



# Rajasthan Cylinders and Containers Limited

Regd. Office: SP – 825, Road No. 14, V KI Area, Jaipur -302013 (Rajasthan)

TEL.: 91-141-4031771-2; e – Mail: [info@bajoriagroup.in](mailto:info@bajoriagroup.in)

CIN: L28101RJ1980PLC002140; Website: [www.bajoriagroup.in](http://www.bajoriagroup.in)

Ref: RCCL/Sec/24-25

Date: 05.09.2024

To,

**BSE Limited**

Phiroze Jeejeebhoy Towers

Dalal Street

Mumbai – 400001.

**Sub: Notice convening 44<sup>th</sup> Annual General Meeting of the Company.**

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

Respected Sir/Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Notice of the 44<sup>th</sup> Annual General Meeting (AGM) of the Company. The same is available on the website of the Company i.e. [www.bajoriagroup.in](http://www.bajoriagroup.in).

The Schedule of 44<sup>th</sup> AGM of the company is as under:

<b>Event</b>	<b>Date</b>	<b>Time (IST)</b>
Cut-off date to determine eligible members for voting on AGM Resolution(s)	Friday, 20 <sup>th</sup> September 2024	NA
Commencement of E-Voting	Tuesday 24 <sup>th</sup> September 2024	9:00 A.M
End of E-voting	Thursday, 26 <sup>th</sup> September 2024	5.00 P.M.
Annual General Meeting	Friday, 27 <sup>th</sup> September 2024	2.00 P.M.

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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## NOTICE

Notice is hereby given that the 44<sup>th</sup> Annual General Meeting ("AGM") of the members of **RAJASTHAN CYLINDERS AND CONTAINERS LIMITED** will be held on Friday, 27<sup>th</sup> September, 2024 at 02.00 P.M. at the registered office of the company situated at SP-825, Road No.14, Vishwakarma Industrial Area, Jaipur -302013 to transact the following business:

### **ORDINARY BUSINESS:**

#### **1. Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended on 31<sup>st</sup> March, 2024 together with the Reports of the Board of Directors and the Auditors thereon.

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

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, the approval of members of the Company, be and is hereby accorded to re-appoint Mrs. Preetanjali Bajoria (DIN: 01102192) as a director, who is liable to retire by rotation, and offered herself for the re-appointment."

#### **3. Appointment of Statutory Auditors and fixation of their remuneration:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to appoint **M/s S R Goyal & Co.**, Chartered Accountants (**ICAI Firm Registration No 001537C**) as the Statutory Auditors of the company for a term of five years and they shall hold the office from the conclusion of the 44<sup>th</sup> Annual General Meeting till the conclusion of the 49<sup>th</sup> Annual General Meeting to be held in the year 2029 on such remuneration and reimbursement of expenses to be decided from time to time, by the Board of Directors/ Audit Committee or any other person as authorized by the Board/ Audit Committee and mutually agreed with the Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary or desirable in order to give effect to the above resolution for and on behalf of the Company."

### **SPECIAL BUSINESS:**

#### **4. Re-appointment of Mrs. Preetanjali Bajoria, (DIN: 01102192) as a Whole - Time Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198 and 203 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V of the Act, Articles of Association of the Company, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force) and all other applicable laws, if any, approval of the members of the company be and is hereby accorded to re-appoint **Mrs. Preetanjali Bajoria (DIN: 01102192)** as Whole - Time Director of the company for a further term of 3 (three) years commencing

from 01<sup>st</sup> October, 2024 to 30<sup>th</sup> September, 2027 whose office shall be liable to retire by rotation, at the remuneration and terms and conditions as set out in the Explanatory statement annexed to this Notice.”

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

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to vary/alter/amend the terms and conditions of the said appointment and /or remuneration in such manner as may be approved by the Board and acceptable to Mrs. Preetanjali Bajoria.”

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

**Registered Office:**

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

Place: Jaipur  
Date: 29<sup>th</sup> May, 2024

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

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

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out all material facts in respect of item number 4 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI (LODR) Regulations'), read with Secretarial Standard on General Meeting (SS-2) issued by Institute of Company Secretaries of India, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
2. The Board of Directors of the Company has appointed Mr. Varun Mehra, Company Secretary in practice and Partner at MSV & Associates, (Membership No. F11599, CP No. 19212) as the Scrutinizer, for conducting the Annual General Meeting and e-voting process in a fair and transparent manner.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 21<sup>st</sup> September, 2024 to Friday, 27<sup>th</sup> September, 2024 (both days inclusive) for the purpose of AGM.
4. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

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

5. Corporate members/HUF/Trust, intending to send their authorized representative(s) to attend the AGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified true copy of the relevant Board Resolution/Authorisation letter together with the specimen signature(s) of the representative(s) authorised under the said Board resolution/Authorisation letter to attend and vote on their behalf at the Meeting.
6. For convenience of members, an attendance slip is annexed to the notice. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
7. Members may please note that SEBI has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at [www.bajoriagroup.in](http://www.bajoriagroup.in). It may be noted that any service request can be processed only after the folio is KYC Compliant. SEBI has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company, for assistance in this regard.
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's registrar i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date,

our registrars are obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31<sup>st</sup> December 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

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

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

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

10. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates or any other changes to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to intimate any change in their address or bank mandates or any other change immediately to the Company or the Company’s Registrar and Share Transfer Agent i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi -110062 quoting reference of the registered folio number.
11. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the copy of the Annual Report including Financial Statements, Board’s Report etc. and Notice of the 44<sup>th</sup> AGM are being sent by electronic mode, to those members who have registered their e-mail ids with their respective Depository Participants or with the Share Transfer Agent of the Company, unless any member has requested for a physical copy of the same. In case you wish to get a physical copy of the Annual Report, you may send your request to [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) or [info@bajoriagroup.in](mailto:info@bajoriagroup.in) mentioning your Folio No/DP ID & Client ID.
12. The Notice of the 44<sup>th</sup> AGM and the Annual Report of the Company for the year ended on 31<sup>st</sup> March, 2024 are uploaded and may be accessed and downloaded by the members on website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com), Company’s website at [www.bajoriagroup.in](http://www.bajoriagroup.in) and website of Stock Exchange (s) where the shares of the Company have been listed viz., BSE Limited at [www.bseindia.com](http://www.bseindia.com).

13. With a view to conserve natural resources, SEBI & the Ministry of Corporate Affairs encourages paperless communication as a contribution to greener environment. Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their email address either with the Company or with the Depository Participant(s).
14. We request members who have not registered their email address with the Company to update and register their e-mail addresses with M/s Beetal Financial & Computer Services Pvt. Ltd., at [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com), the Registrars & Share Transfer Agent of the Company and members holding shares in demat mode are requested to register their e-mail addresses with their respective Depository Participants (DPs) to enable the Company to send communications including the Annual Report, Notices and other documents electronically.
15. All documents referred in the accompanying Notice and Statement setting out material facts will be available for inspection at the Registered Office of the company situated at SP-825, Road No. 14, VKI Area, Jaipur-302013 on all working days (except Saturdays, Sundays and Public Holidays) between 11.00 A.M. to 06.00 P.M. up to the date of this Annual General Meeting ("AGM") and also at the AGM. Members seeking to inspect such documents can send an E-mail to [info@bajoriagroup.in](mailto:info@bajoriagroup.in).
16. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names as per the Register of Members of the company will be entitled to vote.
17. Members desirous of seeking any information relating to Annual Report, accounts and operations of the Company are requested to address their queries to the Company Secretary at least 10 days in advance of the meeting to enable the Company to keep the information ready.
18. Members are requested to address all correspondence to Company's Registrar and Share Transfer Agent i.e. M/s Beetal Financial & Computer Services Pvt. Ltd., Beetal House, 3rd Floor, 99 Madangir, Behind Local Shopping Centre, Near Data Harsukhdas Mandir, New Delhi -110062, who is acting as our Registrar and Share Transfer Agent. Further, kindly quote your folio number and our company's name in all your future correspondences.
19. Members holding shares in physical form in multiple folios in identical names are requested to apply for consolidation of such folios along with share certificates to the Company/Registrar and Share Transfer Agent.
20. The Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013, and the Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the Annual General Meeting of the Company.
21. 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".
22. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, count the votes cast at the meeting and votes cast through remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within a period not exceeding 48 hours from the conclusion of the meeting, submit a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or person authorized by the Chairman in writing for counter signature.
23. The results shall be declared either by the Chairman or the person authorized by the Chairman in writing and the resolutions will be deemed to have been passed on the AGM date subject to receipt of the requisite number of votes in favour thereof.

24. Promptly after declaration of results, the same shall be placed along with the Scrutinizer's Report on the Company's website at [www.bajoriagroup.in](http://www.bajoriagroup.in) and on the website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and communicated to BSE Limited at [www.bseindia.com](http://www.bseindia.com) where the shares of the Company are listed for placing the same in their website.
25. The notice of the Annual General Meeting will be sent to the members, whose names appear in the register of members / beneficiary owners as on Friday, 20<sup>th</sup> September, 2024.
26. The shareholders shall have one vote per equity share held by them as on the cut-off date of Friday, 20<sup>th</sup> September 2024. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
27. 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. Friday, 20<sup>th</sup> September 2024 are requested to send the written / email communication to the Company at [info@bajoriagroup.in](mailto:info@bajoriagroup.in) by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for voting.
28. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on Friday, 20<sup>th</sup> September 2024. 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.

#### 29. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 the Companies (Management and Administration) Rules, 2014, as amended from time to time and the provisions of Regulation 44 of Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020, the company is pleased to provide to its members facility to exercise their right to vote on the resolutions proposed to be passed in the Meeting by electronic means and the business may be transacted through such voting. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("Remote E-voting"). The Resolution(s) passed by Members through e-voting is /are deemed to have been passed as if they have been passed at AGM. The Company has engaged the services of M/s Beetal Financial & Computer Services Pvt. Ltd. and Central Depository Services Limited (CDSL) to provide the e-voting facility.

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

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

#### 30. PROCEDURE FOR REMOTE E-VOTING:

**The instructions for members for remote voting are as under:**

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

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

- (i) The voting period begins on Tuesday, September 24<sup>th</sup>, 2024 at 09.00 AM (IST) and ends on Thursday, September 26<sup>th</sup>, 2024 at 5.00 PM (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, September 20<sup>th</sup>, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

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

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

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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. 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>



<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<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 remot 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**

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

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

1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
2. Click on “Shareholders” module

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

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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"> <li>• 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.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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).</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Rajasthan Cylinders and Containers Limited on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz [msvandassociates@gmail.com](mailto:msvandassociates@gmail.com) / [info@bajoriagroup.in](mailto: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.** i.e. [info@bajoriagroup.in](mailto:info@bajoriagroup.in) / [beetal@beetalfinancial.com](mailto:beetal@beetalfinancial.com) .
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 through Depository.

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

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

**Registered Office:**

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

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

Place: Jaipur  
Date: 29<sup>th</sup> May, 2024

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

\*\*\*\*

**Explanatory statement pursuant to section 102 of the Companies Act, 2013****ITEM NO. 4:**

Mrs. Preetanjali Bajoria is the promoter of the company and was appointed as Whole Time Director, liable to retire by rotation for the period of 3 years w.e.f. October 01, 2021 at 41<sup>st</sup> Annual General Meeting of the members of the company held on September 30, 2021. However, taking into account her long business experience and for the efficient running of the business, it is considered necessary that the services of Mrs. Preetanjali Bajoria should be available to the company for further periods. Hence, in accordance with the recommendation of Nomination and Remuneration Committee, the Board of Directors of the company at its meeting held on May, 29, 2024 had subject to approval of shareholders, re-appointed Mrs. Preetanjali Bajoria as the whole time Director of the company for the further period of 3 years with effect from October 1, 2024 on the following existing terms and conditions:-

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

- A. Tenure:** Three years with effect from October 1, 2024
- B. Salary:**
- i) Basic Salary: Basic Salary Rs. 75,000/- per month with an authority to the Board to increase from time to time in accordance with and within limits specified in Schedule V of the Act as amended from time to time.
  - ii) Commission and Performance linked incentive:  
On net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at the rate to be determined by the Board of Directors from time to time, provided that the total remuneration including salary and perquisites along with the commission paid to the Directors shall not exceed the limit laid down under Companies Act, 2013 read with Schedule V of the Act.
- C. Perquisites:**  
In addition to the Remuneration as stated above, Mrs. Preetanjali Bajoria shall be entitled, as per the Rules of the Company to perquisites like :
- a. Rent – free furnished accommodation or House Rent Allowance in lieu thereof subject to maximum of 50 % of Basic Salary.
  - b. Reimbursement of Medical Expenses subject to a limit of one month basic Salary per annum. Insurance premium on policy for medical and hospitalization for self and family which shall not exceed Rs. 25000/-.
  - c. Personal Accident Insurance Premium, the premium of which shall not exceed Rs. 15,000/- per month.
  - d. Leave Travel Allowance for self and family once a year.
  - e. Education Allowance for children, whether abroad or in India.
  - f. Subscription to clubs.
  - g. Car with driver for use in Company's business and for personal use.
  - h. Provision of telecommunication facilities.
  - i. Reimbursement of actual expenses incurred for gas, electricity, society charges and maintenance of residential premises.
  - j. Following perquisites which shall not be included in the computation of ceiling on remuneration specified above :
    - Gratuity on the basis of 15 days salary for each year completed service, as per the rules of the company.
    - Encashment of leave at the end of the tenure in accordance with the rules of the company.
    - Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.
- D. Other Terms :**
- a. She shall be entitled to reimbursement of expenses actually and properly incurred by her for the business of the company.
  - b. She shall not be paid any sitting fees for attending the Board Meetings or committee thereof.

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

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

<b>I. GENERAL INFORMATION</b>					
1	Nature of Industry	The company manufactures and sells mainly LPG Cylinders, Valves & Regulators. However, operation of manufacturing has been closed and plants and equipments have been disposed off.			
2	Date or expected date of commencement of commercial production	The Company was incorporated in the year 1980. The operations of manufacturing has been closed.			
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		
			2023-24	2022-23	2021-22
		(Rs./Lakhs)			
		Turnover	0.00	931.51	1139.98
		Net Profit /(Loss)	(137.08)	30.92	400.11
		Amount of dividend paid	Nil	Nil	Nil
		Rate of dividend paid	Nil	Nil	Nil
5	Foreign investments or collaborations, if any	Nil			
<b>II. INFORMATION ABOUT THE APPOINTEE</b>					
1	Background details	Mrs. Preetanjali Bajoria (DIN: 01102192) is the Whole-time Director of the Company and Commerce Graduate by qualification. She possess rich experience of over 25 years in manufacturing, trading and export activities			
2	Past Remuneration	Organization	Period	Total Amount	
		Rajasthan Cylinders and Containers Limited	1.4.2023 to 31.03.2024	Rs. 9,00,000/-	
			1.4.2022 to 31.03.2023	Rs. 9,00,000/-	
			1.4.2021 to 31.03.2022	Rs. 9,00,000/-	
3	Recognition or awards	Nil			
4	Job profile and her suitability	She is looking after day to day operations of the company, thereby managing business in an efficient manner since many years.			
5	Remuneration proposed	Proposed remuneration as approved by the Nomination and Remuneration Committee & Board of Directors at their meeting held on 29.05.2024. <b>Period</b> 1.10.2024 to 30.09.2027 <b>Item Description</b> <b>Rs./PM</b> <b>Rs./PA</b> Basic Salary                      75,000 per month                      9,00,00 per annum Plus other perquisites and benefits as given in the explanatory statement.			

6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration payable to Mrs. Preetanjali Bajoria is in tandem with the remuneration paid in the industry and the size of the company.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Preetanjali Bajoria has no pecuniary relationship directly or indirectly with company or with any managerial personnel except that she is one of the promoter of the company and holds 4.47 % of total shareholding of the company. Further Mr. Avinash Bajoria, Chairman cum Managing Director is husband and Ms. Avanti Bajoria, Non-Executive Director is Daughter of Mrs. Preetanjali Bajoria.
<b>III. OTHER INFORMATION</b>		
1	Reasons of loss or inadequate profits	Over the past years, the Company's financial performance has drastically been impacted due to certain factors viz Covid 19, oil company's unsupportive policies and high cost of raw material /supplies. This resulted in low production and Company have incurred heavy losses. Considering this challenging phase and unsatisfactory production performance of the Cylinder, Valves and Regulators unit with continued operational losses in spite of attempts to turn it around, the Company had closed its operations at the manufacturing unit located at SP - 825, Road No. 14, V K I Area, Jaipur -302013.
2	Steps taken or proposed to be taken for improvement	Consent of Board of Directors is accorded to appoint a consultant for setting up a new business and the company is in process of appointment of a consultant for setting a new project and hopeful to revive the financial performance of the company in future.
3	Expected increase in productivity and profits in measurable terms.	The company has closed its manufacturing operations due to unsatisfactory performance of the company and continued operational losses accordingly it is extremely difficult in the present scenario to predict profits in measurable terms.

**Brief resume of Mrs. Preetanjali Bajoria is as hereunder -**

Mrs. Preetanjali Bajoria (DIN: 01102192) (Born on: 25/12/1973) aged 50 years, is the Whole-time Director of the Company and commerce graduate by qualification. She was first inducted on 30/03/2015 on the Board of the company as an Additional Director. She possess rich experience of over 25 years in manufacturing activities covering all functions of General Management. She is a businessperson who has vast knowledge in financial and production activities and is serving this company with great hard work and knowledge.

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

- Shipra Towers Private Limited

The Company has received consent in writing from her to act as Director of the Company and declarations that she is not disqualified to act as Director under Section 164(2) of the Act and is not debarred from holding the office by virtue of any SEBI Order or any other authority. In the opinion of the Board, Mrs. Preetanjali Bajoria fulfils the conditions specified in the Act/ Regulations. The Board recommends the Special Resolution set out at Item No. 4 of the Notice for the approval of the members.

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

Pursuant to the provisions of Companies Act, 2013, the aforesaid re-appointment and terms of remuneration are subject to the approval of members in the ensuing Annual General Meeting. Accordingly, the Board recommends the passing of special resolution as set out in the Item No. 4 of the Notice.

**Details of Directors seeking appointment/re-appointment at 44<sup>th</sup> Annual General Meeting**

<b>Name of Director</b>	<b>Mrs. Peetanjali Bajoria</b>
DIN	01102192
Date of Birth/ Age	25/12/1973
Date of first appointment on the Board	30/03/2015
Date of re-appointment	01/10/2024
Nationality	Indian
Terms and conditions of Appointment/Reappointment	Re-appointment as Whole-time Director for the further period of 3 (three) years with effect from October 01, 2024 and liable to retire by rotation
Brief Profile / Expertise in Specific field/ Qualification	Mrs. Preetanjali Bajoria (DIN: 01102192) is the Whole-time Director of the Company and Commerce Graduate by qualification. She possess rich experience of over 25 years in manufacturing, trading and export activities.
Board Meetings held & attended during the financial year 2023-24	Held: 6 Attended: 6
Directorships 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 Stakeholders' Relationship Committee)	NIL
Number of shares held in the Company	1,50,100
Remuneration paid during FY 2023-24	Rs. 9,00,000/-
Relationships with other directors/KMP	Wife of Mr. Avinash Bajoria (DIN: 01402573) Chairman cum Managing Director of the Company and Mother of Ms. Avanti Bajoria (DIN: 08778699) Non Executive, Non Independent Director of the Company
Resigned in the listed entity in past three years	NIL

**Registered Office:**

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

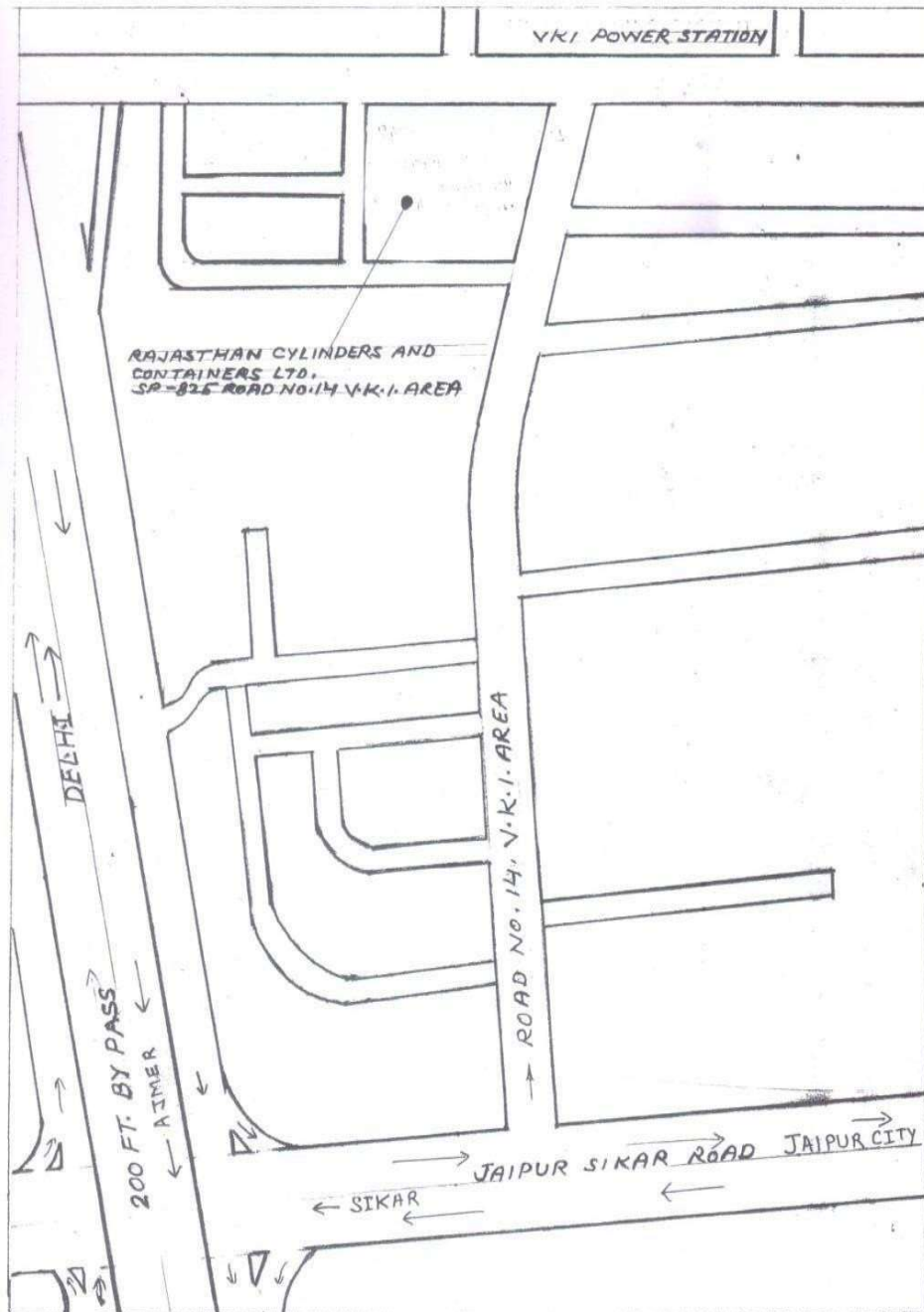
Place: Jaipur  
Date: 29<sup>th</sup> May, 2024

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

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

**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**



# Rajasthan Cylinders and Containers Limited

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

TEL.: 91-141-4031771-2; e - Mail: [info@bajoriagroup.in](mailto:info@bajoriagroup.in)

CIN: L28101RJ1980PLC002140; Website: [www.bajoriagroup.in](http://www.bajoriagroup.in)

## Attendance Slip

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

44<sup>th</sup> Annual General Meeting on Friday, 27<sup>th</sup> September, 2024.

Folio No.	
DP ID	
Client ID	

Name and Address of the Shareholder: .....

No. of share(s) held: .....

Name of Proxy: .....

**(To be filled by the proxy who attends the meeting instead of the member)**

I/we hereby record my/our presence at the **44<sup>th</sup> (Forty Fourth) Annual General Meeting** of the company being held on **Friday, 27<sup>th</sup> September, 2024** at 02:00 P.M. at the Registered office of the company situated at SP-825, Road No. 14, V K I Area, Jaipur-302013, Rajasthan.

.....  
Signature of First holder/Proxy/Authorized Representative

Note(s): Shareholders/Proxy holders are requested to bring the attendance slip with them duly completed when they come to the meeting 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.

# Rajasthan Cylinders and Containers Limited

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

TEL.: 91-141-4031771-2; e - Mail: [info@bajoriagroup.in](mailto:info@bajoriagroup.in)

CIN: L28101RJ1980PLC002140; Website: [www.bajoriagroup.in](http://www.bajoriagroup.in)

**FORM NO. MGT-11**

**Proxy form**

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

CIN: L28101RJ1980PLC002140

**Name of the Company:** Rajasthan Cylinders and Containers Limited

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

Name of the Member(s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

I/ We being the member(s) of ....., equity shares of Rajasthan Cylinders and Containers Limited, hereby appoint:

1. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him

2. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him

3. Name:  
Address:  
E-mail Id:  
Signature: ....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Forty Fourth (44<sup>th</sup>) Annual General Meeting of the Company, to be held on Friday, 27<sup>th</sup> September, 2024 at 02:00 P.M. at the registered office of the Company situated at SP-825 Road No . 14 VKI Area Jaipur-302013 Rajasthan, and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	For	Against
<b>Ordinary Business:</b>			
1.	Adoption of Financial Statements		
2.	Re-appointment of Mrs. Preetanjali Bajoria (DIN: 01102192) as a Director, liable to retire by rotation		
3.	Appointment of Statutory Auditors and fixation of their remuneration		
<b>Special Business:</b>			
4.	Re-appointment of Mrs. Preetanjali Bajoria, (DIN: 01102192) as a Whole - Time Director of the Company		

Affix  
Revenue  
Stamp

Signed this .....Day of..... 2024

Signature of Shareholder

Signature of Proxy holder(s)

**Note: This form of proxy in order to be effective should be duly stamped, completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting,**