



# INTER STATE OIL CARRIER LIMITED

Regd. Office : "PODDER POINT" 113, PARK STREET, SOUTH WING, 5TH FLOOR, KOLKATA - 700 016, INDIA  
Gram : INSTATE / Phone : 2229 0588, Fax No. : 033 2229 0085, E-mail : info@isocl.in  
CIN-L15142WB1984PLC037472

Date: 15<sup>th</sup> October, 2018

To,  
The Secretary  
Market Operation Department  
Bombay Stock Exchange Limited  
Phiroze Jeejeebhoy Towers, Dalal Street,  
Mumbai - 400001

**Re: Company Code No. 530259**

**Sub: Submission of copy of Minutes of 34<sup>th</sup> Annual General Meeting of the Company**

Dear Sir,

Please find enclosed herewith the copy of the Minutes of the 34<sup>th</sup> Annual General Meeting of the Company held on Tuesday, 18<sup>th</sup> Day of September, 2018 at 10.00 A.M. at Sakar Plaza Pvt. Ltd. (The Pearl Hotel), 35Z, Radha Madhab Dutta Garden Lane, Kolkata – 700010.

This is for your information and record.

Thanking You,  
Yours Faithfully,

**For Inter State Oil Carrier Limited**

*Nikita Mohta*

**Nikita Mohta**  
Company Secretary

**INTER STATE OIL CARRIER LIMITED**

**MINUTES OF THE 34<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. INTER STATE OIL CARRIER LIMITED HELD ON TUESDAY, 18<sup>TH</sup> SEPTEMBER, 2018, AT SAKAR PLAZA PVT. LTD., (THE PEARL HOTEL), 35Z, RADHA MADHAB DUTTA GARDEN LANE, KOLKATA - 700010, FROM 10.00 A.M. TO 10.30 A.M.**

**PRESENT:-**

**MEMBERS OF THE BOARD OF DIRECTORS:**

<b>Mr. Shanti Lal Jain</b>	- Chairman and Whole Time Director
<b>Mr. Sanjay Jain</b>	- Managing Director
<b>Mrs. Pooja Sarda</b>	- Independent Director
<b>Mr. Vikash Jain</b>	- Additional Director

The Chairman of the Company informed that Mr. Rikhab Chand Jain, Whole Time Director of the Company could not attend the meeting due to pre-occupation.

**IN ATTENDANCE :**

<b>Mrs. Nikita Mohta</b>	- Company Secretary
<b>Mr. Malay Das</b>	- CFO

Mr. Prasenjit Kumar Basak of M/s. Rantu Das & Associates, Secretarial Auditor and Scrutinizer and Mr. Aditya Rajgaria of M/s. Vasudeo & Associates, Chartered Accountants, Statutory Auditors were also present.

34 Members (including Authorised Representative of Corporate members) representing 18,35,907 Equity Shares were present.

1. Mr. Shanti Lal Jain, Chairman of the Company took the chair and welcomed all those Members present at the 34<sup>th</sup> Annual General Meeting of the Company.
2. The Chairman announced that the requisite quorum was present and therefore the meeting was called to order. The quorum was present throughout the meeting.
3. The Chairman thereafter introduced all the Directors, on the dais, to the Members present at the 34<sup>th</sup> Annual General Meeting.
4. The Chairman announced that the following Statutory Registers and Documents were placed on the table:
  - i. Notice convening the 34<sup>th</sup> Annual General Meeting
  - ii. Directors' Report along with Annexures thereto for the Financial year ended 31<sup>st</sup> March, 2018.
  - iii. The Audited Financial Statements and Auditors' Report thereon for the Financial Year ended 31<sup>st</sup> March, 2018.
  - iv. The Proxy Register (remained open for inspection during the Meeting.)
  - v. Register of Directors and Key Managerial Personnel and their shareholdings
  - vi. Register of Loans and Investments
  - vii. Register of Contracts or arrangements in which the Directors and KMP were interested
5. The Chairman commenced the formal agenda of the Annual General Meeting and with the consent of the members present, the Notice dated 29<sup>th</sup> May, 2018 convening


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- the 34<sup>th</sup> Annual General Meeting, the Annual Accounts for the Financial year ended 31<sup>st</sup> March, 2018, including reports of Statutory Auditors' and the Directors' Report along with annexures thereto and Report of Secretarial Auditor, were taken as read.
6. The Chairman delivered his speech highlighting the operational aspects and relevant financial data. He gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2018 and also its future outlook.
  7. The Chairman informed the members present that the Auditors' Report on the Annual Accounts for the Financial year ended 31<sup>st</sup> March, 2018 did not contain any qualifications, observation or adverse remark. Since there were no such qualifications, observations or adverse remark, the Auditors' Report was not required to be read.
  8. The Chairman briefly covered the items of the business as stated in the notice convening the 34<sup>th</sup> Annual General Meeting and invited the Members to raise questions, offer comments or seek - clarifications on the Annual report and accounts for the year ended 31<sup>st</sup> March, 2018 or any of the items stated in Notice of the 34<sup>th</sup> Annual General Meeting of the Company. Upon some members completing their submission, the Chairman replied to the queries of the members.
  9. The Chairman informed the members that the Company, pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2015, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India had provided the facility of e-voting to its members to enable them to exercise their right to vote on the resolutions proposed to be passed at the 34<sup>th</sup> Annual General Meeting and to cast their vote electronically. He further informed that remote e-voting was provided by CDSL and was open from 9.00 A.M. on Saturday, 15<sup>th</sup> September, 2018 till 5.00 P.M. on Monday, 17<sup>th</sup> September, 2018. The detailed E-voting procedure was also mentioned in Note No. 16 of the Notice convening the 34<sup>th</sup> Annual General Meeting.
  10. The Chairman further informed that the Company had also arranged for physical voting by ballot papers at the Annual General Meeting, for its members who had not cast their vote through remote e-voting and that M/s. Rantu Das & Associates, Company Secretary in Practice was appointed as Scrutinizer.
  11. The Chairman informed that combined result of e-voting and Ballot voting at the venue of Annual General Meeting would be announced and displayed on the website of Bombay Stock Exchange where the Company was listed, and also on the website of the Company. The results would also be put up on the Company's Notice Board at its Registered Office.
  12. The Chairman, thereafter, took up the official business of the meeting and read the Resolutions as follows:-

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**ORDINARY BUSINESS**

**ITEM NO. 1**

**ADOPTION OF THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018 AND THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THEREON.**

The resolution for item no. 1 read as follows:

**"RESOLVED THAT** the Audited Financial Statement of the Company for the year ended 31st March, 2018, comprising of the Balance Sheet as at 31st March, 2018, the Profit & Loss Account for the year ended as on that date and also the Cash Flow statement, for the year ended as on that date, and the Reports of the Auditors and Directors thereon and also the Report of Secretarial Auditors for the year ended 31<sup>st</sup> March, 2018, as circulated to the members and laid before the meeting be and are hereby considered, approved and adopted."

The Chairman requested that someone should propose the resolution and thereafter someone should second the resolution.

Mr. Nasrat Afsar (Folio No/CI Id. 10204589) proposed the Resolution.

Mr. Krishan Mohan Choudhury, Authorised Representative of M/s. Phiroja Fashion Pvt. Ltd (Folio No/CI Id. 10004240) seconded the Resolution.

**ITEM NO. 2**

**APPOINTMENT OF DIRECTOR IN PLACE OF MR. SANJAY JAIN (DIN :00167765) WHO RETIRES BY ROTATION, AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT**

The Chairman stated that Mr. Sanjay Jain retired by rotation at this Annual General Meeting in accordance with Section 152 of the Companies Act, 2013 and relevant article of the Articles of Association of the Company and being eligible, offered himself for re-appointment.

The resolution was as under.

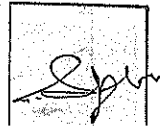
**"RESOLVED THAT** Mr. Sanjay Jain (DIN 00167765), who retires by rotation at this Annual General Meeting in accordance with the provisions of Section 152 of the Companies Act, 2013, and relevant Article of Articles of Association of the Company, and who being eligible for re-appointment, be and is hereby re-appointed as the Director of the Company whose office of Directorship will be liable to determination by retirement of Director by rotation. "

The Chairman requested that someone should propose the resolution and thereafter someone should second the resolution.

Mr. Susankar Chandra Das, Authorised Representative of M/s. Blue Bell Traders Pvt. Ltd (Folio No/CI Id. 10417594) proposed the Resolution.

Mr. Haradhan Banerjee (Folio No/CI Id. H00129) seconded the Resolution.

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**SPECIAL BUSINESS**

**ITEM NO. 3**

**REGULARISATION OF ADDITIONAL DIRECTOR, MR. VIKASH JAIN (DIN:00066691) AS DIRECTOR AND APPOINTING HIM AS INDEPENDENT DIRECTOR OF THE COMPANY.**

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

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

The Chairman requested that someone should propose the resolution and thereafter someone should second the resolution.

Mr. Subendu Das, Authorised Representative of M/s. Biosphere Vanijya Pvt. Ltd. (Folio No/CI Id. 1303450000747506) proposed the Resolution.

Mr. Haradhan Banerjee, Authorised Representative of M/s. Neelam Finvest Pvt. Ltd (1040242) seconded the Resolution.

13. The Chairman thereafter announced that all the Resolutions in the notice dated 29<sup>th</sup> May, 2018, convening the 34<sup>th</sup> Annual General Meeting were discussed. He then announced the commencement of ballot voting. He requested the Scrutinizer, and also the RTA to assist the concerned members in ballot voting. The Chairman announced that the combined results of remote voting (E-Voting) done previously and the voting by ballot at the Annual General Meeting, would be available on the Website of the Company, on the Website of Bombay Stock Exchange where the Company's shares were listed and also on the Notice Board of the Company at its Registered Office immediately after receipt of Scrutinizer's Report.
14. The Meeting concluded at 10.30 A.M. The Chairman thanked the members for their co-operation and smooth conduct of the Meeting.
15. The Results of the voting, (Remote e-voting and Ballot Voting), annexed herewith, was declared based on the report of Scrutinizer dated 19<sup>th</sup> September, 2018.

**ENTERED IN THE MINUTES BOOK ON 25<sup>th</sup> DAY OF SEPTEMBER, 2018**

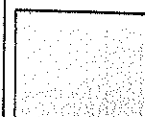
Date: 27/09/2018

Place: Kolkata

*Sanjay Jain*

CHAIRMAN

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**DECLARATION OF COMBINED RESULTS OF REMOTE E-VOTING AND BALLOT VOTING AT THE MEETING**

As per the provisions of Section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), 2015, the Company had provided the facility of Remote e-voting. The facility of Ballot Voting was provided to the members who did not cast their vote through e-voting. The Board of Directors had appointed M/s. Rantu Das & Associates, Practicing Company Secretary as the Scrutinizer for Remote e-voting and Ballot Voting.

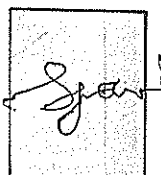
The Consolidated Results as per the Scrutinizer's Report dated 19<sup>th</sup> September, 2018 are as follows:

**A. ORDINARY BUSINESS :**

Item no. 1 - Ordinary Resolution to receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018 and the Profit & Loss Account for the Year ended as on that date and Reports of the Directors and the Auditors thereon :

	Remote E-Voting		Voting at AGM		Consolidated Voting Result		
	Number of Members Voted	Number of Share for Votes Cast	Number of Members who voted (in person or proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	37	2188855	2	300	39	2189155	99.97
Voted against of the Resolution	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid Votes	NIL	NIL	1	700	1	700	0.03

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Item no. 2- Ordinary Resolution to appoint a Director in place of Shri Sanjay Jain (DIN-00167765) who retires by rotation and being eligible, offers himself for reappointment.

	Remote E-Voting		Voting at AGM		Consolidated Voting Result		
	Number of Members Voted	Number of Share for Votes Cast	Number of Members who voted (in person or proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	37	2188855	2	300	39	2189155	99.97
Voted against of the Resolution	NIL	NIL	1	700	1	700	0.03
Invalid Votes	NIL	NIL	1	700	1	700	0.03

Item no. 3 - Ordinary Resolution to regularization of Additional Director, Mr. Vikash Jain (DIN- 00066691) by appointing him as Independent Director of the Company

	Remote E-Voting		Voting at AGM		Consolidated Voting Result		
	Number of Members Voted	Number of Share for Votes Cast	Number of Members who voted (in person or proxy)	Number of shares for votes cast	Total number of members voted	Total number of shares for votes cast	Percentage of votes to total number of votes cast
Voted in favour of the Resolution	37	2188855	2	300	39	2189155	99.97
Voted against of the Resolution	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Invalid Votes	NIL	NIL	1	700	1	700	0.03

CHAIRMAN'S INITIALS

