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CIN : L15142WB1984PLC037472

NOTICE OF 35th ANNUAL GENERAL MEETING

NOTICE:

Notice is hereby given that the **35th Annual General Meeting** of the Members of **Inter State Oil Carrier Limited** will be held on Wednesday, the 25th September, 2019 at 10 A.M at Noir Glass House, Hotel Golden Tulip, DD-19, Sector -1, Salt Lake City, Kolkata – 700064 (Opposite to Tantuja Bhavan), 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 31st March, 2019 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Rikhab Chand Jain (DIN: 00167778), who retires by rotation, and, being eligible, offers himself for re-appointment.
3. To fix the Remuneration payable to the Statutory Auditors of the Company for Statutory Audit for the Financial Year ending 31st March, 2020.

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

“**RESOLVED THAT** pursuant to Section 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Company hereby approves the remuneration of Rs. 60,000/- plus taxes, as applicable, and out of pocket expenses payable for the financial year 2019-2020, as per the recommendation of the Audit Committee of the Board and also the Board of Directors of the Company, at their respective meetings held on 29th May, 2019, to M/s. Vasudeo & Associates, Chartered Accountants, Kolkata (FRN:319299E), who have been appointed as Statutory Auditors of the Company for a period of 5 years i.e. from the conclusion of the 33rd Annual General Meeting of the Company held on 21st September, 2017 till the 38th Annual General Meeting of the Company to be held in the year 2022, by the members of the company at the 33rd Annual General Meeting held on 21st September 2017.”

SPECIAL BUSINESS:

4. **Regularisation of Additional Director, Mr. Nand Kumar Bhatte (DIN:00013918) and appointing him as Independent 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** Mr. Nand Kumar Bhatte (DIN:00013918), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 02nd November, 2018, under the provisions of Section 161 of the Companies Act, 2013 (“the Act”) and Rules made there under and the Articles of Association of the Company, who holds office up to the date of this Annual General Meeting, and who is eligible for appointment and pursuant to the recommendation of the Nomination and Remuneration Committee and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, signifying her intention to propose the candidature of Mr. Nand Kumar Bhatte for the office of the Director, be and is hereby appointed as Director of the Company.”



“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, and Schedule IV to the Companies Act, 2013, Mr. Nand Kumar Bhattar (DIN:00013918), who has submitted a declaration that he meets the criteria of Independence as provided under Section 149(6) of the Companies Act, 2013 and SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015, as amended from time to time, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company for a period of five (5) consecutive years w.e.f. 14.11.2018 till 13.11.2023 whose period of office shall not be liable to determination by retirement of directors by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as its deems necessary, proper or desirable to give effect to the above resolution including filing of e-form DIR 12.”

5. Re-appointment of Mr. Shanti Lal Jain (DIN: 00167773) as the 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 the Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196, 197 and 198 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 thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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, consent of the members be and is hereby accorded to the re-appointment of Mr. Shanti Lal Jain (DIN:00167773) as the Executive Chairman of the Company, for a period of 3 (Three) years with effect from 01st September, 2019 upon the terms and conditions as are set out in the Statement annexed hereto.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (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) 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, that 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 reenactment(s) thereof and /or any rules or regulations framed there under.”

“**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 special resolution”

6. 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 the Nomination and Remuneration Committee of the Board of Directors and 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 Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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, consent of the members be and is hereby accorded to the re-appointment of Mr. Sanjay Jain (DIN:00167765) as the Managing Director of the Company, for a period of 3 (Three) years with effect from 01st September, 2019 upon the terms and conditions as are set out in the Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (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) 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, that 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 reenactment(s) thereof and /or any rules or regulations framed there under.”

“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 special resolution.”

7. Re-appointment of Mr. Rikhab Chand Jain (DIN:00167778) as the Whole Time 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 the Nomination and Remuneration Committee of the Board of Directors and provisions of Section 196, 197 and 198 and other applicable provisions if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment thereof, for the time being in force, and all other applicable guidelines relating to managerial remuneration, issued by the Ministry of Corporate Affairs and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended 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, consent of the members be and is hereby accorded to the re-appointment of Mr. Rikhab Chand Jain (DIN:00167778) as the Whole Time Director of the Company, for a period of 3 (Three) years with effect from 01st September, 2019 upon the terms and conditions as are set out in the Statement annexed hereto.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (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) 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. Rikhab Chand Jain, from time to time, as may be agreed to by the Board and Mr. Rikhab Chand Jain, subject to the recommendation of Nomination and Remuneration Committee of the Board of Directors of the Company, provided, however, that the remuneration payable to Mr. Rikhab Chand 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 reenactment(s) thereof and /or any rules or regulations framed there under”

“**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 special resolution.”

8. Re-appointment of Mrs. Pooja Sarda as an Independent 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** pursuant to the provisions of 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force,), and on recommendation of the Nomination and Remuneration Committee, Mrs. Pooja Sarda (DIN:05344423), who was appointed as an Independent Director for a period of 5 years upto 31st March, 2020, being eligible, be and is hereby re-appointed as an Independent Director of the Company, w.e.f. 01st April, 2020, not liable to retire by rotation, and to hold office for a second term of 5(five) consecutive years i.e. upto 31st March, 2025 and who have given a declaration in writing that she meets the criteria as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all such acts and all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To increase the borrowing limits of the Company

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) of the Companies Act, 2013, and rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and any other applicable laws and provisions of Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors of the Company or Committee thereof (the “Board”) to borrow such sum of moneys, from time to time, with or without security, and upon such terms and conditions as the Board may think fit, for the purpose of business of the Company and that the moneys to be borrowed together with the moneys already borrowed by the Company and remaining outstanding (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) shall not exceed Rs. 25 Crore at any point of time, together with interest.

“**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”



10. 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 or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, 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.25 Crores (Rupees Twenty Five Crores only).

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Registered Office :
113 Park Street, Poddar Point,
South Wing, 5th Floor,
Kolkata –700016
Dated : 16th August, 2019

By Order of the Board
For Inter State oil Carrier Limited

Nikita Mohta
Company Secretary



NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is enclosed herewith.
2. **A member entitled to attend and vote at the annual general meeting 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. The instrument appointing the proxy should, in order to be effective must be deposited at the registered office of the company, duly completed and signed, not less than 48 hours before the commencement of the meeting.**
A person can act as proxy on behalf of not more than 50 members holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. 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.
3. The Register of the Members and Share Transfer Books of the Company will remain closed from Thursday, 19th day of September, 2019 to Wednesday, 25th day of September, 2019 (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:

| NAME OF THE DIRECTOR | SHANTI LAL JAIN | SANJAY JAIN | RIKHAB CHAND JAIN | NAND KUMAR BHATTER | POOJA SARDA |
|---|--|--|---|--|---|
| DATE OF BIRTH | 30.01.1944 | 23.02.1971 | 28.01.1947 | 12.12.1967 | 04.04.1972 |
| DATE OF APPOINTMENT ON BOARD | 09.05.1984 | 31.08.1994 | 21.01.1995 | 02.11.2018 | 31.03.2015 |
| QUALIFICATION | Matric | B.Com, MBA | Class XI | B.Com | B.Com |
| Expertise in Specific Functional Area | Mr. Shanti Lal Jain has experience of around 42 years in the Transport business | Mr. Sanjay Jain has experience of more than 27 years in transport Industry | Experience for more than 38 years in the field of Accounts. | Nand Kumar Bhattar, an Industrialist, has an experience of more than 30 years in Accounts | Experience of more than 18 years in the field of Accounts, |
| Disclosure of relationship with directors | Father of Mr. Sanjay Jain, Managing Director of the Company and brother of Mr. Rikhab Chand Jain, Whole Time Director of the Company | Son of Mr. Shanti Lal Jain, Executive Chairman of the Company | Brother of Mr. Shanti Lal Jain | NIL | NIL |
| Directorship in other Companies | --- | --- | --- | Arvind Kumar Nand Kumar Ltd | Infinia Lifestyle Private Limited |
| Membership in Committees | Member of Stakeholders Relationship Committee of Inter State Oil Carrier Limited | Member of Stakeholders Relationship Committee of Inter State Oil Carrier Limited | --- | Member of Audit Committee and Nomination and Remuneration Committee of Inter State Oil Carrier Limited | Chairperson of Audit Committee, Stake holders Relationship Committee and Nomination and Remuneration Committee of Inter State Oil Carrier Limited |
| Shareholding in the company | 279029 equity shares | 99482 Equity shares | 10000 equity shares | --- | --- |



5. Attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto.
6. Members are requested to send all communications relating to shares and any changes in their address and email id to the Company's Registrar and Share Transfer Agent – M/s. Maheshwari Datamatics Pvt. Ltd, Unit: Inter State Oil Carrier Limited, 23 R.N. Mukherjee Road, 5th Floor, Kolkata – 700001 and inform, of, to the Share Transfer Agent of the Company immediately. Members holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).
7. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of their representative authorized under the said Board resolution to attend and vote on their behalf at the Meeting.
8. In case of joint holders attending the meeting, the member whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote.
9. Members, who are holding shares in identical order of names in more than one account, are requested to intimate to the Company/Registrar and Share Transfer Agent, 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.
10. Members/Proxies/Authorised Representatives are requested to bring duly filled attendance slip sent herewith, to attend the meeting and also their copies of the Annual Report.
11. 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 mdpldc@yahoo.com
12. 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. The aforesaid documents will be also available for inspection by the members at the Meeting.
13. Pursuant to Section 101 and 136 of the Companies Act, 2013 read with the Rules made thereunder, copies of the Annual Report, Notice of the 35th Annual General Meeting and instructions for e-voting along with the Attendance Slip and Proxy Form are being sent by electronic mode only, to all the Members whose email addresses are registered with the Company/Depository Participant(s)/Share Transfer Agent of the Company 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 2018-2019 is being sent in the permitted mode.
14. Members may also note that the Notice of the 35th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website 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
15. 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.
16. SEBI has mandated that securities of Listed Companies can be transferred only in dematerialized form w.e.f 01st April, 2019. 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 advised to avail of the facility of dematerialization.

17. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 18th September, 2019 (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 22nd September, 2019 (9 a.m.) and ends on 24th September, 2019 (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 18th September, 2019 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.
- (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 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:

| | For Members holding shares in Demat Form and Physical Form |
|--|--|
| 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"> 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. 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. |
| Dividend Bank Details OR 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"> 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). |



- (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.
- (ivx) 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. 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 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.
 - 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 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, under help section or write an email to helpdesk.evoting@cdslindia.com.


B. General instruction:

- i. The E-voting period commences from 9.00 a.m. on 22nd September, 2019 and ends at 5.00 p.m. on 24th September, 2019.
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 18th September, 2019, 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 M/s. **Rantu Das & Associates, Practicing Company Secretary**, having office address at 73B, S. P. Mukherjee Road, Kolkata - 700026, as the Scrutinizer for conducting the remote e-voting process and voting through ballot papers at the Annual General Meeting, in a fair and transparent manner, whose e-mail address is: pcs.rantu@gmail.com.
- iii. The Scrutinizer shall, immediately after the conclusion of the voting at the Annual General Meeting, first count the votes cast at the meeting, thereafter unlock the votes through remote e-voting in the presence of at least two (2) witnesses, not in the employment of the Company and make Scrutinizer'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. The results declared along with the Scrutiniser's Report shall be placed on the Company's website www.isocl.in and on the website of CDSL – www.evotingindia.com, within two days of the passing of the resolutions at the 35th 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. 4:

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Nand Kumar Bhatler (DIN: 00013918) as Additional Director of the Company with effect from 02.11.2018. He will hold office till the conclusion of the forthcoming Annual General Meeting. The Board based on his performance and expertise desires that he should be appointed as Director of the Company. His experience will be of immense help to the Company. Further, on the recommendation of Nomination and Remuneration Committee, Mr. Nand Kumar Bhatler is also recommended to be appointed as Independent Director of the Company. Infact, he was appointed by the Board at its meeting held on 14.11.2018 following recommendation by the Nomination and Remuneration Committee. The Nomination and Remuneration Committee has recommended appointment of Mr. Nand Kumar Bhatler as Director of the Company and has also proposed that he be appointed as Independent Director of the Company.

The Company has also received requisite notice in writing, from a member of the Company under Section 160 of the Companies Act, 2013, proposing his candidature for the office of the Director.

The Company has received a declaration from Mr. Nand Kumar Bhatler to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On the basis of above such recommendation, the Board of Directors also recommends appointment of Mr. Nand Kumar Bhatler, as Director and also as Independent Director.

It may be noted that he will be designated as Independent Director of the Company for a period of 5 consecutive years.

The Board recommends the said Resolution No. 4 for approval by the members of the Company to be passed as Special resolution.