

SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED

CIN: L15143CT1994PLC005981

Registered Office : 27/3, Jawahar Nagar, Raipur – 492001, Chhattisgarh

Phone No. +91-771-2225441 | E-mail: raheja_deep@yahoo.co.in

INDEX

S.NO.	PARTICULARS	PAGE NO.
1	Notice of AGM	1-10
2	Director's report	11-48
3.	CEO/CFO Certificate	49
4.	Declaration in respect of Code of Conduct by Board members and Senior Management	50
5.	Audit report	51-69

SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED

CIN: L15143CT1994PLC005981

Registered Office : 27/3, Jawahar Nagar, Raipur - 492001, Chhattisgarh

Phone No. +91-771-2225441 | E-mail : raheja_deep@yahoo.co.in

ANNEXURE TO THE NOTICE FOR THE 26TH ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 29TH SEPTEMBER 2016

Name & Registered Address
of Sole/First named Member:

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation-44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Thursday, 29th September 2016 at 11.30AM and at any adjournment thereof.

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The Electronic Voting Particulars are set out below:

EVEN (Electronic Voting Event Number)	USER - ID	PASSWORD
105195		

The E-voting facility will be available during the following voting period:

Remote e-Voting start on	Remote e-Voting end on
26/09/2016 at 9:00 AM (IST)	28/09/2016 at 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice of AGM before exercising your vote.

By Order of the Board
For, Shree Rajiv Lochan Oil Extraction Limited

Prakash Chand Raheja
Managing Director
DIN: 00341864
Place: Raipur
Date :

Encl: AGM Notice/ Attendance Slip / Proxy Form/ Annual Report

SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED

CIN: L15143CT1994PLC005981

Registered Office : 27/3, Jawahar Nagar, Raipur – 492001, Chhattisgarh

Phone No. +91-771-2225441 | E-mail : raheja_deep@yahoo.co.in

NOTICE OF 26TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **26th Annual General Meeting** of the Members of Shree Rajiv Lochan Oil Extraction Limited will be held on Thursday, 29th September 2016 at 11.30AM at 27/3, Jawahar Nagar, Raipur – 492001 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended on 31st March 2016, and the reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Shri Sanjay Raheja (DIN: 00285614), who retires by rotation under the provisions of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.
3. To ratify appointment of M/s. S.K. Bhamkar & Associates, Chartered Accountants (FRN: 007482C) as Statutory Auditors in accordance with provisions of section 139 and rules made there under, appointed in 25th AGM of the Company to hold office till the conclusion of 30th AGM of the Company on such remuneration as may be determined by the Board in consultation with them.

SPECIAL BUSINESS

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

“RESOLVED THAT pursuant to the provisions of section 190, 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made there under read with Schedule V of the Act, consent of the members be and is hereby accorded to the re-appoint Mr. Prakash Chand Reheja (DIN: 00341864) as Managing Director of the Company for a period of 5 years w.e.f.01st October 2014, on the terms and conditions of appointment given as under:

1. The day to day affairs of the Company shall be managed by the Managing Director.
2. He shall act under the direction, supervision and control of the Board and shall have such powers as may be determined by the Board from time to time.
3. The Managing Director shall have the powers of general conduct and management of business and affairs of the Company.
4. He shall be responsible for compliance of the applicable provisions of all statutes which are applicable to the Company.
5. The remuneration and perquisites of the Managing Director shall be such as may be decided by the Board in accordance with the provisions of the Companies Act, 2013.
6. The Managing Director shall not be subject to retirement by rotation. If he ceases to be Director of the Company, his designation as Managing Director of the Company shall immediately cease by effect to it.
7. The Managing Director shall faithfully serve the Company and use his best efforts to promote interest of the Company.

RESOLVED FURTHER THAT Directors for time being of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary to give effect the above mentioned resolution.

By the order of Board of Directors,
For, Shree Rajiv Lochan Oil Extraction Limited

sd/-
(Prakash Chand Raheja)
Director
DIN: 00341864

Date: 23/08/2016
Place: Raipur

NOTES:

1. The explanatory statement as required under section 102 of the Companies Act, 2013 is annexed with this notice.
2. **A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote in the meeting instead of himself/herself, and the proxy need not be a member of the Company.** A person can act as a proxy on behalf of not exceeding 50 members and holding in aggregate not more than 10% of the total share capital of the Company.
3. Corporate members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board resolution of the Company, authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.
5. During the period beginning 24 hours before the time fixed for the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than 3 days of notice in writing is given to the Company.
6. Members /proxies/authorized representative should bring the duly filled attendance slip enclosed herewith to attend the meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Companies Act, 2013 will be available for inspection by the members at AGM.
8. The Register of contracts or Arrangement in which directors are interested, maintained under section 189 of the Companies Act will be available for inspection by the members at AGM.

9. In case of joint holder, the signature of any one holder on proxy form will be sufficient but names of the entire joint holder should be stated.
10. The Company Registrar and Transfer Agent for its registry work (Physical and electronic) is M/s. Niche Technologies Private Limited having its Registered office at D-511, Bagree Market, 05th Floor, 71 B.R.B. Basu Road, Kolkata-700001.
11. Pursuant to provisions of section 91 of the Act, the Register of members and share transfer books will remain closed from 23/09/2016 to 29/09/2016 (both days inclusive).
12. For the convenience of members and for proper conduct of the meeting, *entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.*

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and/ or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

13. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
14. The Company does not have any unpaid/ unclaimed amount in respect of dividends which was required to be transferred to the Investor Education and Protection Fund.
15. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

16. The Notice of the AGM along with the Annual Report for 2015-16 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/ Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent.
17. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

18. Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 Regulation-44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM (remote e-voting) will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on **26th September 2016 (9:00 am)** and ends on **28th September 2016 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd September 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. **The process and manner for remote e-voting are as under:**
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; 'remote e-voting.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "**Shree Rajiv Lochan Oil Extraction Limited**".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.

- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to office.csps@gmail.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided in the Annexure or at the bottom of the Attendance Slip for this AGM (enclosed herewith).
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September 2016. A person who is not a member as on Cut Off date should treat this notice for information purpose only.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 22nd September 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or raheja_deep@yahoo.co.in .

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **Shri Brajesh R Agrawal, Practicing Company Secretary, (Membership No. 5771 and CP No. 5649)** of T-305, Dolphin Chambers, Textile Market, Pandri, Raipur has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- XIV.** The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of 'Ballot Paper' for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI.** The Results declared alongwith the report of the Scrutinizer shall be placed on the on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
- 14.** Since e-voting facility (including Ballot Forms) is provided to the Members pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, voting by show of hands are not allowed.

By the order of Board of Directors,
For, Shree Rajiv Lochan Oil Extraction Limited

sd/-

(Prakash Chand Raheja)
Managing Director
DIN: 00341864

Date: 23/08/2016
Place: Raipur

ANNEXURE TO NOTICE

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

Shri Prakash Chand Raheja was re-appointed as a Managing Director of the Company in the meeting of the Board of Directors held on 01st October 2014 to hold office for a period of five year from 01st October 2014 to 30th September 2019.

Pursuant to provisions of section 196(4) of the Companies Act, 2013 if the appointment is made by the Board of Directors than it shall be approved by the shareholders in their next general meeting.

Accordingly the matter was required to be put in the previous Annual General Meeting of the Shareholders held on 28th September 2015. But due to inadvertence it could not be presented in the previous Annual General Meeting, though intimation to stock exchange and other formality have been duly complied with.

The Management of the Company decided that the same can be present before the shareholders in the coming annual general which is going to be held on 29th September 2016.

Shri Prakash Chand Raheja has been on the Board of the Company from 28th October 2004 and providing his services to the Company since then. Mr. Prakash Chand Raheja aged 66 years, is a B.Com graduate having an experience of more than 26 years in oil industry.

The remuneration and perquisites of the Managing Director shall be such as may be decided by the Board in accordance with the provisions of the Companies Act, 2013.

The Memorandum for re-appointment of Managing Director between the Company and Shri Prakash Chand Raheja is open for inspection at the Registered office of the Company between 11.00 am to 1.00 pm on all days except Sundays and holidays, until the date of Annual General Meeting and adjournment of thereof.

Mr. Prakash Chand Raheja holds 19100 equity shares of the Company.

Shri Harish Raheja, Shri Sanjya Raheja and Smt. Kalpana Raheja may be treated interested in the proposed resolution.

He is holding directorship in Shree Tirupati Balaji Power and steel Private Limited, S.P. Buildcon Private Limited, Exotic Mining & Minerals Private Limited and Vijay Shree Fats and Oils Products Private Limited.

Shri Prakash Chand Raheja is holding membership of Audit Committee and Shareholders' Relationship Committee.

An ordinary resolution in terms as set out in item No. 04 of the accompanying notice is placed before the members in the meeting for approval.

This explanatory statement may also be regarded as a disclosure under Regulation 36(3) of SEBI (LODR) Regulations, 2015

By the order of Board of Directors,
For, Shree Rajiv Lochan Oil Extraction Limited

sd/-

(Prakash Chand Raheja)
Managing Director
DIN: 00341864

SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED

CIN: L15143CT1994PLC005981

Registered Office : 27/3, Jawahar Nagar, Raipur - 492001, Chhattisgarh

Phone No. +91-771-2225441 | E-mail : raheja_deep@yahoo.co.in

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

Folio No.	
DP ID No	
Client ID No	
Name of Member(s)	
Registered Address	
Number of shares held	

I certify that i am a member/proxy/authorized representative for the members of the Company.

I hereby record my presence of the **26TH ANNUAL GENERAL MEETING** of the Company held on Thursday, the 29th September 2016 at 11.30 a.m. at 27/3, Jawahar Nagar, Raipur - 492001.

Signature of the Member / Representative / Proxy Holder*

* Strike out whichever is not applicable