

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

NOTICE OF 29TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the **29th Annual General Meeting** of the Members of Shree Rajiv Lochan Oil Extraction Limited will be held on Monday, 23rd September 2019 at 11.00 AM at 27/3, Jawahar Nagar, Raipur – 492001 to transact the following business:-

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statement (standalone) of the Company for the financial year ended on 31st March 2019, and the reports of the Board of Directors and Auditor thereon.
2. To appoint a Director in place of Smt Sanjay Raheja (DIN: 05109882), who retires by rotation under the provisions of the Companies Act, 2013 and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **Appointment of Shri Harish Raheja as Managing Director:**
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 Sections 164, 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof and subject to such approvals as may be necessary, approval of the members of the company be and is hereby accorded to the appointment of Shri Harish Raheja (DIN: 00285608) as a Managing Director of the Company, in place of Shri P.C. Raheja (DIN: 00341864) for a period of five years commencing from 01/10/2019 and ending on 30/09/2024, on the terms and conditions including remuneration as set out in draft agreement submitted to this meeting and initialed by the Chairman for the purpose of identification, which agreement be and is hereby approved and sanctioned with the authority to the Board of directors of the Company to alter and vary the terms and conditions of the said appointment and/or agreement in such manner as the Board may deem fit and as may be acceptable to Shri Harish Raheja.

Resolved further that Shri Harish Raheja (DIN: 00285608) in the capacity of Managing Director will be entrusted with among others the powers, authorities, functions, duties, responsibilities by Board of Directors of the Company, from time to time.

Resolved further that the approval of the members of the Company be and is hereby accorded to continuation Shri P.C. Raheja (DIN: 00341864) on board of directors of the Company as an Executive Director.

Resolved further that the Board of directors of the company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid resolution.”

4. **Appointment of Shri C.N. Murty as an Independent Director:**

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

“**Resolved that** pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Shri C.N. Murty (08288043), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 01/01/2019 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Shri C.N. Murty as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director (non-executive) of the Company up to 31/12/2023, not liable to retire by rotation.

Resolved further that the Board is hereby authorised to fix the sitting fees and any commission payable to independent directors.”

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

(Prakash Chand Raheja)
Director
DIN: 00341864

Date: 09/08/2019
Place: Raipur

NOTES TO THE NOTICE 29TH AGM OF SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED:

1. 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.
2. 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.
3. 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.
4. 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.
5. Members /proxies/authorized representative should bring the duly filled attendance slip enclosed herewith to attend the meeting.
6. 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.
7. 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.
8. 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.
9. 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 3A Auckland Place, 7th Floor, Room No. 7A & 7B, Kolkata 700017.
10. Pursuant to provisions of section 91 of the Act, the Register of members and share transfer books will remain closed from 17/09/2019 to 23/09/2019 (both days inclusive).

11. 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
12. 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.
13. 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.
14. 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.
15. The Notice of the AGM along with the Annual Report for financial year ended on 31st March 2019 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.
16. 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.

17. 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 20th September 2019 (9:00 am) and ends on 22nd September 2019 (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 16th September 2018, 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@mnsocs.in 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 16th September 2019. 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. 16th September 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or rajivlochan_oil@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.** **Malik Nagori & Samantrai, Company Secretaries** of C-10, 1st Floor, Opp. Roopjeevan Hospital, Sai Vihar Colony, Raipur (CG)-492001 have 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 along with 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

(Prakash Chand Raheja)
Managing Director
DIN: 00341864

Date: 09/08/2019
Place: Raipur

**ANNEXURE TO NOTICE
EXPLANATORY STATEMENT TO NOTICE OF 29TH AGM OF THE COMPANY**

ITEM NO. 3

Shri Harish Raheja is an executive director in the Company since 06/09/2004, and the Board is of opinion that it will be in the interest of the Company to designate him as Managing Director of the Company in place of Shri P.C. Raheja, the present Managing Director. Shri P.C. Raheja has shown his unwillingness to continue as Managing Director after expiry of his tenure on 30/09/2019. The Board however is of opinion that Shri P.C. Raheja continues as an executive director on the Board.

The present principal terms of appointment and remuneration of Shri Harish Raheja as Managing Director are as follows:

1. Salary: NIL
2. Commission: NIL
3. Perquisites, allowance and other benefits: NIL
4. Minimum Remuneration: NIL

Notwithstanding anything to the contrary herein contained, where in any financial year, the company has no profits or its profits are inadequate, the company will pay Shri Harish Raheja, the Managing Director of the company, the remuneration by way of salary, perquisites and allowances as specified above subject to the approval of the Central Government, where required. The Managing Director shall be entitled to reimbursement of expenses actually incurred by him for the business of the company. He shall not be paid any sitting fees for attending meetings of the Board or Committee thereof.

Shri Harish Raheja shall not be liable to retire by rotation. The resolution is recommended for your approval.

Copies of the Memorandum and Articles of Association of the company, draft agreement to be entered into between the company and Shri Harish Raheja duly approved by the Board, and all other relevant documents and papers are open for inspection at the Registered Office of the company between 11 a.m. to 6 p.m. on any working day prior to the date of the meeting. The same will be placed before the meeting and is subject to the approval of the shareholders and other approvals, if any, as may be necessary.

None of the directors of the company is concerned or interested in the resolution except to the extent of their shareholding in the Company.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on 31/12/2018, appointed Shri C.N. Murty (08288043), as an Independent Director (Additional, Non-executive) of the Company w.e.f. 01/01/2019, in terms of Section 161 and 149 read with Schedule IV of the Companies Act, 2013; and will vacate office at this Annual General Meeting. In order to draw upon his rich experience in the domain of finance, accounts and compliances, the Board recommends continuation of Shri C.N. Murty as an independent director. Your Board considers that Shri C.N. Murty's association with the Company would benefit the Company.

Declaration has been received that the criteria of Independence prescribed under Section 149 of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 is met by him/her. Your Board is also of the opinion that Shri C.N. Murty fulfils the conditions specified in the Act and the Rules thereunder for his appointment as Independent Director and that he is independent of the management of the Company.

Notice under Section 160 of the Act has been received from Shri Hiranand Raheja proposing his appointment as Director of the Company. Requisite consent, pursuant to Section 152 of the Act, has been filed by Shri C.N. Murty to act as Director, if appointed.

None of the Directors, Key Managerial Personnel of the Company, or their relatives, is interested in this resolution.

The Board recommends this resolution for your approval.

For, Shree Rajiv Lochan Oil Extraction Limited

(Prakash Chand Raheja)

Director

DIN: 00341864

Date: 09/08/2019

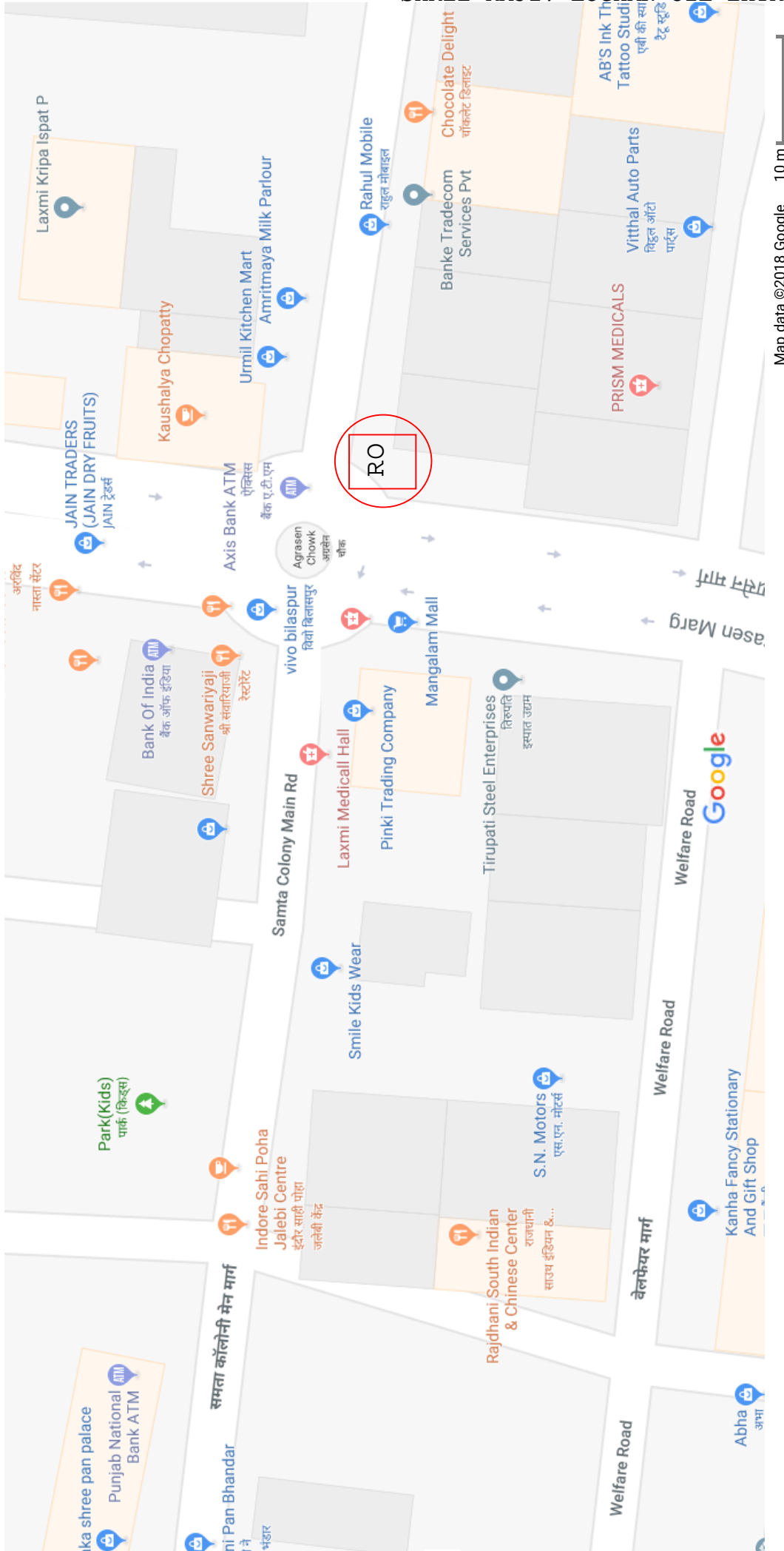
Place: Raipur

ANNEXURE

Particulars of Directors seeking appointment / reappointment/ Retiring by Rotation at the ensuing Annual General Meeting (In Pursuance of Regulation 36(3) of Listing Regulations and SS-2:

A	NAME	SHRI SANJAY RAHEJA	SHRI HARISH RAHEJA	SHRI C.N. MURTY
B	Brief resume			
	i) Age	35 year	39 years	57 years
	ii) Qualification	Graduation	Graduation	Graduation
	iii) Experience in specific functional area	Management, Oil sector, Real estate	Management, Oil sector, Real estate	Accounts, Finance and Compliance
	iv) Date of Appointment on the Board of the Company	06/09/2004	06/09/2004	01/01/2019
C	Terms and conditions of appointment or re-appointment	As per terms of original appointment	As per the resolution at Item No. 3 of the Notice convening Annual General Meeting dated 09/08/2019 read with explanatory statement thereto	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting dated 09/08/2019 read with explanatory statement thereto
D	Remuneration last drawn (including sitting fees for FY 2018-19, if any) (per annum)	NIL	NIL	NIL
E	Remuneration proposed to be paid	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act	Sitting Fees & Commission shall be paid within the prescribed limits laid under the Act
F	Nature of expertise in specific functional areas	More than 15 years of experience in management and consultation	More than 15 years of experience in Management	Over 2 decades of experience in accounting, finance and compliance
G	Name(s) of other Listed entities in which the person holds the Directorship	NIL	NIL	NIL

A	NAME	SHRI SANJAY RAHEJA	SHRI HARISH RAHEJA	SHRI C.N. MURTY
H	*Chairman/Member of the Committee of the Board of Directors of the Company	NIL	NIL	1. Stakeholders Relationship Committee* 2. Audit Committee* 3. Nomination and Remuneration Committee*
I	*Chairman/ Member of the Committee of the Board of Directors of other Companies in which he is a Director.	NIL Not holding directorship in any other company	NIL Not holding directorship in any other company	NIL Not holding directorship in any other company
J	No. of Shares of Rs. 10/- each held by the Directors	10000	15000	NIL
K	Relationship with Directors inter-se (As per Section 2(77) of the Companies Act, 2013 read with The Companies (Specification of definitions details) Rules, 2014	Son of Shri P.C. Raheja	None	None
L	No. of Board Meetings held/ attended during the year	7/7	7/7	7/1* Appointed w.e.f. 01/01/2019



SHREE RAJIV LOCHAN OIL EXTRACTION LIMITED
Form No. MGT-11

Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	L15143CT1994PLC005981
Name of the Company:	Shree Rajiv Lochan Oil Extraction Limited
Registered office:	27/3, Jawahar Nagar, Raipur-492001, Chhattisgarh

Name of the Member(s):	
Registered address:	
E-mail Id:	
Folio No/ Client Id:	
DP ID:	

I/ We being the member of Shree Rajiv Lochan Oil Extraction Limited, holding _____ shares, hereby appoint

1. Name: _____

Address: _____

E-mail Id: _____

Signature: _____, or failing him

2. Name: _____

Address: _____

E-mail Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 29th Annual General Meeting of members of the Company, to be held on Monday, 23rd September 2019 at 11.00 AM at 27/3, Jawahar Nagar, Raipur – 492001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

- 1) Adoption of standalone audited financial statements for FY 2018-19;
- 2) Appointment of director in place of Shri Sanjay Raheja, director retiring by rotation;
- 3) Appointment of Shri Harish Raheja as Managing Director in place of Shri P.C. Raheja;
- 4) Appointment of Shri C.N. Murty as Independent Director.

Signed this _____ day of September 2019.

Affix revenue
stamp here

Signature of Shareholder	
Signature of Proxy holder(s)	

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.

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	
Shareholder/ Proxy/ Authorized representative	
Number of shares held	
Mobile no. & Email id	

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

I hereby record my presence of the **29th Annual General Meetingj** of the Company held on Monday, 23rd September at 11.00 a.m. at 27/3, Jawahar Nagar, Raipur – 492001.

 Signature of the Member / Representative / Proxy Holder*

* Strike out whichever is not applicable