

**MINUTE BOOK**

**MINUTES OF THE 31<sup>ST</sup> ANNUAL GENERAL MEETING OF INTER STATE OIL CARRIER LIMITED HELD ON FRIDAY, 25<sup>TH</sup> SEPTEMBER, 2015, AT "SAKAR PLAZA PVT. LTD.", 35Z, RADHA MADHAB DUTTA GARDEN LANE, KOLKATA - 700010. FROM 10.00 A.M. TO 11.00 A.M.**

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**PRESENT:-**

**DIRECTORS :** Mr. Shanti Lal Jain, Chairman  
Mr. Sanjay Jain, Managing Director  
Mr. Bhag Chand Jain, Independent Director  
Mr. Lalit Kumar Jain, Independent Director  
Mrs. Pooja Sarda, Independent Director

The Chairman of the Audit Committee, Nomination & Remuneration Committee and Stakeholders' Relationship Committee were also present:

**IN ATTENDANCE :**

Mr. Rantu Das, Secretarial Auditor  
Mr. Sudhir Kumar Jha, Internal Auditor  
Mr. Malay Das, CFO

42 Members representing 1025800 Equity Shares and 7 Proxies representing 79057 Equity Shares were present.

1. Mr. Shanti Lal Jain, Chairman of the Company took the chair and welcomed all those present to the 31<sup>st</sup> Annual General Meeting of the Company.
2. The Chairman thereafter introduced all the Directors on the dais to those present in the Annual General Meeting.
3. The Business before the Annual General Meeting was taken up as quorum was present. Quorum was also present throughout the Meeting.
4. The following Documents/Registers of the Company remained open and accessible for inspection during the continuance of the AGM:-
  - (a) Financial Statements for the financial year ended 31<sup>st</sup> March, 2015, and the Reports of the Board of Directors and the Statutory Auditors and the Secretarial Auditors.
  - (b) Register of Directors and Key Managerial Personnel and their shareholding.
  - (c) Register of Contracts or Arrangements in which Directors are interested.
5. The Chairman delivered his speech highlighting the operational aspects and relevant financial data.
6. The Notice dated 29<sup>th</sup> May, 2015 convening the 31<sup>st</sup> Annual General Meeting and the annual accounts for the year ended 31<sup>st</sup> March, 2015, including reports of the Directors, Statutory Auditors' and Secretarial Auditor, were taken as read with the consent of the Meeting.
7. The Chairman briefly covered the items of the business before the AGM and enquired from the Members present if they required any clarification on them,

CHAIRMAN  
INITIALS

particularly on the financial statements of the Company. On some queries raised by the Members present, the Chairman replied to each of the query.

8. The Chairman drew attention that the Company, pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management & Administration) Rules, 2014, and clause 35b of the Listing Agreement, all the members were provided with the facility of remote E-Voting which was available from 22<sup>nd</sup> September, 2015 to 24<sup>th</sup> September, 2015.

The Chairman further informed that the Company had also provided the facility of voting at the AGM through ballot to shareholders, present in person or through Proxies who had not exercised remote E-voting.

The Chairman, thereafter, read the Resolutions/Special Resolutions as follows:-

**ORDINARY BUSINESS**

- (I) RESOLUTION NO 01 ON ADOPTION OF ANNUAL ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015-ORDINARY RESOLUTION

"RESOLVED THAT the Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2015, the Auditors' Report to the members dated 29<sup>th</sup> May, 2015 and the Report of the Board of Directors & Management Discussion and Analysis dated 29<sup>th</sup> May, 2015, the Report of the Secretarial Auditors dated 29<sup>th</sup> May, 2015, be and are hereby approved and adopted."

Proposed by : Haradhan Banerjee DP ID: H00129 Client ID: H00129

Seconded By : Subendu Das DP ID: IN303591 Client ID: 10004186

- (II) RESOLUTION NO 02 ON REAPPOINTMENT OF MR. SANJAY JAIN (DIN NO 00167765) - ORDINARY RESOLUTION

"RESOLVED THAT Mr. Sanjay Jain (DIN - 00167765), who retires by rotation at this meeting in accordance with the Provisions of Section 152 of the Companies Act, 2013 and who being eligible for re-appointment, be and is hereby re-appointed as the Director of Company."

Proposed by : Jitendra Tiwari DP ID: IN302496 Client ID: 10052563

Seconded By : Krishan Mohan Choudhary DP ID: IN300958 Client ID: 10063102

- (III) RESOLUTION NO 03 ON APPOINTMENT AND REMUNERATION OF STATUTORY AUDITORS. - ORDINARY RESOLUTION

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 of the Companies Act, 2013 M/s. Patni & Co, Chartered Accountants of Kolkata be and they are hereby re-appointed as Auditors of the Company to hold office till the conclusion of the next Annual General Meeting at such remuneration plus out of pocket expenses as may be decided by the Board."

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Proposed by : Susankar Chandra Das DP ID: IN300095 Client ID: 10417594

Seconded By : Rajesh Das DP ID: R00553 Client ID: R00553

**SPECIAL BUSINESS**

(IV) RESOLUTION NO 04 ON APPOINTMENT OF MRS. POOJA SARDA (DIN NO 0005344423) AS DIRECTOR - ORDINARY RESOLUTION

"RESOLVED that Mrs. Pooja Sarma (holding DIN 0005344423), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 31, 2015 under Section 161(1) of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act signifying his intention to propose the candidature of Mrs. Pooja Sarma for the office of Director be and is hereby appointed as a Director of the Company."

"RESOLVED further that pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), Mrs. Pooja Sarma (holding DIN 0005344423), who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act, and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director, of the Company to hold office for five consecutive years up to the fifth consecutive AGM of the Company to be held in the year 2020, not liable to retire by rotation."

Proposed by : Raj Kumar Mishra DP ID : IN303591 Client ID: 10004240

Seconded By : Santosh Kumar Saraf DP ID: IN303069 Client ID: 10080328

9. The Chairman thereafter announced the commencement of ballot voting. He requested the Scrutinizer, Mr. Rantu Das and also the RTA to assist the concerned shareholders in ballot voting.
10. The Chairman announced that the combined results of remote voting (E-Voting) done previously and the voting by ballot at the AGM, would be available on the Website of the Company, CDSL and BSE, immediately after receipt of Scrutinizer's Report.

Date : 21.10.2015

Place: Kolkata

Sd/-  
CHAIRMAN

CHAIRMAN  
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