



RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

42nd Annual Report

2021-22

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

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**RAJASTHAN CYLINDERS AND CONTAINERS LIMITED****42ND ANNUAL REPORT****CORPORATE INFORMATION**

BOARD OF DIRECTORS	CHAIRMAN CUM MANAGING DIRECTOR AVINASH BAJORIA (DIN: 01402573) WHOLE-TIME DIRECTOR PREETANJALI BAJORIA (DIN: 01102192) INDEPENDENT DIRECTOR DHIRESH BANSILAL SONI (DIN: 08727145) INDEPENDENT DIRECTOR YUKTIKA PILANIA (DIN: 08726477) ADDITIONAL DIRECTOR AVANTI BAJORIA (DIN: 08778699) (w.e.f. 22.10.2021)
CHIEF FINANCIAL OFFICER	RAM AWTAR SHARMA
COMPANY SECRETARY	NEHA DUSAD
BANKERS	KOTAK MAHINDRA BANK CENTRAL BANK OF INDIA
STATUTORY AUDITOR	CHOPRA VIMAL & CO., CHARTERED ACCOUNTANTS E-479, LAL KOTHI SCHEME, JANPATH, JAIPUR-302015
SECRETARIAL AUDITOR	MSV & ASSOCIATES, COMPANY SECRETARIES D-54 II FLOOR, CHOMU HOUSE, C-SCHEME, JAIPUR-302005
INTERNAL AUDITOR	S.S. SURANA & COMPANY, CHARTERED ACCOUNTANTS E-285, LAL KOTHI SCHEME, JAIPUR-302015
REGISTRAR & SHARE TRANSFER AGENT	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. 011-29961281-283, 26051061, 26051064 Fax no. 011-29961284 E-mail - beetal@beetalfinancial.com
FACTORY & REGISTERED OFFICE	SP-825, ROAD No. 14, VISHWAKARMA INDUSTRIAL AREA, JAIPUR-302013
E-MAIL	info@bajoriagroup.in
WEBSITE	www.bajoriagroup.in
CIN NO.	L28101RJ1980PLC002140

NOTICE

NOTICE is hereby given that the Forty Second Annual General Meeting of the members of **RAJASTHAN CYLINDERS AND CONTAINERS LIMITED** will be held on Tuesday 27th September 2022 at 2.00 P.M. at the registered office of the company situated at SP-825, Road No.14, Vishwakarma Industrial Area, Jaipur - 302013 to transact the following business:

ORDINARY BUSINESS:**1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended on March 31st, 2022 together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mrs. Preetanjali Bajoria (DIN: 01102192) as a Director, liable to retire by rotation

To appoint a Director in place of Mrs. Preetanjali Bajoria, having Director Identification Number 01102192, who retires by rotation at this Annual General Meeting and, being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:**3. To appoint Ms. Avanti Bajoria (DIN: 08778699) as a Non-Executive, Non-Independent Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Companies (Appointment and Qualification of Directors) Rules, 2014, , Articles of Association of the Company, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or re-enactment thereof, for the time being in force) and other applicable law, if any and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors, Ms. Avanti Bajoria (DIN: 08778699), who was appointed as an Additional Director of the company by the Board of Directors of Company with effect from 22nd October, 2021 and who holds office upto the date of this Annual General Meeting and being eligible, offer herself for appointment and in respect of whom the Company has received a notice in writing from a Member pursuant to the provisions of Section 160 of the Act, signifying his intention to propose the candidature of Ms. Avanti Bajoria for the office of Director, be and is hereby appointed as a Non-Executive, Non-Independent Director of the Company, liable to retire by rotation, with effect from the date of this Meeting.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

4. To re-appoint Mr. Avinash Bajoria (DIN: 01402573) as 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 pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act, Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, if any, approval of the members of the company be and is hereby accorded to re-appoint Mr. Avinash Bajoria (DIN: 01402573) as Managing Director of the company designated as Chairman of the Company for the further period of 3 (three) years with effect from October 15, 2022 as approved and recommended by the Nomination & Remuneration Committee and Board of Directors on the terms and conditions as well as remuneration as reproduced herein below with the authority to the Board to alter and vary the same from time to time with effect from such date or date(s) as may be decided by it and agreed to Mr. Avinash Bajoria (DIN: 01402573), Chairman cum Managing Director of the Company subject to the same not exceeding the limits, specified under Schedule V of the Companies Act, 2013 and / or any Statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof and/or the limits as approved in this resolution;”

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. Medical Policy for self and family with annual premium upto Ten Lakh.
- c. Reimbursement of Medical Expenses for self and family subject to a limit of Rs. 1 Crore (Rupees One Crore only).
- d. Car with Driver for use on Company's business.
- e. Provision for telecommunication facilities
- f. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- g. Leave travel concession for self & family once in a year for any place in India subject to the condition those only actual fares will be allowed.
- h. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- i. Club fees: Subject to maximum of two clubs.
- j. 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.
 - iv. 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 Terms:

He shall be entitled to reimbursement of expenses actually and properly incurred by him for the business of the company.

He shall not be paid any sitting fee for attending the meetings of the Board of Directors or committee thereof.

"RESOLVED FURTHER THAT where in any financial year, during his term of office, the Company makes no profit or its profits are inadequate, the Company may pay Mr. Avinash Bajoria, Chairman cum Managing Director the remuneration as may be approved from time to time, as the minimum remuneration subject to limits laid down in Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force."

RESOLVED FURTHER THAT so long as Mr. Avinash Bajoria functions as the Chairman cum Managing Director of the Company, he will not be paid any fees for attending the Meeting of Board of Directors or any committee.

RESOLVED FURTHER THAT as Managing Director, he shall be liable to retire by rotation u/s 152(6) of the Companies Act, 2013, however, if re-appointed as Director immediately on retirement by rotation, he shall continue to hold his office as Managing Director of the Company and such appointment as Director shall not be deemed to constitute a break in his appointment as Managing Director of the Company.

“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 of Directors

Place: Jaipur
Date: 12.08.2022

Sd/-
(Neha Dusad)
Company Secretary and Compliance Officer
ACS-55093

Registered Office:
SP-825, Road No.14,
VKI Area, Jaipur-302013.
CIN- L28101RJ1980PLC002140

NOTES:

1. The Company has taken care of all the preventive/precautionary measures issued by the Ministry of Health, Government of India while making arrangement for this Annual General Meeting including proper sanitization facility for every individual at the entrance gate of venue, checking and maintaining proper hygiene during the time of AGM, etc. to ensure the safety of all its shareholders, employees and other stakeholders participating in the Annual General Meeting.
2. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 21st September, 2022 to Tuesday, 27th September, 2022 (both days inclusive) for the purpose of AGM.
3. Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business under Item No. 3 and 4 of the Notice to be transacted at the meeting, is annexed hereto.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH 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.

A proxy form for the meeting is enclosed to this report. The proxy form in order to be effective, should be duly stamped, filled, signed and must be lodged with the Company at its registered office at least 48 hours before the commencement of the Annual General Meeting.

5. Corporate members/HUF/Trust, intending to send their authorized representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified true copy of the relevant Board Resolution/Authorisation letter together with the specimen signature(s) of the representative(s) authorised under the said Board resolution/Authorisation letter to attend and vote on their behalf at the Meeting.
6. Members / Proxies / Authorised Representatives attending the meeting are requested to bring duly filled attendance slip along with their copy of Annual Report to the meeting at the Annual General Meeting.

7. For convenience of members, an attendance slip is annexed to the notice. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25 January 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at www.bajoriagroup.in. It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company, for assistance in this regard.
9. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31 March 2023, and linking PAN with Aadhaar by 31 March 2022 vide its circular dated November 03, 2021 and 14 December 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., at beetal@beetalfinancial.com. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31 December 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

Any Investor who has desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so, only after the shares are dematerialised.

10. As a part of the green initiatives, the Members who have not yet registered their E-mail addresses, bank details, nominations etc are requested to register the same as per the following procedures:

Type of Holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, M/s Beetal Financial & Computer Services Pvt. Ltd., either by email to beetal@beetalfinancial.com or by post at Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi – 110062	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder Form ISR-2 For nomin	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for shares / debentures / bonds, etc., held in physical form	Form ISR-4

	The forms for updating the above details are available at www.bajoriagroup.in and website of RTA at www.beetalfinancial.com
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.

11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates or any other changes 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 or the Company's Registrar and Share Transfer Agent i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi - 110062 quoting reference of the registered folio number.
 12. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board's Report etc. and Notice of the 42nd AGM are being sent by electronic mode, to those members who have registered their e-mail ids with their respective Depository Participants or with the Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to beetal@beetalfinancial.com or info@bajoriagroup.in mentioning your Folio No./DP ID & Client ID. For members who have not registered their email ids with their respective depository participants or with the Share Transfer Agent of the Company, physical copies are being sent by the permitted mode.
 13. The Notice of the 42nd AGM and the Annual Report of the Company for the year ended on 31st March, 2022 are uploaded on the Company's website at www.bajoriagroup.in and may be assessed by the members and will also be available on the website of Stock Exchange (s) where the shares of the Company have been listed viz., BSE Limited at www.bseindia.com.
 14. With a view to conserve natural resources, SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant(s).
- We request members who have not registered their email address with the Company to update and register their e-mail addresses with M/s Beetal Financial & Computer Services Pvt. Ltd., at beetal@beetalfinancial.com, the Registrars & Share Transfer Agent of the Company and members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) to enable the Company to send communications including the Annual Report, Notices and other documents electronically.
15. All documents referred in the accompanying Notice and Statement setting out material facts will be available for inspection at the Registered Office of the company situated at SP-825, Road No. 14, VKI Area, Jaipur-302013 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 2.00 P.M. up to the date of this Annual General Meeting ("AGM") and also at the AGM. Members seeking to inspect such documents can send an E-mail to info@bajoriagroup.in.
 16. 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.
 17. Members desirous of seeking any information relating to Annual Report, 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.

18. As required under Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "Listing Regulations" and as per the relevant provisions of the Secretarial Standard-2, issued by the Institute of Company Secretaries of India, the details of Directors seeking re-appointment at this AGM are furnished as Annexure to the Notice of AGM.
19. Members are requested to address all correspondence to Company's Registrar and Share Transfer Agent i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi -110062, who is acting as our Registrar and Share Transfer Agent. Further, kindly quote your folio number and our company's name in all your future correspondences.
20. Members holding shares in physical form in multiple folios in identical names are requested to apply for consolidation of such folios along with share certificates to the Company/Registrar and Share Transfer Agent.
21. The Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
22. Route Map showing directions to reach to the venue of the AGM and landmark thereof is given at the end of this Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".

23. 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 Listing Regulations, in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated 9 December 2020, the company is pleased to provide to its members facility to exercise their right to vote on the resolutions proposed to be passed in the Meeting by electronic means and the business may be transacted through such voting. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("Remote E-voting"). The Resolution(s) passed by Members through e-voting is /are deemed to have been passed as if they have been passed at AGM. 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.

Please note that remote e-voting is optional and not mandatory. The members who have cast their vote by remote e-voting whether partially or otherwise prior to the Annual General Meeting shall not be allowed to change it subsequently, they may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

24. The Company has also arranged for physical voting through ballot or polling paper at the AGM for the members who have not cast their vote through remote e-voting. The members who cast their vote by

25. PROCEDURE FOR REMOTE E-VOTING –

The instructions for members for remote voting are as under:

- (i) The e-voting period begins on Saturday 24th September 2022 at 9:00 A.M. and ends on Monday, 26th September 2022 at 5.00 P.M. 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 Tuesday, 20th September 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting **to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>