner and with such ranking as to priority and for such time and on such terms as the Board may determine, on all or any of the movable and/or immovable assets of all kinds, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the whole or any part of the business and concern of the Company in certain events of default by the Company, in favour of the lender(s), agent(s), trustee(s) for securing the borrowings of the Company availed/to be availed by way of loan(s) or otherwise, from time to time, up to maximum ceiling the Company is entitled to borrow money under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on pre-payment, in terms of loan agreement(s), heads of agreement(s) or any other document entered into/to be entered into between the Company and the lender(s) / agent(s) / trustee(s), in respect of the said loans / borrowings and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof duly empowered and the lender(s) / agent(s) / trustee(s).

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 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 creating/ modifying any mortgage/charge or other encumbrances as aforesaid."

Resolution: 3 - Special Resolution(s) passed with Special Majority:

Loans/ Investments/ Corporate Guarantee/ Securities in connection with loans:

"RESOLVED THAT pursuant to the provisions of 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 Members be and is hereby accorded, including confirmation of actions taken hitherto, to the Board of Directors

of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any person(s) authorised and/or any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), to :

- (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 Rs.35,00,00,000/- (Rupees Thirty five crores 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.

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."


18/9/14

CHAIRMAN