



Orissa Bengal Carrier Ltd.

CIN: L63090CT1994PLC008732

Registered Office: Jiwan 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: +91-9131179155 | 0771-4054518

Date:10/12/2021

POSTAL BALLOT NOTICE

(Pursuant to section 110 of the Companies Act, 2013 read with the Companies
(Management and Administration) Rules, 2014

To,
The Members of
Orissa Bengal carrier Ltd.

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013, (“Act”) read with the Companies (Management and Administration Rules), 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) (“the Rules”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India (“SS -2”), and any other applicable laws and regulations, that the special resolutions appended below is proposed to be passed by way of postal ballot. The draft special resolution and the statement pursuant to section 102 of the Act setting out all the material facts and reasons for the proposal appended hereto is being sent to you for your consideration.

In the event draft resolutions as set out in notice are assented to by the requisite majority by means of Postal Ballot/E-voting, they shall be deemed to have been passed as Special Business at an Extraordinary General Meeting.

The Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons for proposing the same is annexed hereto along with the Postal Ballot Form ("the Form") for your consideration and approval.

The Board of Directors has appointed: -

- i. M/s. Anil Agrawal & Associates, Practicing Company Secretaries as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot voting process in a fair and transparent manner and
- ii. Central Depository Services (India) Limited (CDSL) to provide e-voting facility for the postal ballot.

The Members shall take a note that the Postal Ballot notice is being sent through E-mail to all the shareholders as on the cut-off date i.e 8th December, 2021 who has registered their email id with their depository and simultaneously physical postal ballot form is being sent to those members whose email id is not registered.

In accordance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company is providing e- voting facility to its members, details of which are given in notes forming part of the notice. Reference to postal ballot(s) in this notice includes voting through electronic means.

Members to whom the physical postal ballot form is being sent are requested to carefully read and follow the instructions printed on the form and record your assent (for) or dissent (against) therein by filling the necessary details and by signing on the designated place in the form and return the same in original, duly completed, in the enclosed self-addressed postage pre-paid envelope, so as to reach the Scrutinizer on or before the working hours (i.e. up to 5:00 p.m.) on 10th January, 2022. Your assent/ dissent received after 5.00 p.m. on 10th January, 2022 would be strictly treated as if a reply has not been received.

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Board or a person authorized by the Board. The results of Postal Ballot shall be declared as per the statutory timelines. The results along with the Scrutinizer's report will also be posted on website of the Company.

For, ORISSA BENGAL CARRIER LTD.

Sd/-

Ravi Agrawal

Wholetime Director

DIN: 01392652



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The resolution for the purpose as stated proposed to be passed by Postal Ballot/e- voting:

SPECIAL BUSINESS

ITEM NO. 1- MIGRATION OF LISTING/TRADING OF EQUITY SHARES OF THE COMPANY FROM BSE SME PLATFORM TO MAIN BOARD OF NATIONAL STOCK EXCHANGE OF INDIA LIMITED (NSE) IN ADDITION TO THE MAIN BOARD OF BSE LTD.

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

“**RESOLVED THAT** pursuant to the Regulation 277 and other relevant provisions laid down in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,2018 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,2015 and Rules framed thereunder, including any amendment, modification, variation or re-enactment thereof, the consent of the members of the Company be and is hereby accorded for the purpose of Migration of Listing/Trading of Equity Shares of the Company from SME Platform of BSE Limited to the Main Board of the National Stock Exchange of India Limited (NSE) in addition to the Main Board of BSE Limited;

RESOLVED FURTHER THAT any of the Directors of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized to deal with any government or semi-government authorities or any other concerned intermediaries including but not limited to National Stock Exchange, Bombay Stock Exchange, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of Listing/Trading of Equity Shares of the Company from SME Platform of BSE Limited to the Main Board of NSE in addition to the Main Board of BSE Limited;

RESOLVED FURTHER THAT any of the Directors of the Company, the Chief Financial Officer and the Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things and to execute all such documents, instruments and writings as may be required and to file all such applications, papers, documents in relation to give effect to above resolution.”

**For, Orissa Bengal Carrier Ltd.
By order of the Board of Directors**

**Sd/-
Ravi Agrawal
Wholetime Director
DIN: 01392652**

NOTES

1. Pursuant to Section 102 of the Act, the Explanatory Statement setting out material facts and reasons for the proposed Special Business is annexed.
2. The Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on 8th December, 2021(cut-off date).
3. The Postal Ballot Notice is being sent electronically to all shareholders who have registered their email id with the Depository Participant / Share Transfer Agent. For members whose email IDs are not registered, physical copies of Postal Ballot Notice are being sent by permitted mode, alongwith self-addressed, postage pre-paid Envelopes.
4. A member cannot exercise his vote by proxy on Postal Ballot.
5. Only a Member holding Shares as on the cut-off date i.e. 8th December, 2021 is entitled to exercise his vote through e -voting/ physical Ballot and send it directly to the Scrutinizer at their address.
6. Members to whom the physical Postal Ballot Form is being sent are requested to carefully read the instructions printed in the attached Postal Ballot form. The Postal ballot form duly completed and signed should be returned in the enclosed self-addressed business reply envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 10th January, 2022. Any postal ballot form received after this date and time shall be treated as if the reply from the shareholders had not been received. If any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
7. In case of Shares held by Companies, Trust etc.the duly completed Postal Ballot form should be accompanied by the relevant Board Resolution/Authority Letter duly certified by Authorised Signatory(ies).
8. The shareholders are requested to exercise their voting rights through e-voting or by using the attached postal ballot form. Shareholders who do not receive the postal ballot form may apply to the Company/Registrars and Transfer Agents- Big Share Services Private Limited by emailing at vinayak@bigshareonline.com /ipo@bigshareonline.com and obtain a duplicate thereof.
9. Kindly note that the Members can opt for only one mode of voting i.e., either by Postal Ballot or e-voting. If the Members opt for e-voting, then they shall not vote by post and vice versa. However, in case Members cast their vote by post and e-voting, then voting done through e-voting shall prevail and voting done by post will be treated as invalid.

10. The result of the postal ballot will be displayed on the Notice Board of the Company at its Registered Office, besides being communicated to the Stock Exchanges. The results will also be displayed on the website of the Company i.e. www.obclimited.com
11. Any queries/grievances pertaining to voting by postal ballot can be addressed to Company Secretary & Compliance Officer of the Company by sending an e-mail at cs@obclimited.com
12. Resolutions passed by Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. All the documents referred to in the Explanatory Statement will be available for inspection at the Registered Office of the Company between 10.00 a.m. to 5.00 p.m. Monday to Friday except for any intervening public holiday. The documents will also be uploaded on the website of the Company.
14. Voting through electronic means:

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).

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 alpha-numeric DP ID followed by 8 Digits Client ID
 - c. Next enter the Image Verification as displayed and Click on “Login”
- iv. 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 have forgotten the password then enter the User ID and the image verification code and click on "FORGOT PASSWORD and enter the details as prompted by the system.

- v. 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.

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.
- xii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xiii. 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.

- xiv. 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.
- xv. 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.
- xvi. 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.
- xvii. The Company has appointed M/s. Anil Agrawal & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- xviii. The Scrutinizer, after scrutinizing the votes casted through e-voting or postal Ballot Form, shall 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.
- xix. The results shall also be displayed at the Registered Office of the Company.
- xx. The Resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified i.e. 10th January, 2022.



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EXPLANATORY STATEMENT

(Pursuant to provisions of Section 102 of The Companies Act, 2013)

Item No. 1 — Migration of Listing/Trading of Equity Shares of the Company from BSE SME Platform to Main Board of NSE in addition to Main Board of BSE Ltd

The Company has been listed and traded on the SME Platform of BSE Limited of for more than two years (listed since 5th April, 2018) and hence eligible to migrate on to the Main Board as per the guidelines specified by Securities and Exchange Board of India (SEBI) and as per the procedures laid down under Chapter IX of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

We are happy to inform you that the approval for migration of Listing/Trading of Equity Shares of the Company from BSE SME Platform to the Main Board of BSE Limited was received by the Shareholders of the Company on 2nd December, 2021 as listing on the Main Board of the Exchange will increase the liquidity of your Company's shares and enhance transparency.

Further migration to the Main Board of NSE in additional to the Main Board of BSE Limited shall provide higher liquidity and transparency and will increase the volume of trade by the retail investors. With increased participation by the retail investors your company's true value shall be determined by the market participants. Further, by operating in the main board your company will be able to expand its horizons and explore avenues not available earlier on the SME platform.

The members are therefore, requested to accord their approval, for the purpose of migration of Listing/Trading of Equity Shares of the Company from SME Platform of BSE Limited to the main Board of National Stock Exchange of India Ltd (NSE) in addition to the Main Board of BSE Limited as set out in the resolutions.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors of the Company do hereby confirm that none of the Directors, Key Managerial Personnel and relatives thereof are interested, financially or otherwise in the aforesaid resolution. The Board recommends the Special Resolution as set forth in Item No. 1 of the Notice for approval of the Members.

**For, Orissa Bengal Carrier Ltd.
By order of the Board of Directors**

Sd/-
Ravi Agrawal
Wholetime Director
DIN: 01392652