

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 25<sup>th</sup> Annual General Meeting of the members of the Company will be held on 04<sup>th</sup> September 2020 at 05:00 PM at the corporate office of the Company at A-1, 3<sup>rd</sup> 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 31<sup>st</sup> 2020, including audited Balance Sheet as at 31<sup>st</sup> March 2020, 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 declare final dividend @ 0.50 per equity share.

### **SPECIAL BUSINESS:**

4. To revise the 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 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 Ratan Kumar Agrawal (DIN: 01608584),

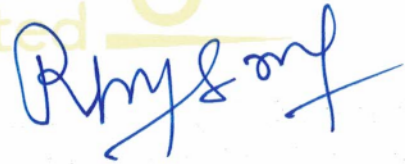
Managing Director of the company with effect from 01<sup>st</sup> September 2020 for the remaining period of his term as follows:

**Consolidated Salary:** Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand 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 and/ or as approved by the Central Government or any such other competent authority.

Date: 27.07.2020  
Place: Raipur

By order of the Board  
For, Orissa Bengal Carriers Limited



Ratan Kumar Agrawal  
Chairman & Managing Director  
DIN: 01608584



**NOTES:**

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of Item no. 4 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 Saturday 29<sup>th</sup> August, 2020 to Friday, 04<sup>th</sup> September, 2020 (both days inclusive) for the purpose of Annual General Meeting and determining the shareholders who are entitled to receive dividend whose names appear in the Register of Members.
13. The dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid on or after 04<sup>th</sup> September, 2020 but before 03<sup>rd</sup> October, 2020 to all those beneficial owners holding shares in electronic form as per the beneficial ownership data available to the Company by National Securities Depository Limited ("NSDL") and the Central Depository Services Limited ("CDSL").
14. Members are hereby requested to intimate their folio numbers, the changes if any, of their registered addresses and respective bank account details to their respective Depository Participant(s). The Particulars recorded with DP(s) will be considered for making payment of dividend through Electronic Clearing System ("ECS"). The Members are therefore, requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend.



15. 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.
16. 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, August 28, 2020. 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, August 28, 2020 only shall be entitled to avail the facility of remote e-voting / Poll.
17. In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website [www.obclimited.com](http://www.obclimited.com).
18. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [www.obclimited.com](http://www.obclimited.com).
  - b) Members holding shares in dematerialized mode are requested to register / update their email addresses with the relevant Depository Participant.
19. **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).

CIN No. : L63090CT1994PLC008732

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Corp. Office : A-1, 3rd Floor, C.G. Elite Complex, Opp Mandi Gate  
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☎ 0771-2281310- (9 Lines)

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

Ph. : 0771-4054518

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 Tuesday, September 01, 2020 and ends at 5:00 p.m. on Thursday, September 03, 2020. During this period, member(s) of the Company, holding shares as on the cut-off date of Friday, August 28, 2020, 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](http://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](http://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.



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(xii) 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](http://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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write e-mail to [helpdesk.evoting@cdslindia.com](mailto: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, August 28, 2020, may follow the same procedure as mentioned above for remote e-voting.

(xix) The Company has appointed Mr. Anil Kumar Agrawal, Partner, 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 Friday, September 04, 2020.

Date: 27.07.2020  
Place: Raipur

By order of the Board  
For, Orissa Bengal Carriers Limited



Ratan Kumar Agrawal  
Chairman & Managing Director  
DIN: 01608584

Orissa Bengal  
Carrier Limited



**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: TO REVISE REMUNERATION OF SHRI RATAN KUMAR AGRAWAL, MANAGING DIRECTOR OF THE COMPANY**

In view of pandemic COVID-19 virus prevailing in the country and continue impact of it on the business of the company and to boost confidence among employees and members of the Company, Shri Ratan Kumar Agrawal, Managing Director of the Company has decided to reduce his remuneration by Rs 50,000 per month.

The Board appreciates Shri Ratan Kumar Agrawal decision and also The Nomination & Remuneration Committee and Board of Directors in its respective meetings held on 27/07/2020, has considered the matter of revision in the remuneration of Shri Ratan Kumar Agrawal. Board recommends the members to decrease Shri Ratan Kumar Agrawal remuneration by Rs. 50,000/- (Rupees Fifty Thousand only) per month so as to revised monthly remuneration of Shri Ratan Kumar Agrawal comes at Rs. 2,50,000/- (Rupees Two Lakhs Fifty Thousand only) per month effective from 01<sup>st</sup> September, 2020.

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 revision 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.

Date: 27.07.2020

Place: Raipur

By order of the Board


For, Orissa Bengal Carriers Limited




Ratan Kumar Agrawal  
Chairman & Managing Director  
DIN: 01608584




**Orissa Bengal**  
Carrier Limited

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**ANNEXURE A TO NOTICE"**

Details of the Director Seeking Appointment or having proposed remuneration

<b>Name of Director</b>	<b>Ratan Kumar Agrawal</b>
<b>DIN</b>	01608584
<b>Nature</b>	Decrease in Remuneration of Managing Director
<b>Date of Birth</b>	11/05/1956
<b>Qualification</b>	Under Graduate
<b>Date of Appointment</b>	18/10/1994
<b>Experience in specific functional area</b>	26 Years
<b>No. of Shares Held in the Company</b>	2930400
<b>Directorship held in other public Company (if any)</b>	-
<b>Particulars of Committee Chairmanship/ Membership held in other Companies</b>	-

Date: 27.07.2020

Place: Raipur

By order of the Board

For, Orissa Bengal Carriers Limited



Ratan Kumar Agrawal  
Chairman & Managing Director  
DIN: 01608584

CIN No. : L63090CT1994PLC008732

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**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 Friday, 04<sup>th</sup> September, 2020 at A-1, 3<sup>rd</sup> Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)- 492001 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 31 <sup>st</sup> 2020 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 declare final dividend @ 0.50 per equity share.		
4.	To revise remuneration of Shri Ratan Kumar Agrawal, Managing Director of the Company.		

Signed this. .... day of..... 2020

✓ Signature of shareholder

✓ Signature of Proxy holder(s)

Affix  
Revenue  
Stamp

**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 04<sup>th</sup> September, 2020 at A-1, 3<sup>rd</sup> 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**

