



**RAJASTHAN CYLINDERS AND CONTAINERS LTD**

**39th Annual Report**

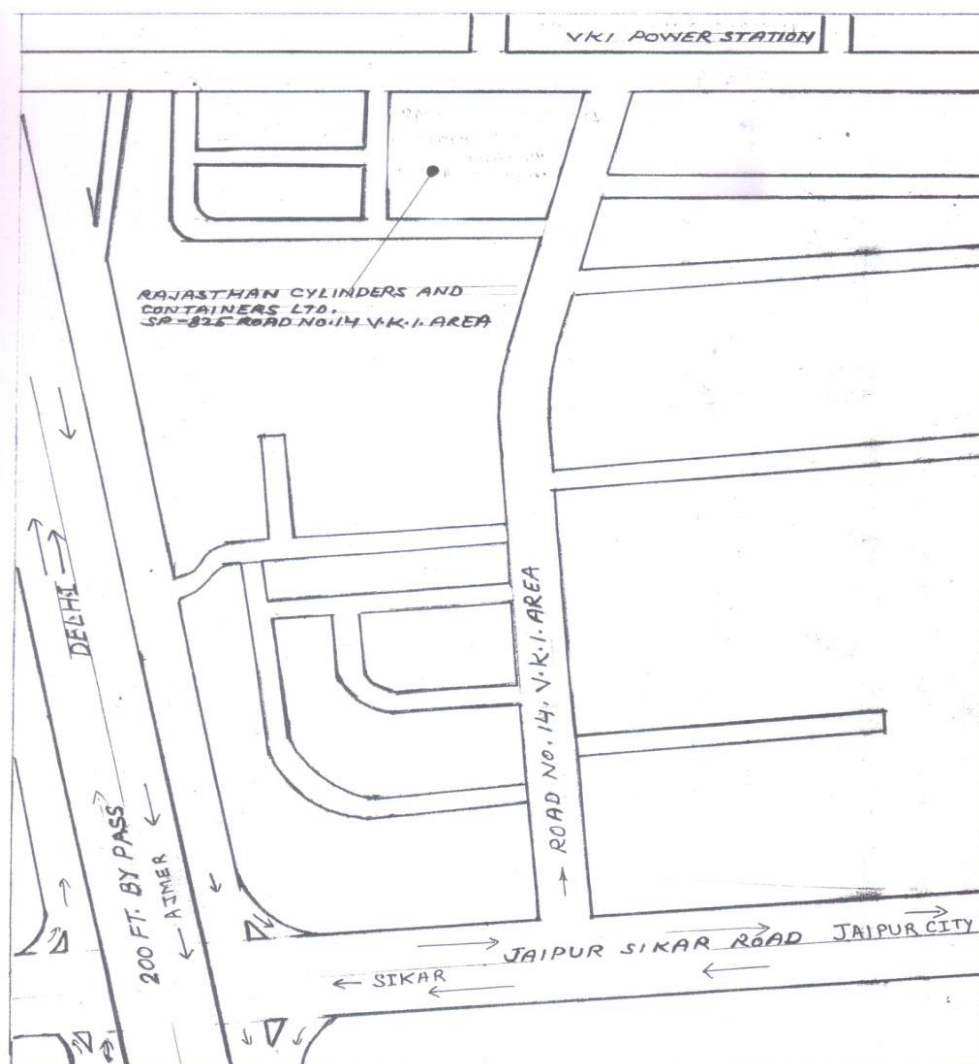
**2018-19**

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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**  
**39th ANNUAL REPORT**

<b>BOARD OF DIRECTORS</b>	AVINASH BAJORIA (DIN No. 01402573) Managing Director PREETANJALI BAJORIA (DIN No. 01102192) Whole-Time Director PRATAP KUMAR MONDAL (DIN No. 06730854) Independent Director RAFAT ALI (DIN No. 08197811) Independent Director AMIT VASHISHATHA (DIN : 07190917) Independent Director
<b>COMPANY SECRETARY</b>	ANISHA JAIN
<b>CFO</b>	RAMAWTAR SHARMA
<b>BANKERS</b>	KOTAK MAHINDRA BANK LTD
<b>AUDITORS</b>	Chopra Vimal & Co. E-479, Navkar, Lal Kothi Scheme, Janpath, 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



**REGISTERED OFFICE: SP-825, ROAD NO. 14, V.K.I. Area, Jaipur-302013**

## NOTICE

Notice is hereby given that the Thirty Ninth Annual General Meeting of **M/S RAJASTHAN CYLINDERS AND CONTAINERS LTD** will be held on Thursday, September 26<sup>th</sup>, 2019 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 consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended March 31, 2019 and the reports of Board of Directors ("the Board") and Auditors thereon.

2. To appoint a Director in place of Mrs. Preetanjali Bajoria (holding DIN : 01102192), who retires by rotation and being eligible offers herself for re-appointment.

Explanation : Under the terms of her appointment, Mrs. Preetanjali Bajoria is subject to retirement by rotation, Mrs. Preetanjali Bajoria was re-appointed as Whole Time Director of the company w.e.f. October 01, 2018 for the period of 3 years at the 38<sup>th</sup> Annual General Meeting of the company. To the extent that Mrs. Preetanjali Bajoria is required to retire by rotation, she would need to be re-appointed as Whole Time Director.

Therefore, the shareholders are requested 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 Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the reappointment of Mrs. Preetanjali Bajoria (DIN : 01102192) as a Whole Time Director, to the extent that she is required to retire by rotation."

3. To appoint Statutory Auditors and fix their remuneration 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 Section 139, 142 of the Companies Act, 2013 ("Act") and other applicable provisions, if any, of the said act and the Rule made thereunder and other applicable rules, if any, under the said act (including any statutory modification(s) or re-enactment thereof for the time being in force) M/s Chopra Vimal & Co., Chartered Accountants (Firm Reg. No. 06456C), be and is hereby appointed as the Statutory Auditors of the company commencing from the conclusion of this Annual General Meeting till the conclusion of 44<sup>th</sup> Annual General Meeting at a remuneration to be fixed by the Audit Committee and/or Board of Directors of the company, in addition to the reimbursement of expenses."

### SPECIAL BUSINESS:

4. To re-appoint Mr. Pratap Kumar Mondal (holding DIN: 06730854) 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 **Special 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. Pratap Kumar Mondal (DIN : 06730854), who was appointed as an Independent Director at the 34<sup>th</sup> Annual General Meeting of the company and who holds office upto September 29, 2019 and who is eligible for re-appointment and who meets the criterion for independence as provided in Section 149(6) of the Act alongwith the rules framed there under and Regulation 16 (1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the company, not liable to retire by rotation, to hold office for a second term of five years commencing with effect from September 30, 2019 upto September 29, 2024."

5. To re-appoint Mr. Avinash Bajoria (holding DIN: 01402573) as a Managing 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 Mr. Avinash Bajoria (DIN : 01402573) as Managing Director of the company, for the further period of 3 (three) years with effect from October 15, 2019 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, Mr. Avinash Bajoria 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."

Place: Jaipur  
Date: August 13, 2019

**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)

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

**IMPORTANT NOTES:**

1. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, September 21<sup>st</sup>, 2019 to Thursday, September 26<sup>th</sup>, 2019 (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 4 and 5 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 alongwith self 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. The Notice of AGM along with the Annual Report 2018-19 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 Ninth Annual General Meeting and the Annual Report for the financial year 2018-19 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.
9. 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.
10. 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.
11. 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.
12. 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.
13. 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.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialisation form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings into dematerialisation form. Members can contact the company/company's RTA for assistance in this regard.
15. The route map showing directions to reach the venue of Thirty – Ninth 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 **190814016** 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 Monday, September 23, 2019 at 9:00 a.m. and ends on Wednesday, September 25, 2019 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 19, 2019 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 19, 2019. 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. 3**

The Members of the company at the 34<sup>th</sup> Annual General Meeting ('AGM') held on September 30, 2014 approved the re-appointment of M/s S.S. Surana & Co., Chartered Accountants as the Auditor of the company for a period of 5 years from the conclusion of said AGM. S.S. Surana & Co. will complete their present term on conclusion of this AGM in terms of the said approval and Section 139 of the Companies Act, 2013 ('Act') read with the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors of the company ('Board'), on the recommendation of the Audit Committee ('the Committee'), recommended for the approval of members, the appointment of M/s Chopra Vimal & Co., Chartered Accountants, as the Auditors for the period of 5(five) years from the conclusion of this AGM till the conclusion of the 44<sup>th</sup> AGM.

The committee considered various parameters like capability to serve a diverse and complex business as that of the company, audit experience in the Company's operating segments, market standing of the firm, technical knowledge etc. and found M/s Chopra Vimal & Co. to be best suited to handle the complexity associated with the audit of the financial statements of the company.

Chopra Vimal & Co., Chartered Accountants, was established in the year 1999. The firm consists of two partners – Mr.Vimal Chopra (M. No. 074056) and Mr.Lokesh Sharma (M. No. 420735) apart from other staff members. The firm renders many type of services including Taxation matters ; MIS and Internal Audits; Statutory Audits and Tax Audits ; Physical verification of assets ; Fund raising, monitoring, Bank Finance and Project Reports etc. M/s Chopra Vimal& Co. has given their consent to act as the Auditors of the company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Section 139 and 141 of the Companies Act, 2013.

None of the Directors and Key Managerial personnel of the company, or their relatives, is interested in this resolution.  
The Board recommends this resolution for your approval.

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

The Board of Directors proposes the re-appointment of Mr.Pratap Kumar Mondal (DIN : 06730854) as an Independent Director based on the recommendation of Nomination and Remuneration Committee, for a second term of 5 years from September 30, 2019 upto September 29, 2024, not liable to retire by rotation. Mr.Pratap Kumar Mondal was appointed as an Independent Director at the 34<sup>th</sup> Annual General Meeting of the company and will hold office of up to September 29, 2019. The Company has, in terms of Section 160 (1) of the Act received in writing a Notice from the member, proposing his candidature for the office of Director.

The Board based on the performance evaluation and recommendation of Nomination and Remuneration Committee, considers that given his background and experience, the continued association of Mr.Pratap Kumar Mondal, would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In terms of Regulation 25(8) of SEBI (LODR) Regulations, 2015, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties.

And in the opinion of the Board, Mr. Pratap Kumar Mondal fulfills the conditions specified in the Act and the Rules framed thereunder for his appointment as an Independent Director. Mr.Pratap Kumar Mondal is independent of the management and possess appropriate skills, experience and knowledge. Accordingly, the Board recommends the Special resolution as set out in Item No. 4 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.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr.Pratap Kumar Mondal is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

#### **Item No. 5**

Mr.Avinash Bajoria is the promoter of the company and was appointed as Managing Director of the company at 36<sup>th</sup> Annual General Meeting of the Members of the company held on September 30, 2016 for the period of 3 years w.e.f. October 15, 2016. However, taking into account his long business experience and for the smooth and efficient running of the business, it is considered necessary that the services of Mr. Avinash Bajoria 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 13, 2019, has subject to approval of shareholders, re-appointed Mr. Avinash Bajoria as the Managing Director of the company for the further period of 3 years with effect from October 15, 2019 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 15, 2019
2. Salary Comprising

##### **A. Basic Salary**

Basic Salary Rs. 2,50,000/- per month with an authority to the Board to increase from time to time in accordance with and within the limits specified in Schedule V of the Act as amended from time to time.

##### **B. Perquisites**

In addition to the Salary, he will be allowed perquisites as specified below :-

- a. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
- b. Reimbursement of Medical Expenses for self and family subject to a limit of one month basic Salary per annum and which can be accumulated for the period of three years. Insurance premium on policy for medical and hospitalization for self and family which shall not exceed Rs. 25000/- per annum.
- c. Car with Driver for use on Company's business.
- d. Provision for telecommunication facilities.
- e. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- f. Leave travel concession for self & family once in a year to and fro any place in India subject to the condition that only actual fares will be allowed.
- g. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- h. Club fees : Subject to maximum of two clubs.
- i. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
  - i. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
  - ii Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
  - iii Contribution to Provident Fund and Superannuation fund as per rules of the Company.
- i. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mr. Avinash Bajoria.

##### **Other Term**

1. He shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the company.
2. He shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

Mr. Avinash Bajoria shall not be liable to retire by rotation.  
Mr. Avinash Bajoria is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013.

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			
			2018-19	2017-18	2016-17	
		Turnover	546,114,000	587,692,000	783,064,473	
		Net Profit /(Loss)	(2,58,13,000)	(26,92,000)	8,007,923	
		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	Sh. Avinash Bajoria is a graduate and having more than two decades of rich experience in the Business. He is having good rapport with various departments and other manufacturer in similar type of industry.				
2	Past Remuneration	Organization	Period	Total Amount		
		Rajasthan Cylinders And Containers Ltd	1.04.2018 to 31.03.2019 1.04.2017 to 31.03.2018 1.04.2016 to 31.03.2017	45,39,600/- 47,89,600/- 39,21,858/-		
3	Recognition or awards	Nil				
4	Job profile and his suitability	He is looking after day to day operations of the Company, Coordination with various outside agencies, management of funds etc.  He is associated with this company since many years and has vast experience in the working of the Company.				
5	Remuneration proposed	Proposed remuneration as approved by the Nomination and Remuneration Committee & Board of Directors at their meeting held on August 13, 2019 respectively, subject to approval of shareholders in the Annual General Meeting and Central Government, if required.  Period 15.10.2019 to 14.10.2022 <b>Item Description   Rs./PM       Rs./PA</b> Basic Salary       2,50,000       30,00,000 Plus other perquisites and benefits as approved by the members at 39 <sup>th</sup> Annual General Meeting.				
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)	The remuneration payable to Mr. Avinash Bajoria is in tandem with the remuneration paid in the industry and the size of the company.				
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Avinash Bajoria has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel, except that he is one of the promoters and relative of Whole Time Director of the Company.				
III. OTHER INFORMATION						
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. Non revision of prices by the oil marketing Companies corresponding to increase in input costs.				
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. It expects to get better orders from Oil Marketing Companies in coming years due to Central Governments’ Pradhan Mantri Ujjwala Yojana.				
IV DISCLOSURES:						
i) Remuneration Paid to Executive Directors during 2018-19 :-						
Name of the Director	Salaries and Allowances	Perquisites	Company’s Contribution to PF	Commission & linked incentives	Sitting Fees	Total
Mr.Avinash Bajoria	45,00,000	39,600	-	-	-	45,39,600
Mrs.Preetanjali Bajoria	9,00,000	-	-	-	-	9,00,000
ii) None of the Directors had the pecuniary relationship with the company.						
iii) The non-executive Directors of the company are not paid any remuneration during the year 2018-19.						
iv) The company enters into service contracts with all executive directors till the duration of their tenure. The services of the Executive Directors may be terminated by						

either party, giving the other party three months' notice or the company paying three months' salary in lieu thereof. There is no separate provision for payment of severance fees.  
v) The company does not have any stock option/Employees Stock Option Scheme.

The brief resume of Mr. Avinash Bajoria is given under the details of directors seeking appointment/re-appointment as required under Regulation 36(3) of 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 ensuing Annual General Meeting. Accordingly, the Board recommends the passing of Special Resolution as set out in Item No. 5 of the Notice.

None of the other Directors and Key Managerial Personnel of the company and their relatives except Mr. Avinash Bajoria, Mrs. Preetanjali Bajoria and their relative is deemed to be concerned or interested in the resolution set out at Item No. 5.

**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. Pratap Kumar Mondal**

Mr. Pratap Kumar Mondal (DIN : 06730854) (Born on 05/01/1951) is non-executive and independent Director of our company. He is 68 years old. He is a commerce graduate. He was first inducted on November 21, 2013 in the Board of Directors of the company as an Additional Director. He possess wide experience of Manufacturing Industry. He is having active interest in rendering valuable advice in shaping the execution of strategies. None of the other Directors and Key Managerial Personnel of the company and their relatives is deemed to be concerned or interested in the resolution set out at Item No. 4. Companies (other than Rajasthan Cylinders And Containers Ltd) Mr. Pratap Kumar Mondal holds the Directorship :

- Beekay Niryat Limited
- Swyambhu Constructions Pvt Ltd
- Rigmadirappa Investments Private Limited
- Rameshwar Properties Pvt Ltd
- 

Membership / Chairmanship of Committees of other public companies : 1

No. of Shares held in the Company : 4250

No. of Board meetings attended in the company during the year : 5

**Mr. Avinash Bajoria**

Mr. Avinash Bajoria (DIN : 01402573) (Born on : 24/12/1970) aged 48 years is the Managing Director of the Company and commerce graduate by qualification. He was first inducted on 24.11.2006 in the Board of Directors of the company as an Additional Director. He possess rich experience of over 20 years in manufacturing, trading activities covering all functions of General Management as liason in public relation for the Bajoria Group of Industries. He is a businessman who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge. Except Mrs. Preetanjali Bajoria, wife of Mr. Avinash Bajoria, he is not related with any other Director, Key Managerial Personnel of the company. Companies (other than Rajasthan Cylinders And Containers Ltd) in which Mr. Avinash Bajoria holds the Directorship –

- Shipra Towers Private Limited
- Rameshwar Properties Pvt. Ltd.
- Mangalkamna Agency Private Limited
- 

Membership/Chairmanship of Committees of other public limited companies : NIL

No. of Shares held in the company – 423013

No. of Board Meetings attended in the company during the year - 5

Place : Jaipur

Date: August 13, 2019

**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/-

(Avinash Bajoria)

Managing Director

DIN No. : 01402573

## DIRECTORS' REPORT

**Dear Members,**

Your Directors are pleased to present this Thirty Ninth Annual Report together with the audited annual accounts of the company for the financial year ended March 31, 2019.

### 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 2018-19 (Rs. In Lacs)	FY 2017-18 (Rs. In Lacs)	FY 2018-19 (Rs. In Lacs)	FY 2017-18 (Rs. In Lacs)
Surplus / (Loss) before Depreciation (A)	(313.51)	41.39	(313.51)	41.39
Less: Depreciation (B)	(64.37)	(55.89)	(64.37)	(55.89)
Net Surplus/(Loss) from Operations (A-B)	(377.88)	(14.5)	(377.88)	(14.5)
Less : Adjustment for Income Tax	-	7.07	-	7.07
Less : Deferred Tax Liability	(119.75)	5.35	(119.75)	5.35
Loss after Tax	(258.13)	(26.92)	(331.20)	(159.67)
Other Equity	1887.54	2,177.14	2,278.83	2,642.08

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

During the year 2018-19 the company's overall performance has suffered due to paucity of orders for cylinder and regulator from Oil Marketing Companies (OMCs). The inconsistent order from OMCs has increased the operational cost which has resulted into losses. The orders for regulators were also on lower side due to lower demand of cylinders from the OMCs. The parliament election has also affected flow of the orders from the OMCs in the later half of the financial year 2018-19. Due to higher input cost and also increase in the expenses, the company has recorded the loss of Rs.313.51 lakhs before depreciation and net loss of Rs.377.88 lakhs before tax.

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 2,54,068 Nos. and 24,53,282 Nos. as compared to the production of 2,28,709 Nos. and 34,78,481 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. 5,359.12 lacs as against Rs. 5,816.18 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 2018-19.

### 5. Transfer to Reserve

The entire net profit of the Company for FY 2018-19 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, 2019 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 and the Articles of Association of the company, Mrs. Preetanjali Bajoria retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. The Board recommends the re-appointment.

Mr. Avinash Bajoria, Managing Director of the company whose term expires on October 14, 2019, 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 15, 2019.

Mr. Pratap Kumar Mondal was appointed as an independent director at the 34<sup>th</sup> Annual General Meeting held on September 30, 2014 for a period of 5 years. The Board of Directors based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee has recommended his re-appointment as an Independent Director of the company for the second term of five years on the expiry of his current term of office. The Board considers that, given his background, experience and contributions made by him during his tenure, the continued association of Mr. Pratap Kumar Mondal would be beneficial to the company.

During the year under review, the shareholders at the 38<sup>th</sup> Annual General Meeting of the company held on September 29, 2018 approved the following transactions :-

a. Re-appointment of Mrs. Preetanjali Bajoria (holding DIN : 01102192) as Whole Time Director of the company for the further period of 3 years w.e.f. October 1, 2018 whose office is liable to retire by rotation.

b. Regularisation of Mr. Rafat Ali (DIN : 08197811) and Mr. Amit Vashishatha (DIN : 07190917) as an 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.

Further, in the Board Meeting held on March 26, 2019, Mr. Raghunandan Jalan demitted office as an Independent Director due to some personal reasons w.e.f. March 26, 2019. The Board places on record its appreciation towards valuable contribution made by Mr. Raghunandan Jalan during his tenure as a Director of the company.

Appropriate resolutions for the appointment/ re-appointment of Directors are being placed before the members for approval at the ensuing Annual General Meeting.

Further, in the Board Meeting held on August 13, 2019 :-

a. Mr. Suresh Kumar Jain retired from the post of Chief Financial Officer (CFO) of the company with effect from closing of office hours on July 31, 2019. He also ceased as key managerial personnel of the company.

b. Mr. Ramawtar Sharma was appointed as Chief Financial Officer (CFO) and key managerial personnel of the company w.e.f. August 13, 2019.

Consequently, 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. Ramawtar Sharma, Chief Financial Officer (CFO)

### 8. Statutory Auditor

The company's Auditors, M/s S.S. Surana & Co., Chartered Accountants who were appointed with your approval at 34<sup>th</sup> Annual General Meeting for the period of 5 (five) years will complete their present term on the conclusion of ensuing 39<sup>th</sup> Annual General Meeting of the company.

The Board on the recommendation of the Audit Committee, recommended for the approval of members, the appointment of M/s Chopra Vimal & Co., Chartered Accountants as the Statutory Auditor of the company for the period of five years from the conclusion of ensuing 39<sup>th</sup> AGM till the conclusion of 44<sup>th</sup> AGM. Appropriate resolution seeking your approval to the appointment and remuneration of M/s Chopra Vimal & Co. as the Statutory Auditors is appearing in the Notice convening 39<sup>th</sup> AGM of the company.

### 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, 2019 is annexed herewith as Annexure VI to this Directors' report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.