



**RAJASTHAN CYLINDERS AND CONTAINERS LTD**

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**38th Annual Report**

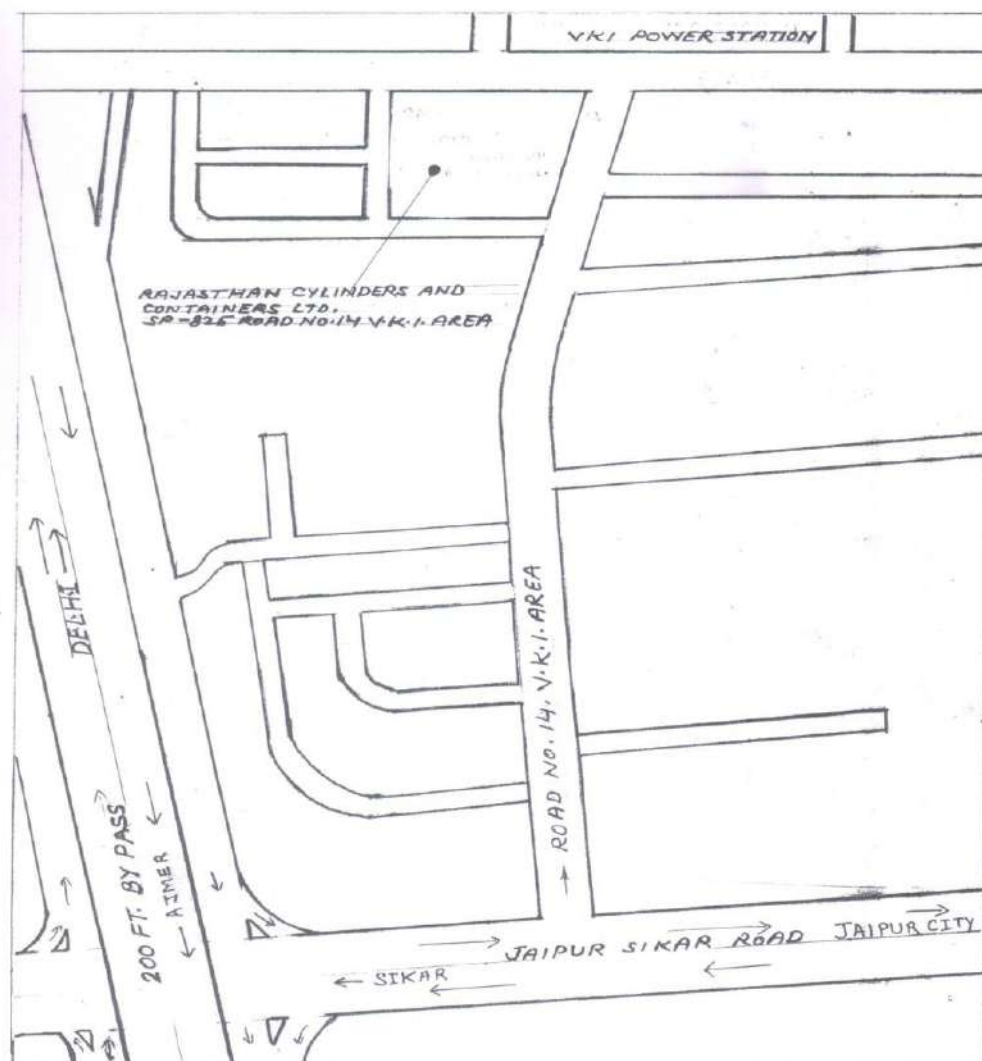
**2017-18**

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

### **Route Map to the AGM Venue**

**Venue: SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur-302013**



**Landmark : VKI Power Station**

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**RAJASTHAN CYLINDERS AND CONTAINERS LTD**  
**38th ANNUAL REPORT**

<b>BOARD OF DIRECTORS</b>	AVINASH BAJORIA (DIN No. 01402573) Managing Director RAGHUNANDAN JALAN (DIN No. 00966229) Director PRATAP KUMAR MONDAL (DIN No. 06730854) Director PREETANJALI BAJORIA (DIN No. 01102192) Whole-Time Director RAFAT ALI (DIN No. 08197811) Additional Director AMIT VASHISHATHA (DIN : 07190917) Additional Director
<b>COMPANY SECRETARY</b>	ANISHA JAIN
<b>CFO</b>	SURESH JAIN
<b>BANKERS</b>	KOTAK MAHINDRA BANK LTD
<b>AUDITORS</b>	S.S. SURANA & CO. E-285, LAL KOTHI SCHEME JAIPUR-302015
<b>REGISTRAR &amp; SHARE TRANSFER AGENT</b>	BEETAL FINANCIAL & COMPUTER SERVICES PVT. LTD. BEETAL HOUSE, 3rd FLOOR, 99, MADANGIR, BEHIND LOCAL SHOPPING CENTRE, NEAR DADA HARSUKHDAS MANDIR NEW DELHI -110062 Tel No. 011-29961281 Fax no. 011-29961284 E-mail - beetal@beetalfinancial.com
<b>FACTORY &amp; REGISTERED OFFICE</b>	SP-825, ROAD No. 14, VISHWAKARMA INDUSTRIAL AREA, JAIPUR-302013
<b>E-MAIL</b>	<a href="mailto:info@bajoriagroup.in">info@bajoriagroup.in</a>
<b>WEBSITE</b>	<a href="http://www.bajoriagroup.in">www.bajoriagroup.in</a>
<b>CIN No.</b>	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 Eighth Annual General Meeting of **M/S RAJASTHAN CYLINDERS AND CONTAINERS LTD** will be held on Saturday, September 29<sup>th</sup>, 2018 at 2.00 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur – 302013, to transact the following business:

**ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended March 31, 2018 and the reports of Board of Directors ("the Board") and Auditors thereon.

**SPECIAL BUSINESS:**

2. To appoint Mr. Rafat Ali (holding DIN 0008197811) 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, 150, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactments thereof and any rules made thereunder, for the time being in force, Mr. Rafat Ali (holding DIN 0008197811), who has been appointed as an Additional Director of the Company w.e.f. August 14, 2018 pursuant 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 notice in writing 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 Non- Executive Independent Director of the Company for the period of 5 years i.e. upto August 13, 2023, whose office is not liable to retire by rotation."

3. To appoint Mr. AmitVashishatha (holding DIN 07190917) 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, 150, 152 read with Schedule IV and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR/Listing Regulations), including any statutory modifications or re-enactments thereof and any rules made there under, for the time being in force, Mr. AmitVashishatha (holding DIN 07190917), who has been appointed as an Additional Director of the Company w.e.f. August 14, 2018 pursuant 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 notice in writing 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 Non- Executive Independent Director of the Company for the period of 5 years i.e. upto August 13, 2023, whose office is not liable to retire by rotation."

4. To re-appoint Mrs. PreetanjaliBajoria (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 **Special Resolution** :

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the members of the company be and is hereby accorded to the re-appointment of Mrs. PreetanjaliBajoria (DIN : 01102192 ) as Whole - Time Director of the company, liable to retire by rotation for the further period of 3 (three) years with effect from October 01, 2018 upon the existing terms and conditions as well as remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting

**RESOLVED FURTHER THAT** the Board of Directors (which shall deem to include Nomination and Remuneration Committee of the Board) be and is hereby authorised to alter and vary the terms and conditions of the said re-appointment and/or 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 under Schedule V to the Companies Act, 2013 or any statutory modification or re-enactment thereof."

**"RESOLVED FURTHER THAT** in the event of inadequacy or absence of profit in any financial year, Mrs. PreetanjaliBajoria shall be paid the same remuneration as the minimum remuneration."

**"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

Sd/-

(AvinashBajoria)

Managing Director

DIN No. : 01402573

Place: Jaipur

Date: August 14, 2018

**Registered Office:**

SP-825, Road No.14,

VKI Area, Jaipur-302013.

CIN No. L28101RJ1980PLC002140

TEL: 91-141-2331771-2; FAX: 91-141-2330810

E-mail: [info@bajoriagroup.in](mailto:info@bajoriagroup.in) ; Website: [www.bajoriagroup.in](http://www.bajoriagroup.in)

**IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, September 24<sup>th</sup>, 2018 to Saturday, September 29<sup>th</sup>, 2018 (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. The relevant details as required under Regulation 36(3) of SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") of the person seeking appointment as Director under item 2,3 and 4 of the notice are also annexed.
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 to 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 / Authorised Representatives 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 or any other change 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 or any other change immediately to the Company/Company's Registrar and Share Transfer Agent, M/s BEETAL Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3<sup>rd</sup> Floor, 99, Madangir, Behind LSC, New Delhi – 110062.
7. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the M/s Beetal Financial & Computer Services Pvt. Ltd. /Company by sending a duly signed letter alongwithself attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit the copy of bank passbook/statement attested by the Bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
8. Members of the company had approved the appointment of M/s S.S. Surana & Co., Chartered Accountants as the Statutory Auditors of the company at the Annual General Meeting held on September 30, 2014 which is valid till the conclusion of 40<sup>th</sup> Annual General Meeting of the company. In accordance with the Companies Amendment Act, 2017, enforced on May 7, 2018 by Ministry of Corporate Affairs, the appointment of Statutory Auditors is not required to be ratified at every AGM.
9. The Notice of AGM along with the Annual Report 2017-18 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 Eighth Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website [www.bajoriagroup.in](http://www.bajoriagroup.in) for their download. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in permitted mode. Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit the same in the AGM of the company.
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](mailto:info@bajoriagroup.in) or the Registrar And Share Transfer Agent for receiving all communication from the company electronically.
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 up to 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 as per the Register of Members of the company 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. The route map showing directions to reach the venue of Thirty – Eighth Annual General Meeting is annexed.
16. **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 Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to provides 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 Resolution(s) passed by Members through e-voting is /are deemed to have been passed as if they have been passed at AGM.

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](http://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](http://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) <ul style="list-style-type: none"> <li>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.</li> <li>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. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
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. <ul style="list-style-type: none"> <li>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 as mentioned in instruction (iv).</li> </ul>

- (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 **180817030** 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) **Shareholders can also cast their vote using CDSL's mobile app m-voting available for Android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non-individual Shareholders and Custodians
  - Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians 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](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodians, if any in the 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 e-voting period begins on Wednesday, September 26, 2018 at 9:00 a.m. and ends on Friday, September 28, 2018 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 22, 2018 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. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (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 22, 2018. 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 meeting.
- (iii) Mr.Arun Kumar Shrivastav, 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 along with the Scrutinizer's Report shall be placed on the Company's website [www.bajoriagroup.in](http://www.bajoriagroup.in) and on the website of service provider [www.evotingindia.com](http://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.

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

**Item No. 2**

Mr. Rafat Ali is appointed as an Additional Director of the company under the category of Non – Executive Independent Director with effect from August 14, 2018 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 from the member proposing the candidature of Mr. Rafat Ali for the office of Director of the Company.

The Company has received from Mr. Rafat Ali, 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. Rafat Ali that he meets the criterion of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

And in the opinion of the Board, Mr. Rafat Ali fulfills the conditions specified in the Act and the Rules framed thereunder for his appointment as an Independent Director. Mr. Rafat Ali is independent of the management and possess appropriate skills, experience and knowledge. Accordingly, the Board recommends the ordinary resolutions set out in Item No. 2 of the Notice 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. Rafat Ali 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. Rafat Ali is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

**Item No. 3**

Mr. Amit Vashishtha is appointed as an Additional Director of the company under the category of Non – Executive Independent Director with effect from August 14, 2018 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 from the member proposing the candidature of Mr. Amit Vashishtha for the office of Director of the Company.

The Company has received from Mr. Amit Vashishtha, 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. Amit Vashishtha that he meets the criterion of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

And in the opinion of the Board, Mr. AmitVashishathafulfils the conditions specified in the Act and the Rules framed there under for his appointment as an Independent Director. Mr. AmitVashishatha is independent of the management and possess appropriate skills, experience and knowledge. Accordingly, the Board recommends the ordinary resolution as set out in Item No. 3 of the Notice 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. AmitVashishatha 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. AmitVashishatha is concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

#### **Item No. 4**

Mrs.PreetanjaliBajoria is the promoter of the company and was appointed as Whole Time Director, liable to retire by rotation for the period of 3 years w.e.f. October 01, 2015 at 35<sup>th</sup> Annual General Meeting of the members of the company held on September 29, 2015. However, taking into account her long business experience and for the efficient running of the business, it is considered necessary that the services of Mrs. PreetanjaliBajoria should be available to the company for further periods. Hence, in accordance with the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company at its meeting held on August 14, 2018, has subject to approval of shareholders, re-appointed Mrs. PreetanjaliBajoria as the whole time Director of the company for the further period of 3 years with effect from October 1, 2018 on the following existing terms and conditions:-

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

1. Tenure : Three years with effect from October 1, 2018

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 –

I. GENERAL INFORMATION					
1	Nature of Industry	Manufacturer of LPG Cylinders, Valves, Regulators and filling of LPG Gas			
2	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1980 and is already in commercial production for long.			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators	Financial Parameters	Years		
			2016-17	2015-16	2014-15
		(Rs./Lakhs)			
		Turnover	77,57,85,143	54,27,50,666	50,46,77,874
		Net Profit /(Loss)	80,07,923	(17,87,717)	(1,08,39,418)
		Amount of dividend paid	Nil	Nil	Nil
		Rate of dividend paid	Nil	Nil	Nil
5	Foreign investments or collaborations, if any	Nil			
II. INFORMATION ABOUT THE APPOINTEE					
1	Background details	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.			
2	Past Remuneration	Organization	Period	Total Amount	
		Rajasthan Cylinders And Containers Ltd.	1.4.2016 to 31.03.2017	9,75,000	
			1.4.2015 to 31.03.2016	4,75,000	
			1.4.2014 to 31.03.2015	5,50,000	
3	Recognition or awards	Nil			
4	Job profile and his suitability	She is looking after day to day operations of the company, thereby managing business in an efficient manner since many years.			
5	Remuneration proposed	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.			
		Period1.10.2018 to 30.09.2021			
		Item Description Rs./PM Rs./PA			
		Basic Salary 75,0009,00,000			



		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 than 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.
<b>III. OTHER INFORMATION</b>		
1	Reasons of loss or inadequate profits	The major reasons for inadequate profits are :- 1. Increase in cost of various inputs. 2. Invariable orders from the oil marketing Companies. 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. Rationalising the production facilities to reduce the cost. 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.
<b>IV DISCLOSURES: As required, the information is provided under Corporate Governance part of Directors' Report.</b>		

The brief resume of Mrs. PreetanjaliBajoria is given under the details of directors seeking appointment/ re-appointment as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the provisions of Companies Act, 2013, the aforesaid re-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. 4 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.

**Details of Directors Seeking Appointment/Re-appointment at the Forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 and Clause 1.2.5 of the Secretarial Standards -2]**

**Mr.Rafat Ali**

Mr. Rafat Ali (DIN:- 0008197811) (Born on 25/02/1980) aged 38 years is Non-Executive Independent Director of the company. He is appointed as an Additional Director under the category of Non-Executive Independent Director w.e.f. August 14, 2018. He is a graduate by qualification. After considering his vast knowledge and expertise in marketing field, the Nomination and Remuneration committee and the Board of the Directors of the company at their meeting held on August 10, 2018 and August 14, 2018 respectively, approved his appointment as Non-Executive Independent Director of the company. Mr. RafatAli, is not related with any other director, key managerial personnel of the company. He is not liable to retire by rotation.

• Companies other than Rajasthan Cylinders And Containers Limited	
• Mr. Rafat Ali holds the directorship	None
• Membership /Chairmanship of committees of other public companies	NIL
• No. Of shares held in the company	NIL
• No. Of Board Meeting attended during the year in the company	NIL

**Mr.AmitVashishatha**

Mr. AmitVashishatha (DIN:- 07190917) (Born on 24/10/1978) aged 39 years is Non-Executive Independent Director of the company. He is appointed as an Additional Director under the category of Non-Executive Independent Director w.e.f. August 14, 2018. He is a graduate in Bachelor of Arts (B.A.). After considering his vast knowledge and expertise in marketing field, the Nomination and Remuneration committee and the Board of the Directors of the company at their meeting held on August 10, 2018 and August 14, 2018 respectively, approved his appointment as Non-Executive Independent Director of the company. Mr. AmitVashishatha, is not related with any other director, key managerial personnel of the company. He is not liable to retire by rotation.

• Companies other than Rajasthan Cylinders And Containers Limited	
• Mr. AmitVashishatha holds the directorship	None
• Membership /Chairmanship of committees of other public companies	NIL
• No. Of shares held in the company	NIL
• No. Of Board Meeting attended during the year in the company	NIL

**Mrs. PreetanjaliBajoria**

Mrs. PreetanjaliBajoria (DIN:-01102192) (Born on 25/12/1973) aged 44 years is the whole time director of the company. She was appointed as an Additional Director under the category of Non-Executive Promoter Director w.e.f. March 30, 2015. She is a graduate by qualification. After considering her long business experience and expertise in manufacturing industry, the Nomination and Remuneration committee and the Board of the Directors of the company at their meeting held on August 10, 2018 and August 14, 2018 respectively, approved her re-appointment as whole time director of the company, liable to retire by rotation for the period of three (3) years w.e.f. October 01, 2018 subject to the approval of shareholders in the ensuing Annual General Meeting of the company. Except Mr. AvinashBajoria, spouse of Mrs.PreetanjaliBajoria, she is not related with any other director, key managerial personnel of the company. For details regarding the remuneration drawn by her, please refer to the corporate governance report.

• Companies other than Rajasthan Cylinders And Containers Limited	Kindled Hearts Developers
• Mrs. PreetanjaliBajoria holds the directorship	Private Limited
• Membership /Chairmanship of committees of other public companies	NIL
• No. Of shares held in the company	1,49,900
• No. Of Board Meeting attended during the year in the company	7

Place : Jaipur  
Date: August 14, 2018

**Registered Office:**  
SP-825, Road No.14,  
VKI Area, Jaipur-302013.  
CINNo.L28101RJ1980PLC002140  
TEL: 91-141-2331771-2; FAX: 91-141-2330810  
E-mail:[info@bajoriagroup.in](mailto:info@bajoriagroup.in) ; Website: [www.bajoriagroup.in](http://www.bajoriagroup.in)

By order of the Board  
Sd/-  
(AvinashBajoria)  
Managing Director  
DIN No. : 01402573



## DIRECTORS' REPORT

**Dear Members,**

Your Directors are pleased to present this Thirty Eighth Annual Report together with the audited annual accounts of the company for the financial year ended March 31, 2018.

### 1. Financial Performance

The highlights of the financial position for the year as compared to the corresponding period in the previous year are given below:

Particulars	Standalone		Consolidated	
	FY 2017-18 (Rs. In Lacs)	FY 2016-17 (Rs. In Lacs)	FY 2017-18 (Rs. In Lacs)	FY 2016-17 (Rs. In Lacs)
Surplus/(Loss) before Depreciation (A)	41.39	168.32	41.39	168.32
Less: Depreciation (B)	(55.89)	45.77	(55.89)	45.77
Net Surplus/(Loss) from Operations (A-B)	(14.5)	122.55	(14.5)	122.55
Less : Adjustment for Income Tax	7.07	13.78	7.07	13.78
Less : Deferred Tax Liability	5.35	28.69	5.35	28.69
TOTAL	(26.92)	80.08	(26.92)	80.08
Other Equity	2,177.14	2,256.37	2,642.08	2,850.74

### 2. Performance and Prospects for the current year

Company's performance during the year 2017-18 was sub-due and its profit before depreciation and tax was lower to Rs. 41.39 lakhs as compare to Rs. 168.32 lakhs during previous year 2016-17. The main reasons for lower profit before depreciation and tax is due to under- utilization of capacity.

Company supply the Cylinders to the Government owned Oil Marketing Companies (OMCs) i.e. IOCL, BPCL and HPCL on the basis of tender floated by them. These OMCs determined the order quantities on the basis of past supply. During the year 2017-18 these OMCs floated the tender for supply of 540 lakhs cylinder with deviation in the past practice and reserved the 40% quantity for Eastern region and balance 60% quantity allotted to the remaining three regions i.e. north, south and west. On the basis of this tender condition the OMCs allocated this 60% quantity to the manufacturers of these three regions based on their past supply. This has resulted into lower order from OMCs during the year 2017-18.

During the year company was also expecting better flow of orders from OMC on account of the Central Government's Pradhan Mantri Ujjwala Yojana (scheme) which aims to provide the free LPG connections to the women belonging to BPL (below poverty line) families in the country, but due to reservation of 40% supply from the eastern region company received less orders from OMCs. Another reason for lower production is that with the implementation of GST w.e.f. 01.07.2017 the Oil Marketing Companies (OMCs) took very long time in finalization of procedure for supply of cylinders and valves by the manufacturer to their various filling stations in India. This has not only affected the pending supplies against the orders received prior to implementation of GST but it causes the delay in release of fresh orders for supply of cylinders and valves by OMCs.

The OMCs / Government have now withdrawn this supply restriction in the tender and placing the orders as per the earlier procedure. Company expect that the order position in current Financial Year i.e. 2018-19 will improve.

In case of Valve the Company is operating at optimum level. However due to lower orders of the Cylinders to the units located in north and west regions the demand of the Valve was also lower from secondary market. Due to political conditions the flow of orders for valves from Nepal also dried up during the year. During the year company has not manufactured any Regulator due to non-viability. However, it has option to manufacture in future once the demand for same improve and company get the better price realization.

### 3. Operations:

**Production and Sales:** During the year the production of Cylinders and Valves were 2,28,709 Nos. and 34,78,481 Nos. as compared to the production of 3,99,541 Nos. and 49,99,261 Nos. respectively during the previous year. There was no production of regulators during this financial year. Gross Sales during the year was recorded as Rs. 5,816.18 lacs as against Rs. 8,625.77 lacs in the previous year.

### 4. Dividend:

In order to preserve the funds for further diversification, the Board of Directors of the Company has decided not to recommend payment of dividend for the financial year 2017-18.

### 5. Transfer to Reserve

The entire net profit of the Company for FY 2017-18 is retained as surplus. The Company has not proposed to transfer any amount to any reserve.

### 6. Share Capital

The paid up equity share capital of the company as on March 31, 2018 was Rs. 3,36,15,950/- .During the year under review, the authorised and paid – up share capital of the Company remain unchanged. The Company has not issued shares with differential voting rights neither granted stock options nor sweat equity shares during the year.

### 7. Board of Directors & Key Managerial Personnel

In accordance with the provisions of Companies Act, 2013 including amendments, if any, and the Articles of Association of the Company, Mrs. Preetanjali Bajoria, Whole Time Director of the company whose term expires on September 30, 2018, is proposed to be re-appointed on the Board of Directors of the company for the further period of 3 years w.e.f. October 01, 2018. Further, Mrs. Preetanjali Bajoria is liable to retire by rotation.

During the year under review, the shareholders at the 37<sup>th</sup> Annual General Meeting of the company held on September 29, 2017 approved the regularization of Mr. Ravi Modi (DIN:-07902162) as an Independent Director of the company for the period of five years i.e. upto August 09, 2022.

Further, in the Board Meeting held on May 30, 2018, Mr. Ravi Modi resigned from the Board of Directors of the company w.e.f. May 28, 2018 due to some personal reasons.

During the year, pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Mr. Rafat Ali and Mr. Amit Vashishtha were appointed as Additional Directors of the company w.e.f. August 14, 2018 under the category of Non-Executive Independent Director and they will hold office upto the date of ensuing Annual General Meeting.

In terms of Section 149, 152, Schedule IV and other applicable provisions if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors can hold office for five consecutive years on the Board of Directors of your company and are not liable to retire by rotation. Accordingly, the Nomination and Remuneration Committee recommended the appointment of Mr. Rafat Ali and Mr. Amit Vashishtha as Independent Directors of the company for five consecutive years with effect from August 14, 2018 to August 13, 2023, not liable to retire by rotation.

The declaration has been received by Mr. Rafat Ali and Mr. Amit Vashishtha that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Rafat Ali and Mr. Amit Vashishtha fulfil the conditions specified in the Companies Act, 2013 and rules made thereunder for their appointment as Independent Directors of the company and are independent of the management.

The company has received notices under Section 160 of Companies Act, 2013 proposing the appointment of Mr. Rafat Ali and Mr. Amit Vashishtha.

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before the members for approval at the ensuing Annual General Meeting. The brief resume of the aforesaid Directors and other information have been detailed in the Notice.

During the year under review, there is no change in the Key Managerial Personnel of the company. The following persons act as the Key Managerial Personnel of the company pursuant to Section 2(51) and Section 203 of the Act, read with rules framed there under :-

1. Mr. Avinash Bajoria, Managing Director, 2. Mrs. Preetanjali Bajoria, Whole Time Director, 3. Ms. Anisha Jain, Company Secretary, 4. Mr. Suresh Kumar Jain, Chief Financial Officer

### 8. Statutory Auditor

M/s S.S. Surana & Co., Chartered Accountants, were appointed as Statutory Auditors of your Company at the 34<sup>th</sup> Annual General Meeting to hold office till the conclusion of 40<sup>th</sup> Annual General Meeting to be held in the year 2020. Further as per the provisions of Section 40 of Companies (Amendment) Act, 2017,

proviso of Section 139 (1) of Companies Act, 2013 which states that the appointment of Statutory Auditors of the company shall be placed for ratification by the members at every Annual General Meeting have been omitted w.e.f. May 7, 2018. Accordingly, the ordinary resolution for ratification of appointment of statutory auditor has not been proposed in the ensuing Annual General Meeting of the company. However, the Company has received aneligible certificate from the auditors in accordance with the provisions of Section 141 of the Companies Act, 2013 for the financial year 2018-19.

#### 9. Secretarial Auditor

Pursuant to the provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 the company has appointed Mr. Mayur Sanghi , a Practising company Secretary to undertake the Secretarial Audit of the company. The report of the Secretarial Audit in Form MR 3 for the financial year ended March 31, 2018 is annexed herewith as Annexure Vto this Directors' report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

#### 10. Director's Comment on Auditors Qualification in Auditors Report

The observations in the Auditor's report have been dealt with by making relevant notes in the Accounts and following comments /clarifications are given below:-

In the opinion of management, the loans given to M/S Ankur Drugs and Pharma Limited is good and recoverable as the Company has filed its claim with Official Liquidator.

#### 11. Corporate Governance

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the corporate governance requirements set out by SEBI. The Report on Corporate Governance as stipulated under the SEBI Listing Regulations, 2015 forms an integral part of this Annual Report. Further, as required by Regulation 34 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on corporate governance is enclosed as Annexure V to this Directors' Report.

#### 12. Management Discussion and Analysis Report

Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 (2) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is presented in a separate section forming part of the Annual Report.

#### 13. Listing of Equity Shares

The equity shares of the company are listed with BSE Ltd. The requisite annual listing fee has been paid to the Stock Exchanges.

#### 14. Fixed Deposits

Your company has not accepted any deposits from the public in the year under review. Therefore, it is not required to furnish information in respect of outstanding deposits under Non-banking, Non financial Companies (Reserve Bank) Directions, 1966 and Companies (Accounts) Rules, 2014.

#### 15. Consolidated Financial Statements

The consolidated financial statements of the company for the financial year ended March 31, 2018 are prepared in compliance with the applicable provisions of the Act, Accounting Standards and as prescribed by SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of the company, its associate companies, as approved by their respective Board of Directors.

Further, In accordance with the notification issued by the Ministry of Corporate Affairs, the Company has adopted Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 with effect from April 01, 2017. These financial statements comprising of Balance Sheet, Statement of Profit and Loss (including Other Comprehensive Income), Statement of Cash Flows and Statement of Changes in Equity for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards ("Ind AS") as prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### 16. Committees of the Board

Currently there are three Board Committees, namely –

- **Audit Committee :-**  
The Audit Committee comprises Mr.RaghuNandanJalan (Chairman) and Mr.Pratap Kumar Mondal (Member)as other member. All the recommendations made by the Audit Committee were accepted by the Board.
- **Nomination And Remuneration Committee**  
The Nomination and Remuneration Committee comprises Mr.Pratap Kumar Mondal (Chairman) and Mr.RaghuNandanJalan (Member)as other member.
- **Stakeholders' Relationship Committee**  
The Stakeholders' Relationship Committee comprises Mr.Pratap Kumar Mondal (Chairman) and Mr.RaghuNandanJalan (Member) as other member.

#### 17. Number of meetings of the Board

The Board met seven times during the financial year 2017-18, the details of which are given in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the time period prescribed under the Companies Act, 2013 and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 as amended from time to time.

#### 18. Declaration by Independent Directors

The company has received necessary declaration from each Independent Director under Section 149 (7) of the Companies Act, 2013, that he/she meets the criterion of independence laid down in Section 149 (6) of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### 19. Policy on Directors' Appointment and Remuneration

The policy of the company on Directors' appointment and remuneration, including criterion for determining qualifications, positive attributes, independence of a Director and other matters, as required under sub – section (3) of Section 178 of Companies Act, 2013 is available on our website [www.bajoriagroup.in](http://www.bajoriagroup.in) and further pursuant to Section 178 (4)(c) of Companies (Amendment) Act, 2017, salient features of the said policy is annexed as Annexure IVto the Directors' Report.

#### 20. Re-appointment of Directors

As per the provisions of Section 152 of Companies Act, 2013, every company shall have at least 2/3<sup>rd</sup> rotational directors of the total number of Directors of the company for the time being in force. However, this section further provides that Independent Directors shall not be liable to retire by rotation and shall not be included in total number of director for this purpose. At present, your company does not have such directors who shall retire by rotation at annual general meeting. However, in order to comply with the provisions of Companies Act, 2013, your company is in the process to induct few more directors who shall be liable to retire by rotation.

#### 21. Particulars of loans, guarantees or investments

Details of loans, guarantees and investments made during the financial year 2017-18 under Section 186 of Companies Act, 2013 are as follows :-

Name of Entity	Relation	Amount (Rs.)	Particulars of loans, guarantees and investments	Purpose for which the loans, guarantees and investments are proposed to be utilised
GaneshKripa Land Developers Pvt Ltd.	Group Company	20,00,000	Loan	Business purpose
Protect VanijaPvt. Ltd.	Group Company	30,00,000	Loan	Business Purpose
Beetle tie –up Pvt. Ltd.	Associate	2,00,000	Investment in Equity	Business purpose

#### 22. Particulars of Contracts or Arrangements made with related parties

All contracts/arrangements/transactions entered by the company during the financial year with related parties were in the ordinary course of business and on an arms' length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the company on materiality of related party transactions. Accordingly, the disclosure of Related Party Transactions as required under Section 134 (3) (h) of the Companies Act, 2013 in Form AOC -2 is not applicable.