



RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

43rd Annual Report

2022-23

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

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**RAJASTHAN CYLINDERS AND CONTAINERS LIMITED****43RD 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 (Till 14.08.2023) (DIN: 08726477) ADDITIONAL DIRECTOR (CATEGORY-NON EXECUTIVE INDEPENDENT) GIRDHARI LAL SHARMA (w.e.f. 14.08.2023) (DIN: 00136223) NON-EXECUTIVE DIRECTOR AVANTI BAJORIA (DIN: 08778699)
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. 011-29961281-282, Fax no. 011-29961284 E-mail - beetal@beetalfinancial.com / beetalrta@gmail.com
FACTORY & REGISTERED OFFICE	SP-825, ROAD No. 14, VISHWAKARMA INDUSTRIAL AREA, JAIPUR-302013
CONTACT NO.	0141-4031771-2
E-MAIL	info@bajoriagroup.in
WEBSITE	www.bajoriagroup.in
CIN NO.	L28101RJ1980PLC002140

Rajasthan Cylinders and Containers Limited

(Regd. Office: SP - 825, Road No. 14, V. K. I. Area, Jaipur -302013)

TEL.: 91-141-4031771-2; e - Mail: info@bajoriagroup.in

CIN: L28101RJ1980PLC002140; Website: www.bajoriagroup.in

NOTICE

NOTICE is hereby given that the Forty Third Annual General Meeting of the members of **RAJASTHAN CYLINDERS AND CONTAINERS LIMITED** will be held on Wednesday 27th September, 2023 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 31st March, 2023 together with the Reports of the Board of Directors and the Auditors thereon.

2. Re-appointment of Mr. Avinash Bajoria (DIN: 01402573) as a Director, liable to retire by rotation:

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 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mr. Avinash Bajoria (DIN: 01402573) as a director, who is liable to retire by rotation, and offered himself for the re-appointment.”

SPECIAL BUSINESS:

3. Appointment of Mr. Girdhari Lal Sharma (DIN: 00136223) as an Independent Director of the Company:

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 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination and Remuneration Committee and the Board of Directors (“the Board”), the consent of the members be and is hereby accorded for the appointment of Mr. Girdhari Lal Sharma (DIN: 00136223) who was appointed as an additional director w.e.f. 14th August, 2023 pursuant to the provision of Section 161(1) of the Act, as a Non-Executive Independent Director of the Company, to hold office for a term of five years commencing from 14th August, 2023 to 13th August, 2028, whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration determined/ to be determined by the Board.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised 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.”

Registered Office:

SP-825, Road No.14, VKI Area, Jaipur-302013

CIN- L28101RJ1980PLC002140

**By order of the Board of Directors
For Rajasthan Cylinders and Containers Limited**

Place: Jaipur

Date: 14th August, 2023

**Sd/-
(Neha Dusad)**
Company Secretary and Compliance Officer
Membership No: A55093

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') 2013 setting out all material facts in respect of item number 3 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), read with Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
2. The Board of Directors of the Company has appointed Mr. Varun Mehra, Company Secretary in practice and Partner at MSV & Associates, (Membership No. F11599, CP No. 19212) as the Scrutinizer, for conducting the Annual General Meeting and e-voting process in a fair and transparent manner.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (both days inclusive) for the purpose of AGM.
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 carrying voting rights. 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. 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'.
7. Members may please note that SEBI 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.
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities. 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 31st 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 is desirous of transferring shares (which are held in physical form) after April 1, 2019 can do so, only after the shares are dematerialized.

9. 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 nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014
	Form SH-13
	Declaration to opt out of Nomination
	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.

10. 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.
11. 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 43rd 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.
12. The Notice of the 43rd AGM and the Annual Report of the Company for the year ended on 31st March, 2023 are uploaded and may be accessed and downloaded by the members on website of CDSL i.e. www.evotingindia.com, Company's website at www.bajoriagroup.in and website of Stock Exchange (s) where the shares of the Company have been listed viz., BSE Limited at www.bseindia.com.

13. 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.

14. 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 6.00 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.
15. 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.
16. 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.
17. 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.
18. 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.
19. The Register of Contracts and 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.
20. 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".
21. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting and votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
22. The results shall be declared either by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.

23. Promptly after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website at www.bajoriagroup.in and on the website of CDSL i.e. www.evotingindia.com and communicated to BSE Limited at www.bseindia.com.
24. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as on Friday, 01st September, 2023.
25. The shareholders shall have one vote per equity share held by them as on the cut-off date of Wednesday, 20th September 2023. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
26. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Wednesday, 20th September 2023 are requested to send the written / email communication to the Company at info@bajoriagroup.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for voting.
27. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on Wednesday, 20th September 2023. 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.

28. 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 9th 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.

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.

29. PROCEDURE FOR REMOTE E-VOTING:

The instructions for members for remote voting are as under:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Sunday, September 24th, 2023 at 09.00 AM (IST) and ends on Tuesday, September 26th, 2023 at 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday,

September 20th, 2023 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 E-voting Service Providers (ESPs), thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (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 for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration

	<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>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.