Inter State Oil Carrier Limited

2010-2011



The Perfect Blend - of Vision and Growth

BOARD OF DIRECTORS	:	SHRI SHANTI LAL JAIN	*CHAIRMAN*
		SHRI SANJAY JAIN	*MANAGING DIRECTOR*
		SHRI RIKHAB CHAND JAIN	*WHOLE TIME DIRECTOR*
		SHRI BHAG CHAND JAIN	
		SHRI SHANKAR LAL KHANDELWAL	
		SHRI LALIT KUMAR JAIN	
COMPANY SECRETARY	:	SHRI ASISH NARAYAN	
REGISTERED OFFICE	:	PODDAR POINT, SOUTH WING 5TH FLOOR. 113, PARK STREET KOLKATA - 700 016 PH NO. - 2229 0588, 4067 5177 FAX. : 2229 0085 Email : isocl@vsnl.com	
AUDITOR	:	M/S PATNI & CO., 1, INDIA EXCHANGE PLACE, 2ND FLOOR, ROOM NO. 219, KOLKATA - 700 001	
BANKERS	:	INDUSIND BANK THE SOUTH INDIAN BANK LIMITED STATE BANK OF HYDERABAD ICICI BANK LIMITED	
SHARE TRANSFER AGENT	:	MAHESHWARI DATAMATICS PVT. LTD. 6,MANGOE LANE KOLKATA - 700 001 PH NO. - 2243 5029, 2248 2248 FAX.- 2248 4787 Email : mdpl@cal.vsnl.net.in	

NOTICE:

Notice is hereby given that the 27th Annual General Meeting of the Members of INTER STATE OIL CARRIER LIMITED will be held at Somany Conference Hall, 15B, Hemanta Basu Sarani, 2nd Floor, Kolkata – 700001, on Saturday, the 24th September, 2011 at 10 A.M. to transact the following business:-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2011 and the Profit & Loss Account for the Year ended on that date and Reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Shri Shankar Lal Khandelwal who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint a Director in place of Shri Shanti Lal Jain who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint Auditors of the company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as ordinary resolution :-

"Resolved that Mr. Lalit Kumar Jain be and is here by appointed as director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation".

Registered Office :
Poddar Point, South Wing
5th Floor, 113, Park Street
Kolkata – 700 016
Dated : 24th August,2011

By Order of the Board
For Inter State Oil Carrier Limited

Asish Narayan
(Company Secretary)

NOTES:

1. Explanatory Statement pursuant to section 173 (2) of the Companies Act, 1956 is enclosed.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited at the Registered office of the Company at least 48 hours before the Meeting.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, 17th day of September, 2011 to Saturday, 24th day of September, 2011 (both days inclusive).
4. Members are requested to inform of any change in their address to the Share Transfer Agent of the Company immediately.
5. 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.
6. Members desiring for any information on the Accounts at the Annual General Meeting are requested to write to the company at least ten days in advance, so as to enable the company to keep the information ready.
7. Members/Proxies should bring the attendance slip sent herewith, duly filled in, for attending the meeting and also their copies of the Annual Report.
8. Particulars regarding Directors seeking re-appointment, to be given as per the Listing Agreement, are as under :-

Name of Directors	Age	Qualification	Experience	Date of Appointment	Other Directorship	Other Committee Membership
Shri Shankar Lal Khandelwal	65	B.Com	More than 25 years in Accounts	29.04.2002	Arvind Chemical Ltd.	Nil
Shri Shanti Lal Jain	65	Matric	31 years in Transport Industries	09.05.1984	Nil	Nil

9. Important Communication to Members :

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical mode are requested to fill appropriate column in the members feedback form in the Annual Report and register the same with Maheshwari Datamatics (P) Ltd.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956:

Item No. 6

Mr. Lalit Kumar Jain was appointed as Additional Directors of the Company with effect from 1st August, 2011, in the Board Meeting held on 30th July, 2011. As per Section 260 of the Companies Act, 1956, he will hold office of additional Director till the conclusion of the forth coming Annual General Meeting. However, the Company has received Notice from a Member, under section 257 of the Companies Act, 1956, to the effect that he would propose the name of Mr. Lalit Kumar Jain for a office of Director, in the forth coming Annual General Meeting of the Members of the Company..

The Board of Directors recommends the resolution for approval of the Members.

Save and Except Mr. Lalit Kumar Jain, no Director of the Company is concerned. Of interested in the resolution, being Item no. 6 of in the notice, convening the Annual General Meeting.

Registered Office
Poddar Point, South Wing,
5th Floor, 113, Park Street,
Dated : 24th August, 2011

By Order of the Board
For Inter State Oil Carrier Limited
Kolkata – 700 016.

Asish Narayan
(Company Secretary)

DIRECTORS' REPORT

Your Directors have pleasure in presenting their Annual Report and the Audited Accounts of the Company for the year ended 31st March, 2011.

FINANCIAL HIGHLIGHTS

(Rs in Lacs) Particulars	(Rs in Lacs) 2010-2011	2009-2010
Total Income	1826.29	1500.28
Turnover	1691.57	1385.56
Profit Before Interest & Tax	145.60	125.83
Profit before Tax	84.46	94.70
Less: Provision for Taxation :-		
Current year Tax	15.75	14.00
Deferred Tax	2.10	1.57
Income Tax Adjusted of earlier year	0.50	(0.33)
Profit after Tax	66.11	79.46
Less: Transfer to Statutory Reserve Fund	13.22	15.89
Amount available for Appropriation	52.89	63.57
Surplus B/f from the Previous year	533.54	469.97
Balance Carried Forward	586.43	533.54
KEY INDICATORS		
Share Capital	499.23	499.23
Reserve and Surplus	738.16	672.05
Networth	1237.39	1171.28
Fixed Assets	774.12	745.85
Book Value per Share (Rs.)	24.78	23.46
EPS	1.32	1.59

DIVIDEND

Because of meagre profit during the year under review, your Directors do not recommend any payment of dividend in respect of the year ended 31 March, 2011.

OPERATING RESULTS

The Total Income for the year ended 31 March, 2011 has been Rs. 1826.29 lacs as against Rs. 1500.28 lacs in the previous year. Profit after taxation is Rs. 66.11 lacs as against Rs. 79.46 lacs in the previous year, showing increasing of in total income 22% but decreasing in profit due to under utilization of operating assets of Equipmrnt / Machine Segment. The under utilization has been due to adverse market condition.

FUTURE PROSPECTS

The transport sector's fortune is fully interwined with the economy of the country. The Indian economy is resilient but not immune from the happenings in the world economy. The growth of Indian economy will be at a slower pace and hence the transport sector will also take a hit to some extent..

PUBLIC DEPOSITS

The Company has not accepted any deposits from the public, during the year under review.

CAPITAL EXPENDITURE

As at 31st March, 2011 the gross fixed assets stood at Rs. 1691.57 lacs and the net fixed assets at Rs. 774.12 lacs. Addition during the year amounted to Rs. 316.65 lacs.

DIRECTORS

Shri Shankar Lal Khandelwal and Shri Shanti Lal Jain retire by rotation at the forth coming Annual General Meeting but being eligible, have offered themselves for re-appointment. Shri Neeraj Jain reigned from the Board w.e.f. 30th July, 2011. Mr. Lalit Kumar Jain joined the Board as additional Director w.e.f 1st August, 2011. As per section 260 of the Companies Act, 1956, he would hold office of Additional Director, till the conclusion of the forth coming Annual General Meeting. The Company has, however, received a letter from a Member of the company, under section 257 of the companies Act, 1956, to the effect that, he would proposed the name of Mr. Lalit Kumar Jain for Directorship in the Company in the forth coming Annual General Meeting.

DIRECTORS' RESPONSIBILITY STATEMENT

As per Section 217(2AA) of the Companies Act, 1956 your Directors' state : -

i. That in the preparation of Annual Accounts, the applicable Accounting Standards had been followed and no material departures have been made for the same.

ii. That the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company for that period.

iii. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

iv. That the Directors had prepared the annual accounts on a going concern basis.

CORPORATE GOVERNANCE REPORT

Corporate Governance Report including Management Discussion and Analysis Report has been annexed here to and marked as Annexure-A.

AUDITORS

M/S Patni & Co., Chartered Accountants, the Auditors of the Company shall hold office till the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment. The company has also received a certificate from them under section 224 (1-B) of the Companies Act, 1956.

AUDITORS' REPORT

The Auditor's Report to the Share Holders does not contained any qualification.

PARTICULARS OF EMPLOYEES

None of the employees are drawing remuneration exceeding Rs.500000 per month or Rs. 60, 00,000 per year. Hence, details required to be furnished in accordance with Section 217 (2A) of the Companies Act, 1956 read with Companies (Particulars of Employees) Rules, 1975 are not required.

PARTICULARS REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO.

Your Company has no activity relating to conservation of energy or technology absorption to be declared pursuant to Section 217 (1) (e) of the Companies Act, 1956.
There is no earning or outgo of Foreign Exchange during the year under review.

ACKNOWLEDGEMENTS

Your Directors wish to place on record their appreciation of the assistance and co- operation extended to the Company by commercial Banks, Government of India, various State Governments, Share Holders and all others whose continued support has been a source of strength to the Company. Your Directors also wish to place on record their sincere appreciation of contribution and high level of commitment of every employee of the Company

Registered Office :
Poddar Point, South Wing
5th Floor, 113, Park Street
Kolkata – 700 016
Dated : 24th August, 2011

By Order of the Board
For Inter State Oil Carrier Limited

Shanti Lal Jain
(Chairman)

Annexure - A

CORPORATE GOVERNANACE REPORT

Company's Philosophy on the Code of Governance :-

Corporate Governance primarily involves transparency, full disclosure, independent monitoring the state of affairs and being fair to all Shareholders. The Corporate Governance code introduced by the Securities & Exchange Board of India (SEBI) has been incorporated in Clause No. 49 in the Listing Agreement of the Stock Exchange and in the Companies (Amendment) Act, 2000.

The objective of your Company is not only to meet the statutory requirements of the code but also to go well beyond it by instituting such systems and procedures as are in accordance with the latest Global trend of making management completely transparent and institutionally sound.

Your Company has always believed in the concept of good Corporate Governance involving transparency, empowerment, accountability and integrity with a view to enhancing Shareholder value. The Company has professionals on its Board of Director who are actively involved in the deliberation of the Board on all important policy matters.

Board of Directors :-

The composition of the Board as on 31st March, 2011 and other information is as follows:

Name	Category	No. of Board Meetings attended during 2010-11	Whether attended AGM held on 24th September 2010	No. of Director-ships in other Public Limited Co's	No. of Committee positions held in other Public Limited Companies'		No. of Equity Shares held
					Chairman	Member	
Mr Shanti Lal Jain (Chairman)	Promoter Non-Independent Executive	5	Yes	—	—	—	159490
Mr. Sanjay Jain (Managing Director)	Promoter Non-Independent Executive	6	Yes	—	—	—	87180
Mr. Rikhab Chand Jain (Wholetime Director)	Promoter Non-Independent Executive	Nil	No	—	—	—	40000
Mr. Bhag Chand Jain	Independent Non-Executive	6	Yes	2	2	1	8200
Mr. Shankar Lal Khandelwal	Independent Non-Executive	6	Yes	—	—	—	300
Mr Neeraj Jain	Independent Non-Executive	6	No	—	—	—	—

The Board of Directors met on the following dates during the financial year 2010-2011:
30th April, 2010, 31st July, 2010, 16th August 2010, 30th October, 2010, 31st December 2010, & 31st January, 2011.

Audit Committee :

The Audit Committee of the Company was constituted in the Board Meeting held on 29.04.2002. The terms of reference of the Audit Committee as stipulated by the Board are in accordance with the entire item listed in Clause 49(II).

1. To review report of the internal Audit Department and recommend to the Board to decide about the scope of its works including the examination of major items of expenditure.
2. To meet Statutory and Internal Auditors periodically and discuss their findings, suggestions and other related matters.
3. To review the Auditors' Report on the financial statement and to seek clarification thereon, if required, from the Auditors.

4. To review the weaknesses in internal controls if any, reported by the internal and statutory auditors and report to the Board the recommendations relating thereto.
5. To act as a link between the statutory and internal auditors and the Board of Directors.
6. To recommend a change in the Auditors if in the opinion of the Committee the Auditors have failed to discharge their duties adequately.
7. And, generally, all items listed in Clause 46(II) (D) of the Listing Agreement.

The Company has comp ed with the requirements of Clause 49 (II) (A) as regards the composition of the Audit Committee.

The Audit Committee of Inter State Oil Carrier Limited as on 31st March, 2011 comprises of the following three Directors of the Company:

Shri Bhag Chand Jain	Chairman	Independent Non-Executive Director
Shri Neeraj Jain	Member	Independent Non-Executive Director
Shri Shankar Lal Khandelwal	Member	Independent Non-Executive Director

Shri Bhag Chand Jain & Shri Neeraj Jain are qualified Chartered Accountants. The other one Member of the Committee has wide exposure in the relevant area.

Shri Asish Narayan, being the Company Secretary of the Company, acts as the Secretary to the Committee.

The Audit Committee met on the following dates during the financial year 2010-2011:
30th April, 2010 • 31st July, 2010 • 16th August, 2010 • 30th October, 2010 & 31st January, 2011 .

Attendance at the Audit Committee Meeting:

Name of Director	No. of Meetings held	No. of Meetings Attended
Shri Bhag Chand Jain	5	5
Shri Shankar Lal Khandelwal	5	5
Shri Neeraj Jain	5	5

Necessary quorum was present at the meetings.

Audit Committee meetings are attended by Company Secretary. Representatives of the Statutory Auditors are being invited to the Meetings as and when required.

Shareholders'/Investors' Grievance Committee :

Terms of Reference :

The Company has independent Shareholders' Committee which was constituted in the Board Meeting held on 29.04.2002 to look into redressal of investors' complaints and requests like delay in transfer of shares/debentures, non-receipt of dividend, annual reports etc.

The Committee comprises of :

Shri Neeraj Jain	Chairman	Independent Non-Executive Director
Shri Shanti Lal Jain	Member	Promoter-Non Independent-Executive Director
Shri Sanjay Jain	Member	Promoter-Non Independent-Executive Director

The Shareholders' Grievance Committee met on the following dates during the financial year 2010-2011 :
30th April, 2010 • 31st July, 2010 • 30th October, 2010 • 31st January, 2011.

Attendance at the Shareholders Grievance Committee Meeting :

Name of Director	No. of Meetings held	No. of Meetings Attended
Shri Shanti Lal Jain	4	4
Shri Sanjay Jain	4	4
Shri Neeraj Jain	4	4

Necessary quorum was present at the meetings.

Reports and Correspondence/Communication received from the Investors during the period 1st April, 2010 to 31st March, 2011. (Based on information received from the Company's Registrar).

Nature of Queries (Correspondence)	Total Received	Total Replied	Pending Queries Days			Remarks
			0-7	7-15	Above 15	
(1) Non-receipt of Interest/ Dividend Warrant	—	—		—		—
A. Warrant Already Paid	—	—		—		—
B. Fresh Cheques issued against requests for duplicate warrants	—	—		—		—
C. Reply sent giving warrant details (Reconciliation in Process)	—	—		—		—
D. Miscellaneous queries in connection with payments	—	—		—		—
(2) Inquiry pertaining to non-receipt of shares sent for transfer	—	—		—		—
(3) Inquiry on Dematerialisation of shares	—	—		—		—
(4) Name Correction	—	—		—		—
(5) Letters received from SEBI and other statutory bodies	—	—		—		—
Other Correspondence/Request received: (6) Change of Address	—	—		—		—
(7) ECS/Mandate Registration	—	—		—		—
(8) Loss of Shares	—	—		—		—
(9) Split/Consolidation/Remat/Replace Duplicate issue of Certificates	1	1		—		—
(10) Request for Nominations	—	—		—		—
(11) Tax exemption Forms	—	—		—		—
(12) Transmission of Securities	—	—		—		—
(13) Exchange/Sub-division of old Shares	—	—		—		
(14) Dividend/Interest queries Including request for changes on live warrants (Death Certificates, Change in Bank Mandate details Name Correction, etc.)	—	—		—		—
(15) Fresh Cheques issued against Time barred instruments	—	—		—		—
(16) Document Registration	—	—		—		—
(17) Others (Miscellaneous)	—	—		—		—