

Date: 12.12.2023

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C-1, Block G,
Bandra Kurla Complex, Bandra (East)
Mumbai - 400051

Scrip Code: 541206

Trading Symbol: OBCL

Sub: Intimation of Extra-ordinary General Meeting (EGM) of the Company.

Dear Sir/Madam,

With reference to the captioned subject, it is hereby informed that the Extra-ordinary General Meeting (EGM) of the Company is scheduled to be held on Wednesday, January 10, 2024 at 10:00 AM by physical mode at the Corporate Office of the Company situated at A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.) 492001.

The Notice of the EGM is attached herewith.

Please treat this as compliance with the SEBI (LODR) Regulations, 2015, SEBI Guidelines and Corporate Laws and take the same on record.

Thanking you,

Yours Faithfully,

Orissa Bengal Carrier Ltd.

MUSKAAN
GUPTA

Digitally signed by
MUSKAAN GUPTA
Date: 2023.12.12
12:01:32 +05'30'

Muskaan Gupta
Company Secretary &
Compliance Officer



Orissa Bengal Carrier Ltd.

CIN: L63090CT1994PLC008732

Registered Office: Jiwani Bima Marg, Pandri, Raipur (CG) 492001

Corporate Office: A-1, Third Floor, CG Elite Complex,

Opposite Mandi Gate, Pandri, Raipur (CG) 492001

Website: www.obclimited.com

email(s): cs@obclimited.com

Tel: +91 771 2281321 | 0771-4054518

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that the **Extra-ordinary General Meeting (EGM)** of the members of **Orissa Bengal Carrier Limited (the "Company")** will be held on **Wednesday, the 10th day of January, 2024** at **10:00 AM IST** at the Corporate Office of the Company situated at **A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.) - 492001** to transact the following Special Businesses:

SPECIAL BUSINESS:

1. To consider and approve the alteration in the Object Clause of the Memorandum of Association (MOA) of the Company

To consider and approve the alteration in the object clause of the Memorandum of Association (MOA) of the Company and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 4, Section 13 and other applicable provisions of the Companies Act, 2013 ("the Act") and in terms of the applicable provisions of Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 including any statutory modifications and re-enactments thereof for the time being in force and applicable notifications, clarifications, circulars, rules and regulations issued by any government or statutory authorities thereof and subject to the approval of the Registrar of Companies, Chhattisgarh and such other approvals as may be necessary or required, the consent of the members be and is hereby accorded to amend the Object Clause III (A) of Memorandum of Association of the Company by inserting below mentioned new sub-clauses III (A) 4 and 5 after the existing sub-clauses 1-3 of clause III (A) in the main objects i.e. objects to be pursued by the Company on its incorporation of the Memorandum of Association of Company:

Under Clause III (A)

4. To acquire by way of purchase, lease, exchange or otherwise and to sell, lease, mortgage, rent, transfer, dispose off or deal in land located anywhere in India or elsewhere and to construct, build, develop and maintain Logistic Parks, Business Parks, Solar Parks, buildings, warehouses, sheds and other similar properties and to alter, extend and improve the same as required from time to time.

5. To utilize the funds of the company to invest/deal in any shares, stocks, securities, equity, preference, derivatives, commodities, debentures, whether perpetual or redeemable debentures, units and bonds of Government/Government Undertakings, any local authority, company whether public or private or any body corporate in India or elsewhere through stock exchanges, commodity exchanges, currency exchanges or any other private mode as may be available from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

2. To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of Section 185 of the Companies Act, 2013.

To consider and approve for giving authorization to Board of Directors to advance any loan, give any guarantee or to provide any security to all such person specified under section 185 of the Companies Act, 2013 upto an aggregate limit of Rs. 10 crores and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 185 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof for the time being in force and in accordance with Memorandum and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan(s) and/or to give any guarantee(s) and/or to provide any security(ies) in connection with any Financial Assistance/Loan taken/to be taken/availed/to be availed by any entity which is a Subsidiary/ Associate/Joint Venture or such other entity/person as specified under Section 185 of the Companies Act, 2013 and more specifically to such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested; provided that the aggregate limit of advancing loan and/or giving guarantee and/or providing any security to the Entities shall not at any time exceed the aggregate limit of Rs.10 Crores (Rupees Ten Crores Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT keeping the best interest of the Company in view, any approval accorded by the Board of Directors and Shareholders of the Company under Section 185 of the Companies Act, 2013 under this resolution shall be in force till the period any amendment to the said resolution will be made by the Board of Directors and Shareholders thereof.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Financial Officer and Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, desirable, incidental, consequential or expedient including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto."

Date: 12.12.2023

Place: Raipur

By Order of the Board

For, **Orissa Bengal Carriers Limited**

Registered Office: Jiwan Bima Marg, Pandri,

Raipur-492001, India

CIN: L63090CT1994PLC008732,

Website: www.obclimited.com,

E-mail: cs@obclimited.com

Sd/- Ravi Agrawal

Managing 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 No. 1 and 2 set above is annexed herewith.
2. A member entitled to attend and vote at the extra-ordinary 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 corporate 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 in the attendance slip.
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 of the venue of the Extra-ordinary General Meeting is annexed at the end of this Report. The prominent land mark near the venue is Bank of India, Opp. Mandi Gate, Pandri, Raipur 492001, Chhattisgarh, India.
9. Members are hereby requested to intimate their details, the changes if any, of their registered addresses to their respective Depository Participant(s).
10. All relevant documents referred to in the Notice of the Meeting shall be open for inspection at the Corporate Office of the Company during normal business hours (11.00 am to 05.00 pm) on all working days, up to the date of the meeting.
11. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.
12. In compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules 2015 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SS-2 (Secretarial Standards on General Meeting) issued by the Institute of company Secretaries of India ("ICSI") and the provisions of the MCA Circulars and the SEBI Circulars, the business may be transacted through electronic voting system and the Company is providing for voting by electronic means (E-voting) to its members through remote e-voting platform provided by the CDSL to cast their votes.
13. 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, January 03, 2024. 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, January 03, 2024 only shall be entitled to avail the facility of remote e-voting / Poll.
14. The voting period begins on Friday, January 05, 2024 at 02:00 p.m. and ends on Tuesday, January 09, 2024 at 5:00 p.m. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date of Wednesday, January 03, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
15. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant.
16. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The same should be availed through respective depository.
17. The Company has appointed Bigshare Services Private Limited, Mumbai as its Registrar and Share Transfer Agents for rendering the entire range of services to the Shareholders of the Company. Accordingly, all documents, transfer,

DEMAT request, change of address intimation and other communication in relation thereto with respect to shares should be addressed to Registrar directly quoting folio no., full name and name of Company as 'Orissa Bengal Carrier Limited' at investor@bigshareonline.com.

18. Any person who becomes a member of the Company after sending the Notice and holding shares as on the cut-off date may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
19. The Notice of EGM 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 EGM 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 EGM 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 EGM.
20. The Notice of EGM is available on the websites of the Stock Exchanges viz. BSE at www.bseindia.com and NSE at www.nseindia.com and the website of the Company at www.obclimited.com.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER: -

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e., CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/E-voting/E-votingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on Company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.e-voting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/ CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1)The shareholders should **log on** to the e-voting website www.evotingindia.com.
 - 2)Click on “**Shareholders**” module.
 - 3)Now enter your **User ID**
 - a. For CDSL: **16 digits beneficiary ID,**
 - b. For NSDL: **8 Character DP ID followed by 8 Digits Client ID,**
 - c. Shareholders holding shares in Physical Form should enter **Folio Number** registered with the Company.
 - 4)Next enter the **Image Verification** as displayed and Click on **Login**.
 - 5)If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any Company, then your existing password is to be used.

6) If you are a **first-time user** follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on **"SUBMIT"** tab.
- (iii) Shareholders holding shares Company in demat form will now reach **'Password Creation'** menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the **EVSN** for the relevant Company Name on which you choose to vote i.e., Orissa Bengal Carrier Limited.
- (vi) On the voting page, you will see **"RESOLUTION DESCRIPTION"** and against the same the option **"YES/NO"** for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the **"RESOLUTIONS FILE LINK"** if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on **"SUBMIT"**. A confirmation box will be displayed. If you wish to confirm your vote, click on **"OK"**, else to change your vote, click on **"CANCEL"** and accordingly modify your vote.
- (ix) Once you **"CONFIRM"** your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on **"Click here to print"** option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; Company raipur@obclimited.com and cs@obclimited.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
2. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- i. A member may participate in the EGM after exercising his right to vote through remote e-Voting but shall not be allowed to vote again at the EGM.
 - ii. Members can opt for only one mode of voting, i.e., either by remote e-Voting or voting at the Meeting. In case Members cast their vote through both the modes, voting done by remote e-Voting shall prevail and votes cast at the Meeting shall be treated as invalid.
 - iii. 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 only shall be entitled to avail the facility of remote e-Voting as well as voting at the EGM through ballot paper.
 - iv. The Board of Directors has appointed M/s. Anil Agrawal & Associates, Company Secretaries, as the Scrutinizer to scrutinize the remote e-Voting process as well as voting at the EGM in a fair and transparent manner.
 - v. The Chairman shall, at the EGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the EGM but have not cast their votes by availing the remote e-Voting facility.
 - vi. The Scrutinizer shall, after the conclusion of voting at the General Meeting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make no later than two days of the conclusion of the EGM a Consolidated Scrutinizer's Report of the total votes cast in favour or against and invalid votes if any.
 - vii. The results declared along with the Scrutinizer's report, will be posted on the website of the Company **www.obclimited.com** immediately after the declaration of the result by the Chairman or any person authorised by him and communicated to the Stock Exchange.
 - viii. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at **cs@obclimited.com**. The same will be replied by the Company suitably.
21. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.obclimited.com and on the website of CDSL www.cdslindia.com, immediately after declaration of the result and shall also be communicated to the Stock Exchanges where the shares of the Company are listed i.e., BSE and NSE and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com.

Date: 12.12.2023
Place: Raipur

By Order of the Board
For, **Orissa Bengal Carriers Limited**

Sd/-
Ravi Agrawal
Managing Director
DIN: 01392652

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 No. 1 & 2 of the accompanying Notice dated 24th August, 2023.

Item No. 1: To consider and approve the alteration in the Object Clause of the Memorandum of Association (MOA) of the Company

Keeping in view the future business prospects, the Company has been evaluating various investment opportunities in varied fields of interest as per the Company's viability. Therefore, to tap the emerging business opportunities in the changed business environment it is proposed to expand the objects of the Company by amending the object clause of Memorandum of Association.

The Board of Directors of the Company at its meeting held on held on December 08, 2023, has, subject to the approval of the Shareholders of the Company by way of special resolution and approvals of statutory, regulatory or governmental authorities as may be required under applicable laws, approved the amendment in the object clause of the existing memorandum of association of the Company.

Accordingly, as per Section 13 and other relevant provisions of the Companies Act, 2013, the consent of the members is being sought for resolution as set out at Item No. 1 of the Notice for the amendment of the object clause of the Memorandum of Association of the Company.

Copy of Memorandum of Association of the company and other documents referred in the notice shall remain open for inspection by the members at the registered office of the Company during normal business hours on any working day.

The Board recommends the aforesaid resolution for the approval by the members as a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

Item No. 2: To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of Section 185 of the Companies Act, 2013.

Pursuant to the provisions of Section 185 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 (the "Rules") (as amended from time to time), no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or (b) any firm in which any such director or relative is a partner.

However, a company may advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, subject to the condition that a special resolution is passed by the company in general meeting and the loans/guarantee or security are utilized by the borrowing company for its principal business activities.

In order to augment the long term resources of the Company and to render support for the business requirements of the entities in which director of the Company is interested or deemed to be interested from time to time, the Board of Directors in its meeting held on December 08, 2023 has, subject to the approval of shareholders of the Company, proposed and approved for seeking the shareholder approval for advancing any loan, giving any guarantee or providing any security to all such person specified under Section 185 of the Companies Act, 2013 and more specifically such other entity/person as the Board of the Directors in its absolute discretion deems fit and beneficial and in the best interest of the Company (hereinafter commonly known as the Entities); all together with in whom or in which any of the Director of the Company from time to time is interested or deemed to be interested and upto an aggregate limit of Rs.10 Crores. Further, the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities and keeping the best interest of the Company.

Accordingly, consent of the members is sought for passing a Special Resolution as set out at Item No. 2 of this Notice, in relation to the details as stated above and the Board of Directors recommends the said Resolution for the approval of the shareholders of the Company as a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or any of their relatives, are concerned or interested in the above proposed resolution, except to their equity holdings and Directorships in the Company, if any.

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]

CIN: L63090CT1994PLC008732

Name of the Company: **Orissa Bengal Carrier Limited**

Registered Office: **Jiwan Bima Marg, Pandri, Raipur 492001, India**

Name of the member(s): _____

Registered Address: _____

E-mail ID: _____

Folio No./Client Id: _____

DP ID: _____

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

Name: -

Address: -

Email Id: -

Signature: _____, or failing
him

Name: -

Address: -

Email Id: -

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Wednesday, January 10, 2024 at A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)- 492001 at 10:00 AM and at any adjournment thereof in respect of such resolutions as are indicated below :

Sr. No.	Resolution	Vote (Optional see Note 2) *	
		For	Against
1.	To consider and approve the alteration in the Object Clause of the Memorandum of Association (MOA) of the Company		
2.	To make loan(s) and to give guarantee(s), provide security(ies) or make investment(s) in terms of Section 185 of the Companies Act, 2013		

Signed this ____ day of ____ 2024

**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

EXTRA-ORDINARY 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 Extra-ordinary General Meeting of Orissa Bengal Carrier Ltd on Wednesday, January 10, 2024 at A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)- 492001.

Signature of the Member / Proxy

ROUTE MAP

A-1, 3RD FLOOR, CG ELITE COMPLEX, OPPOSITE MANDI GATE, PANDRI, RAIPUR (C.G.)- 492001

