



Orissa Bengal Carrier Ltd.

CIN: L63090CT1994PLC008732

Registered Office: Jiwan Bima Marg, Pandri, Raipur (C.G.)-492001

Corporate Office: A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)-492001

Website: www.obclimited.com | email(s): cs@obclimited.com | Tel: +91 771-2281321 | 0771-4054518

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **30th Annual General Meeting (AGM)** of the Members of **Orissa Bengal Carrier Limited (the "Company")** will be held on **Friday, the 12th day of September, 2025 at 11:00 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 Businesses:

ORDINARY BUSINESS:

1. Adoption of Audited Standalone & Consolidated Financial Statements for the year ended March 31, 2025

To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, including Audited Balance Sheet as at March 31, 2025, the Statement of Profit & Loss for the year ended on that date together with the reports of the Board of Directors and Auditors thereon and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT the Audited Standalone & Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2025, together with the report of the Board of Directors and Auditors thereon, as circulated to the Members and laid before the meeting be and are hereby considered, approved & adopted.”

2. Appointment of a Director in place of Mr. Gopal Kumar Agrawalla (DIN: 07941122), who retires by rotation and being eligible, offers himself for re-appointment

To appoint a Director in place of Mr. Gopal Kumar Agrawalla (DIN: 07941122), who retires by rotation as a Director and being eligible, offers himself for re-appointment and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, and in accordance with the Articles of Association of the Company, Mr. Gopal Kumar Agrawalla (DIN: 07941122), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

3. Appointment of M/s. Anil Agrawal & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company and to fix their remuneration

To appoint M/s. Anil Agrawal & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company for the period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of the 35th Annual General Meeting of the Company to be held in the year 2030 on such remuneration as may be mutually agreed by and between the Board of Directors of the Company and the Auditor of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 204(1) read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and pursuant to the Regulation 24A of the SEBI (LODR) Regulations, 2015 read with circulars issued thereunder to the extent applicable and other applicable regulations framed by the Securities and Exchange Board of India in this regard, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and on the basis of recommendations and approvals of the Audit Committee and the Board of Directors of the Company, M/s. Anil Agrawal & Associates, Practicing Company Secretaries (FRN: P2011CG076000), be and are hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of five (5) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30, at such remuneration plus applicable taxes and reimbursement of actual out-of-pocket expenses, as may be mutually agreed upon between the Board of Directors of the Company (or any committee thereof) and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT any one Director, the Chief Financial Officer and the Company Secretary & Compliance Officer of the Company, be and are hereby severally & individually authorized to file necessary forms with Ministry of Corporate Affairs and to do all such acts, deeds, matters and things as may be necessary and expedient to give effect to this resolution.

Date:13.08.2025
Place: Raipur

By the Order of the Board of Directors of
Orissa Bengal Carrier 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. 3 set above is annexed herewith.
2. The details as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [SEBI (LODR) Regulations, 2015] and Secretarial Standard on General Meeting (SS-2) in respect of the Directors seeking re-appointment at this AGM is annexed hereto.
3. A Member entitled to attend and vote at the AGM 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.
4. 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.
5. 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 mandatorily write the Client ID and DP ID number in the attendance slip.
6. 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.
7. Pursuant to Section 72 of the Companies Act, 2013, 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.
8. In case of joint holders, only such joint holder who is named first in the order of names will be entitled to vote.
9. The route map of the venue of the AGM is annexed at the end of this report. The prominent land mark near the venue is Bank of India, Opp. Mandi Gate, Pandri, Raipur, Chhattisgarh, India-492001.
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 (7) days in advance of the Meeting so that requisite information can be made available at the Meeting.
12. Members are hereby requested to intimate their details and the changes, if any, of their registered addresses to their respective Depository Participant(s).
13. 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.
14. 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 (LODR) Regulations, 2015, SS-2 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.

15. The voting rights of Member(s) shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e., Friday, September 05, 2025. 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/Poll.
16. The voting period begins on Monday, September 08, 2025 at 02:00 PM and ends on Thursday, September 11, 2025 at 05:00 PM. During this period shareholders of the Company, holding shares in dematerialized form, as on the cut-off date of Friday, September 05, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
17. In addition, the facility for voting through Ballot Papers shall also be made available at the AGM and the Members attending the AGM who have not cast their votes through remote e-voting shall be eligible to vote at the AGM.
18. The Company has appointed M/s. Anil Agrawal & Associates, Practicing Company Secretaries, to act as Scrutinizer, to scrutinize the entire e-voting process as well as voting in the AGM in a fair and transparent manner.
19. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Report and other communications through electronic mode to those Members who have registered their e-mail addresses either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participants only. Members of the Company who have registered their e-mail address are entitled to receive such communication in physical form upon request.
20. With reference to the MCA Circular dated September 19, 2024 and SEBI Circular Number SEBI/HO/DDHS/DDHS-PoD-1/P/CIR/2025/83 dated June 05, 2025, the hard copy of annual report containing financial statements for the FY 2024-25 and other salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 are not being sent to the shareholders who have not registered their email addresses and the same will be sent to those shareholders who request for the same.

Additionally, in compliance with Regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015, a letter providing the web-link, including the exact path, where complete details of the Annual Report are available, is being sent to those shareholder(s) who have not so registered their email address(es) with the Company/Depositories along with the Notice of AGM.

21. Shareholders holding shares in dematerialized form should communicate the change of address, if any, to their Depository Participant.
22. The Company has appointed M/s. Bigshare Services Private Limited, Mumbai, as its Registrar and Share Transfer Agent 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.
23. Any Member desiring any clarification/explanation in respect of the information given in this Annual Report is requested to submit query addressed to the Company Secretary at least 10 days in advance before the meeting so as to enable the management to keep information ready.
24. 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.
25. The Notice of AGM and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of AGM and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.
26. The Notice of AGM and the Annual Report of the Company are 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 09, 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	<ol style="list-style-type: none">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 users to login to Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers, so that the user can visit the e- voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.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. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">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.nsdl.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.2) If the user is not registered for IDeAS e-services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp3) Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 held 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.4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 21 09911
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 : 022-4886 7000 and 022-2499 7000

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.**
- 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). <ul style="list-style-type: none"> 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. <ul style="list-style-type: none"> 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 in physical form will then directly reach the Company selection screen. However, shareholders holding shares 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) Shareholders holding shares of the 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.
- (vi) Click on the **EVS**N for the relevant Company Name on which you choose to vote i.e., Orissa Bengal Carrier Limited.
- (vii) 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.
- (viii) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- (ix) 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.
- (x) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- (xi) You can also take a print of the votes cast for your reference by clicking on "**Click here to print**" option on the Voting page.
- (xii) 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.
- (xiii) There is also an optional provision to upload BR/POA, if any uploaded, which will be made available to scrutinizer for verification.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote e-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 delinked 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. 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 21 09 911.

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 Futorex, Mafatlal Mill Compounds, NM Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09 911.

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

- i. A Member may participate in the AGM after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 - 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 AGM through ballot paper.
 - iv. The Chairman shall, at the AGM, 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 AGM but have not cast their votes by availing the remote e-voting facility.
 - v. 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 not later than two days of the conclusion of the AGM a Consolidated Scrutinizer's Report of the total votes cast in favor or against and invalid votes, if any.
 - vi. The results declared along with the Scrutinizer's report, will be posted on the website of the Company at **www.obclimited.com** immediately after the declaration of the result by the Chairman or any person authorized by him and communicated to the Stock Exchanges.
 - vii. 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.
27. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at **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: 13.08.2025
Place: Raipur

By the Order of the Board of Directors of
Orissa Bengal Carrier 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. 3 of the accompanying Notice dated August 13, 2025.

ITEM NO. 3: APPOINTMENT OF M/s. ANIL AGRAWAL & ASSOCIATES, PRACTISING COMPANY SECRETARIES AS THE SECRETARIAL AUDITORS OF THE COMPANY AND TO FIX THEIR REMUNERATION

Pursuant to the provision of Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Personnel) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and Regulation 24A of the SEBI (LODR) Regulations, 2015 read with circulars issued thereunder to the extent applicable, other applicable regulations framed by SEBI in this regard, the Secretarial Auditor needs to be appointed for a period of 5 (Five) consecutive years. It further stipulates that any association of the individual or the firm as the Secretarial Auditor of the listed entity before March 31, 2025, is not required to be considered for the purpose of considering the tenure of the Secretarial Auditor.

Accordingly, in terms of the aforesaid requirement and subject to the approval of the Shareholders, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of M/s. Anil Agrawal & Associates, Practising Company Secretaries (FRN: P2011CG076000), as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from Financial Year 2025-26 till Financial Year 2029-30 at a remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) per annum and the same may be revised during the term as may be mutually agreed between the Board of Directors or any Committee thereof and the Secretarial Auditors. The above fees excludes the proposed remuneration to be paid for the purpose of Secretarial Audit of Subsidiaries, if any.

After evaluating all proposals and considering various factors such as independence, industry experience, technical skills, geographical presence, audit team, audit quality reports, etc., M/s. Anil Agrawal & Associates, Practising Company Secretaries, have been recommended to be appointed as the Secretarial Auditors of the Company.

BRIEF PROFILE

M/s. Anil Agrawal & Associates (the firm), registered as a practicing company secretaries firm with the Institute of Company Secretaries of India (ICSI), founded in the year 2011, by CS Anil Agrawal is an integrated company law firm focus on SEBI laws, IBC, IPO matters, Corporate Laws etc. The firm has also got peer reviewed by the ICSI vide Certificate No. 6675/2025.

The firm has adequate knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Labour Laws, inbound and outbound Investment, Legal Due Diligence, Consortium Loans, Mergers and Acquisitions, Listings and Capital Market Transactions.

Besides the Secretarial Audit services, the Company may also avail any other services, certificates or reports as may be required under the applicable laws.

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, as amended from time to time, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and other applicable circulars in this regard, the Company has received written consent from M/s. Anil Agrawal & Associates, along with a certificate confirming that they satisfy the eligibility criteria to act as the Secretarial Auditor of the Company. Further, they have confirmed that they hold a valid certificate issued by the Peer Review Board of the ICSI, are not disqualified to be appointed as Secretarial Auditors under the provisions of the Companies Act, 2013 and the rules made thereunder and that the appointment, if made, shall be in accordance with the applicable provisions of aforesaid Regulation read with SEBI Circular.

Accordingly, consent of the members is being sought for passing an Ordinary Resolution as set out at Item No. 3 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 an Ordinary Resolution.

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

ANNEXURE A TO THE NOTICE

Details of Director seeking re-appointment at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director	Mr. Gopal Kumar Agrawalla
Category of Directorship	Non-Executive Director
DIN	07941122
Nature	Re-appointment
Date of Birth/Age	08/04/1965 60 Years
Nationality	Indian
Qualification	Chartered Accountant
Brief Resume/ Expertise/ Experience	<p>Mr. Gopal Kumar Agrawalla is a highly experienced Chartered Accountant with an impressive track record spanning over 30 years. His expertise lies in various financial and tax-related domains, making him a valuable asset in the financial industry.</p> <p>He has played a key role in structuring various businesses, guiding entrepreneurs from the inception of their ventures and providing strategic support for their expansion.</p> <p>His significant presence in various industries, including Logistics, Agriculture, Iron & Steel, and BFSI (Banking, Financial Services, and Insurance), indicates his adaptability and proficiency in dealing with diverse business sectors.</p> <p>Overall, Mr. Gopal Kumar Agrawalla's extensive experience, coupled with his expertise in income tax, audit, compliance and business advisory, makes him a seasoned professional capable of handling complex financial scenarios and providing valuable guidance to his clients.</p>
Nature of expertise in specific functional areas	Taxation, Audit, Compliance and Business Advisory
Terms and conditions of appointment or re-appointment	<p>Mr. Gopal Kumar Agrawalla is a Non-executive Director of the Company, liable to retirement by rotation.</p> <p>The other terms and conditions of his re-appointment will be as per the Nomination and Remuneration Policy of the Company.</p>
Date of First Appointment on the Board	28/05/2022
Date of Appointment in Current Designation	20/09/2023
Expertise in specific functional area	Finance and Accounts
Number of shares held in the Company (including shareholding as a beneficial owner)	14,000 (13000 Equity Shares held by Gopal Kumar Agrawalla & Sons HUF where Mr. Gopal Kumar Agrawalla is the Karta of the HUF)
Directorship in Other listed entities	NIL
List of Directorships held in other Companies (If any) (excluding Listed Entities, Foreign Companies and Section 8 Companies)	Benchmark Agro & Farms Private Limited; Raipur Realty Private Limited
Particulars of Committee Chairmanship/Membership held in other Companies	NIL
Names of the listed entities from which she/he/Director has resigned in the past 3(Three) years	Mr. Gopal Kumar Agrawalla has not resigned from any Listed Company in the past 3 (Three) years.
Remuneration/Commission last drawn, if any	NIL

Remuneration/Commission sought to be paid, if any	NIL
Comparative remuneration pursuant to industry, size of the Company, Profile of the position and person	NA
No. of Board Meetings attended during FY 2024-25	06
Relationship between directors inter-se	Mr. Gopal Kumar Agrawalla is not related to any Director of the Company

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, Chhattisgarh, India-492001**

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: -

Name: -

Address: -

Address: -

Email Id: -

Email Id: -

Signature: _____, or failing him

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company, to be held on Friday, September 12, 2025 at 11:00 AM at A-1, 3rd Floor, CG Elite Complex, Opposite Mandi Gate, Pandri, Raipur (C.G.)- 492001 and at any adjournment thereof in respect of such resolutions as are indicated below :

Sl. No.	Resolution	Vote (Optional see Note 2) *	
		For	Against
1.	Adoption of Audited Financial Statements (Standalone & Consolidated) for the year ended March 31, 2025		
2.	Appointment of a Director in place of Mr. Gopal Kumar Agrawalla (DIN: 07941122), who retires by rotation and being eligible, offers himself for re-appointment		
3.	Appointment of M/s. Anil Agrawal & Associates, Practicing Company Secretaries as the Secretarial Auditors of the Company and to fix their remuneration		

Signed this _____ day of _____ 2025

**Affix
Revenue
Stamp**

- ✓ Signature of shareholder(s)
- ✓ Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2.* It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.

ATTENDANCE SLIP

ANNUAL GENERAL MEETING

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

DP Id No. _____

Client Id No. _____

Name: _____

Address: _____

No. of Shares held: _____

I hereby record my presence at the Annual General Meeting of Orissa Bengal Carrier Ltd on Friday, September 12, 2025 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

