# RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

**35th Annual Report**

**2014-15**

**SP-825, ROAD NO.14, V.K.I. AREA, JAIPUR-302013**

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# RAJASTHAN CYLINDERS AND C ONTAINERS LIMITED
## 35th Annual Report

| | |
|---|---|
| **BOARD OF DIRECTORS** | AVINASH BAJORIA (Din No. 01402573) — Managing Director<br>RAGHUNANDAN JALAN (Din No. 00966229) — Director<br>PRATAP KUMAR MONDAL (Din No. 06730854) — Director<br>PREETANJALI BAJORIA (Din No. 01102192) — Addl Director<br>MANOJ KUMAR CHOUDHARY (Din No. 00131556) — Addl Director |
| **COMPANY SECRETARY** | ANISHA JAIN |
| **CFO** | SURESH JAIN |
| **BANKERS** | CENTRAL BANK OF INDIA<br>ANAND BHAWAN<br>S.C. ROAD<br>JAIPUR-302001. |
| **AUDITORS** | S.S.SURANA & CO..<br>C-94 Lal Kothi Scheme<br>Jaipur 302015 |
| **REGISTRAR & SHARE TRANSFER AGENT** | BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD.<br>BEETAL HOUSE, 3RD FLOOR, 99, MADANGIR,<br>BEHIND LOCAL SHOPPING CENTRE,<br>NEAR DADA HARSUKHDAS MANDIR<br>NEW-DELHI -110062<br>Tel. No. 011-29961281 Fax No. 011-29961284<br>Email- beetal@beetalfinancial.com |
| **FACTORY & REGISTERED OFFICE** | SP-825, ROAD NO. 14,<br>VISHWAKARMA INDUSTRIAL AREA,<br>JAIPUR-302013 |
| EMAIL | info@bajoriagroup.in |
| WEBSITE | www.bajoriagroup.in |
| CIN No. | L28101RJ1980PLC002140 |

# RAJASTHAN CYLINDERS AND CONTAINERS LTD

## REGISTERED OFFICE : SP 825 ROAD NO. 14 V.K.I. Area Jaipur 302013

## NOTICE

Notice is hereby given that the Thirty Fifth Annual General Meeting of **M/S RAJASTHAN CYLINDERS AND CONTAINERS LTD** will be held on Tuesday, September 29th, 2015 at 11.00 A.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur – 302013, to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

2. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass , with or without modification(s), the following resolution as **Ordinary Resolution** :

"**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and the Rules made there under, pursuant to the recommendation of Audit Committee of Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on September 30, 2014, the appointment of M/s. S.S. Surana & Co., Chartered Accountants (ICAI Registration No.001079C) who hold office till the conclusion of 40th Annual General Meeting of the Company be and is hereby ratified for the year 2015-16 at such remuneration as shall be fixed by the Board of Directors of the Company. "

**SPECIAL BUSINESS:**

**3.** To appoint Mr. Manoj Kumar Choudhary(holding DIN 00131556) as an Independent Director and in this regard 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there-under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and clause 49 of the Listing Agreement, Mr. Manoj Kumar Choudhary (holding DIN 00131556), who was appointed as an Additional Director of the Company by the Board of Directorspursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a noticein writingunder Section 160 of the Companies Act, 2013from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company uptoMarch 29, 2020, not liable to retire by rotation."

**4.** To appoint Mrs.PreetanjaliBajoria (holding DIN 01102192) as a Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** Mrs. PreetanjaliBajoria (holding DIN: 01102192 ), who was appointed as an Additional Director of the Company by the Board of Directors with effect from March 30, 2015 in terms of Section 161 (1) of the Companies Act, 2013 and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

**5.** To appoint Mrs. Preetanjali Bajoria (holding DIN:01102192) as a Whole-Time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V of the Companies Act, 2013 and subject to requisite approval of Central Government, wherever required, the consent of the company be and is hereby accorded to the appointment of Mrs. PreetanjaliBajoria as the " Whole Time Director" of the company, liable to retire by rotation for the period of 3 years with effect from October 1, 2015, upon the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the notice convening this Annual General Meeting."

**"RESOLVED FURTHER THAT** the Board of Directors (which shall deem to include Nomination and Remuneration Committee of the Board) be and is hereby authorized to vary or increase the remuneration from time to time to the extent the Board of Directors may deem appropriate, provided that such variation or increase, as the case may be, does not exceed the limits specified in Schedule V to the Companies Act, 2013."

**"RESOLVED FURTHER THAT** in the event of inadequacy or absence of profit in any financial year, Mrs. PreetanjaliBajoria shall be paid the same remuneration,but subject to the limit, if any prescribed under Companies Act, 2013 from time to time."

**"RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

**6.** To adopt the new set of Articles of Association of Companyand in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company."

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto."

**7.** To increase in remuneration of Mr. AvinashBajoria, Managing Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution :**

"**RESOLVED THAT** in partial modification of the resolution at item no.4 passed by the Members at the 33rd Annual General Meeting of the Company held on September 30, 2013 approving the appointment and the terms of remuneration of Mr. AvinashBajoria, Managing Director with effect from 15th October, 2013 for the period of 3 years and pursuant to the provisions of Section 196, 197, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force)("the Act") read with Schedule V to the said act and subject to the approval of the Central Government and such other authorities if required, consent of the Company be and is hereby accorded to the revision in remunerationofMr.AvinashBajoria, Managing Director from Rs. 50,000 to Rs. 1,50,000 per monthin the event of inadequacy of profits for the remaining period of his tenure w.e.f. 1st October, 2015 to 14th October, 2016 with powers to the Board to alter, amend, vary and modify the terms and conditions of the said remuneration payable as it may deem fit in such manner as may be agreed upon by the Board and Mr. AvinashBajoria in terms of the Act or any statutory amendment(s) and/or modification(s) and/or re-enactment(s) theretofrom time to time, provided that such variation or increase, as the case may be, does not exceed the limits specified in Schedule V to the Companies Act, 2013."

**"RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things and execute all such deeds, documents, writings and the like as the Board in its sole and absolute discretion may deem fit, necessary, expedient, desirable, appropriate or proper.

By order of the Board
For Rajasthan Cylinders And Containers Ltd

Sd/-

Place: Jaipur
Date: August 13, 2015

(AvinashBajoria)
Managing Director
DIN No. : 01402573

**Registered Office:**

SP-825, Road No.14,

VKI Area, Jaipur-302013.

CIN No. L28101RJ1980PLC002140

## IMPORTANT NOTES:

**1.** The Register of Members and the Share Transfer books of the Company will remain closed from September 25th, 2015 to September 29th, 2015 (both days inclusive) for annual closing.

**2.** The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

   The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith.

4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send the company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

5. Members / Proxies are requested to bring their duly filled attendance slip along with their copy of Annual Report to the meeting.

6. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change in their address or bank mandates immediately to the Company/Company's Registrar and Share Transfer Agent, M/s BEETAL Financial & Computer Services Pvt. Ltd. , BEETAL HOUSE, 3rd Floor, 99, Madangir, Behind LSC, New Delhi – 110062.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. 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 M/s Beetal Financial & Computer Services Pvt. Ltd. /Company.

8. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice.

9. The Notice of AGM alongwith the Annual Report 2014-15 is being sent by electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. Members may also note that the Notice of the Thirty Fifth Annual General Meeting and the Annual Report for the financial year 2014-15 will also be available on the Company's websitewww.bajoriagroup.infor their download. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in permitted mode.

10. As mandated under Companies Act, 2013,Members who have not registered their email address are requested to register the same with their concerned Depository Participants or the Company at info@bajoriagroup.in or the Registrar And Share Transfer Agent for receiving all communication from the company electronically. A form for updating email Id's with the company for receiving the Notices and other documents at their email address is also enclosed.

11. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the company during business hours on all working days upto the date of Annual General Meeting.

12. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

13. Members desirous of seeking any information relating to accounts and operations of the Company are requested to address their queries to the Company Secretary at least 10 days in advance of the meeting to enable the Company to keep the information ready.

14. Non-Resident Indian members are requested to inform the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.

15. **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and clause 35 B of listing agreement, the Company is pleased to provide to its members facility to exercise their right to vote on the resolutions proposed to be passed in the Meeting by electronic means and the business may be transacted through such voting. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("Remote E-voting").

The facility for voting through poll shall be made available at the Annual General Meeting 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 poll.
The members who have cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

The Company has engaged the services of M/s Beetal Financial & Computer Services Pvt. Ltd. and Central Depository Services Limited (CDSL) to provide the e-voting facility.

## PROCEDURE FOR REMOTE E-VOTING -

**The instructions for members for remote voting are as under:-**
**(A) In case of members receiving e-mail:**

(i) Log on to the e-voting website www.evotingindia.com

(ii) Click on "Shareholders" tab.

(iii) Now, select the "COMPANY NAME" i.e. "RAJASTHAN CYLINDERS AND CONTAINERS LIMITED "from the drop down menu and click on "SUBMIT"

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,
b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

| | **For Members holding shares in Demat Form and Physical Form** |
|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)<br>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.<br>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.<br>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field. |

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN of Rajasthan Cylinders And Containers Limited which is 150813007 on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to https://www.evotingindia.com and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

(xix) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

**(B) In case a Member receiving a physical copy :**

Please follow all the steps from Sl. No. (i) to Sl. No. (xix) above to cast vote.

**(C) Other Instructions :**

(i) The voting period begins on Saturday, September 26, 2015 at 9:00 a.m. and ends on Monday, September 28, 2015 at 5:00 pm. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date(record date ) being September 23, 2015, may cast their vote electronically and a person who is not a member as on the cut-off date should treat this Notice for information purposes only.The e-voting module shall be disabled by CDSL for voting thereafter i.e. at the end of Remote e-voting period, the e-voting facility shall forthwith be blocked.

(ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on September 23, 2015.

(iii) Mr. Arun KumarShrivastav,Chartered Accountant in practice (Membership No. 411224) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(iv) The Scrutinizer shall immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make not later than three days of the conclusion of meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same. The Chairman or any other person authorised by the Chairman, shall declare the result of the voting forthwith.

(v) The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.bajoriagroup.inand on the website of service provider www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the stock exchanges where the shares of the company are listed.

## EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

**Item No. 3**

Mr. Manoj Kumar Choudhary was appointed as an Additional Director of the company under the category of Non – Executive Independent Directorwith effect from March 30, 2015 as per the terms of Section 161(1) of Companies act, 2013 and as per the provisions, the term of his office will expire at this ensuing Annual General Meeting.

The company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013**f**rom the memberalongwiththe deposit of requisite amount proposing the candidature of Mr. Manoj Kumar Choudhary for the office of Director of the Company.

The Company has received from Mr. Manoj Kumar Choudhary, a certificate to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act.

The Company has received a declaration from Mr. Manoj Kumar Choudhary that he meets the criterion of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and the clause 49 of the Listing Agreement.

And in the opinion of the Board, Mr. Manoj Kumar Choudharyfulfils the conditions specified in the Act and the Rules framed thereunder for his appointment as an Independent Director.Mr.Manoj Kumar Choudhary is independent of the management and possess appropriate skills, experience and knowledge. Accordingly, the Board recommends the resolutions in relation to appointment of Mr. Manoj Kumar Choudhary as an Independent Director, for the approval by the shareholders of the Company. As per Section 149 of the Companies Act, 2013, he is not liable to retire by rotation.

The terms and conditions of appointment of Mr. Manoj Kumar Choudhary as an Independent Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Manoj Kumar Choudhary is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

**Item No. 4& 5**

Mrs. PreetanjaliBajoria was appointed as an Additional Director of the company by the Board of Directors with effect from March 30, 2015, pursuant to Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. As such, Mrs. PreetanjaliBajoria hold office as a Director upto the date of ensuing Annual General Meeting and is eligible for appointment as Director. Notice under Section 160 has been received from a member indicating his intention to propose Mrs. PreetanjaliBajoria for the office of Director at the ensuing Annual General Meeting.

Mrs. PreetanjaliBajoria (Born on 25.12.1973) is spouse of Mr. AvinashBajoria, Managing Director of the company. She has been associated with the company as an employee since many years. Hence, in view of her vast knowledge and experience, the board is of the opinion that for smooth and efficient running of the business, the services of Mrs. PreetanjaliBajoriawill be available to the company. In terms of the provisions of Companies Act, 2013 and Articles of Association of the Company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held onAugust 12, 2015 and August 13, 2015 respectively,approved the appointment of Mrs. PreetanjaliBajoria as Whole-Time Director, who shall retire by rotation on the terms and conditions including remuneration as mentioned hereunder –

The material terms of appointment and remuneration are given below :-

1. Tenure : Three years with effect from October 1, 2015

2. Salary Comprising
i) Basic Salary : At the rate not exceeding Rs. 75,000/- per month with an authority to the Board to increase from time to time in accordance with and within limits specified in Schedule V of the Act as amended from time to time.
ii) Commission and Performance linked incentive:
On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at the rate to be determined by the Board of Directors from time to time, provided that the total remuneration including salary and perquisites along with the commission paid to the Directors shall not exceed the limit laid down under Companies Act, 2013 read with Schedule V of the Act.
iii) Perquisites
1. In addition to the Remuneration as stated above, Mrs. PreetanjaliBajoria shall be entitled, as per the Rules of the Company to perquisites like :
a. Rent – free furnished accommodation or House Rent Allowance in lieu thereof subject to maximum of 50 % of Basic Salary.
b. Reimbursement of Medical Expenses subject to a limit of one month basic Salary per annum. Insurance premium on policy for medical and hospitalization for self and family which shall not exceed Rs. 25000/-.
c. Personal Accident Insurance Premium, the premium of which shall not exceed Rs. 15,000/- per month.
d. Leave Travel Allowance for self and family once a year.
e. Education Allowance for children, whether abroad or in India.
f. Subscription to clubs.
g. Car with driver for use in Company's business and for personal use.
h. Provision of telecommunication facilities.
i. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
j. Following perquisites which shall not be included in the computation of ceiling on remuneration specified above :

- Gratuity on the basis of 15 days salary for each year completed service, as per the rules of the company.
- Encashment of leave at the end of the tenure in accordance with the rules of the company.
- Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.

Other Terms :
a. She shall be entitled to reimbursement of expenses actually and properly incurred by her for the business of the company.
b. She shall not be paid any sitting fees for attending the Board Meetings or committee thereof.

The information as required under proviso (iv) to Clause B of Part II of Schedule V of the Act are given hereunder –

<table>
<tr><td colspan="4">I. GENERAL INFORMATION</td></tr>
<tr><td>1</td><td>Nature of Industry</td><td colspan="2">Manufacturer of LPG Cylinders, Valves, Regulators and filling of LPG Gas</td></tr>
<tr><td>2</td><td>Date or expected date of commencement of commercial production</td><td colspan="2">The Company was incorporated in the year 1980 and is already in commercial production for long.</td></tr>
<tr><td>3</td><td>In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus</td><td colspan="2">Not Applicable</td></tr>
<tr><td>4</td><td>Financial performance based on given indicators</td><td colspan="2"><table>
<tr><td>Financial Parameters</td><td colspan="3">Years</td></tr>
<tr><td></td><td>2014-15</td><td>2013-14</td><td>2012-13</td></tr>
<tr><td>(Rs./Lakhs)</td><td></td><td></td><td></td></tr>
<tr><td>Turnover</td><td>50,46,77,874</td><td>683,177,825</td><td>602,518,322</td></tr>
<tr><td>Net Profit /(Loss)</td><td>(1,08,39,418)</td><td>97,865</td><td>1,566,192</td></tr>
<tr><td>Amount of dividend paid</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
<tr><td>Rate of dividend paid</td><td>Nil</td><td>Nil</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>5</td><td>Foreign investments or collaborations, if any</td><td colspan="2">Nil</td></tr>
<tr><td colspan="4">II. INFORMATION ABOUT THE APPOINTEE</td></tr>
<tr><td>1</td><td>Background details</td><td colspan="2">Mrs .PreetanjaliBajoria is a graduate and she has been associated with the company since many years. She is having vast experience and expertise in manufacturing industry.</td></tr>
<tr><td>2</td><td>Past Remuneration</td><td colspan="2"><table>
<tr><td>Organization</td><td>Period</td><td>Total Amount</td></tr>
<tr><td>Rajasthan Cylinders And Containers Ltd.</td><td>1.4.2014 to 31.03.2015<br>1.4.2013 to 31.03.2014<br>1.4.2012 to 31.03.2013</td><td>5,50,000<br>6,00,000<br>6,50,000</td></tr>
</table></td></tr>
<tr><td>3</td><td>Recognition or awards</td><td colspan="2">Nil</td></tr>
<tr><td>4</td><td>Job profile and his suitability</td><td colspan="2">She is looking after day to day operations of the company, thereby managing business in an efficient manner since many years.</td></tr>
<tr><td>5</td><td>Remuneration proposed</td><td colspan="2">Proposed remuneration as approved by the Nomination and Remuneration Committee & Board of Directors at their meeting held on 12.08.2015 and 13.08.2015 respectively subject to approval as may be necessary from Central Government and others, if any.</td></tr>
</table>

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|---|---|---|
| | | **Period**1.10.2015 to 30.09.2018<br>Item Description Rs./PM Rs./PA<br><br>Basic Salary 75,0009,00,000<br><br>Plus other perquisites and benefits as given in the explanatory statement. |
| 6 | Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin) | Her remuneration is either at par or less then the remuneration drawn by persons of similar qualification and experience in the industry. |
| 7 | Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any. | Mr. AvinashBajoria, Managing Director is related with Mrs. PreetanjaliBajoria. |
| III. OTHER INFORMATION | | |
| 1 | Reasons of loss or inadequate profits | The major reasons for inadequate profits are :-<br>1. Increase in cost of various inputs.<br>2. Invariable orders from the oil marketing Companies.<br>3. Government policies and location disadvantage due to one NDP (Net Delivery Price) for whole of the India. |
| 2 | Steps taken or proposed to be taken for improvement | The company is continuously taking up the matter with its customers for revision in the prices so as to offset the increased input costs.<br>Rationalising the production facilities to reduce the cost.<br>Control and reduction of controllable expenses. |
| 3 | Expected increase in productivity and profits in measurable terms. | Company mainly sell its product to the Oil Marketing Companies. The consistent flow of the orders from them with revision in the prices corresponding to increase in input cost could result in the better financial performance of the Company. |
| IV DISCLOSURES: As required, the information is provided under Corporate Governance part of Directors' Report. | | |

The brief resume of Mrs. PreetanjaliBajoria is given under the details of directors seeking appointment/ re-appointment as required under clause 49 of the listing agreement with the stock exchange.

Pursuant to the provisions of Companies Act, 2013, the aforesaid appointment and terms of remuneration are subject to the approval of members in the ensuing Annual General Meeting. Accordingly, the Board recommends the passing of special resolution as set out in the Item No. 5 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mrs. PreetanjaliBajoria, Mr.AvinashBajoria and their relatives is deemed to be concerned or interested in the resolution set out at Item No. 4 & 5.

**Item No. 6**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of Companies Act, 2013 including the rules framed there under.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. The proposed draft Articles of Association is available on the company's website at www.bajoriagroup.in for perusal by the shareholders.

None of the Directors or Key Managerial Personnel and the relatives, are concerned or interested, financially or otherwise in this resolution.

The Board commends the Special Resolution set out at Item No. 6 for the approval of Members.

**Item No. 7**

Mr.AvinashBajoriais the promoter of the Company and was appointed as Managing Director of the company at 33rd Annual General Meeting of the Members of the company held on September 30, 2013, for the period of 3 years commencing from October 15, 2013. In terms of the provisions of Companies Act, 2013 and Articles of Association of the Company and after considering his previous experience in the company, the Nomination and Remuneration Committee of the Board and the Board of Directors have, at their meeting held on August 12, 2015 and August 13, 2015 respectively have approved the revision of remuneration of Mr. AvinashBajoria, Managing Director from Rs. 50,000 to Rs. 1,50,000 per month for the remaining period of his tenure w.e.f. October 1, 2015 to October 14, 2016, subject to the approval of shareholders in the Annual General Meeting.

The information as required under proviso (iv) to Clause B of Part II of Schedule V of the Act are given hereunder -