



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

Ref: RCCL/Sec/21-22

Date: 22.02.2022

To,

BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400001.

Attn: Listing Department

Sub: Postal Ballot Notice dated 14th February, 2022.

Ref: Rajasthan Cylinders and Containers Ltd (Scrip Code: 538707)

Dear Sir/Madam,

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed herewith Postal Ballot Notice dated 14th February, 2022 along with Explanatory Statement which are being sent to the Members of the Company seeking approval of the Members for the Special Resolution as mentioned in the Postal Ballot Notice. The same is also available on the website of the Company i.e. www.bajoriagroup.in. Further, please find below the schedule of events of postal ballot:

Event	Date	Time
Cut-off date for sending Notice to Shareholders	18.02.2022	NA
Commencement of E-voting	23.02.2022	09.00 A.M.
End of E-voting	24.03.2022	05.00 P.M
Declaration of result	Within 48 hours from the closure of e-voting (on or before Saturday March 26, 2022).	NA

The Shareholders who have not registered their e-mail address are requested to register the same in respect of Equity Shares held in electronic form with the depository through their depository participant(s) with whom they are maintaining their demat accounts and in respect of shares held in physical form by writing to the 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 by following the procedure provided in the Postal Ballot Notice dated February 14, 2022, on or before 5:00 p.m. (IST) on Thursday, March 24, 2022, pursuant to which, the Member may receive on the e-mail id provided by the Member the Postal Ballot Notice along with the login ID for remote e-voting. In case of any queries, Members may send email to info@bajoriagroup.in.

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The Postal Ballot Notice along with the Explanatory Statement, is being sent to the Members whose names have appeared in the Register of Members / Register of Beneficial Owners received from M/s Beetal Financial & Computer Services Pvt. Ltd, Registrar and Share Transfer Agents of the Company and the Depositories as on Friday, February 18, 2022 ("**Cut-off date**") and whose e-mail IDs are registered with the Company / Depositories, in accordance with Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021 and General Circular no. 20/2021 dated December 8, 2021, issued by the Ministry of Corporate Affairs ("**MCA Circulars**").

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") for providing e-voting facility to the Members.

In terms of the MCA Circulars, the Company has sent the postal ballot notice in electronic form only.

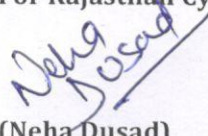
The copy of the said Notice of Postal Ballot is made available on the website of the Company, viz. www.bajoriagroup.in and on the websites of BSE Limited (www.bseindia.com).

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For Rajasthan Cylinders and Containers Limited


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



Encl: As above



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POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s)

Notice is hereby given that pursuant to Section 110 read with Section 108 of the Companies Act, 2013 (the “Companies Act / the Act”), read with the Companies (Management and Administration) Rules, 2014 (the “Rules”) including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and other applicable provisions, if any of the Act, read with General Circular No. 14/2020 dated April 8, 2020, General Circular No.17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular no. 10/2021 dated June 23, 2021 and General Circular no. 20/2021 dated December 8, 2021 (the “MCA Circulars”) issued by the Ministry of Corporate Affairs and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India, **Rajasthan Cylinders and Containers Limited (the “Company / RCCL”)** is seeking the consent of its Members by way of Special Resolution for the matters more specifically provided in the appended resolution proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the requirements of the MCA Circulars, the Company will send Postal Ballot Notice along with explanatory statement and Postal Ballot Form by email to all its Members who have registered their email addresses with the Company or Depository/ Depository Participants and the communication of assent / dissent of the Members will take place through the remote e-voting system. The physical Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will therefore not be sent to the Members for this Postal Ballot. However, in order to facilitate voting by Members who may not be able to access e-voting facilities, the Members may also cast their votes by Postal Ballot, as per the instructions contained in this Notice.

The Board of Directors of the Company at its Meeting held on Monday, February 14, 2022, approved the business, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolution and the explanatory statement thereto are annexed herewith for your consideration and you are requested to record your assent or dissent by means of Postal Ballot or remote e-voting facility provided by the Company.

Members may note that, in accordance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, and the Secretarial Standards issued by the Institute of Company Secretaries of India read with Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members the facility to exercise their right to vote by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (“CDSL”).

The e-voting facility will be available from 9:00 a.m. (IST) on Wednesday, February 23, 2022 to 5:00 P.M. (IST) on Thursday, March 24, 2022. The e-voting module shall be disabled by CDSL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, February 18, 2022, may cast their vote electronically. Please read and follow the instructions on e-voting enumerated in the notes to this Notice(s).



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Mr. Varun Mehra, Company Secretary in practice (Membership No. F11599) and Partner at MSV & Associates Practicing Company Secretary, shall act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman / any other Director / Key Managerial Personnel as may be authorized by the Chairman after completion of the e-voting and scrutiny of Postal Ballot Forms. The combined results of the e-voting and Postal Ballot will be declared on or before Saturday, March 26, 2022. The declaration/ announcement of the results as stated above shall be treated as declaration of results at a Meeting of the Members as per the provisions of the Companies Act, 2013 and applicable Rules framed thereunder. The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the website of the Company, i.e. www.bajoriagroup.in immediately after the Results are declared and will simultaneously be communicated to the Stock Exchanges, viz., BSE Limited, where the Equity Shares of the Company are listed.

PROPOSED RESOLUTION AS BELOW:

SPECIAL RESOLUTION:

Item No: 1 To approve divestment/ transfer / disposal of the Company's investment(s) / asset(s) /undertaking(s).

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the relevant Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s)thereof, for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as Board) to sell/ transfer or otherwise dispose-off in one or more tranches,the entire investments consisting of 53,16,500 equity shares held in M/s Agribiotech Industries Limited, being an Associate Company to the buyers and at the consideration not less than current book value of the shares or to any otherpurchasers being related or not Related with whom the Board may finalise the agreement and on such other terms and conditions as may be approved by the Board and as the Board in its absolute discretion thinks fit.

"RESOLVED FURTHER THAT pursuant to the provisions of Section180(1)(a) and all other applicable provisions of the Companies Act,2013, and the relevant Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s)thereof, for the time being in force, and in accordance with the Memorandum and Articles of Association of the Company, and subject to such other approvals, consents, sanctions and permissions, as may be necessary, consent of the members of the Company be and is hereby accorded to the Board to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings as the Board in its absolute discretion thinks fit from time to time in future.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s) or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle



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all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution including but not limited to deciding the time, mode, manner, extent of tranches, if required and other terms and conditions of the disinvestment/sales of the shares as aforesaid, negotiating and finalising the terms of sale/ offer for sale as may be necessary, desirable and expedient to be agreed, and all incidental and necessary steps for and on behalf of the company and to settle all questions or queries that may arise in the course of implementing this resolution.”

By order of the Board of Directors

Sd/-

Place: Jaipur
Date: February 14, 2022

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

(Avinash Bajoria)
Chairman cum Managing Director
DIN: 01402573
Address: 404, Nemi Sagar Colony,
Queens Road, Jaipur-302021

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Sections 2(65) and 110 of the Companies Act, 2013 (“the Act”) setting out material facts and reasons for the proposed Resolutions is annexed hereto and forms part of this Postal Ballot Notice (“Notice”). All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M.(IST) upto the date of the closure of the Postal Ballot on the basis of request being sent on email id of the Company i.e. info@bajoriagroup.in mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
2. The Company has appointed Mr. Varun Mehra, Company Secretary in practice (Membership No. F11599) and Partner at MSV & Associates Practicing Company Secretary, to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.
3. The Notice is being electronically sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, 18th February, 2022 being the cut-off date and who have registered their email addresses with the Company and/or with the Depositories/ Depository Participants. It is however, clarified that all the persons who are Members of the Company as on Friday, February 18, 2022 (including those Members who may not have received this Notice due to non-registration of their email IDs with the Company or the Depositories/Depository Participants) shall be entitled to vote on the resolutions specified in this Notice.
4. The voting rights of the Members shall be in proportion to their share in the Paid-up Equity Share Capital of the Company as on the cut-off date, i.e., Friday, February 18, 2022. A person who is not a Member as on the cut-off date should treat this notice for information purpose only.



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5. In compliance with provisions of Section 108 and 110 and other applicable provisions of the Act read with the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the Listing Regulations and the MCA Circulars, the Company is pleased to provide its Members the facility to exercise their right to vote electronically on the Postal Ballot through the Electronic Voting (e-voting) Services provided by Central Depository Services (India) Limited. The instructions for electronic voting are annexed to this Notice.
6. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.bajoriagroup.in, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on Central Depository Services Limited at www.cdslindia.com.
7. Kindly note that the Members can opt for only one mode of voting, i.e., either by Physical Ballot or e-voting. If Members are opting for e-voting, Members are requested not to vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-voting, then voting done through e-voting shall prevail and votes cast through the Physical Ballot will be treated as invalid.
8. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Persons who are Members as on Friday, February 18, 2022 and (i) who have received this Notice by e-mail; or (ii) who have not received this Notice due to the non-registration of their e-mail ID with the Company or the Depositories/Depository Participants and wish to vote through Postal Ballot Form can download and take printout of the Postal Ballot Form from www.bajoriagroup.in. Members are requested to carefully read the instructions given in the Postal Ballot Form and return the same duly completed and signed, so as to reach the Scrutinizer on or before 5:00 P.M. (IST) on Thursday, March 24, 2022. Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The duly completed Postal Ballot Form(s) should reach the Scrutinizer viz., Mr. Varun Mehra, c/o M/s. MSV & Associates, Unit: Rajasthan Cylinders and Containers Limited, D-54 II Floor, Chomu House, C-Scheme, Jaipur-302005 not later than 5:00 P.M. (IST) on Thursday, March 24, 2022 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Company in no way would be responsible for late /no delivery of Postal Ballot Form on account of restrictions due to COVID-19 pandemic. The e-voting module shall also be disabled by CDSL for voting after the abovementioned time.
9. Please note that the Postal Ballot Form shall be considered invalid if (i) the form other than one issued by the Company has been used; and/ or (ii) it has not been signed by or on behalf of the Member; and/ or (iii) signature on the Postal Ballot Form does not match with the specimen signatures registered with the Company; and/ or (iv) it is not possible to determine without any doubt, the assent or dissent of the Member; and/ or (v) neither assent nor dissent is mentioned; and/ or (vi) any competent authority has given directions in writing to the Company to freeze the voting rights of the Member; and/ or (vii) the Postal Ballot Form is received after the last date prescribed; and/ or (viii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established; and/ or (ix) the Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority; and/ or (x) the Member has made any amendment to the resolution set-out herein or imposed any condition while exercising vote; and/ or (xi) the Member has also voted through e-voting. The Scrutinizer's decision on the validity of a Postal Ballot Form shall be final and binding.
10. The Shareholders who have not registered their e-mail address are requested to register the same in respect of Equity Shares held in electronic form with the depository through their depository participant(s) with whom they are maintaining their demat accounts and in respect of shares held in physical form by writing to the 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.



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11. During the voting period, Members can login to CDSL's e-voting platform any number of times till they have voted on the Resolutions. Once the vote on a Resolution is casted by a Member, whether partially or otherwise, the Member shall not be allowed to change it subsequently or cast the vote again.
12. The Resolution passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
13. The Resolution, if passed by requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. Thursday, 24th March, 2022.
14. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the voting for Postal Ballot will be announced on or before Saturday, 26th March 2022 at the Registered Office of the Company at SP – 825, Road No. 14, V K I Area, Jaipur -302013. The Resolution, if passed by requisite majority shall be deemed to have been passed on Thursday, March 24, 2022, being the last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.
15. The declared results along with the report of the scrutinizer shall be forwarded to the BSE Limited and shall be uploaded on the website of the Company i.e., www.bajoriagroup.in, website of Central Depository Services Limited at www.cdslindia.com.

DISPATCH OF POSTAL BALLOT NOTICE THROUGH E-MAIL AND REGISTRATION OF E-MAIL IDS:

16. In light of the COVID-19 pandemic crisis and in accordance with Section 110 of the Companies Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars, physical copies of the Postal Ballot Notice will not be circulated and also the Company will not be under any obligation to provide physical copies upon specific request of any Member(s).

The Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories, as on February 18, 2022, and who have registered their e-mail addresses with the Company or with the Depositories.

Therefore, Members are requested and encouraged to register / update their email addresses, with their Depository Participant (in case of Shares held in dematerialised form) or with Beetal Financial & Computer Services Pvt. Ltd. our Registrar and Share Transfer Agents (RTA) (in case of Shares held in physical form).

17. Members holding shares in physical mode and who have not updated their email addresses with the Company / Depository Participant(s) / RTA are requested to update their email addresses by writing to the Company's RTA, M/s. Beetal Financial & Computer Services Pvt. Ltd. with subject line "Request to update email id" at beetalrta@gmail.com. Members are requested to submit request letter mentioning the Folio No. and Name of Member along with scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card and any document (such as Driving License, Passport, Bank Statement, AADHAR) supporting the registered address of the Member, for updation of email address. Members holding shares in dematerialised mode are requested to register / update their email addresses with their Depository Participant(s). The Company and RTA shall co-ordinate with Central Depository Services (India) Limited (CDSL) and provide the login credentials to the above mentioned Members, subject to receipt of the required documents and information from the Members.



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18. The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23.02.2022 at 09.00 AM (IST) on Wednesday and ends on 24.03.2022 at 5.00 PM (IST) on Thursday. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 18.02.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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.

- (iii) 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.



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Pursuant to abovesaid SEBI Circular, Login method for e-Voting 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	<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 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.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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



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	<p>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.

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



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 No: L28101RJ1980PLC002140; Website: www.bajoriagroup.in

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

(iv) Login method for e-Voting for shareholders other than individual **shareholders holding in Demat form & physical shareholders.**

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> 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 as mentioned in instruction (3).



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- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN **220221006** for the Rajasthan Cylinders and Containers Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) If a demat account holder has forgotten the changed 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.
- (xv) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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.



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- 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 helpdesk.evoting@cdslindia.com / 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 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, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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.

19. The last date for the receipt of duly completed Postal Ballot Forms and e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
20. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.
21. A Member need not use all his / her / its votes nor does he / she / it need to cast all his / her / its votes in the same way.
22. The Scrutinizer's decision on the validity of the Postal Ballot voting shall be final.

By order of the Board of Directors

Place: Jaipur
Date: 14.02.2022

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

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



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Explanatory statement pursuant to section 102 of the Companies Act, 2013

ITEM NO. 1:

In accordance with the provisions of Section 180(1)(a) of the Companies Act, 2013, the following powers can be exercised by the Board of Directors with the consent of the company by a Special Resolution:

To sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings.

The Board had carried out a comprehensive review of the ongoing business operations of the Company and the financial crisis and challenges facing the management in running the business and the operations of the Company. COVID- 19 Pandemic situation has impacted business and financial position of Company on larger scale. The Board is of the opinion that the Company is in need of funds for reducing its debt burden and running the business efficiently. Due to adverse market conditions, the Company is now seeking approval of shareholders of the Company by special resolution to sell / transfer/ dispose off whole, or substantially the whole of the Investments/ Undertakings of the Company as the Board may think appropriate and fit from time to time including investment in the equity shares of M/s Agribiotech Industries Limited consisting of 53,16,500 shares having Face Value of Rs. 10 /-. Your Company holds 34.89 % shareholding of M/s Agribiotech Industries Limited consequently it is associate company of your company. Such disinvestment will amount to sale of substantial interest in undertaking by the Company.

The Business is operating under challenging environment due to various factors such as high cost of raw material /supplies, high Interest Cost and the banks reducing the borrowing powers and then stopping abruptly funding of the working capital and the COVID- 19 Pandemic are the factors that have led to the recent negative performance of the Company. Section 180(1)(a) of the Companies Act, 2013 ('the Act') provides that the Board of Directors of a Company shall not except with the consent of the Members by way of a special resolution sell, lease, transfer, assign or otherwise dispose of the whole, or substantially the whole, of the undertaking of the Company.

The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval for sale of investment/ undertakings of the Company as the board may think appropriate from time to time including investment in shares of M/s Agribiotech Industries Limited at the Current Book Value of the shares to the purchasers party being related or not Related.



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All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company.

The resolution in the accompanying notice is proposed to seek Members' approval through special resolution. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors or the manager or any other key managerial personnel or their relatives has got any concern or interest whether financial or otherwise, if any, in respect of Special Resolution proposed at Item No. 1

By order of the Board of Directors

Place: Jaipur
Date: 14.02.2022

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

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

Encl: Postal Ballot Form



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POSTAL BALLOT FORM

(Please read carefully the instructions printed overleaf before exercising the vote)

1. Name & Registered Address of the Sole / First named Member
2. Name(s) of the Joint Holder(s), if any.
3. Registered Folio No. /DP ID No. / Client ID No.
4. Number of Shares held
5. I/We hereby exercise my/our vote in respect of the Special Resolution to be passed by means of Postal Ballot for the business stated in the Notice dated 14th February, 2022 by conveying my/our assent or dissent to the said Resolutions by placing the tick mark(✓) at the appropriate column below:

Item No.	Description	Nature of Resolution	No. of Shares held	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1.	To approve divestment/ transfer / disposal of the Company's investment(s) / asset(s) /undertaking(s).	Special Resolution			

Place :

Date :

Signature of the Shareholder

.....✂.....✂.....✂.....✂.....✂.....✂.....

E-voting facility particulars (to be retained with the shareholders)

EVSN (Electronic Voting Sequence No.)	User ID	Password
220221006		Please use your existing User ID and Password.

The e-voting facility will be available during the following voting period –

Cut-off date for reckoning voting rights for Postal Ballot and E-voting	Commencement of voting by Postal Ballot and E-voting (Start Date)	Last date of receipt of Postal Ballot and close of E-voting (End Date)
Friday, February 18, 2022	9:00 a.m. (IST) on Wednesday, February 23, 2022	5:00 p.m. (IST) on Thursday, March 24, 2022

Note: Please read the instructions printed below carefully before filling this form and for e-voting ,please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent



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IMPORTANT INSTRUCTIONS FOR VOTING

1. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of Members / beneficial owner as on Friday, February 18, 2022. A person who is not a Member as on the cut-off date should treat this notice for information purpose only. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the Members as on the cut-off date.
2. For E-voting, please refer the instructions under “E-Voting Instructions” in the Notice attached herewith.
3. Member desirous of exercising vote by physical Postal Ballot may complete this Postal Ballot Form in all respects and send it after signature to the Scrutinizer, **Mr. Varun Mehra, c/o M/s. MSV & Associates, Unit: Rajasthan Cylinders and Containers Limited, D-54 II Floor, ChomuHouse, C-Scheme, Jaipur-302005.** Postage / Courier expenses for sending such physical postal ballot forms to the Scrutinizer will be borne by the Members. The Company in no way would be responsible for late/ no delivery of Postal Ballot Form on account of restrictions due to COVID-19 pandemic.
4. Alternatively, a Member may vote through electronic mode as per instructions for E-voting provided in the Postal Ballot Notice sent herewith.
5. The Members can opt for only one mode of voting, i.e. either by Physical Postal Ballot Form or E-voting. In case Members cast their vote by Physical Postal Ballot Form and E-voting, the voting done through E-voting shall prevail and voting done by Physical Postal Ballot Form will be treated as invalid.
6. The Postal Ballot Form should be completed and signed by the Member (as per the specimen signature registered with the Company). Voting Rights in a Postal Ballot cannot be exercised by a Proxy. In case of Joint Holding, this Form should be completed and signed (as per the specimen signature registered with the Company) by a First Named Member and in his /her absence, by the next named Member. Holders of the Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA.
7. In case of Equity Shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution / Authority and attested specimen signature(s) of the duly authorised signatories giving requisite authorities to the person voting on the Postal Ballot Form.
8. The consent must be accorded by recording the assent in the column “FOR” and dissent in the column “AGAINST” by placing a tick mark (✓) in the appropriate box. The assent or dissent received in any other form shall not be considered valid. A Member need not use all his / her votes nor does he / she need to cast his / her votes in the same way.
9. The vote(s) of a Member will be considered invalid inter alia on any of the following grounds:
 - a) If a form other than the Postal Ballot Form issued by the Company is used;
 - b) If the Postal Ballot Form has not been signed by the Member or if the Member’s signature does not tally with the specimen signature of the Company;
 - c) If the Member has put a tick mark (✓) in both the columns, that is, for ‘Assent’ and also for ‘Dissent’ to the resolutions in such manner that the aggregate shares voted for ‘Assent’ and ‘Dissent’ exceed the total number of shares held;
 - d) If the Postal Ballot Form is incomplete or incorrectly filled;
 - e) If the Member has made any amendment to the resolution or imposed any condition while exercising his/her/their vote;



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- f) If the Postal Ballot Form is received torn or defaced or mutilated or in a manner such that it is difficult for the Scrutinizer to identify either the Member or the number of votes;
 - g) Any competent authority has given directions in writing to the Company to freeze the voting rights of the Members.
10. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5:00 p.m. (IST) on Thursday, March 24, 2022. If any Postal Ballot Form is received after this date and time, it will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date.
11. Members are requested NOT to send any other paper along with the Postal Ballot Form. Any extraneous paper found with the Postal Ballot Form would be destroyed by the Scrutinizer and the Company would not act on the same.
12. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.
13. Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to info@bajoriagroup.in.
14. The Result of voting on the resolutions will be declared within 48 (Forty Eight) hours of the end date, and will also be displayed on the website of the Company (www.bajoriagroup.in) besides being communicated to the Stock Exchanges.
