



CIN : L15142WB1984PLC037472

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Website: [www.isocl.in](http://www.isocl.in), E-mail: [info@isocl.in](mailto:info@isocl.in)**NOTICE OF 38<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that the **38<sup>th</sup> Annual General Meeting (“AGM”)** of the Members of **Inter State Oil Carrier Limited (“the Company”)** will be held on Tuesday, 20<sup>th</sup> September, 2022 at 1.00 P.M (IST) through Video Conferencing (“VC”) facility or other audio visual means (“OAVM”) facility 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 on 31<sup>st</sup> March, 2022, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Shanti Lal Jain (DIN: 00167773), who retires by rotation at the meeting and being eligible, offers himself for re-appointment.
3. To appoint statutory auditors and fix their remuneration, and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time and based on the recommendation of Audit Committee and Board of Directors of the Company, M/s. Patni & Co. Chartered Accountants (ICAI Firm Registration Number 320304E) be and are hereby appointed as the Statutory Auditors of the Company for a period of five years, in place of retiring auditors M/s. Ranjit Jain & Co. Chartered Accountants, to hold office from the conclusion of this 38<sup>th</sup> Annual General Meeting (AGM) till the conclusion of the 43<sup>rd</sup> AGM of the Company to be held in the year 2027, on such remuneration plus applicable taxes and out-of-pocket expenses incurred in connection with the Audit, as may be mutually agreed upon between the Board of Directors of the Company and the Auditors.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company, be and is hereby authorized to do all such acts, things, deeds and matters which are connected therewith or incidental thereto and take all necessary steps, as may be necessary, proper or expedient, to give effect to this resolution.”

**SPECIAL BUSINESS :**

4. **Re-appointment of Mr. Shanti Lal Jain (DIN: 00167773) as Executive Chairman of the Company.**

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

**“RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee and Audit Committee of the Board of Directors at their respective meetings held on 15<sup>th</sup> March, 2022 and 30<sup>th</sup> May, 2022 and approval of Board of Directors of the Company at their meeting held on 30<sup>th</sup> May, 2022 and pursuant to the provisions of Section 196, 197, 198 and 203 and other



applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per the relevant provisions of Articles of Association of the Company and terms as agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf), consent of the members of the company be and is hereby accorded for re-appointment of Mr. Shanti Lal Jain (DIN : 00167773) as Whole Time Director of the Company designated as "Executive Chairman", liable to retire by rotation, who is over 70 years in age, for a period of 3 (Three) years from 01<sup>st</sup> September, 2022 to 31<sup>st</sup> August, 2025 upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice and the agreement entered into between the Company and Mr. Shanti Lal Jain submitted to this meeting, which agreement be and is hereby specifically approved."

**"RESOLVED FURTHER THAT** in case of loss or inadequacy of profit in any financial year, Mr. Shanti Lal Jain be paid the remuneration (salary plus perquisites) as mentioned in Explanatory Statement as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the re-appointment and remuneration of Mr. Shanti Lal Jain, from time to time, as may be agreed to by the Board and Mr. Shanti Lal Jain, subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, the remuneration payable to Mr. Shanti Lal Jain shall be within the limits set out in Section 197 of the Companies Act, 2013 and Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under."

**"RESOLVED FURTHER THAT** the Board of Directors of the company, Nomination and Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this resolution."

#### **5. Re-appointment of Mr. Sanjay Jain (DIN : 00167765) as Managing Director of the Company.**

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

**"RESOLVED THAT** in accordance with the recommendation of Nomination and Remuneration Committee and Audit Committee of the Board of Directors at their respective meetings held on 15<sup>th</sup> March, 2022 and 30<sup>th</sup> May, 2022 and approval of Board of Directors of the Company at their meeting held on 30<sup>th</sup> May, 2022 and pursuant to the provisions of Section 196, 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs, from time to time, and subject to such other approvals, as may be necessary, and as per the relevant



provisions of Articles of Association of the Company and terms as agreed by the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof and any person authorized by the Board in this behalf), consent of the members of the company be and is hereby accorded for re-appointment of Mr. Sanjay Jain (DIN : 00167765) as "Managing Director" of the Company, for a period of 3 (Three) years with effect from 01<sup>st</sup> September, 2022 to 31<sup>st</sup> August, 2025 upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to this notice and the agreement entered into between the Company and Mr. Sanjay Jain submitted to this meeting, which agreement be and is hereby specifically approved."

**"RESOLVED FURTHER THAT** in case of loss or inadequacy of profit in any financial year, Mr. Sanjay Jain be paid the remuneration (salary plus perquisites) as mentioned in Explanatory Statement as minimum remuneration."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company shall, in accordance with the statutory limits/ approvals, as may be applicable for the time being in force, be at full liberty to revise/alter/modify/amend/change the terms and conditions of the re-appointment and remuneration of Mr. Sanjay Jain, from time to time, as may be agreed to by the Board and Mr. Sanjay Jain, subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, the remuneration payable to Mr. Sanjay Jain shall be within the limits set out in Section 197 of the Companies Act, 2013 and Schedule V to the said Act, or any amendments thereto or any modification(s) or statutory re-enactment(s) thereof and/or any rules or regulations framed there under."

**"RESOLVED FURTHER THAT** the Board of Directors of the company, Nomination and Remuneration Committee of the Board and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary, proper, expedient, incidental or desirable to give effect to this resolution."

#### **6. To increase the borrowing limits of the Board under Section 180 (1) (c) of the Companies Act, 2013.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013, and rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), provisions of Articles of Association of the Company and subject to any other applicable laws and in supersession of the Special Resolution passed by the members of the Company at the 35<sup>th</sup> Annual General Meeting of the Company in this regard, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board' which term includes a duly constituted committee of the Board of Directors) for borrowing from time to time any sum or sums of monies in any form, from one or more bodies corporate(s), banks, financial institutions, or from any other entity by way of advances, loans, non-convertible debentures/bonds or any other security(ies) or otherwise and whether secured or unsecured, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's Banker's in the ordinary course of business), may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not, at any time, exceed Rs. 40 crores (Rupees Forty Crores only)."



**“RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to arrange or settle the terms and conditions on which all such monies are borrowed from time to time as to interest, repayment, security or otherwise howsoever as it may think fit and to do all such acts, deeds and things as they may deemed necessary to give effect to the above resolution and/or to execute all such documents, instruments and writings as may be required.”

**7. To create charges on the movable and immovable properties of the Company, both present and future, in respect of borrowings under Section 180 (1) (a) of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (the 'Board' which term includes a duly constituted committee of the Board of Directors) to mortgage, hypothecate and/or create charge, in addition to the existing mortgage, hypothecate and/or charge, created by the Company, on all or any of the immovable and/or movable properties of the Company wherever situated, both present and future, of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings of the Company in favour of any person including, but not limited to, financial institutions/ banks/ lenders/ any other investing agencies or any other person(s)/ bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans and/or the issues of debentures, bonds or other financial instruments (hereinafter collectively referred to as 'Loans'), provided that the total amount of Loans together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidate damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements entered into/to be entered into by the Company in respect of the said Loans, shall not, at any time exceed the limit as approved under Section 180 (1) (c) of Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things and deal with all such matter and take all such steps as may be necessary and to sign and execute any deeds/documents/undertakings/agreements/papers/writings/as may be required in this regard and to settle any question, difficulty or doubt that may arise in this regard and also delegate all or any of the above powers to any other person.”

**8. To increase the limits applicable for making Investments, extending Loans, giving Guarantees and providing Securities specified under Section 186 of Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, and in





supersession of the Special Resolution passed by the members of the Company at 35<sup>th</sup> Annual General Meeting of the Company, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 40 crores (Rupees Forty Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do such acts, things and deeds as may be deemed necessary to give effect to the above resolution.”

#### 9. Approval for Related Party Transactions.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and applicable regulations of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (as amended from time to time), if any, and as approved by the Audit Committee and Board of Directors of the Company, consent and approval of the Members of the Company be and is hereby accorded to one or more contract(s) / arrangement(s) / transaction(s) / agreement(s) entered into or to be entered into from time to time with the related parties by the Company, up to the maximum amounts and other terms and conditions as detailed in the Explanatory Statement annexed to this Notice.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby, authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of

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

**Dated : 10<sup>th</sup> August, 2022**

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

**Nikita Mohta**  
**Company Secretary**  
**(Membership No. A55639)**

**NOTES:**

1. In view of the continuing COVID-19 pandemic, Ministry of Corporate Affairs ("MCA") have permitted conducting of the Annual General Meeting through video conferencing ("VC") or other audio-visual means ("OAVM") upto 31<sup>st</sup> December, 2022. MCA has issued Circular No. 14/2020 dated 8<sup>th</sup> April 2020, Circular No. 17/2020 dated 13<sup>th</sup> April 2020, Circular No. 20/2020 dated 5<sup>th</sup> May 2020, Circular No. 02/2021 dated 13<sup>th</sup> January, 2021, Circular No. 19/2021 dated 08<sup>th</sup> December, 2021, Circular No.21/2021 dated 14<sup>th</sup> December, 2021 and Circular No. 2/2022 dated 5<sup>th</sup> May, 2022 ("MCA Circulars"). In compliance with applicable provisions of Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the 38<sup>th</sup> Annual General Meeting of the Members of the Company will be held through VC/OAVM on Tuesday, 20<sup>th</sup> September, 2022 at 1.00 p.m. (IST) without the physical presence of the Members at a common venue. The venue of the Meeting shall be deemed to be the registered office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE COMPANIES ACT, 2013, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS 38<sup>TH</sup> AGM IS BEING HELD THROUGH VC/OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH IN LINE WITH THE MCA CIRCULARS. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS 38<sup>TH</sup> AGM AND HENCE THE PROXY FORM AND ATTENDANCE SLIP ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out material facts in respect of Business from Item Nos. 3 to 9 of the accompanying Notice is annexed hereto.
4. The relevant details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards-2 on General Meeting issued by Institute of Company Secretaries of India ('ICSI'), in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are also annexed hereto.
5. Institutional Investors, if any, who are members of the Company, are encouraged to attend the 38<sup>th</sup> AGM through VC/OAVM mode and vote electronically. Corporate/Institutional Members intending to appoint their authorized representatives pursuant to Section 112 and 113 of the Companies Act, 2013, as the case may be, to attend the AGM through VC/OAVM or to vote through remote e-Voting are requested to send a certified copy of the relevant Board Resolution together with the specimen signature(s) of their representative authorized under the said Board resolution, to the scrutinizer by email at [pcs.partner@yahoo.com](mailto:pcs.partner@yahoo.com) with a copy marked to Company at [info@isocl.in](mailto:info@isocl.in).
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee



and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM form part of the Notes to this Notice. The Members will be able to view the proceedings on the CDSL e-Voting website at [www.evotingindia.com](http://www.evotingindia.com).

7. The attendance of the Members participating the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. In terms of Sections 101 and 136 of the Companies Act, 2013 read with the rules made thereunder, the listed Companies may send the notice of 38<sup>th</sup> AGM and the Annual Report, including financial statements, Boards' Report, etc. by electronic mode. In compliance with the aforesaid MCA Circulars, Notice of the 38<sup>th</sup> AGM along with the Annual Report 2021-2022 are being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice convening the 38<sup>th</sup> AGM and the Annual Report 2021-2022 will also be available on the Company's website [www.isocl.in](http://www.isocl.in) and may also be accessed from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2020, 13<sup>th</sup> January, 2021, 8<sup>th</sup> December, 2021, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022.
10. The Register of the Members and Share Transfer Books of the Company will remain closed from **Wednesday, 14<sup>th</sup> September, 2022**, to **Tuesday, 20<sup>th</sup> September, 2022** (both days inclusive).
11. Members, who are holding shares in physical form, in identical order of names, in more than one account/folio, are requested to intimate to the Company/Registrar and Share Transfer Agent, the details of such ledger folios together with the Share Certificate(s) for consolidating all holdings into one account/folio. A consolidated share certificate will be issued to such members after making requisite changes.
12. 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 Company's Registrar and Share Transfer Agents by visiting the link <https://mdpl.in/form> in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 3, 2021. Further the shareholders are requested to submit duly filled form along with all necessary documents at the address of RTA at 23, R. N. Mukherjee Road, 5<sup>th</sup> Floor, Kolkata - 700001.
13. As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, securities of Listed Companies can be transferred only in dematerialized form w.e.f 01<sup>st</sup> April, 2019 except in case of request received for transmission or transposition of securities. Accordingly, the Company/Maheshwari Datamatics Pvt. Ltd. has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Private Limited at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) for assistance in this regard.



14. As per the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is available for the Members in respect of the shares held by them. Nomination forms can be obtained from the Company's Registrars and Share Transfer Agents by Members holding shares in physical form and be submitted to them. Members holding shares in electronic form, may obtain Nomination forms from their respective Depository Participant and submit to their respective depository.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts and Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to [info@isocl.in](mailto:info@isocl.in).
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the 38<sup>th</sup> AGM.
17. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Registrar and Share Transfer Agent of the Company in case the shares are held by them in physical form.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to Company's Registrar and Share Transfer Agent, M/s. Maheshwari Datamatics Pvt. Ltd in case the shares are held by them in physical form.
19. Since the 38<sup>th</sup> AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. SEBI vide circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, read with clarification SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/ P/CIR/2021/687 dated December 14, 2021 has provided the norms for furnishing PAN, KYC details and Nomination by holders of physical securities. Pursuant to aforesaid SEBI Circular, the Company has sent individual communications to all the Members holding shares of the Company in physical form. In case of physical shareholders who have not updated their KYC details may please submit Form ISR-1, Form ISR-2 and Form No. SH-13/Form ISR 3. The link for downloading the forms is available on the Company's website at <https://www.isocl.in/company-financial> and on the website of M/s Maheshwari Datamatics Pvt. Ltd. i.e. [www.mdpl.in](http://www.mdpl.in).
21. SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while processing service requests viz. Issue of duplicate securities certificate; claim from Unclaimed Suspense Account; Renewal/Exchange of securities certificate; Endorsement; Sub-division/Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission and Transposition. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website under the web link at <https://www.isocl.in/company-financial> and on the website of M/s Maheshwari Datamatics Pvt. Ltd. i.e. [www.mdpl.in](http://www.mdpl.in).





Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

22. SEBI has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. With effect from January 01, 2022, any service requests or complaints received from the member, will not be processed by RTA till the aforesaid details/ documents are provided to RTA. In case any of the above cited documents/ details are not available in the Folio(s), RTA shall be constrained to freeze such Folio(s) effective from April 01, 2023. Relevant details and forms prescribed by SEBI in this regard are available on the website of the Company's website at <https://www.isocl.in/company-financial> and on the website of M/s Maheshwari Datamatics Pvt. Ltd. i.e. [www.mdpl.in](http://www.mdpl.in).

23. **Voting through electronic means**

Pursuant to 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 Listing Regulations, as amended and also the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM to members holding shares as on 13th September, 2022 (End of Day) being the cut-off date fixed for determining voting rights of members, entitled to participate in the e-Voting process. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

A. **THE INTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING AND JOINING 38<sup>th</sup> AGM through VC/OAVM ARE AS UNDER:**

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

**Step 2 :** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- a. The voting period begins on **Saturday, 17<sup>th</sup> September, 2022 (9 a.m.)** and ends on **Monday, 19<sup>th</sup> September, 2022 (5 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Tuesday, 13<sup>th</sup> September, 2022** may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- c. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholder's/retail shareholders is at a negligible level.



Currently, there are multiple e-Voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.

**Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

- d. In terms of SEBI circular no. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 and joining 38<sup>th</sup> AGM 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	<ul style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ul>