



113, Park Street, Poddar Point, South Wing, 5th Floor, Kolkata - 700 016  
Ph : 033 22290588, Fax : 033 22290085,  
Website : www.isocl.in, E mail : info@isocl.in  
CIN : L15142WB1984PLC037472

## **NOTICE OF 34th ANNUAL GENERAL MEETING**

### **NOTICE:**

Notice is hereby given that the **34<sup>th</sup> Annual General Meeting** of the Members of **INTER STATE OIL CARRIER LIMITED** will be held at Sakar Plaza Pvt. Ltd. (The Pearl Hotel), 35Z, Radha Madhab Dutta Garden Lane, Kolkata - 700010, on Tuesday, the 18<sup>th</sup> September, 2018 at 10 A.M. 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 31<sup>st</sup> March, 2018 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Sanjay Jain (DIN: 00167765) who retires by rotation, and, being eligible, offers himself for reappointment.

### **SPECIAL BUSINESS:**

To consider, and if thought fit, to pass, with or without modification(s) the following resolution as Ordinary Resolution:

3. Regularisation of Additional Director, Mr. Vikash Jain (00066691) by appointing him as Independent Director of the Company.

**"RESOLVED THAT** Mr. Vikash Jain (00066691) who was appointed as an Additional Director on the Board of Directors of the Company with effect from 12th March, 2018, in terms of Section 161 of the Companies Act, 2013 and Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of the Director be and is hereby appointed as an Independent Director of the Company for a period of 5 years with immediate effect."

**"RESOLVED FURTHER THAT** Mr. Sanjay Jain, (00167765), Managing Director of the Company be and is hereby authorized to do all such acts, deeds, matters and things as deem necessary, proper or desirable to give effect to the above resolution including filing of e-form DIR 12."

Registered Office :  
113 Park Street, Poddar Point,  
South Wing, 5th Floor,  
Kolkata -700016  
Dated : 29th May, 2018

By Order of the Board  
**For Inter State oil Carrier Limited**

Robin Keshri  
Company Secretary

### **NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A 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 MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY DULY COMPLETED MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.



3. The Register of the Members and Share Transfer Books of the Company will remain closed from Tuesday, 11<sup>th</sup> day of September, 2018 to Tuesday 18<sup>th</sup> day of September, 2018 (both days inclusive).
4. Brief resume of the Directors seeking appointment or re-appointment, as required under Regulation 36 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are as under:

<b>NAME OF DIRECTOR</b>	<b>SANJAY JAIN</b>	<b>VIKASH JAIN</b>
Date of Birth	23/02/1971	22/01/1970
Date of Appointment on Board	31/08/1994	12/03/2018
Qualifications	M.B.A	Fellow Chartered Accountant
Expertise in specific functional area	Mr. Sanjay Jain has experience of more than 26 years in transport Industry.	Mr. Vikash Jain is a Practicing Chartered Accountant and has experience of over 25 years in Accounts & Finance
Disclosure of relationship with directors	Son of Mr. Shanti Lal Jain, Chairman of Company	NIL
Directorship in other Companies	Toshniwal Enterprises Controls Limited	NRR Tradecom Private Limited Merfin Advisors Private Limited
Membership in Committees	Member of Stakeholder's Relationship Committee of Inter State Oil Carrier Ltd.	Member of Audit Committee & Nomination & Remuneration Committee of Inter State Oil Carrier Ltd.
Shareholding in the company	99482 equity shares	NIL

5. Members are requested to inform, of any change in their address, to the Share Transfer Agent of the Company immediately.
6. Corporate Members intending to send their Authorized Representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
7. Members, who are holding shares in identical order of names in more than one account, are requested to intimate to the Company, the ledger folio of such accounts together with the Share Certificate(s) to enable the Company to consolidate all holdings into one account. The Share Certificates will be returned to the members after making the necessary endorsements in due course.
8. Members/Proxies/Authorised Representatives should bring the attendance slip sent herewith, duly filled in, for attending the meeting and also their copies of the Annual Report.
9. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made there under, the listed Companies may send the notice of annual general meeting and the annual report, including, Financial Statement, Board Report etc, by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the Share Transfer Agent of the company.
10. To receive shareholders' communications through electronic means, including annual reports and notice, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their – email address with Maheshwari Datamatics Pvt. Ltd. on info@mdpl.in
11. Documents referred to in the Notice and the statement under section 102 of the Companies Act, 2013, shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.



12. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
13. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website [www.isocl.in](http://www.isocl.in) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Kolkata for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor email id : [info@isocl.in](mailto:info@isocl.in)
14. The SEBI has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). Members holding shares in physical form are required to submit their PAN details to the Registrar and Share Transfer Agents.
15. Route Map showing directions to reach venue of the AGM is provided as a part of this Notice

**16. Voting through electronic means**

In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and Regulation 44 of the Listing Regulations, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 11th September, 2018 (End of Day) being the Cut-off date fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services (India) Limited. (CDSL).

**A. The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 15th September, 2018 (9 a.m.) and ends on 17th September, 2018 (5 p.m.). During this period shareholder's of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.



(viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)·</p> <ul style="list-style-type: none"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.·</li> <li>● In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>● 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 as mentioned in instruction (iv).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant **INTER STATE OIL CARRIER LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xviii) 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.
- (xix) 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 Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after 30<sup>th</sup> June 2018. Please follow the instructions as prompted by the mobile app while voting on your mobile.



(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 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.
- 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.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**B. General instruction:**

- i. The E-voting period commences from 9.00 A.M. on 15<sup>th</sup> September, 2018 and ends at 5.00 P.M. on 17<sup>th</sup> September, 2018.

During this period, the members of the Company, holding shares either in physical form or in demat form, as on the cut –off date of 11<sup>th</sup> September, 2018, may cast their vote electronically. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

- ii. The Company has appointed **Rantu Das & Associates, Practising Company Secretary**, having office address at 73B, S. P. Mukherjee Road, Kolkata - 700026, as the Scrutiniser to the e-voting process, in a fair and transparent manner, whose e-mail address is : [scrutiniser@isocl.in](mailto:scrutiniser@isocl.in)
- iii. The Scrutiniser shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two (2) witnesses, not in the employment of the Company and make Scrutiniser’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- iv. In the event of a poll, please note that the members who have exercised their right to vote by electronic means as above shall not be eligible to vote by way of poll at the meeting. The poll process shall be conducted and report thereon will be prepared in accordance with section 109 of the Companies Act, 2013 read with the relevant Rules. In such an event, votes cast through e-voting shall be counted for the purpose of passing of resolution(s).
- v. Subject to the receipt of sufficient votes, the resolution shall be deemed to be passed at the 34<sup>th</sup> Annual General Meeting of the Company scheduled to be held on 18<sup>th</sup> September, 2018. At the said Annual General Meeting, the Chairman shall declare the results of voting on the resolutions set out in the Notice. The results declared along with the Scrutiniser’s Report shall be placed on the Company’s website [www.isocl.in](http://www.isocl.in) and on the website of CDSL – [www.evotingindia.com](http://www.evotingindia.com), within two days of the passing of the resolutions at the 34<sup>th</sup> Annual General Meeting of the Company and shall also be communicated to the Stock Exchange.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ITEM NO. 3:**

Mr. Vikash Jain was appointed as an Additional Director of the Company with effect from 12th March, 2018, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company.



The Board is of the view that the appointment of Mr. Vikash Jain on the Company's Board as Independent Director is desirable and will be beneficial to the Company and hence it recommends the said Resolution No. 3 for approval by the members of the Company. It may be noted that he will be designated as Independent Director of the Company for a period of 5 years with immediate effect. The Company has received requisite notice from a member of the Company under Section 160 of the Companies Act, 2013 proposing his appointment as Independent Director. He is a Commerce Graduate and also a fellow member of Institute of Chartered Accountants of India. Further, the Nomination and Remuneration Committee at its meeting held on 10/04/2018 recommended for appointment of Vikash Jain as Independent director of the Company. Following his recommendation, the Board of Directors of the company considered the matter under reference and decided to appoint him as Independent Director subject to approval of members of company.

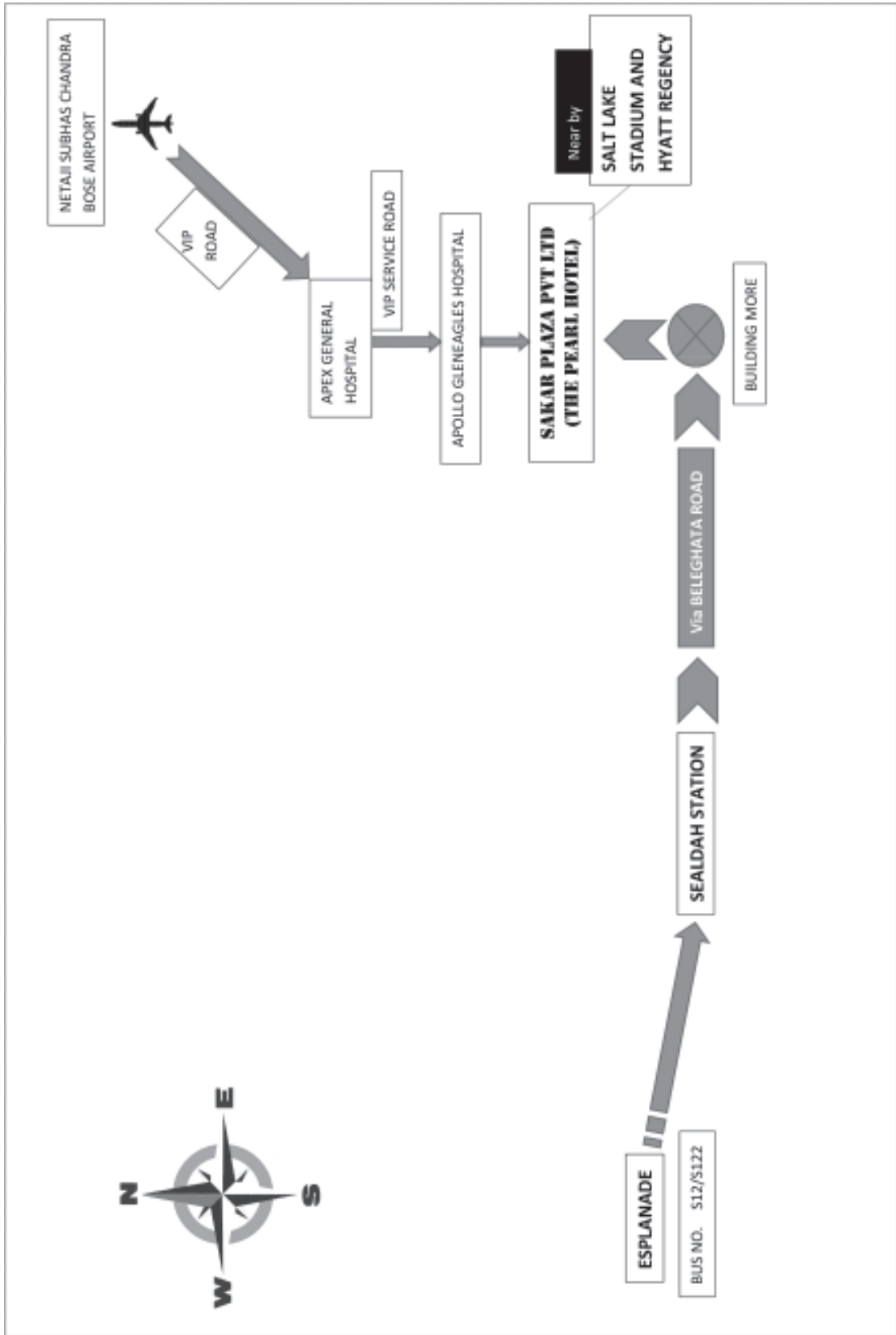
None of the Directors/Key Managerial Personnel of the Company/their relatives, except Mr. Vikash Jain himself, is in any way concerned or interested, in the said resolution.

The Board recommends the said resolution to be passed as an ordinary resolution.

Registered Office :  
113 Park Street, Poddar Point,  
South Wing, 5<sup>th</sup> Floor,  
Kolkata –700016  
Dated : 29<sup>th</sup> May, 2018

By Order of the Board  
For **Inter State Oil Carrier Limited**

**Robin Keshri**  
*Company Secretary*







# INTER STATE OIL CARRIER LIMITED

Regd. Office : 113, Park Street, Poddar Point, South Wing, 5th Floor, Kolkata - 700016  
Phone: 2229-0588, Fax : 2229-0085, E-mail : info@isocl.in  
Website : www.isocl.in, CIN : L15142WB1984PLC037472

**ATTENDANCE SLIP**

34th Annual General Meeting  
Tuesday, 18th September, 2018 at 10.00 a.m.

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company held on Tuesday, the 18th day of September, 2018 at 10.00 a.m. at Sakar Plaza Pvt. Ltd. (The Pearl Hotel), 35Z, Radha Madhab Dutta Garden Lane, Kolkata - 700010.

Name of Proxy (in BLOCK LETTERS)

Signature of Shareholder/ Proxy Present

Please cut here and bring the Attendance Slip duly signed, to the meeting and hand it over at the entrance. Duplicate slips will not be issued at the venue of the Meeting.

### ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	User ID	Password

Please refer to the AGM Notice for e-voting instructions.



# INTER STATE OIL CARRIER LIMITED

Regd. Office : 113, Park Street, Poddar Point, South Wing, 5th Floor, Kolkata - 700016  
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**PROXY FORM MGT - 11**

(Pursuant to Section 105 (6) of the Companies Act, 2013 and Rule 19 (3) of the Companies (Management and Administration) Rules, 2014 )  
34th Annual General Meeting  
Tuesday, 18th September, 2018 at 10.00 a.m.

Name of the Member :

Registered Address :

Email ID :

Folio No of Client :

DP ID :

I/We, being member(s), holding \_\_\_\_\_ shares of the above named company, hereby appoint

- 1 Name : \_\_\_\_\_ Address \_\_\_\_\_  
E.mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him / her
- 2 Name : \_\_\_\_\_ Address \_\_\_\_\_  
E.mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_, or failing him / her
- 3 Name : \_\_\_\_\_ Address \_\_\_\_\_  
E.mail Id : \_\_\_\_\_ Signature : \_\_\_\_\_

As my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 34th Annual General Meeting of the company, to be held on the 18th day of September, 2018 at 10.00 a.m. at Sakar Plaza Pvt. Ltd. (The Pearl Hotel) 35Z, Radha Madhab Dutta Garden Lane, Kolkata - 700010 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution No.	Resolutions	Optional*	
		For	Against
<b>ORDINARY BUSINESS</b>			
1	Adoption of Audited Financial Statements, Reports of the Directors and Auditors for the year ended 31st March, 2018.		
2	Re – appointment of Shri Sanjay Jain who retires by rotation as Director of the Company.		
<b>SPECIAL BUSINESS</b>			
3	Regularisation of Mr. Vikash Jain as Independent Director of the Company.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Members's Folio / DP ID-Client ID \_\_\_\_\_ Signature of Shareholder (s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

#### Note :

- 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.
- For the Resolutions Explanatory Statement and Notes, please refer to the Notice of the 34th Annual General Meeting.
- It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. 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.

**Affix Revenue Stamp**