

ANNUAL REPORT
SHREE RAJIV LOCHAN OIL EXTRACITON LIMITED
FINANCIAL YEAR 2017-18

REGISTERED OFFICE

27/3, JAWAHAR NAGAR, NEAR AGRASEN CHOWK, RAIPUR-492001, CG

Board of Directors:

Shri Sajay Raheja

Shri Prakash Chand Raheja (MD)

Shri Harish Raheja

Smt. Kalpana Raheja

Shri Ravi Gulwani

Shri Jitendra Jaswani

Statutory Auditors:

S. Bhamkar & Associates

Chartered Accountants

410, 3rd Floor, Eskay Plaza

Near Anand Talkies

RAIPUR-492 001, CG

Secretarial Auditors:

Malik Nagori & Samantra

Company Secretaries

C-125, 1st Floor, Sector-1

Devendra Nagar

RAIPUR-492 001, CG

SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED

CIN: L15143CT1994PLC005981

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

Phone No. +91-7712225441 | E-mail: rajivlochan_oil@hotmail.com

DIRECTORS REPORT

[For the Financial year ended on 31st March 2018]

TO

THE MEMBERS

SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED

RAIPUR (CG)

Your Directors have pleasure in presenting Annual report of the Company together with Audited Accounts of the Company for the financial year ended on the 31st March 2018.

FINANCIAL RESULTS:

Particulars	2017-18	2016-17
Net Sales	0.00	0.00
Other Income	1198349.00	1690192.00
Total Income	1198349.00	1690192.00
Less: Total expenses	901110.74	992911.49
Profit before depreciation & Taxation	297238.26	697280.51
Less: Depreciation	87116.00	98691.00
Less: Tax expenses	54286.00	465058.66
Add: Prior period adjustment (Taxation)	0.00	0.00
Profit after taxation	155836.26	133530.85

OPERATIONAL REVIEW:

The Company has not done any business during the period under review.

DIVIDEND

Your Directors do not recommend any dividend on the equity share capital of the Company for the year ended 31st March, 2018.

TRANSFER TO RESERVE:

The Company has not transferred any amount to the reserve account during the financial year 2017-18.

CHANGES IN THE NATURE OF THE BUSINESS

There is no change in the nature of the business of the Company during the financial year.

MATERIAL CHANGES AFFECTING THE FIANCIAL POSITION OF THE COMPANY

There is no material changes occurred between 01/04/2018 up to the date of this report having effect on the financial position of the Company.

SHARE CAPITAL

The details of the share capital as on 31/03/2018 are as under:

a) Authorized Share Capital

There is no change in the authorized share capital of the Company during the year. The Authorized share capital of the Company is Rs. 45,000,000/- (Rupees Four Crore fifty lacs only) divided in to 4,500,000 equity shares of Rs. 10 each.

b) Paid-Up Share Capital

There is no change in the issued and subscribed share capital of the Company during the year. The issued and subscribed share capital of the Company is Rs. 40,930,000/- (Rupees four crore nine lacs thirty thousand only) divided in to 4,093,000 equity shares of Rs. 10 each. There is call in arrears on 2,156,000 equity shares; therefore, the paid up share capital of the Company is Rs. 3,01,50,000/- (Rupees three crore one lac fifty thousand only).

The details of other changes in share capital during the financial year are as follows:

Increase in Share Capital	Buy Back of Securities	Sweat Equity	Bonus Shares	Employees Stock Option Plan
Nil	Nil	Nil	Nil	Nil

PARTICULARS OF LOAN, GUARANTEES OR INVESTMENT

The loans given and advances made during the financial year and outstanding as at the financial year are as follows:

S. No.	Name of the entity	Amount of loan (In Rs.)
1	Haritage Buildcon Private Limited	28,50,000
2	Nikhil Finco & Properties Private Limited	10,10,712
3	Pitambara Udyog Private Limited	20,62,688
4	Alaska Infrastrcture Private Limited	44,00,000

The Company has not made any investment during the financial year. The investments already made by the Company are as follows:

S. No.	Name of the entity	Amount invested (In Rs.)
1	Vijay Shree Fats & Oil Products Private Limited	32,87,000
2	Ashriward Ispat Private Limited	10,000
3	Raipur Industrial Consultant Private Limited	1,000
4	Bagadiya Brothers Private Limited	1,00,00,000

The Company has not given any guarantee during this financial year.

STATUS OF SUBSIDIARY, JOINT VENTURE AND ASSOCIATE COMPANY

The Company does not have any other subsidiary, joint venture or associate company during the financial year ended on 31st March 2018.

BORROWINGS

The Company has not borrowed any money from its directors, shareholder, corporates, banks or financial institutions during the financial year.

PUBLIC DEPOSIT

The Company has not accepted any deposit within the ambit of the section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposit) Rule, 2014.

RELATED PARTY TRANCACTIONS

The Company has not entered into any related party transactions during the financial year.

PARTICULARS OF EMPLOYEES

The statement showing the name and other particulars of the employees of the Company as required under rule 5 (2 & 3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not required to be furnished since none of the employee of the Company has received remuneration in excess of the remuneration mentioned in the above mentioned rule 5 (2) during the financial year.

BOARD OF DIRECTORS

No change has taken place into board of directors of the Company during the financial year. The Board constitutes of 2 executive, 2 non-executive and 2 independent directors. More details are provided under the corporate governance report. In the ensuing annual general meeting Smt. Kalpana Raheja is liable to retire by rotation and seeks her re-appointment. The Board recommends the same.

DIRECTORS RESPONSIBILTiy STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- a) In the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- c) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) The directors have prepared the annual accounts on a going concern basis;
- e) The directors had laid down proper internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DIRECTORS REMUNERATION:

The Company did not pay remuneration to any of its directors during the financial year.

COMMITTEES AND POLICIES

AUDIT COMMITTEE

The Audit committee is constituted of 3 directors out of which 2 are independent directors (including its Chairman) and 1 executive director. All the members of the audit committee are financially literate. More details are given in the corporate governance report.

STAKE HOLDER RELATIONSHIP COMMITTEE

Stakeholder relationship committee comprises of 3 members Shri Jitendra Jaswani (Independent Director), Shri Ravi Gulwani (Independent Director) and Shri Prakash Chand Raheja.

NOMINATION AND REMUNERATION COMMITTEE

The Company has a nomination and remuneration committee. The committee comprises of 3 non executive directors. Shri Sanjay Raheja, Shri Jitendra Jaswani and Shri Ravi Gulwani are the members of the committee.

NOMINATION AND REMUNERATION POLICY

The Company has a policy on Directors' Appointment and Remuneration including criteria for determining qualification, positive attributes, independence of directors and other matters provided under section 178(3) of the Companies Act, 2013 is reviewed by the nomination and remuneration committee and formulated by the Board.

WHISTLE BLOWER POLICY/VIGIL MECHANISM

The Board of Directors have established 'Whistle Blower Policy' and 'Code of Conduct' for the directors & employees of the Company as required under the provisions of section 177 of the Companies Act, 2013 read with rule 7 of the Companies (Meeting of Board and its powers) Rules, 2014. The said policy has been properly communicated to all the directors and employees of the Company through the respective departmental heads and the new employees are being informed about the Vigil Policy by the Personnel Department at the time of their joining.

BOARD & COMMITTEE MEETINGS

During the financial year 5 board meetings and 4 audit committee meetings have taken place, the details of which are provided in the corporate governance report.

DECLARATION BY INDEPENDENT DIRECTOR

The Independent Directors have submitted the declaration of the independence as required pursuant to section 149(7) of the Companies Act, 2013 and regulation 25 of SEBI (LODR) Regulations, 2015 stating that they the criteria of independence as provided in the section 149(6) of the Companies Act, 2013.

BOARD EVALUATION OF THE DIRECTORS

The Nomination and Remuneration Committee has formulated criteria for evaluation of the performance of the each of the directors of the Company. On the basis of said criteria, the Board and all its committees and directors have been evaluated by the Board of the Directors and Independent Directors of the Company.

INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company has an internal control system, commensurate with the size, scale and complexity of its operations.

BUSINESS RISK MANAGEMENT

Pursuant to section 134(3)(n) of the Companies Act, 2013, at present the Company has not identified any element of risk which may threaten the existence of the Company.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO UNDER SECTION 134(3)(m) OF THE COMPANIES ACT, 2013

The Company has not carried out any business activity. Accordingly, the Company has not taken any steps for conservation of energy; neither has it made any investment for the same. Further, there was no foreign exchange earnings or outgo during the year.

AUDITORS

STATUTORY AUDITOR

Pursuant to the provisions of section 139 of the Act and the rules framed thereunder, M/s. S.K. Bhamkar & Associates, Chartered Accountants, Raipur were appointed as the statutory auditor of the Company from the conclusion of this Annual General Meeting till the conclusion of 26th Annual General Meeting of the Company, subject to ratification of their appointment at every Annual General Meeting.

SECRETRIAL AUDITOR

The Board has appointed M/s. Malik Nagori & Samantrai, Company Secretaries, Raipur, CG as the secretarial auditor of the Company for financial year . The secretarial auditor report is annexed herewith as **Annexure-A**.

The Company is not required to appoint cost auditors during the financial year.

AUDITOR'S REPORT

STATUTORY AUDITORS

There are no qualifications and adverse remark given by the statutory auditor in its statutory audit report on the financial statements of the Company for the financial year ended on and hence does not require any explanations or comments on part of the Board.

SECRETRIAL AUDITORS

The qualifications and remarks given by the secretarial auditors and reply of the Board are enclosed to this report as **Annexure-B**.

SIGNIFICANT AND MATERIAL ORDER PASSED BY THE REGULATORS OR COURT

There is no significant and material order passed by the regulators/court which would impact the going concern status of the Company.

EXTRACT OF ANNUAL RETURN UNDER SECTION 92(3) OF THE COMPANIES ACT, 2013.

The extract of Annual Return as provided under Sub-Section (3) of Section 92 read with Rule 12(1) of the Companies (Management & Administration) Rules, 2014 is attached herewith as **Annexure-C**.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at the Work Place (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (Permanent, Contractual, Temporary, Training) are covered under this Policy. However, no complaints have been received during the financial year 2017-18.

PAYMENT OF ANNUAL LISTING FEES

Shares of the Company are presently listed at Bombay Stock Exchange (BSE) and the Company has paid listing fee up to 31st March 2019 in respect of the above stock exchange.

MANAGEMENT DISCUSSION & ANALYSIS

A detailed management discussion and analysis forms part of this report as **Annexure-D**.

CORPORATE GOVERNANCE

Pursuant to regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 the regulation 17 to 27 are not applicable to the Company, because the Company does not fulfill any of the criteria specified that regulation. However, being a listed entity the Company has been following the corporate governance regimen under the then applicable listing agreement. Accordingly, a separate section on corporate governance practices followed by the Company is given as **Annexure-E**. Also, the Company is not required to obtain corporate governance certificate from auditors or secretarial auditors.

ACKNOWLEDGEMENT:

The Board of Directors takes this opportunity to express their appreciation for the support and co-operation extended by all the stakeholders. The Directors appreciate the support the Company received from auditors, bankers and Central/ State Government authorities.

For, Shree Rajiv Lochan Oil Extraction Limited

(Prakash Chand Raheja)

Managing Director

DIN: 00341864

(Harish Raheja)

Director

DIN: 00285608

Date: 25/08/2018

Place: Raipur

Form No. MR-3

[Pursuant to section 204(1) of the Companies Act, 2013 and
Rule 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2018

To,

The Members

Shree Rajiv Lochan Oil Extraction Limited

27/3, Jawahar Nagar, Raipur-492001, CG

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Shree Rajiv Lochan Oil Extraction Limited** (hereinafter called the company) CIN No L15143CT1994PLC005981. The Company is an Listed Public Limited Company under the Companies Act 1956/2013. The Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts, statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2018, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March 2018 according to the provisions of:

- 1) The Companies Act, 2013 (the Act) and the rules made thereunder;
- 2) Secretarial Standards issued by The Institute of Company Secretaries of India.
- 3) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

- 4) The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder;
- 5) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993,
 - d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company during the year under report:

- a) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
 - b) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;
 - c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - d) The Securities and Exchange Board of India (Employees Stock Option Scheme & Employees Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
- 6) The provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder were not applicable to the Company during the year under review.

During the period under review the Company has generally complied with the applicable provisions of the Act, Rules, Regulations, Guidelines, Standard as mentioned above, subject to following observations:

1. In absence of sufficient documentary evidence , we are not in a position to make any comments on following matters

SEBI (LODR) Regulations, 2015

Regulation 36 – Whether annual report for financial year ended on 31/03/2017 despatched to all shareholders or not.

2. *The Company has made following non-compliances in relation to matters specified below*

A. Companies Act, 2013

- a) Section 203 - the Company was required to appoint Company secretary and Chief financial officer. However, same were not appointed by the Company till 31st March 2018. The non-appointment also results in non-compliance with the applicable provisions of the Act and SEBI regulations which require certain reports and statements to be signed by CS/ CFO.
- b) Section 138 - As the Company is a listed entity so Company was required to appoint internal Auditor till 30th June 2014. However, the same was not appointed by the Company till 31st March 2018.

B. SEBI (LODR) Regulations, 2015:

- a) Regulation 6 - Compliance officer of the Company is not a Company Secretary.
- b) Regulation 7(3) – The compliance certificate was not being filed during the financial year. However, as on date of this report the same was submitted with the stock exchange.
- c) Regulation 46 – The Company has a website, however details required under the regulations are not updated.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took during the period under review were carried out in compliance with the provision of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. As per minutes of the meetings, the decisions of the Board were taken unanimously.

We further report that there does not exist adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the compliances by the Company of applicable financial laws, tax laws has not been reviewed in this audit because the same is already subject to review by statutory auditors and other designated professionals.