

NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting of the members of **RAJASTHAN CYLINDERS AND CONTAINERS LIMITED** will be held on Wednesday 30th, December 2020 at 2.00 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur - 302013 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended on March 31st, 2020 and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mrs. Preetanjali Bajoria, having Director Identification Number 01102192, who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the earlier resolution passed by the Postal Ballot on August 28, 2015 authorizing the Board of Directors of the Company to mortgage/create charge on the assets of the Company and pursuant to the provisions of Section 180(1)(a) and all other applicable provisions of the Companies Act, 2013, and the 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 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 of Directors of the Company to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company and the whole of the undertaking of the Company to or in favour of banks, financial institutions, investors and any other person or lenders to secure the amount borrowed by the Company or any third party from time to time for the due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company or any third party in respect of such borrowings provided that the aggregate indebtedness secured by the assets of the Company does not exceed Rs. 100 Crores (Rupees One Hundred Crores only) at any point of time.

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."

4. **To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:**

"RESOLVED THAT in supersession of the earlier resolution passed by the Postal Ballot on August 28, 2015 authorizing the Board of Directors of the Company to borrow money from banks/financial institutions and pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, and the Rules made there under, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and in accordance with the 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 of Directors of the Company to borrow from time to time such sum or sums of money from banks/financial institutions or any other person, firms or body corporate, whether by way of cash credit, advance or deposits, loans, debentures or bill discounting or otherwise, whether secured or unsecured, as they may deem fit notwithstanding however, that the total borrowings exceed the aggregate of paid-up capital and free reserves of the company, provided however that the aggregate of amounts so borrowed and outstanding at any one time (apart from temporary loans obtained from the company's bankers in the ordinary course of business) shall not exceed an amount of Rs. 100 Crores (Rupees One Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this

Resolution.”

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** in supersession of the earlier resolution passed by the Postal Ballot on August 28, 2015 authorizing the Board of Directors of the Company and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs. 100 Crores (Rupees One Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 185 and all other applicable provisions, if any of the Companies Act, 2013 read with Rules made thereunder, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, and subject to such other consents, permissions, approvals, as may be required in that behalf, the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Directors of the Company is interested/deemed to be interested, up to limits approved by the shareholders of the Company u/s 186 of the Companies Act, 2013, from time to time, in their absolute discretion as may be deemed beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

7. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the applicable provisions of Section 185 of the Companies Act, 2013 read with Rules made thereunder, and all other applicable laws, for the time being in force, including any statutory modification(s) thereto or re-enactment(s) thereof, and subject to such other consents, permissions, approvals, as may be required in that behalf, consent of the Members of the Company be and is hereby accorded to a Scheme of Loan for its Managing Directors and Whole-time Directors as set out in the explanatory statement annexed to the Notice convening this Annual General Meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize, sanction, disburse the loan to Managing Director and Whole-time Directors and to ratify such loan given earlier, if any, and also to delegate all or any of the powers to any of the Directors of the Company and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.”

8. To consider and, if thought fit, to pass, with or without modification, the following resolution as a SPECIAL RESOLUTION:

“RESOLVED THAT in partial modification of the resolution passed at the Annual General Meeting of the Company held on **26th September, 2019** approving the appointment and the terms of remuneration of Mr. Avinash Bajoria, Managing Director (DIN : 01402573) with effect from w.e.f. October 15, 2019 for the period of 3 years and pursuant to the provisions of Section 190, 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force)(“the Act”) read with Schedule V to the said Act , consent of the member of the Company be and is hereby accorded for the revision in terms of appointment of Mr. Avinash Bajoria DIN: 01402573, Chairman cum Managing Director for the remaining period of his tenure w.e.f. 1st September, 2020 on such terms and conditions as reproduced herein below 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 Mr. Avinash Bajoria, Chairman cum Managing Director (DIN : 01402573):

A. Basic Salary

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

B. Perquisites

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

- a. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
- b. Medical Policy for self and family with annual premium upto Ten Lakh.
- c. Reimbursement of Medical Expenses for self and family subject to a limit of Rs. 1 Crore (Rupees One Crore only).
- d. Car with Driver for use on Company’s business.
- e. Provision for telecommunication facilities.
- f. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- g. Leave travel concession for self & family once in a year for any place in India subject to the condition those only actual fares will be allowed.
- h. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- i. Club fees: Subject to maximum of two clubs.
- j. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
 - i. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
 - ii. Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
 - iii. Contribution to Provident Fund and Superannuation fund as per rules of the Company.
 - iv. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mr. Avinash Bajoria.

Other Terms:

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

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

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

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

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

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto, the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things and execute all such deeds, documents, writings and the like as the Board in its sole and absolute discretion may deem fit, necessary, expedient, desirable, appropriate or proper.”

Place: Jaipur
Date: 05.12.2020

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

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

NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, 24th December, 2020 to Wednesday, 30th December 2020 (both days inclusive) for annual closing.
2. The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

The instrument of Proxy (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 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 LSC, New Delhi – 110062.
7. The Securities and Exchange Board of India (SEBI) vide its circular dated April 20, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to the M/s Beetal Financial & Computer Services Pvt. Ltd. /Company by sending a duly signed letter alongwith self attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear the name of the Member. In the alternative Members are requested to submit the copy of bank passbook/statement attested by the Bank. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant.
8. The Notice of AGM along with the Annual Report 2019-20 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 Fortieth Annual General Meeting and the Annual Report for the financial year 2019-20 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 during business hours on all working days up to the date of Annual General Meeting.
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per the Register of Members of the company will be entitled to vote.
12. Members desirous of seeking any information relating to accounts and operations of the Company are requested to address their queries to the Company Secretary at least 10 days in advance of the meeting to enable the Company to keep the information ready.
13. Non-Resident Indian Members are requested to inform 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.
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. 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, 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:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" i.e. "RAJASTHAN CYLINDERS AND CONTAINERS LIMITED" from the drop down menu and click on "SUBMIT"

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

For Members holding shares in Demat Form and Physical Form	
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN of Rajasthan Cylinders And Containers Limited which is 201130020 on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for Android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non-individual Shareholders and Custodians
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodians, if any in the PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(B) In case a Member receiving a physical copy:

Please follow all the steps from Sl. No. (i) to Sl. No. (xix) above to cast vote.

(c) Other Instructions:

- (i) The e-voting period begins on Sunday 27th, December 2020 at 9:00 a.m. and ends on Tuesday, 29th December 2020 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 Wednesday 23rd December 2020 may cast their vote electronically and a person who is not a member as on the cut-off date should treat this Notice for information purposes only. The e-voting module shall be disabled by CDSL for voting thereafter i.e. at the end of Remote e-voting period, the e- voting facility shall forthwith be blocked. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) The 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 Saturday, 5th December 2020.
- (iii) The shareholders shall have one vote per equity share held by them as on the cut-off date of Wednesday, 23rd December 2020. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
- (iv) Investors who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. Wednesday, 23rd December 2020 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 e-voting.
- (v) The facility shall not be allowed beyond the said date and time.
- (vi) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on Wednesday, 23rd December 2020. 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.
- (vii) Mr.Arun Kumar Shrivastav, Chartered Accountant in practice (Membership No. 411224) has been appointed as the Scrutinizer to scrutinize the e- voting process in a fair and transparent manner.
- (viii) 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.
- (ix) The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website 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 & 4:

In accordance with the provisions of Section 180(1)(a) and 180(1)(c) 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 pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company;
- To borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital and free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business, except.

The Board is of the view that in order to further expand the business activities of the Company and for meeting the expenses for capital expenditure, the Company may be further required to borrow money, either secured or unsecured, from the banks/financial institutions/other body corporate, from time to time, and to pledge, mortgage, hypothecate and/or charge any or all of the movable and immovable properties of the Company and/or whole or part of the undertaking of the Company.

The Board of Directors of the Company proposes to increase the limits to borrow money upto Rs 100 crores (Rs. One Hundred Crores) and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company amounting up to Rs 100 crores (Rs. One Hundred Crores). All the relevant documents, registers and records shall be available for inspection by members during business hours at the registered office of the Company and also at the meeting.

The Board recommends the passing of the Special Resolution set out in Item No. of the accompanying notice. 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. 3 & 4.

ITEM NO. 5:

Pursuant to the provisions of Section 186 of the Companies Act, 2013 ('Act'), the Company shall not directly or indirectly: -

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is higher.

Pursuant to the provisions of Section 186 of the 'Act', where the giving of any loan or guarantee or providing any security or the acquisition of securities exceeds the limits specified in Section 186 of the 'Act', prior approval by means of a Special Resolution passed at a General Meeting is necessary.

Accordingly, it is proposed to seek prior approval of Members by way of Special Resolution to provide loans, guarantees and make investments up to a sum of Rs. 100 crores (Rs. One Hundred Crores) over and above the aggregate of free reserves and securities premium account of the Company at any point of time.

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

The Board recommends the passing of the Special Resolution set out in Item No. of the accompanying notice. 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. 5.

ITEM NO. 6:

As per the provisions of Section 185 of the Companies Act, 2013, no company shall, directly or indirectly, advance any loan including any loan represented by a book debt, to any of its Directors or to any other person in whom the Director is interested or give any guarantee or provide any security in connection with any loan taken by him or such other person. However, in order to promote ease of doing business, the entire Section 185 of the Companies Act, 2013 has been substituted vide Companies (Amendment) Act, 2017 and the same was notified by the Ministry of Corporate Affairs on 7th May, 2018.

In terms of the amended Section 185 of the Act, a company may advance any loan, including any loan represented by a book debt, to any person in whom any of the Directors of the Company is interested or give any guarantee or provide any security in connection with any loan taken by any such person, subject to the condition that approval of the shareholders of the Company is obtained by way of passing a Special Resolution and requisite disclosures are made in the Explanatory Statement. The Company may be required to make such transaction as referred under section 185 with the entities in which the Directors of the Company are interested, as and when required. Hence, as an abundant caution, the Board decided to seek approval of the shareholders by way of special resolution under said provisions, subject to the condition that the fund be utilized by the borrowers for their principle business activities. Further, the rate of interest charged on such loan(s) shall be on arm's length basis and in any event shall not be less than the prevailing yield of one year, three year, five year or ten year Government Security closest to the tenor of the loan(s).

The Board recommends the passing of the Special Resolution set out in Item No. of the accompanying Notice. None of the Directors and/or Key Managerial Personnel of the Company and their relatives except to the extent of their directorship and/or deemed interest and/or shareholding in respective entity, is concerned or interested, financially or otherwise, as and when the transaction, if any takes place.

ITEM NO. 7:

Name	Mr. Avinash Bajoria
Category / Designation	Chairman Cum Managing Director
Director Identification No (DIN)	01402573
Date of Birth and Age	26/12/1970
Nationality	Indian
Date of first appointment on the Board	24/11/2006
Date of re-appointment	30/12/2020
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 his company with his great hard work and knowledge
Board Meetings held & attended during the FY 2019-20	Four meetings held and attended all the meetings.
Directorship held in other public companies (Excluding foreign companies and Section 8 Companies)	Nil
Memberships/Chairmanships of Committees of other Public Companies (Includes only Audit Committee and Stakeholder's Relationship Committee)	Nil
Number of shares held in the company	423013 equity shares
Remuneration paid during financial year 2019-20	6,00,000/-
Relationship with other directors / KMP	Mr. Avinash Bajoria (DIN 01402573) Chairman Cum Managing Director is the spouse of Mrs. Preetanjali Bajoria (DIN : 01102192) Whole time Director of the Company.

According to the provisions of Section 185 of the Companies Act, 2013 No company shall, directly or indirectly,

advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by,—

- (a) any director of company, or of a company which is its holding company or any partner or relative of any such director; or
- (b) any firm in which any such director or relative is a partner.

However the following exemption or relaxations have been given in this regard:

the giving of any loan to a managing or whole-time director—

- (i) as a part of the conditions of service extended by the company to all its employees; or
- (ii) pursuant to any scheme approved by the members by a special resolution; or

In compliance of above enabling provisions, your company introduces a Scheme of Loan to its Managing Director and Whole-time Directors as reproduced herein under:

Objective of Scheme:

To enable the Managing Director and Whole-time Directors to seek Loan assistance from the Company based on their request to meet the urgent requirement/liquidity to them under the provisions of the Companies Act 2013.

Amount of Loan:

The Loan may be upto the limit of three year's salary of respective Managing Director and Whole-time Directors.

Rate of Interest:

We will not charge any administrative fees. The Company may charge the interest as may be decided by the Management at the time of disbursement of loan.

Repayment Terms:

Loan shall be repayable on demand.

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

The Board recommends the passing of the Special Resolution set out in Item No. of the accompanying notice. 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. 8 except Managing Director and Whole-time Director.

ITEM NO. 8

Mr. Avinash Bajoria was reappointed as Managing Director of the company at Annual General Meeting of the Members of the company held on 26th September, 2019, for the period of 3 years commencing from [October 15, 2019]. In accordance with the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on [September 14, 2020] has subject to the approval of shareholders, revised the terms of Mr. Avinash Bajoria as the Chairman Cum Managing Director of the company for the Remaining period of his appointment w.e.f. 1st September, 2020 on the following terms and conditions:

A. Basic Salary

Basic Salary Rs. 2,50,000/- per month.

B. Perquisites

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

- a. Rent free furnished accommodation or House Rent Allowance in lieu thereof subject to a maximum of 50% of the Basic Salary.
- b. Medical Policy for self and family with annual premium upto Rs. Ten Lakh.

- c. Reimbursement of Medical Expenses for self and family upto Rs. 1 Crore (Rupees One Crore Only).
- d. Car with Driver for use on Company's business.
- e. Provision for telecommunication facilities.
- f. Personal Accident Insurance, the premium of which shall not exceed Rs. 15,000/- per annum.
- g. Leave travel concession for self & family once in a year for any place in India subject to the condition those only actual fares will be allowed.
- h. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
- i. Club fees: Subject to maximum of two clubs.
- j. Following perquisites which shall not be included in the computation of the ceiling on remuneration specified above:
 - i. Gratuity on the basis of 15 days salary for each year completed service, as per rules of the company.
 - ii Leave and encashment of leave at the end of the tenure in accordance with the rules of the Company.
 - iii Contribution to Provident Fund and Superannuation fund as per rules of the Company.
 - iv. Such other perquisites and allowances in accordance with the rules of the company or as may be agreed to by the Board of Directors and Mr. Avinash Bajoria.

Other Term

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

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

I. GENERAL INFORMATION					
1	Nature of Industry	Manufacturer of LPG Cylinders, Valves, Regulators and filling of LPG Gas.			
2	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1980 and is already in commercial production for long.			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
4	Financial performance based on given indicators	Financial Parameters	Years		
			2019-20	2018-19	2017-18
		Turnover (Rs./Lakhs)	2120.53	5461.14	5876.92

RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

		Net Profit /(Loss) (Rs./Lakhs)	(351.38)	(258.13)	(26.92)
		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					
	Background details	Sh. Avinash Bajoria is a graduate and having more than two decades of rich experience in the Business. He is having good rapport with various departments and other manufacturer in similar type of industry.			
	Past Remuneration	Organization	Period	Total Amount (Rs./Lakhs)	
		Rajasthan Cylinders and Containers Limited	1.04.2019 to 31.03.2020	45.00	
			1.04.2018 to 31.03.2019	45.40	
			1.04.2017 to 31.03.2018	47.90	
	Recognition or awards	Nil			
	Job profile and his suitability	He is looking after day to day operations of the Company, Coordination with various outside agencies, management of funds etc. He is associated with this company since many years and has vast experience in the working of the Company.			
	Remuneration proposed	Item Description Rs./PA Basic Salary 2,50,000 Per month Inclusive of Perquisite and Performance Bonus as approved by the members at 39 th Annual General Meeting. *No revision in remuneration is proposed.			
	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t the country of origin)	The remuneration payable to Mr. Avinash Bajoria is in tandem with the remuneration paid in the industry and the size of the company.			
	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Avinash Bajoria DIN: 01402573 has no pecuniary relationship with the company, directly or indirectly, or with managerial personnel, except that he is one of the promoters and relative of Whole Time Director of the Company.			
III. OTHER INFORMATION					
	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.
	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.
T T	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.

he brief resume of Mr. Avinash Bajoria is as hereunder –

Mr. Avinash Bajoria (DIN: 01402573) (Born on: 26/12/1970) aged 49 years, is the Chairman cum Managing Director of the Company and commerce graduate by qualification. He was first inducted on 24.11.2006 in the Board of Directors of the company as an Additional Director. He possess rich experience of over 21 years in manufacturing, trading activities covering all functions of General Management as liaison in public relation for the Bajoria Group of Industries. He is a businessman who has vast knowledge in financial and production activities and is serving his company with his great hard work and knowledge.

Companies (other than Rajasthan Cylinders and Containers Limited) in which Mr. Avinash Bajoria holds the Directorship –

- Shipra Towers Private Limited

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

No. of Shares held in the company – 423013

No. of Board Meetings attended in the company during the year – 4

Except Mr. Avinash Bajoria and Mrs Preetanjali Bajoria, wife of Mr. Avinash Bajoria, none of the other Directors, Key Managerial Personnel of your company or relatives of Directors/Key Managerial Personnel are concerned or interested in the said resolution.

Therefore, the Board recommends the special resolution as set out at Item No. 8 for the approval of members of the company.

Place: Jaipur
Date: 05.12.2020

Registered Office:
SP-825, Road No.14,
CIN- L28101RJ1980PLC002140

By order of Board of Directors

Sd/-

Avinash Bajoria)

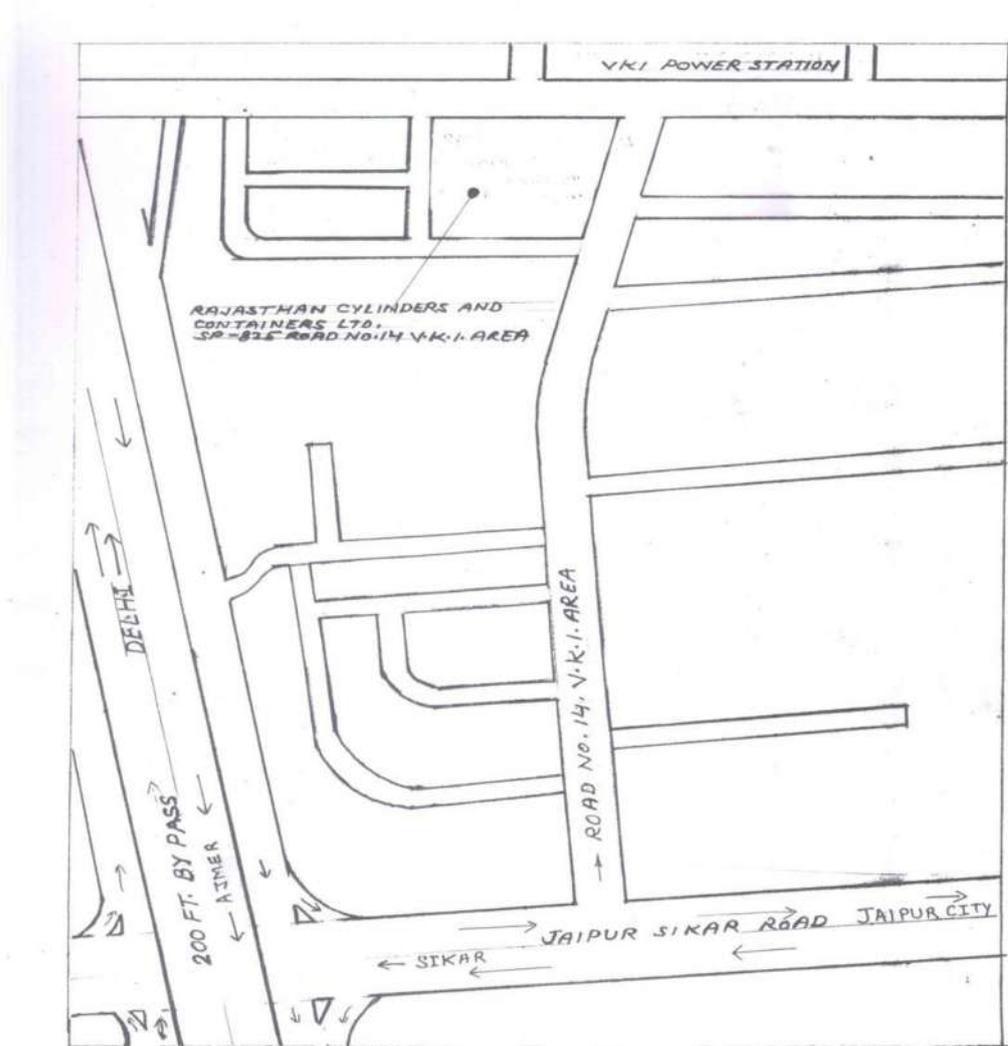
Chairman cum Managing Director

DIN: 01402573

Address: 404, Nemi Sagar Colony,
VKI Area, Jaipur-302013.
Queens Road, Jaipur- 302021 (Raj.)

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: 05.12.2020

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

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

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.in

40th Annual General Meeting on Wednesday, 30th December, 2020.

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 40th (Fortieth) Annual General Meeting of the company being held on Wednesday, 23rd December 2020 at Registered office 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/ Clint 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 Fortieth (40th) Annual General Meeting of members of the Company, to be held on Wednesday, 30th December, 2020 at the registered office of the Company 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.

To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the Financial Year ended on March 31st, 2020 and the Reports of the Board of Directors and the Auditors thereon.

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

Authorization to the Board under Section 180(1)(a) of the Companies Act, 2013

Authorization to the Board under Section 180(1)(c) of the Companies Act, 2013

Authorization to the Board under Section 186 of the Companies Act, 2013

Authorization to the Board under Section 185 of the Companies Act, 2013

Approval of Scheme of Loan to Managing Director and Whole-time Director under Section 185 of the Companies Act, 2013

To approved revision in other terms of Mr. Avinash Bajoria as Managing Director of the Company

Signed this Day of..... 2020

Signature of Shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

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.