

**INTER STATE OIL CARRIER LIMITED**  
**CIN: L15142WB1984PLC037472**

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113, Park Street, Poddar Point, South Wing, 5<sup>th</sup> Floor, Kolkata - 700016  
Ph:033 22290588, Fax:033 22290085  
Website: [www.isocl.in](http://www.isocl.in), Email: info@isocl.in

**NOTICE OF 37<sup>th</sup> ANNUAL GENERAL MEETING**

**NOTICE:**

Notice is hereby given that the **37<sup>th</sup> Annual General Meeting** of the Members of **Inter State Oil Carrier Limited** will be held on Tuesday, the 28<sup>th</sup> September, 2021 at 1.00 P.M (IST) via two way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the Financial year ended 31<sup>st</sup> March, 2021, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Sanjay Jain (DIN: 00167765), 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 31<sup>st</sup> March, 2022.

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 for the financial year 2021-2022, as recommended by the Audit Committee of the Board and also by the Board of Directors of the Company, at their respective meetings held on 30<sup>th</sup> June, 2021, 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 33<sup>rd</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2017 till the 38<sup>th</sup> Annual General Meeting of the Company to be held in the year 2022, by the members of the Company at the 33<sup>rd</sup> Annual General Meeting held on 21<sup>st</sup> September 2017."

**SPECIAL BUSINESS**

**4. 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 the Companies (Meetings of Board & its Powers) Rules, 2014 including any modification or amendments or clarifications thereon, Regulation 23(4) of the Se-

curities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the Company be and is hereby accorded for Related Party Transactions with **M/s. Inter State Liquid Logistics Ltd**, a related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, on such terms and conditions as the Board of Directors may deem fit, for Financial Year 2021-2022, based on the expected value of transactions of Rs. 10 Crore, which is exceeding 10% of the consolidated turnover of the Company for Financial Year 2020-2021, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

#### **5. 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 the Companies (Meetings of Board & its Powers) Rules, 2014 including any modification or amendments or clarifications thereon, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modifications or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the members of the Company be and is hereby accorded for Related Party Transactions with **M/s. Fluid Truckage Pvt. Ltd**, a related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on such terms and conditions as the Board of Directors may deem fit, for Financial Year 2021-2022, based on the expected value of transactions of Rs. 5 Crore, which is exceeding 10% of the consolidated turnover of the Company for Financial Year 2020-2021, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution."

**Registered Office:**  
**113 Park Street, Poddar Point,**  
**South Wing, 5<sup>th</sup> Floor,**  
**Kolkata -700016**  
**Dated: 30<sup>th</sup> June, 2021**

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

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

**NOTES:**

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated January 13, 2021, May 5, 2020, April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue. Further, Securities and Exchange Board of India ('SEBI') vide its Circular dated January 15, 2021 and May 12, 2020 ('SEBI Circular') has also granted certain relaxations. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 37th Annual General Meeting of the Company is being held through VC/OAVM on Tuesday, 28th September, 2021 at 1.00 p.m. (IST). The proceedings of the 37th Annual General Meeting shall be deemed to be conducted at 113 Park Street, Poddar Point, South Wing, 5th Floor, Kolkata - 700016, West Bengal. Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM.
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 AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS AND SEBI CIRCULARS THROUGH VC/OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE.**
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts in respect of special business in the notice is annexed herewith. The Board of Directors have considered and decided to include the above Items 4 and 5 as given above, as Special Business in the forthcoming Annual General Meeting as they are unavoidable in nature.

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, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting are also annexed.

4. Institutional Investors, if any, who are members of the Company, are encouraged to attend the 37<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).
5. 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

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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).

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the MCA Circulars dated May 5, 2020 and SEBI Circulars dated May 12, 2020, the Notice of the AGM, instructions for e-voting along with the Annual Report for the Financial Year 2020-2021 are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The Notice convening the 37th AGM and the Annual Report 2020-2021 has been uploaded on the website of the Company at [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). The Notice is also available on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).
8. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular dated April 8, 2020, April 13, 2020, May 05, 2020 and January 13, 2021.
9. The Register of the Members and Share Transfer Books of the Company will remain closed from Wednesday, 22nd September, 2021, to Tuesday, 28th September, 2021 (both days inclusive).
10. 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.
11. 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 by visiting the link [mdpl.in/form/pan-update](http://mdpl.in/form/pan-update).
12. 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 of the Company, M/s. Maheshwari Datamatics Private Limited at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com) for assistance in this regard.

13. 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.
14. 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. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice upto the date of AGM i.e. 28/09/2021. Members seeking to inspect such documents can send an email to info@isocl.in.
15. 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 AGM.
16. 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 & Share Transfer Agent of the Company in case the shares are held by them in physical form.
17. Members are requested to intimate changes, if any, pertaining to their name, postal address, email 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.
18. **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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and the MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, 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 21<sup>st</sup> September, 2021 (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 remote e-voting on the date of the AGM will be provided by CDSL.

**A. The instructions for shareholders voting electronically are as under:**

- a. The voting period begins on 25<sup>th</sup> September, 2021 (9 a.m.) and ends on 27<sup>th</sup> September, 2021 (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 21<sup>st</sup> September, 2021 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 shareholders/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.

- 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 virtual meetings 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	<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 e-voting is in progress as per the information provided by company. On</li> </ul>

	<p>clicking the e-voting 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.</p> <ul style="list-style-type: none"> <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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers</li> </ul>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ul style="list-style-type: none"> <li>• If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),</li> </ul>

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	<p>Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> </ul> <p>After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- e. Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- i. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
  - ii. Click on “Shareholders” module.
  - iii. Now Enter your User ID  
 For CDSL: 16 digits beneficiary ID,  
 For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
 Members holding shares in Physical Form should enter Folio Number registered with the Company.



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- iv. Next enter the Image Verification as displayed and Click on Login
- v. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- vi. If you are a first time user follow the steps given below:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li></ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	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. <ul style="list-style-type: none"><li>• 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.</li></ul>

- f. After entering these details appropriately, click on "SUBMIT" tab.
- g. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- h. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- i. Click on the EVSN for the relevant "INTER STATE OIL CARRIER LIMITED" on which you choose to vote.
- j. 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.
- k. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

- l. 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.
- m. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- n. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- o. 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.
- p. **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only**
  - i. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
  - ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - iii. 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.
  - iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - v. 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.
  - vi. Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [pcs.partner@yahoo.com](mailto:pcs.partner@yahoo.com) (Scrutinizer email id) and at [info@isocl.in](mailto:info@isocl.in) (Company email id), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- q. If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.
- r. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

**B. Instructions for shareholders attending the AGM through VC/OAVM & E-voting during the meeting are as under:**

- a. The procedure for attending the AGM & Remote e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting since the meeting is being held through VC/OAVM
- b. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
- c. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- e. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- f. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@isocl.in](mailto:info@isocl.in). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [info@isocl.in](mailto:info@isocl.in). These queries will be replied to by the company suitably by email.
- h. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- i. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through remote e-Voting system available during the AGM.
- j. If any Votes are cast by the shareholders through the remote e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**C. Process for those shareholders whose email address/Mobile No. are not registered with the Company/Depositories**

**a.For Physical shareholders-** please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhaar Card) by email to Company at [info@isocl.in](mailto:info@isocl.in) and to the Registrar and Share Transfer Agent of the Company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

**b.For Demat shareholders -** Please update your email id & mobile no. with your respective Depository Participant (DP) to Company at [info@isocl.in](mailto:info@isocl.in) and to the Registrar and Share Transfer Agent of the Company at [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com).

**c. For Individual Demat shareholders** – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**D. General instruction:**

- a. The E-voting period commences from 9.00 a.m. on 25<sup>th</sup> September, 2021 and ends at 5.00 p.m. on 27<sup>th</sup> September, 2021. 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 21<sup>st</sup> September, 2021, 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.
- b. 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, in a fair and transparent manner, whose e-mail address is: pcs.partner@yahoo.com
- c. Any person, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at mdpldc@yahoo.com. However, if he/she is already registered with CDSL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
- d. The remote e-Voting module on the day of the AGM shall be disabled by the scrutinizer for voting 15 minutes after the conclusion of the Meeting.
- e. The Scrutinizer will submit his report to the Chairman or any person authorised by the Chairman after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges on which the Company's shares are listed, RTA, CDSL [www.evotingindia.com](http://www.evotingindia.com) and will also be displayed on the Company's website at [www.isocl.in](http://www.isocl.in).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 04:**

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

However, as per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliances with Regulations with the Corporate Governance provisions as specified in Regulation 23, shall not apply, in respect of -

Listed entity having Paid Up Equity Share Capital not exceeding rupees ten crores and Net Worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Since, the Paid up Share Capital of our Company is less than 10 Crores (i.e. Rs. 499,23,000) and Net Worth is less than 25 Crores (i.e. Rs. 15,00,79,711 ) as on 31.03.2021, our Company does not fall under the above provisions.

Further, Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Proviso to Section 188 of the Companies Act, 2013 further provides that nothing contained in sub-section (1) of Section 188 of the Companies Act, 2013 shall apply to any transactions entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis. The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder, the same is being sought as an abundant precautionary measure.

Inter State Liquid Logistics Limited is a related party of our Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

To ensure stability in logistics services, your Company enters into transaction(s) with Inter State Liquid Logistics Ltd (Also engaged in providing logistics services) for smooth operations of the Company.

The Company envisages that expected value of transactions with Inter State Liquid Logistics Ltd for Financial Year 2021-2022 would be Rs. 10 crore, which is likely to be more than 10% of consolidated turnover of the Company for Financial Year 2020-2021, therefore, approval of shareholders is being sought.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Inter State Liquid Logistics Ltd are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Inter State Liquid Logistics Ltd
2	Name of the Director or KMP who is related	Mr. Sanjay Jain and Mr. Shanti Lal Jain

**INTER STATE OIL CARRIER LIMITED**  
**CIN: L15142WB1984PLC037472**

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3	Nature of Relationship	Directors have significant influence
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Availing of logistics services as per requirement. Monetary value of proposed aggregate transaction(s) during financial year 2020-2021 is expected to be Rs. 10 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

The Board of Directors of the Company recommends passing of Ordinary Resolution as set out in the item no. 4 of this Notice for approval of the shareholders.

Except Mr. Sanjay Jain, Mr. Shanti lal Jain, and their relatives concerned or interested financially or otherwise, none of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**ITEM NO. 05**

As per Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the shareholders through ordinary resolution is required, if the transaction(s) to be entered into individually or taken together with the previous transaction(s) during a financial year with a related party, exceeds 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company.

However, as per Regulation 15(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliances with Regulations with the Corporate Governance provisions as specified in Regulation 23, shall not apply, in respect of -

Listed entity having Paid Up Equity Share Capital not exceeding rupees ten crores and Net Worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Since, the Paid up Share Capital of our Company is less than 10 Crores (i.e. Rs. 499,23,000) and Net Worth is less than 25 Crores (i.e. Rs. 15,00,79,711 ) as on 31.03.2021, our Company does not fall under the above provisions.

Further, Section 188 of the Companies Act, 2013 and the applicable Rules framed thereunder provides that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Proviso to Section 188 of the Companies Act, 2013 further provides that nothing contained in subsection (1) of Section 188 of the Companies Act, 2013 shall apply to any transactions entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis. All transactions entered into by the Company with Related Parties as mentioned above are in the ordinary course of business and are at arm's length basis. The Audit Committee has also given their prior omnibus approval to the transactions entered as mentioned above.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder, the same is being sought as an abundant precautionary measure.

Fluid Truckage Pvt Ltd. is a related party of our Company as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**INTER STATE OIL CARRIER LIMITED**  
**CIN: L15142WB1984PLC037472**

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To ensure stability in logistics services, your Company enters into transaction(s) with Fluid Trackage Pvt. Ltd (Also engaged in providing logistics services) for smooth operations of the Company.

The Company envisages that expected value of transactions with Fluid Trackage Pvt. Ltd for Financial Year 2021-2022 would be Rs. 5 crore, which is likely to be more than 10% of consolidated turnover of the Company for Financial Year 2020-2021, therefore, approval of shareholders is being sought.

Pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, particulars of the transaction(s) with Fluid Trackage Pvt. Ltd are as follows:

Sl.	Particulars	Remarks
1	Name of the Related Party	Fluid Trackage Pvt Ltd
2	Name of the Director or KMP who is related	Mr. Sanjay Jain
3	Nature of Relationship	Director holds significant influence
4	Nature, material terms, monetary value and particulars of the contract or arrangement	Availing of logistics services as per requirement. Monetary value of proposed aggregate transaction(s) during financial year 2020-2021 is expected to be Rs. 5 Crore.
5	Any other information relevant or important for the members to take a decision on the proposed resolution	NIL

The Board of Directors of the Company recommends passing of Ordinary Resolution as set out in the item no. 5 of this Notice for approval of the shareholders.

Except Mr. Sanjay Jain and their relatives concerned or interested financially or otherwise, none of the Directors, Key Managerial Personnel and/ or their relatives, is/ are interested or concerned, financially or otherwise in the resolution except to the extent of their shareholding in the Company, if any.

**Registered Office:**  
**113 Park Street, Poddar Point,**  
**South Wing, 5<sup>th</sup> Floor,**  
**Kolkata -700016**  
**Dated: 30<sup>th</sup> June, 2021**

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

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

**INTER STATE OIL CARRIER LIMITED**  
**CIN: L15142WB1984PLC037472**

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Details of Directors seeking appointment/ re-appointment, at the 37<sup>th</sup> Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, are as under:

<b>NAME OF DIRECTOR</b>	<b>SANJAY JAIN</b>
Date of Birth	23.02.1971
Date of Appointment on Board	31.08.1994
Qualifications	B.Com, MBA
Expertise in specific functional area	Mr. Sanjay Jain has experience of more than 27 years in Transport Industry
Disclosure of relationship with directors	Son of Mr. Shanti Lal Jain, Executive Chairman of the Company
Directorship in other Companies	-
Membership in Committees	Member of Stakeholders Relationship Committee of Inter State Oil Carrier Limited
Shareholding in the Company	4,51,344 equity shares



**ADDENDUM TO THE NOTICE OF 37<sup>th</sup> ANNUAL GENERAL MEETING OF MEMBERS OF INTER STATE OIL CARRIER LIMITED TO BE HELD ON TUESDAY, THE 28<sup>th</sup> SEPTEMBER, 2021, AT 1.00 P.M (IST) VIA TWO WAY VIDEO CONFERENCING ('VC') FACILITY OR OTHER AUDIO VISUAL MEANS ('OAVM')**

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The Members of Inter State Oil Carrier Limited may note that the Statutory Auditors of the Company M/s. Vasudeo & Associates, Chartered Accountants, vide their letter dated 14<sup>th</sup> August, 2021, tendered their resignation with immediate effect. Therefore, Item No. 3 set out in the Ordinary Business in the original notice of 37<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> June, 2021, with respect to fixation of remuneration payable to the Statutory Auditor for the Financial Year ending 31<sup>st</sup> March, 2022, becomes void and shall not be considered by the members for e-voting. The Board of Directors and Audit Committee of the Company at their meeting held on 18<sup>th</sup> August, 2021, recommended the appointment of New Statutory Auditors to fill the casual vacancy.

**Therefore, Item No. 3 in the Ordinary Business in the Original Notice of 37<sup>th</sup> Annual General Meeting dated 30<sup>th</sup> June, 2021, shall be replaced with the below mentioned resolution under Special Business as Ordinary Resolution.**

**SPECIAL BUSINESS**

**3. Appointment of Statutory Auditors to fill the casual vacancy**

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 139 (8) of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force) and upon recommendation of the Audit Committee and Board of Directors, M/s. Ranjit Jain & Co., Chartered Accountants, Kolkata, having Firm Registration No.: 322505E, be and are hereby appointed as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Vasudeo & Associates, Chartered Accountants, Kolkata, having Firm Registration No.: 319299E.”

**“RESOLVED FURTHER THAT** M/s. Ranjit Jain & Co., Chartered Accountants, Kolkata, having Firm Registration No.: 322505E, be and are hereby appointed as Statutory Auditors of the Company to hold the office from 18<sup>th</sup> August, 2021, until the conclusion of the 38<sup>th</sup> Annual General Meeting of the Company, to be held in the year 2022, at such remuneration plus applicable taxes, and out of pocket expenses, as may be mutually agreed to between the Board of Directors and the Statutory Auditors of the Company.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof), be and is hereby authorized to do all such acts, deeds, necessary, desirable or expedient to give effect to this resolution.”

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.**

**ITEM NO. 03**

The members of the Company at the 33<sup>rd</sup> Annual General Meeting held on 21st September, 2017 had approved the appointment of M/s. Vasudeo & Associates, Chartered Accountants, Kolkata, having Firm Registration No.: 319299E, as the Statutory Auditors of the Company for a term of five years till the conclusion of 38th Annual General Meeting of the Company.

M/s. Vasudeo & Associates, Chartered Accountants, Kolkata had tender their resignation as the Statutory Auditors of the Company, vide their letter dated 14.08.2021, expressing their inability to continue, due to commercial reasons, resulting in a casual vacancy in the office of the Statutory Auditors of the Company w.e.f. 14th August, 2021, as per section 139(8) of the Companies, Act, 2013.

In accordance with aforesaid provisions of the Act, the casual vacancy caused by the resignation of the Statutory Auditors shall be filled by the Board within a period of thirty days and such appointment shall also be approved by the members of the Company within three months of the recommendation of the Board.

Accordingly, based on the recommendation of the Audit Committee, and confirmation and consent received from M/s. Ranjit Jain & Co., Chartered Accountants, Kolkata, having Firm Registration No.: 322505E on their eligibility and appointment, the Board recommends to the members for the appointment of M/s. Ranjit Jain & Co., Chartered Accountants, Kolkata, as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Vasudeo & Associates, Chartered Accountants, Kolkata, subject to the approval of the members and to hold the office of the Statutory Auditors upto the conclusion of Annual General Meeting to be held in the year 2022, at such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors.

In regards to appointment of Statutory Auditors under casual vacancy, the brief profile of the Auditor is as under:

M/s. Ranjit Jain & Co., Chartered Accountants, is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India with head office at Kolkata and a branch office in Berhampore, Murshidabad, West Bengal. Over the past years, the firm has gained varied experience in the audit, taxation, assurance, and management services

Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out in Item No. 3 of the Addendum Notice for appointment and payment of remuneration to the new Statutory Auditors under Special Business.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice except to the extent of their shareholding in the Company, if any.

**Registered Office :**  
**113 Park Street, Poddar Point,**  
**South Wing, 5<sup>th</sup> Floor,**  
**Kolkata -700016**  
**Dated: 18<sup>th</sup> August, 2021**

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

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