



Rajasthan Cylinders and Containers Limited

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

TEL.: 91-141-2331771-2; FAX : 91-141-2330810; e - Mail : info@bajoriagroup.in

CIN: L28101RJ1980PLC002140; Website : www.bajoriagroup.in

Date: 06.09.2021

To,

BSE Limited

PhirozeJeejeebhoy Towers
Dalal Street
Mumbai - 400001.

Sub: Notice convening 41st Annual General Meeting of the Company.

Ref: Rajasthan Cylinders and Containers Limited (Scrip Code: 538707).

Respected Sir/Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Notice of the 41st Annual General Meeting (AGM) of the Company. The same is available on the website of the Company i.e. www.bajoriagroup.in.

Thanking you,

Yours Faithfully,

For Rajasthan Cylinders and Containers Limited

Neha Dusad
(Neha Dusad)
Company Secretary and
Compliance Officer
M.No: A55093
Encl: As above



NOTICE

NOTICE is hereby given that the Forty First Annual General Meeting of the members of **RAJASTHAN CYLINDERS AND CONTAINERS LIMITED** will be held on Thursday 30th September 2021 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 Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended on March 31st, 2021 and 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 appoint a Director in place of Mr. Avinash Bajoria, having Director Identification Number 01402573, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:**3. To re-appoint Mrs. Preetanjali Bajoria, (DIN:01102192) as a Whole - Time Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as Special Resolution :**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 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 the re-appointment of Mrs. Preetanjali Bajoria (DIN: 01102192) as Whole - Time Director of the company for the further period of 3 (three) years with effect from October 01, 2021 as approved and recommended by the Nomination & Remuneration Committee and Board of Directors in its meeting held on August 26, 2021 upon the existing terms and conditions as well as remuneration as set out in the Explanatory Statement annexed to the Notice convening this meeting with the authority to the Board to alter or vary the same from time to time with effect from such date or date(s) as may be decided by it and agreed to Mrs. Preetanjali Bajoria (DIN: 01102192), Whole-time Director of the Company."

"RESOLVED FURTHER THAT where in any financial year, during her term of office, the Company makes no profit or its profits are inadequate, the Company may pay Mrs. Preetanjali Bajoria, Chairman Whole - Time 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 as Whole - Time Director, she 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, she shall continue to hold her office as Whole - Time Director of the Company and such appointment as Director shall not be deemed to constitute a break in her appointment as Whole - Time 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

Sd/-

(Avinash Bajoria)

Chairman cum Managing Director

DIN: 01402573

Address: 404, Nemi Sagar Colony,
Queens Road, Jaipur-302021

Place: Jaipur
Date: 06.09.2021

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

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 24th September, 2021 to Thursday, 30th September, 2021 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to the provisions of Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY 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.

The instrument of Proxy (Form MGT-11) as enclosed 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.

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 as enclosed 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 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/Company's Registrar and Share Transfer Agent, 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.
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 2020-21 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 Forty First Annual General Meeting and the Annual Report for the financial year 2020-21 will also be available on the Company's website www.bajoriagroup.in. 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 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 situated at SP-825, Road No. 14, VKI Area, Jaipur-302013 on all working days (except 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
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 Registrar and Share Transfer Agent of the Company in any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
14. As per Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.

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.

15. 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".
16. Details required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting is annexed herewith to Notice as Annexure-I. The Directors have furnished the requisite declarations for their appointment/re-appointment.
17. 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.

18. 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 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:-

- (i) The e-voting period begins on Monday 27th September 2021 at 9:00 A.M. and ends on Wednesday, 29th September 2021 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 Thursday, 23rd September 2021 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 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 & |

| | |
|---|--|
| | <p>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>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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. 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 or joining virtual meeting & voting during the meeting.</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 or joining virtual meeting & voting during the meeting</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 or joining virtual meeting & voting during the meeting.</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.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

| Login type | Helpdesk details |
|---|--|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43. |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30 |

(v) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

| | For Physical shareholders and other than individual shareholders holding shares in Demat. |
|--|--|
| PAN | Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field. |

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; info@bajoriagroup.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

Other Instructions:

- i. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as at closing hours of business on Monday, 6th September, 2021.
- ii. The shareholders shall have one vote per equity share held by them as on the cut-off date of Thursday, 23rd September 2021. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- iii. 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. Thursday, 23rd September 2021. 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.
- iv. The facility shall not be allowed beyond the said date and time.
- v. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on Thursday, 23rd September 2021. 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.
- vi. Mr. Varun Mehra Company Secretary in practice (Membership No. A47520) and Partner at MSV & Associates has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- vii. 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.
- viii. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.bajoriagroup.in and on the website of service provider www.evotingindia.com immediately after the result is declared by the Chairman or any other person authorised by the Chairman, and the same shall be communicated to the stock exchanges where the shares of the company are listed.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3:**

Mrs. Preetanjali Bajoria is the promoter of the company and was appointed as Whole Time Director, liable to retire by rotation for the period of 3 years w.e.f. October 01, 2018 at 38th Annual General Meeting of the members of the company held on September 29, 2018. However, taking into account her long business experience and for the efficient running of the business, it is considered necessary that the services of Mrs. Preetanjali 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 26, 2021, had subject to approval of shareholders, re-appointed Mrs. Preetanjali Bajoria as the whole time Director of the company for the further period of 3 years with effect from October 1, 2021 on the following existing terms and conditions:-

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

- A.** Tenure : Three years with effect from October 1, 2021
- B.** Salary Comprising
 - i) Basic Salary: At the rate not exceeding Rs. 75,000/- per month with an authority to the Board to increase from time to time in accordance with and within limits specified in Schedule V of the Act as amended from time to time.
 - ii) Commission and Performance linked incentive:

On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at the rate to be determined by the Board of Directors from time to time, provided that the total remuneration including salary and perquisites along with the commission paid to the Directors shall not exceed the limit laid down under Companies Act, 2013 read with Schedule V of the Act.
- C.** In addition to the Remuneration as stated above, Mrs. Preetanjali Bajoria shall be entitled, as per the Rules of the Company to perquisites like :
 - a. Rent – free furnished accommodation or House Rent Allowance in lieu thereof subject to maximum of 50 % of Basic Salary.
 - b. Reimbursement of Medical Expenses subject to a limit of one month basic Salary per annum. Insurance premium on policy for medical and hospitalization for self and family which shall not exceed Rs. 25000/-.
 - c. Personal Accident Insurance Premium, the premium of which shall not exceed Rs. 15,000/- per month.
 - d. Leave Travel Allowance for self and family once a year.
 - e. Education Allowance for children, whether abroad or in India.
 - f. Subscription to clubs.
 - g. Car with driver for use in Company's business and for personal use.
 - h. Provision of telecommunication facilities.
 - i. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
 - j. j. Following perquisites which shall not be included in the computation of ceiling on remuneration specified above :
 - Gratuity on the basis of 15 days salary for each year completed service, as per the rules of the company.
 - Encashment of leave at the end of the tenure in accordance with the rules of the company.
 - Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.
- D.** Other Terms :
 - a. She shall be entitled to reimbursement of expenses actually and properly incurred by her for the business of the company.
 - b. She shall not be paid any sitting fees for attending the Board Meetings or committee thereof.

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

| I. GENERAL INFORMATION | | | | | | | | | | |
|-------------------------------------|---|---|------------------------|--------------|-------------------------|---------------|---------------|--------------|------------------|-------------------|
| 1 | Nature of Industry | Manufacturer of LPG Cylinders, Valves, Regulators. | | | | | | | | |
| 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 | | | | | | | |
| | | | 2020-21 | 2019-20 | 2018-19 | | | | | |
| | | (Rs./Lakhs) | | | | | | | | |
| | | Turnover | 1473.86 | 1993.46 | 5359.12 | | | | | |
| | | Net Profit /(Loss) | (435.95) | (351.38) | (258.13) | | | | | |
| | | Amount of dividend paid | Nil | Nil | Nil | | | | | |
| | | Rate of dividend paid | Nil | Nil | Nil | | | | | |
| 5 | Foreign investments or collaborations, if any | Nil | | | | | | | | |
| II. INFORMATION ABOUT THE APPOINTEE | | | | | | | | | | |
| 1 | Background details | Mrs. Preetanjali Bajoria is a graduate and she has been associated with the company since many years. She is having vast experience and expertise in manufacturing industry. | | | | | | | | |
| 2 | Past Remuneration | Organization | Period | Total Amount | | | | | | |
| | | Rajasthan Cylinders And Containers Ltd. | 1.4.2019 to 31.03.2020 | 9,00,000 | | | | | | |
| | | | 1.4.2018 to 31.03.2019 | 9,00,000 | | | | | | |
| | | | 1.4.2017 to 31.03.2018 | 9,00,000 | | | | | | |
| 3 | Recognition or awards | Nil | | | | | | | | |
| 4 | Job profile and his suitability | She is looking after day to day operations of the company, thereby managing business in an efficient manner since many years. | | | | | | | | |
| 5 | Remuneration proposed | Proposed remuneration as approved by the Nomination and Remuneration Committee & Board of Directors at their meeting held on 13.08.2021 respectively subject to approval as may be necessary from Central Government and others, if any. Period 1.10.2021 to 30.09.2024 <table><tr><td>Item Description</td><td>Rs./PM</td><td>Rs./PA</td></tr><tr><td>Basic Salary</td><td>75,000 per month</td><td>9,00,00 per annum</td></tr></table> Plus other perquisites and benefits as given in the explanatory statement. | | | Item Description | Rs./PM | Rs./PA | Basic Salary | 75,000 per month | 9,00,00 per annum |
| Item Description | Rs./PM | Rs./PA | | | | | | | | |
| Basic Salary | 75,000 per month | 9,00,00 per annum | | | | | | | | |
| 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 Mrs. Preetanjali 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. | Mrs. Preetanjali Bajoria has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel, except that she is one of the promoters and wife of Managing 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. 4. The situation of COVID-19 Pandemic has impacted the overall performance of the Company in previous years 2019-20 and 2020-21. |
| 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. |

Brief resume of Mrs. Preetanjali Bajoria is as hereunder –

Mrs. Preetanjali Bajoria (DIN: 01102192) (Born on: 25/12/1973) aged 47 years, is the Whole-time Director of the Company and commerce graduate by qualification. She was first inducted on 30/03/2015 in the Board of Directors of the company as an Additional Director. She possess rich experience of over 19 years in manufacturing activities covering all functions of General Management. She is a businessman who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge.

Companies (other than Rajasthan Cylinders and Containers Limited) in which Mrs. Preetanjali Bajoria holds the Directorship/ Partnership –

- Kindle Hearts Developers LLP- (Designated Partner)

The Company has received consent in writing from her to act as Director of the Company and declarations that she is not disqualified to act as Director under Section 164(2) of the Act and is not debarred from holding the office by virtue of any SEBI Order or any other authority. In the opinion of the Board, Mrs. Preetanjali Bajoria fulfils the conditions specified in the Act/ Regulations. The Board recommends the Special Resolution set out at Item No. 3 of the Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives except appointee herself, Mr. Avinash Bajoria (Husband) is in any way, concerned or interested in the resolution.

Pursuant to the provisions of Companies Act, 2013, the aforesaid re-appointment and terms of remuneration are subject to the approval of members in the ensuing Annual General Meeting. Accordingly, the Board recommends the passing of special resolution as set out in the Item No. 3 of the Notice.

Details of Directors seeking appointment/re-appointment at 41st Annual General Meeting

| Name | Mr. Avinash Bajoria | Mrs. Peetanjali Bajoria |
|--|--|---|
| Category / Designation | Chairman cum Managing Director | Whole-time Director |
| Director Identification No (DIN) | 01402573 | 01102192 |
| Date of Birth and Age | 26/12/1970 | 25/12/1973 |
| Nationality | Indian | Indian |
| Date of first appointment on the Board | 24/11/2006 | 30/03/2015 |
| Date of re-appointment | 15/10/2019 | 01/10/2021 |
| Brief Profile / Expertise in Specific field/ Qualification | Mr. Avinash Bajoria (DIN 01402573) is the Chairman Cum Managing Director of the Company and Commerce Graduate by qualification. He possess rich experience of over 21 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for Bajoria Group of Industries. He is a businessman who has vast knowledge in financial and production activities and is serving this company with her great hard work and knowledge | Mrs. Preetanjali Bajoria (DIN: 01102192) is the Whole-time Director the Company and Commerce Graduate by qualification. She possess rich experience of over 22 years in manufacturing, trading and export activities. |
| Board Meetings held & attended during the FY 2019-20 | Seven meetings held and attended all the meetings. | Seven meetings held and attended all the meetings. |
| Directorship held in other public companies (Excluding foreign companies and Section 8 Companies) | NIL | NIL |
| Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee) | NIL | NIL |
| Number of shares held in the company | 4,23,013 Equity Shares | 1,49,900 Equity Shares |
| Remuneration paid during financial year 2020-21 | Rs. 43,12,500/- | Rs. 8,62,500 /- |
| Relationship with other directors / KMP | Husband of Mrs. Preetanjali Bajoria (DIN: 01102192) Whole time Director of the Company. | Wife of Mr. Avinash Bajoria (DIN: 01402573) Chairman cum Managing Director of the Company. |

By order of the Board of Directors

Sd/-

(Avinash Bajoria)

Chairman cum Managing Director

DIN: 01402573

Address: 404, Nemi Sagar Colony,
Queens Road, Jaipur-302021

Place: Jaipur

Date: 06.09.2021

Registered Office:

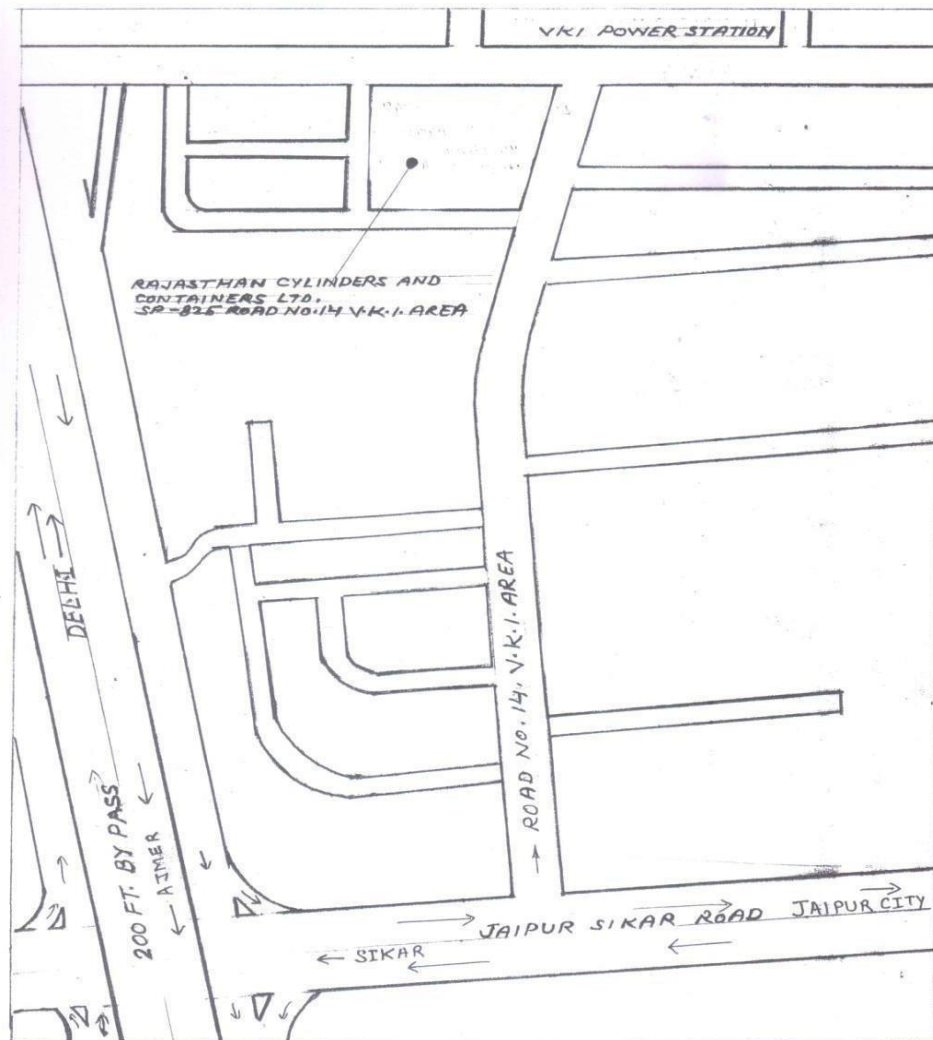
SP-825, Road No.14,

VKI Area, Jaipur-302013.

CIN- L28101RJ1980PLC002140

Route Map to the AGM Venue

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

**Landmark:**

OPPOSITE POWER GRID CORPORATION LTD. STATION VISHWAKARMA INDUSTRIAL AREA JAIPUR

Place: Jaipur
Date: 06.09.2021

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

By order of the Board of Directors
Sd/-
(Avinash Bajoria)
Chairman cum Managing Director
DIN: 01402573
Address: 404, Nemi Sagar Colony,
Queens Road, Jaipur-302021

Attendance Slip**Name of the Company:** Rajasthan Cylinders and Containers Limited**Registered Address:** SP-825, Road No.14, V K I Area, Jaipur-302013, Rajasthan.**CIN:** L28101RJ1980PLC002140**Email Id:** info@bajoriagroup.in **Telephone:** 91-141-2331771-2 **Website:** www.bajoriagroup.in41st Annual General Meeting on Thursday, 30th September, 2021.

| | |
|--|--|
| Folio No. / DP ID Client ID No. | |
| Name of First named Member / Proxy / Authorized Representative | |
| Name of Joint Member(s), if any: | |
| No. of Shares held | |
| | |

I/we certify that I/we am/are member(s)/proxy for the member(s) of the company.

I/we hereby record my/our presence at the 41st (Forty First) Annual General Meeting of the company being held on Thursday, 30th September, 2021 at the Registered office of the company situated at SP-825, Road No. 14, V K I Area, Jaipur-302013, Rajasthan at 02.00 P.M.

Signature of First holder/Proxy/Authorized Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s): 1. please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.

2. Only shareholders of the company and/or their Proxy will be allowed to attend the Meeting.

Form No. MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L28101RJ1980PLC002140

Name of the Company: Rajasthan Cylinders and Containers Limited

Registered office: SP-825 Road No. 14 VKI Area Jaipur-302013 Rajasthan

Name of the Member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/ We being the member of, holding.....shares, hereby appoint

1. Name:

Address:

E-mail Id:

Signature: or failing him

2. Name:

Address:

E-mail Id:

Signature ,

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Forty First (41st) Annual General Meeting of members of the Company, to be held on Thursday, 30th September, 2021 at the registered office of the Company situated at SP-825 Road No. 14 VKI Area Jaipur-302013 Rajasthan, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended on March 31st, 2021 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Avinash Bajoria, having Director Identification Number 01402573, who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.
3. To re-appoint Mrs. Preetanjali Bajoria, (DIN: 01102192) as a Whole - Time Director.

Affix
Revenue
Stamp

Signed this Day of..... 2021

Signature of Shareholder

Signature of Proxy holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.