



ORISSA BENGAL CARRIER LTD

CIN:-U63090CT1994PLC008732

Regd. Office:JiwanBima Marg, Pandri, Raipur (C.G)-492001

Website:-www.obclimited.com

E-mail:-raipur@obclimited.com

Ph. No. 0771-2281311

Date: 11.06.2018

To
Department of Corporate Services,
Bombay Stock Exchange Limited, Mumbai
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001

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

With reference to captioned subject it is hereby informed that 23rd Annual General Meeting of the Company is scheduled to be held on Monday, 09th July 2018 at 05:00 PM at the Landmark Hotel, Near Mata Garage, Main Road Pandri, Raipur (C.G.) - 492004. The Notice of Annual General Meeting is attached here for your records.

Kindly take the above on record

Yours faithfully,

For, ORISSA BENGAL CARRIER LTD

Pooja Jain
Company Secretary
M. No. 52045





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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 23rd Annual General Meeting of the members of the Company will be held on Monday, 09th July 2018 at 05:00 PM at the Landmark Hotel, Near Mata Garage, Main Road Pandri, Raipur (C.G.) - 492004 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 2018, including audited Balance Sheet as at 31st March 2018, 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.
3. To Appoint Statutory Auditor of the Company.

To appoint Auditors M/s Agrawal & Pansari, Chartered Accountants, Raipur and to fix their remuneration and in this regard 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 section 139 and other applicable provisions, if any of the Companies Act, 2013 (the "Act") and the Companies (Audit and Auditors) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof, for the time being in force), M/s Agrawal & Pansari, Chartered Accountants, Raipur, (Firm Registration no. 003350C) be and is hereby appointed as Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 28th AGM of the Company to be held in the year 2023 to examine and audit the accounts of the Company for the financial year 2018-19, 2019-20, 2020-21, 2021-22 and 2022-23 at such remuneration as may be mutually agreed upon between the Board of Directors of the Company and the Auditors plus reimbursement of out of pocket expenses and applicable taxes.

SPECIAL BUSINESS:

4. To regularise the appointment of Shri Sahil Batra (DIN: 06422459), Additional Director as a Director (Independent) of the Company. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:



"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Shri Sahil Batra (DIN: 06422459), a Director of the Company, who was appointed as an Additional Director of the Company on 01st December 2017 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years."

5. To regularise the appointment of Shri Raj Kumar Jain (DIN: 08015385), Additional Director as a Director (Independent) of the Company. To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Shri Raj Kumar Jain (DIN: 08015385), a Director of the Company, who was appointed as an Additional Director of the Company on 01st December 2017 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to 5 (five) consecutive years."

6. To increase remuneration of Shri Ratan Kumar Agrawal, Managing 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 reenactment 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 Ratan Kumar Agrawal (DIN: 01608584), Managing Director of the company with effect from 01st July 2018 for the remaining period of his term as follows:

Consolidated Salary: Rs. 2,25,000/- (Rupees Two Lakh Twenty Five Thousand only) Per Month (excluding reimbursement of expenses, if any) which includes the variable pay and perquisites.

OTHER TERMS & CONDITIONS:

The terms and conditions of appointment of Managing Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. Total Remuneration of all the Directors in any financial year shall not exceed 11% of the net profit of the Company during that year.

RESOLVED FURTHER THAT Shri Ratan Kumar Agrawal, Managing Director of the company or Miss Pooja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, Bilaspur and to do all such acts and deeds as may be required to give effect to the above resolution.



7. Appointment of Shri Manoj Kumar Agrawal as a Whole Time Director of the Company and to increase his remuneration within the specified limit under section 197 of the Companies Act 2013 subject to the provisions of Schedule V of the Companies Act, 2013. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and applicable clauses of the Articles of Association of the Company and upon recommendations given by Nomination & Remuneration Committee and Board of Directors, Consent of the Company be and is hereby accorded for the appointment of Shri Manoj Kumar Agrawal (DIN 01590282) as a Whole-time Director of the Company for the period of five years with effect from 01st July 2018 to 30th June 2023 on the remuneration as follows:

Consolidated Salary: Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) Per Month (excluding reimbursement of expenses, if any) which includes the variable pay and perquisites.

FURTHER RESOLVED THAT his duties as a Whole Time director shall be as under:-

- a) He shall work under the supervision and control of the Board of directors.
- b) He shall look after the administration, marketing, purchases, manpower employment, compliances of labor and other laws relating to services of Company's Western Region Branch.
- c) Any other work as assigned by the Board of Directors from time to time.

OTHER TERMS & CONDITIONS:

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013. No sitting fees will be paid to the Whole Time Director for attending meeting of the Board of Directors or any committee thereof. Total Remuneration of all the Directors in any financial year shall not exceed 11% of the net profit of the Company during that year.

RESOLVED FURTHER THAT Shri Ratan Kumar Agrawal, Managing Director of the company or Miss Pooja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, Bilaspur and to do all such acts and deeds as may be required to give effect to the above resolution."

8. Appointment of Shri Ravi Agrawal (DIN: 01392652) as a Whole Time Director of the Company and to fix his remuneration thereof. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof and applicable clauses of the Articles of Association of the Company and upon recommendations given by Nomination & Remuneration Committee and Board of Directors, Consent of the Company be and is hereby accorded for the appointment of Shri Ravi Agrawal (DIN: 01392652) as a Whole-time Director of the Company for the period of five years with effect from 01st July 2018 to 30th June 2023 on the remuneration as follows:



Consolidated Salary: Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) Per Month (excluding reimbursement of expenses, if any) which includes the variable pay and perquisites.

FURTHER RESOLVED THAT his duties as a Whole Time director shall be as under:-

- a) He shall work under the supervision and control of the Board of directors.
- b) He shall look after finance, accounts and sales affairs of the company.
- c) Any other work as assigned by the Board of Directors from time to time.

OTHER TERMS & CONDITIONS:

The terms and conditions of appointment of Whole Time Director may be altered and varied from time to time by the Board in such manner as may be mutually agreed, subject to such approvals as may be required and within applicable limits of the Companies Act, 2013.

RESOLVED FURTHER THAT Shri Ratan Kumar Agrawal, Managing Director of the company or Miss Pooja Jain, Company Secretary of the Company be and are hereby jointly and/or severally authorised to file the necessary e-forms with Registrar of Companies, Bilaspur and to do all such acts and deeds as may be required to give effect to the above resolution. Total Remuneration of all the Directors in any financial year shall not exceed 11% of the net profit of the Company during that year."

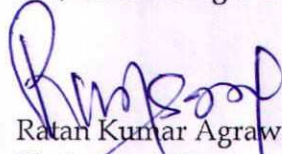
9. To fix remuneration payable to Smt. Shakuntala Devi Agrawal, Non-Executive Director of the Company. To consider and if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT, in accordance with the applicable provisions of the Companies Act, 2013, or any amendment thereto or modification thereof ('the Act'), and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt Shakuntala Devi Agrawal, Non Executive Director of the Company be paid monthly commission of Rs 50,000/- for a period not exceeding five years w.e.f. 01/07/2018, in addition to the fees for attending the meetings of the Board/Committee thereof, provided however that the aggregate remuneration, including commission, paid to Smt Shakuntala Devi Agrawal in a financial year shall not exceed one percent of the net profits of the Company, in terms of Section 197 of the Act and computed in the manner referred to in Section 198 of the Act."

Date: 28.05.2018

Place: Raipur

By order of the Board
For, Orissa Bengal Carriers Limited



Ratan Kumar Agrawal
Chairman & Managing Director
DIN: 01608584





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NOTES:

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item no. 4 to 9 to be transacted at the AGM 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/ reappointed, 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 Friday, 05th July 2018 to Monday, 09th July 2018 (both days inclusive) for the purpose of Annual General Meeting.
13. 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.
14. 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. Friday, June 29, 2018. 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. Friday, June 29, 2018 only shall be entitled to avail the facility of remote e-voting / Poll.
15. Member(s) who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc. from the Company electronically.
16. Notice of the Meeting and the Annual Report for FY 2017-18 of the Company is being sent by electronic mode to those member(s) whose e-mail IDs are registered with the Company/ Depository Participant(s) unless any member has requested for physical copy of the same. For member(s) who have not registered their e-mail IDs, physical copy of the Notice of the Meeting and the Annual Report for FY 2017-18 are being sent in the permitted mode.
17. Member(s) may also note that the Notice of the Meeting and the Annual Report for FY 2017-18 will also be available on the Company's website www.obclimited.com for their download.
18. **Voting through electronic means:**
 - i. In compliance with provisions of Section 108 of the Act read with Rules prescribed there under, as amended and Reg. 44 of the Listing Regulations, the Company is pleased to provide e-voting facility to its members to exercise their right to vote on resolutions proposed to be considered at the meeting by electronic means and the items of business given in the Notice of meeting may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).
 - ii. The facility for voting through poll shall be made available at the meeting and the member(s) attending the meeting who have not cast their vote by remote e-voting shall be entitled to cast their vote at the meeting through poll. No voting by show of hands will be allowed at the Meeting. Please note that the member may participate in the meeting even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the meeting.
 - iii. Members who have casted their vote by both the modes, than vote casted through poll will be treated invalid.



iv. The remote e-voting period commences at 09.00 a.m. on Monday, July 02, 2018 and ends at 5:00 p.m. on Wednesday, July 04, 2018. During this period, member(s) of the Company, holding shares as on the cut-off date of Friday, June 29, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

v. The process and manner for remote e-voting are as under:

(i) Log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders/ Members

(iii) 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. Next enter the Image Verification as displayed and Click on "Login"

e. If you are holding shares in Demat form and had logged on to

www.evotingindia.com and casted your vote earlier for any Company/ entity, then your existing password is to be used. If you are a first time user follow the steps given below.

(iv) Fill up the following details in the appropriate boxes:

a) PAN: Enter your 10 digit alpha-numeric PAN issued by Income Tax Department. Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent separately to you in the PAN Field.

b) Date of Birth (DOB): Enter Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

(v) After entering these details appropriately, click on "SUBMIT" tab.

(vi) Members 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 also to be 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.

(vii) Click on the relevant EVSN of Orissa Bengal Carriers Limited on which you choose to vote.

(viii) On the voting page, you will see Resolution Description and against the same 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.

(ix) Click on the "Resolutions File Link" if you wish to view the entire Resolution details.

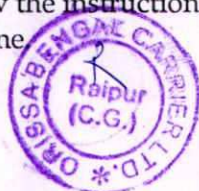
(x) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xiv) If Demat account holder has forgotten the changed login password then enter the User ID and image verification code and click on "Forgot Password" & enter the details as prompted by the system.

(xv) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from App Store and Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting through your mobile phone



- (xvi) A. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.com and register themselves as Corporate.
B. They should e-mail a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
C. After receiving the login details they have to create a compliance user who would be able to link the account(s) which they wish to vote on.
D. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
E. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xvii) In case you have any queries or issues regarding remote e-voting, you may refer Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write e-mail to helpdesk.evoting@cdslindia.com or call on toll free no. 18002005533.
- (xviii) Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the Notice of the meeting and holding shares as of the cut-off date Friday, June 29, 2018, may follow the same procedure as mentioned above for remote e-voting.
- (xix) The Company has appointed Mr. Anil Kumar Agrawal, Proprietor, M/s. Anil Agrawal & Associates, Practicing Company Secretaries (Membership No. FCS 8828) as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- (xx) The Chairman shall, at the meeting, 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 Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
- (xxi) The poll process shall be conducted and a report thereon shall be prepared in accordance with Section 109 of the Act read with the relevant rules made thereunder. In such an event, votes cast under Poll taken together with the votes cast through remote e-voting shall be counted for the purpose of passing of resolution(s).
- (xxii) The Scrutinizer, after scrutinizing the votes cast at the meeting (Poll) and through remote e-voting, will, not later than forty eight (48) hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or any other Director of the Company authorised by him in writing who shall declare the result of the voting forthwith. The Results declared alongwith the consolidated scrutinizer's report shall be placed on the website of the Company and on the website of CDSL immediately after the declaration of result. The results shall also be immediately forwarded to the Stock Exchanges.
- (xxiii) The results shall also be displayed at the Registered Office of the Company.
- (xxiv) Subject to receipt of sufficient votes, the resolution(s) shall be deemed to be passed at the Annual General Meeting of the Company scheduled to be held on Monday, July 09, 2018.

Date: 28.05.2018
Place: Raipur

By order of the Board
For, Orissa Bengal Carriers Limited



Ratan Kumar Agrawal
Chairman & Managing Director
DIN: 01608584



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STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The Following statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4 & 5

Shri Sahil Batra and Shri Raj Kumar Jain were appointed as an Additional Director w.e.f. 01st December 2017 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Article of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013 the above director holds office upto the date of ensuring Annual General Meeting. In this regard the Company has received request in writing from a member of the Company proposing Shri Sahil Batra and Shri Raj Kumar Jain candidatures for appointment as Directors of the Company in accordance with the provision of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board feels that presence of Shri Sahil Batra and Shri Raj Kumar Jain on the Board is desirable and would be beneficial to the company and hence recommend resolution No.4 & 5 for adoption. None of the Director, except Shri Sahil Batra and Shri Raj Kumar Jain, Director of the Company or their relatives is in any way concerned or interested, financially or otherwise, in the said resolution. The Board recommends resolutions under item No.4 & 5 to be passed as an ordinary resolution.

ITEM NO. 6: TO INCREASE REMUNERATION OF SHRI RATAN KUMAR AGRAWAL, MANAGING DIRECTOR OF THE COMPANY

The members are apprised that Shri Ratan Kumar Agrawal having DIN-01608584 was appointed as Director of the Company since incorporation. Further Members in the EOGM held on dated 01/12/2017 had appointed him as Managing Director of the Company for a term of 5 years w.e.f 01/12/2017.

Since his appointment, the Company has made significant progress under the leadership of Shri Ratan Kumar Agrawal. The Company's operations have grown multi fold during this period, and has also achieved profitability.

The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 28/05/2018, has considered the matter of revision in the remuneration of Shri Ratan Kumar Agrawal for the services rendered by him as Managing Director of the company, and keeping in view his achievements and contributions, recommended to the members increase in his remuneration by Rs. 1,45,000/- (Rupees One Lakh Forty Five Thousand only) per month so as to revised monthly remuneration of Shri Ratan Kumar Agrawal comes at Rs. 2,25,000/- (Rupees Two Lakhs Twenty Five only) per month effective from 01st July, 2018.

Further, the revision in the remuneration of Shri Ratan Kumar 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 Ratan Kumar Agrawal and his relatives, are in any way concerned or interested in the proposed increment in the remuneration of Shri Ratan Kumar Agrawal as Managing Director of the company.

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

ITEM NO. 7: APPOINTMENT OF SHRI MANOJ KUMAR AGRAWAL AS A WHOLETIME DIRECTOR OF THE COMPANY AND TO INCREASE HIS REMUNERATION WITHIN THE SPECIFIED LIMIT UNDER SECTION 197 OF THE COMPANIES ACT 2013 SUBJECT TO THE PROVISIONS OF SCHEDULE V OF THE COMPANIES ACT, 2013

Shri Manoj Kumar Agrawal aged 42 is a promoter category Director of the Company and having over more than 20 years of experience of business of logistics. Currently he is handling Company's Western Region Branch and all the affairs of the Company Western Region Branch including but not limited to administration, marketing, purchases, manpower employment is maintained by Shri Manoj Kumar Agrawal.

Shri Manoj Kumar Agrawal joined Orissa Bengal Company Limited (*the Company*) as Executive Director in April '97.

In terms of the provisions of the Companies Act, and Rules made their under and the Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their respective meetings held on 28/05/2018, subject to approval of shareholders, proposed the appointment of Shri Manoj Kumar Agrawal as Whole Time Director w.e.f 01/07/2018 for a term of 5 years on a remuneration of Rs 1,25,000 per month (excluding reimbursement of expenses, if any) which includes the variable pay and perquisites.

Further, the appointment of Shri Manoj Kumar 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 Manoj Kumar Agrawal and his relatives, are in any way concerned or interested in the proposed appointment of Shri Manoj Kumar Agrawal as Whole Time Director of the company.

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

ITEM NO. 8: APPOINTMENT OF SHRI RAVI AGRAWAL (DIN: 01392652) AS A WHOLE TIME DIRECTOR OF THE COMPANY AND TO FIX HIS REMUNERATION THEREOF

Shri Ravi Agrawal aged 32 is Commerce graduate Candidate and having more than 10 years experience in the field of Accounts, Finance & marketing. As the company had listed on SME platform, and keeping in view future prospectus and work load, Board felt it necessary to have a Whole Time Director on the Board.

Further, Pursuant to the provisions of Sections 196, 197 and other applicable provisions, read with Schedule V of the Companies Act, 2013 and the Rules made thereunder and as recommended by the Nomination and Remuneration Committee of the Board, and subject to the approval of the shareholders, the Board of Directors at its meeting held on 28/05/2018, appointed Shri Ravi Agrawal (DIN 01392652) as the Whole-time Director of the Company with effect from 01/07/2018 for a period of five years on a remuneration of Rs 1,25,000 per month (excluding reimbursement of expenses, if any) which includes the variable pay and perquisites.



Further, the appointment 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 appointment of Shri Ravi Agrawal as Whole Time Director of the company.

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

ITEM NO. 9: TO FIX REMUNERATION PAYABLE TO SMT. SHAKUNTALA DEVI AGRAWAL, NON-EXECUTIVE DIRECTOR OF THE COMPANY.

In order to line with the current trends and commensurate with the time devoted and the contribution made by Smt. Shakuntala Devi Agrawal, Non-Executive Director, the Nomination and Remuneration Committee of the Board and Board of Directors of the Company ('the Board') at their meeting held on 28/05/2018, have recommended for the approval of the Members, payment of remuneration by way of commission to the Smt. Shakuntala Devi Agrawal, Non-Executive Director of the Company for a period not exceeding five years with effect from 01st July, 2018, as set out in the Resolution.

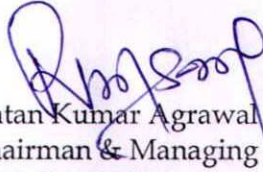
None of the Directors and/or Key Managerial Personnel of the Company, or their relatives, is interested in this Resolution except Smt. Shakuntala Devi Agrawal (and her relatives) is interested in this Resolution insofar as the same relates to her commission.

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

A brief of Directors appointed or having above proposed remuneration is annexed to the notice.

Date: 28.05.2018
Place: Raipur

By order of the Board
For, Orissa Bengal Carriers Limited


Ratan Kumar Agrawal
Chairman & Managing Director
DIN: 01608584



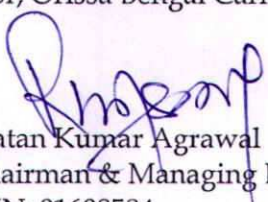
"ANNEXURE A TO NOTICE"

Details of the Directors Seeking Appointment or having proposed remuneration

Name of Director	Sahil Batra	Raj Kumar Jain	Ratan Kumar Agrawal	Manoj Kumar Agrawal	Ravi Agrawal	Shakuntala Devi Agrawal
DIN	06422459	08015385	01608584	01590282	01392652	01608318
Nature	To Regularise the appointment as Independent Director of the Company (not liable to retire by rotation)		Increase in Remuneration of Managing Director	Appointment as Whole Time Director of the Company		Fixation of Remuneration
Date of Birth	10/09/1984	19/07/1981	11/05/1956	10/06/1976	02/11/1986	16/08/1960
Qualification	M.B.A	B.com	Under Graduate	Under Graduate	Graduate	Under Graduate
Date of Appointment	01/12/2017	01/12/2017	18/10/1994	07/04/1997	-	18/10/1994
Experience in specific functional area	7 Years	10 Years	24 Years	20 Years	10 Years	20 Years
No. of Shares Held in the Company	-	-	2930400	242800	-	2965500
Directorship held in other public Company (if any)	-	-	-	-	-	-
Particulars of Committee Chairmanship / Membership held in other Companies	-	-	-	-	-	-

Date: 28.05.2018
Place: Raipur

By order of the Board
For, Orissa Bengal Carriers Limited


Ratan Kumar Agrawal
Chairman & Managing Director
DIN: 01608584





ORISSA BENGAL CARRIER LTD

CIN:-U63090CT1994PLC008732

Regd. Office:JiwanBima Marg, Pandri, Raipur (C.G)-492001

Website:-www.obclimited.com

E-mail:-raipur@obclimited.com

Ph. No. 0771-2281311

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:- Email Id:- Signature:....., or failing him	Name:- Address:- Email Id:- Signature:.....,
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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 the Monday, 09th July, 2018 at Landmark Hotel, Near Mata Garage, Main Road Pandri, Raipur (C.G.) - 492004 at 05:00 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 31st 2018 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.		

3.	To Appoint Statutory Auditor of the Company.		
4.	To regularise the appointment of Shri Sahil Batra (DIN: 06422459), Additional Director as a Director (Independent) of the Company.		
5.	To regularise the appointment of Shri Raj Kumar Jain (DIN: 08015385), Additional Director as a Director (Independent) of the Company.		
6.	To increase remuneration of Shri Ratan Kumar Agrawal, Managing Director of the Company.		
7.	Appointment of Shri Manoj Kumar Agrawal as a Wholetime Director of the Company and to increase his remuneration.		
8.	Appointment of Shri Ravi Agrawal (DIN: 01392652) as a Whole Time Director of the Company and to fix his remuneration thereof.		
9.	To fix remuneration payable to Smt. Shakuntala Devi Agrawal, Non-Executive Director of the Company.		

Signed this..... day of..... 2018

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.



ORISSA BENGAL CARRIER LTD

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E-mail:-raipur@obclimited.com

Ph. No. 0771-2281311

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 09th July 2018 at Landmark Hotel, Near Mata Garage, Main Road Pandri, Raipur (C.G.) - 492004.

Signature of the Member / Proxy



ORISSA BENGAL CARRIER LTD

CIN:-U63090CT1994PLC008732

Regd. Office:JiwanBima Marg, Pandri, Raipur (C.G)-492001

Website:-www.obclimited.com

E-mail:-raipur@obclimited.com

Ph. No. 0771-2281311

FORM FOR UPDATION/REGISTRATION OF E-MAIL ADDRESS

ORISSA BENGAL CARRIER LTD

Jiwan Bima Marg, Pandri

Raipur (C.G)-492001

Sending of Notices, Annual Reports and Accounts & other documents through Electronic Mode

Dear Sirs/Madams

I hereby update/register my e-mail address provided below for receiving the Notices, Annual Reports and Accounts and other documents from the Company through electronic mode:-

E-mail Address:

.....

Name of the Sole /First Holder:

.....

DP ID/Client ID/ Registered Folio No.:

.....

Contact Nos.:

Mobile:

Landline:

Signature of the Sole/First Holder

Date:

Notes:

(1) The Notices, Annual Reports and Accounts and other documents are sent in electronic mode to those Shareholders who have registered their e-mail addresses with the Company or with the Depositories.

(2) This Form can also be downloaded from the Company's website www.obclimited.com

ROUTE MAP

LANDMARK HOTEL, NEAR MATA GARAGE, MAIN ROAD PANDRI, RAIPUR (C.G.) – 492004

