

Date: 31.08.2021

To
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

Sub: Intimation of Notice of 26th Annual General Meeting.
Ref: Scrip ID/'Code: OBCL/541206

With reference to captioned subject it is hereby informed that 26th Annual General Meeting of the Company is scheduled to be held on Wednesday, the 29th day of September, 2021 at 04:00 PM at the corporate office of the Company situated A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.) 492001.

The Notice of Annual General Meeting is attached here for your records.

Kindly take the same on your record

Yours faithfully,

For, **ORISSA BENGAL CARRIER LTD.**

Aakash Kumar Sahu

Aakash Kumar Sahu
Company Secretary & Compliance Officer



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 26th Annual General Meeting of the members of the Company will be held on Wednesday, the 29th day of September, 2021 at 04:00 PM at the corporate office of the Company situated A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)- 492001 to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended March 31st 2021, including audited Balance Sheet as at 31st March 2021, the statement of Profit & Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Smt. Shakuntala Devi Agrawal (DIN: 01608318), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ashish Dakalia (DIN: 09201624) as an Independent Director

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Ashish Dakalia (DIN :09201624), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Ashish Dakalia’s candidature for the office of Director, be and is hereby appointed as an Independent

Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01st October, 2021 upto 30th September, 2026.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Appointment of Sourabh Agrawal (DIN: 09201283) as an Independent Director.

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Sourabh Agrawal (DIN: 09201283), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act signifying his intention to propose Sourabh Agrawal’s candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years commencing from 01st October, 2021 upto 30th September, 2026.”

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

5. To revise the remuneration of Shri Ravi Agrawal, Wholetime Director of the Company.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT Pursuant to the provisions of Section 196 & 197 read Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company and upon recommendation of Nomination and Remuneration Committee and Board of Directors, consent of the Company be and is hereby accorded to revise the remuneration payable to Shri Ravi Agrawal (DIN: 01392652), Wholetime Director of the company with effect from 01st September 2021 for the remaining period of his term as follows:

Consolidated Salary: Rs. 3,00,000/- (Rupees Three Lakhs only) Per Month (excluding reimbursement of expenses, if any) which includes the variable pay and perquisites.

RESOLVED FURTHER THAT the Board of Directors (which term shall always be deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution) be and is hereby authorised to vary or increase the remuneration specified above from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Companies Act, 2013.”

Date: 30.08.2021
Place: Raipur

By order of the Board
For, Orissa Bengal Carriers Limited

RAVI
AGRAWAL

Digitally signed by RAVI AGRAWAL
DN: cn=RAVI AGRAWAL,
serialNumber=E94C934DE724CAAF3D
A982AF262B7BAF3501945303356366
FF0064E187A83895, st=Chhattisgarh,
postalCode=492001, o=Personal, c=IN
Date: 2021.08.31 13:25:37 +05'30'



Ravi Agrawal
Wholetime Director
DIN: 01392652

NOTES:

1. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the Special Business under Item nos. 3 to 5 set above and the details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") entered with the Stock Exchanges and Secretarial Standard on General meeting (SS-2) in respect of the Directors seeking appointment at this Annual General Meeting is annexed hereto.
2. A member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote on poll instead of himself/herself and the proxy need not be a member of the company. A person can act as proxy on behalf of member(s) not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. A member holding more than ten percent (10%) of the total share capital of the company may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
3. The instrument appointing the proxy (enclosed hereto) in order to be effective must be deposited (duly completed, stamped and signed) at the registered office of the company not less than forty-eight (48) hours before the commencement of the meeting.
4. Member(s)/Proxies/Authorized Representatives are requested to bring the enclosed attendance slip duly filled in and signed for attending the meeting. Member(s) are requested to write the Client ID and DP ID number.
5. Corporate Member(s) intending to send their authorized representative(s) to attend the meeting are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representative(s) to attend and vote on their behalf at the meeting.
6. Pursuant to Section 72 of the Act, member(s) of the Company may nominate a person in whom the shares held by him/them shall vest in the event of his/ their unfortunate death. The nomination form may be filed with the respective Depository Participant.
7. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
8. The route map showing directions to reach the venue of the meeting is enclosed.

9. The relevant details of Directors proposed to be appointed and remuneration revised, as required under Reg. 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard -2 on General Meetings are also annexed as **Annexure-A**.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act and the Register of Contracts or Agreements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the meeting.
11. Members desirous of seeking any information relating to the Accounts of the Company may write to the Company at the registered office for the attention of Company Secretary, at least seven days in advance of the Meeting so that requisite information can be made available at the Meeting.
12. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, the 23rd September, 2021 to Wednesday the 29th Day of September, 2021 (both days inclusive) for the purpose of Annual General Meeting.
13. Members are hereby requested to intimate their folio numbers, the changes if any, of their registered addresses to their respective Depository Participant(s).
14. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Registered Office of the Company during normal business hours (11.00 am to 05.00 pm) on all working days, upto the date of the meeting.
15. The voting rights of member(s) shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date i.e. Wednesday, September 22, 2021. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. Wednesday, September 22, 2021 only shall be entitled to avail the facility of remote e-voting / Poll.
16. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail addresses either with the company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the

Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.

17. The Annual Report duly circulated to the Members of the Company, is available on the Company's Website www.obclimited.com.
18. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
19. The Company, being listed on SME Exchange and in view of provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 is not required to provide remote e voting facility to its members.

Date: 30.08.2021
Place: Raipur

By order of the Board
For, Orissa Bengal Carriers Limited

**RAVI
AGRAWAL**

Digitally signed by RAVI AGRAWAL
DN: cn=RAVI AGRAWAL,
serialNumber=E94C934DE724CAAF3D
A982AF262B7BAF350194530335636F
F0064E187A83895, st=Chhattisgarh,
postalCode=492001, o=Personal, c=IN
Date: 2021.08.31 13:26:01 +05'30'

Ravi Agrawal
Wholetime Director
DIN: 01392652



CIN No. : L63090CT1994PLC008732

Corp. Office : A-1, 3rd Floor, C.G. Elite Complex, Opp Mandi Gate
Pandri Main Road, Raipur 492001 (C.G.)

☎ 0771-2281310- (9 Lines)

Regd. Office : Jeevan Bima Marg, Pandri, Raipur 492001 (C.G.)

✉ admin@obclimited.com

🌐 www.obclimited.com

EXPLANATORY STATEMENT
(Pursuant to Section 102 of the Companies Act, 2013)

The following Explanatory Statement sets out all the material facts relating to the Item Nos. 3 to 5 of the accompanying Notice dated 30th August 2021.

ITEM NO. 3: Appointment of Ashish Dakalia (DIN: 09201624) as an Independent Director.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Ashish Dakalia (DIN: 09201624) for the office of Independent Director of the Company.

Mr Dakalia is a Wholtime Company Secretary. He became Company Secretary in the year 2010 and also done his graduation and post graduation in law. He has also bachlor degree of Commerce.

He is the past Chairman of Raipur Chapter of Institute of Companies Secretaries of India. Currently he is member of PDC Committee of Western India Regional Council. He had been in the field of Secretarial and Complaine since last 12 years.

The other details of Mr. Dakalia in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that he fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that his vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 3 of this Notice relating to the appointment of Ashish Dakalia as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 1st October, 2021 upto 30th September, 2026, for the your approval.

Ashish Dakalia has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Ashish Dakalia as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The other details of Mr Dakalia, whose appointment is proposed at item nos. 3 of the accompanying Notice, have been given in the attached annexure.

Except, Mr. Dakalia, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 3 of the Notice.

ITEM NO. 4: Appointment of Sourabh Agrawal (DIN: 09201283) as an Independent Director.

The Company received a notice from a Member under Section 160 of the Companies Act, 2013, signifying his intention to propose the candidature of Sourabh Agrawal (DIN: 09201283) for the office of Independent Director of the Company.

Mr Sourabh Agrawal is a Wholetime Chartered Accountant. He became Chartered Accountant in the year 2019 and also done his graduation in Bachlor degree of Commerce.

Curently he is doing practice of Chartered Accountant and sucessfully managing more than 100 Companies Audit & Accounts. He has vast knowledge of Accounts and Finance and ready to share the same with the Company.

The other details of Mr. Sourabh Agrawal in terms of Regulation 36(3) of the Listing Regulation and Secretarial Standard 2 is annexed to this Notice.

In terms of proviso to sub-section (5) of Section 152, the Board of Directors is of the opinion that he fulfils the conditions specified in the Act for his appointment as an Independent Director. After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that his vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution at Item No. 4 of this Notice relating to the appointment of Sourabh Agrawal as an "Independent Director", not liable to retire by rotation for a period of five consecutive years w.e.f. 1st October, 2021 upto 30th September, 2026, for the your approval.

Sourabh Agrawal has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI Listing Regulations.

The Company has also received:-

- (i) the consent in writing to act as Director and
- (ii) intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.
- (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

A copy of the draft letter for the appointment of Sourabh Agrawal as Independent Director setting out the terms & conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The other details of Mr Sourabh Agrawal, whose appointment is proposed at item nos. 4 of the accompanying Notice, have been given in the attached annexure.

Except, Mr. Sourabh Agrawal, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested in the Resolution at Item No. 4 of the Notice.

ITEM NO. 5: To Revise Remuneration of Shri Ravi Agrawal, Wholetime Director of the Company.

The members of the Company had appointed Shri Ravi Agrawal as Wholetime Director of the Company in the Annual General Meeting held on 09th July 2018 for a term of 5 years at a remuneration of Rs 1,25,000/- Per month.

Further, In the Annual General Meeting held on dated 03rd August 2019, Members revised the remuneration of Shri Ravi Agrawal from Rs 1,25,000/- to Rs 2,00,000/- per month.

Considering Shri Ravi Agrawal innovative ways of doing business and new ideas brings the company's turnover and profit to the heights. Under his leadership, employees of the Company are doing work more efficiency and effectively.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 30/08.2021, has considered the matter of revision in the remuneration of Shri Ravi Agrawal for the services rendered by him as Wholetime Director of the company, and keeping in view his achievements and contributions, recommended to the members increase in his remuneration by Rs. 1,00,000/ - (Rupees One Lakhs only) per month so as to revised monthly remuneration of Shri Ravi Agrawal comes at Rs. 3,00,000/- (Rupees Three Lakhs only) per month effective from 01st September, 2021.

Further, the revision in the remuneration of Shri Ravi Agrawal requires the approval of shareholders by way of Special Resolution as per provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013. Based on the same, the matter is recommended to Shareholders for their approval.

None of the Directors and/ or Key Managerial personnel of the company and their relatives, except Shri Ravi Agrawal and his relatives, are in any way concerned or interested in the proposed increment in the remuneration of Shri Ravi Agrawal as Wholetime Director of the company.

The Directors recommend the aforesaid resolution for the approval by the members as Special Resolution.



Annexure to Items. 3 to 5 of the Notice.

Details of Directors seeking appointment or having proposed Remuneration at the forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Ashish Dakalia	Sourabh Agrawal	Ravi Agrawal
DIN	09201624	09201283	01392652
Nature	Appointment	Appointment	Increase in Remuneration
Date of Birth	20/07/1987	25/05/1996	02/11/1986
Qualification	Company Secretary	Chartered Accountant	Graduate
Date of Appointment	-	-	09/07/2018
Expertise in specific functional area	Legal, Compliance & Secretarial	Accounts, Audit & Finance	Overall Management
Number of shares held in the Company	0	0	0
Directorship held in other public Company (If Any)	0	0	0
Particulars of Committee Chairmanship/ Membership held in Other Companies	0	0	0

Orissa Bengal
Carrier Limited

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies Management and Administration) Rules, 2014]

Name of the member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No./Client Id: _____

I/We, being the member (s) of _____ equity shares of ORISSA BENGAL CARRIER LTD, hereby appoint

Name:-
Address:-

Name:-
Address:-

Email Id:-

Email Id:-

Signature:....., or failing
him

Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on Wednesday, 29th September, 2021 at A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)- 492001 at 04:00 PM and at any adjournment thereof in respect of such resolutions as are indicated below :

S.No.	Resolution	Vote (Optional see Note 2)*	
		For	Against
1.	Adoption of Financial Statements of the Company for the Financial Year ended March 31 st 2021 and the		

	reports of the Board of Directors and Auditors thereon.		
2.	To appoint a Director in place of Smt. Shakuntala Devi Agrawal (DIN: 01540586), who retires by rotation and being eligible, offers herself for re-appointment.		
3.	To revise the remuneration of Shri Ravi Agrawal, Wholetime Director of the Company.		
4.	Appointment of Ashish Dakalia (DIN: 09201624) as an Independent Director		
5.	Appointment of Sourabh Agrawal (DIN: 09201283) as an Independent Director		

Signed this. day of..... 2021

Affix Revenue Stamp

✓ Signature of shareholder

✓ Signature of Proxy holder(s)

Notes:

1. This form 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.
- 2.* It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

Please fill this attendance slip and hand it over at the entrance of the venue of the meeting

DP Id No. _____

Client Id No. _____

Name: _____

Address: _____

No. of Shares held: _____

I hereby record my presence at the Annual General Meeting of Orissa Bengal Carrier Ltd on Wednesday, the 29th September 2021 at A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)-492001.

Signature of the Member / Proxy

