

Rajasthan Cylinders And Containers Ltd

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

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

CIN No. : L28101RJ1980PLC002140 ; Website : www.bajoriagroup.in

Ref: RCCL/Sec/17-18

Date: 04.09.2017

To,
BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai - 400001.

Ref: Rajasthan Cylinders And Containers Ltd (Scrip Code: 538707)
Sub: Notice of 37th Annual General Meeting (AGM) of the company

Dear Sir/Madam,

This is to inform you that 37th Annual General Meeting (AGM) of the company is scheduled to be held on Friday, September 29, 2017 at 02.00 P.M. at the registered office of the company at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur-302013. For your reference, the notice of 37th Annual General Meeting (AGM) of the company is enclosed herewith.

Kindly update the same on your records.

Thanking you.
Yours Faithfully,
For Rajasthan Cylinders And Containers Ltd

Avinash Bajoria

(Avinash Bajoria)
Managing Director
DIN: 01402573



Encl: As Above



RAJASTHAN CYLINDERS AND CONTAINERS LTD

Regd. Office: SP-825, ROAD NO. 14, V.K.I. Area, Jaipur-302013

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NOTICE

Notice is hereby given that the Thirty Seventh Annual General Meeting of **M/S RAJASTHAN CYLINDERS AND CONTAINERS LTD** will be held on Friday, September 29th, 2017 at 02:00 P.M. at SP-825, Road No. 14, Vishwakarma Industrial Area, Jaipur – 302013, to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements (including the consolidated financial statements) of the company for the financial year ended March 31, 2017 and the reports of Board of Directors (“the Board”) and Auditors thereon.

2. To appoint a Director in the place of Mrs. Preetanjali Bajoria (DIN: - 01102192), who retires by rotation and being eligible offers herself for re-appointment. Therefore, shareholders are requested to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded to the re-appointment of Mrs. Preetanjali Bajoria (DIN: - 01102192) as a whole time director, to the extent that she is required to retire by rotation.”

3. To ratify the appointment of Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and the Rules made there under, pursuant to the recommendation of Audit Committee of Board of Directors, and pursuant to the resolution passed by the members at the Annual General Meeting held on September 30, 2014, the appointment of M/s. S.S. Surana & Co., Chartered Accountants (ICAI Registration No.001079C) who hold office till the conclusion of 40th Annual General Meeting of the Company be and is hereby ratified for the year 2017-18 at such remuneration as shall be fixed by the Board of Directors of the Company. “

SPECIAL BUSINESS:-

4.To appoint Mr. Ravi Modi (holding DIN 07902162) as an Independent Director and in this regard to consider and if thought fit ,to pass with or without modifications (s) the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** pursuant to the applicable provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the companies Act,2013 and the Companies (Appointment and Qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16 (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. Ravi Modi (DIN 07902162), who was appointed as an additional Director of the company in the category of Independent Director , by the Board of Directors with effect from August 10, 2017 and who holds office until the date of this Annual General Meeting in terms of Section 161 of the Act, and in respect of whom the company has received a notice in writing under Section 160 of the Act, from a member signifying his intention to propose Mr. Ravi Modi, as a candidate for the office of Director of the company, be and is hereby appointed as Director of the Company in the category of Independent Director for a term up to August 09, 2022,whose office is not liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

By order of the Board

Place: Jaipur
Date: August 10, 2017

Sd/-
(Avinash Bajoria)
Managing Director
DIN No. : 01402573

Registered Office:

SP-825, Road No.14,
VKI Area, Jaipur-302013.
CIN No. L28101RJ1980PLC002140
TEL: 91-141-2331771-2; FAX: 91-141-2330810
E-mail:info@bajoriagroup.in ; Website:www.bajoriagroup.in

IMPORTANT NOTES:

1. The Register of Members and the Share Transfer books of the Company will remain closed from September 23rd, 2017 to September 29th, 2017 (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. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) of the person seeking appointment as Director under item 2 and 4 of the notice, are also annexed.
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 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. A Proxy form is sent herewith.
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 change 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) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the M/s Beetal Financial & Computer Services Pvt. Ltd. /Company.

8. The Notice of AGM along with the Annual Report 2016-17 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 Thirty Seventh Annual General Meeting and the Annual Report for the financial year 2016-17 will also be available on the Company's website www.bajoriagroup.in for their download. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in permitted mode.
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 the Company's RTA, immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
14. The route map showing directions to reach the venue of Thirty – Seventh Annual General Meeting is annexed.

15. 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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> <ul style="list-style-type: none"> • 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. • 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	<p>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.</p>
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> <ul style="list-style-type: none"> • 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).

- (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 **170817037** 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 Tuesday, September 26, 2017 at 9:00 a.m. and ends on Thursday, September 28, 2017 at 5:00 pm. 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 September 22, 2017, 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 voting rights of members shall be in proportion to their shares of the paid up equity share capital of the company as on September 22, 2017. 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.
- (iii) 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.
- (iv) 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.
- (v) 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.4:-

Mr. Ravi Modi is an Additional Independent Director of the Company. He joined the Board of Directors with effect from August 10, 2017.

In terms of Section 149 and 161 and other applicable provisions of the Companies Act, 2013, Mr. Ravi Modi being eligible for appointment, is proposed to be appointed as an Independent director of the company for a period of five years (5 yrs.).

The company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013 from a member along with a deposit of Rs.1, 00,000/- (Rupees One Lakh Only) proposing the candidature of Mr. Ravi Modi for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mr. Ravi Modi is Masters in commerce (M.COM) and has experience in the areas of finance, commercial, banking, accounts and general management and brings value addition to the company.

The Company has received from Mr. Ravi Modi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies(Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors),Rules, 2014 to the effect that he is not disqualified under sub-section (2)of Section 164 of the Companies Act, 2013 and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of section 149 of Companies Act, 2013.

In the opinion of the Board, Mr. Ravi Modi fulfils the conditions specified in the Companies Act, 2013 and rules made there under for his appointment as an Independent Director of the company and is independent of the management. Mr. Ravi Modi will be able to devote his time and provide his expertise to the Board and hence recommends her appointment as Independent Director on the Board of Directors of the Company.

None of the Directors or Key managerial personnel of the company or their relatives, other than Mr. Ravi Modi is concerned or interested in the resolution. As on the date of this notice, Mr. Ravi Modi does not hold any equity shares of the company. Further, he is not liable to retire by rotation.

The Board of Directors recommends the ordinary resolution set out at Item No.4 of the accompanying notice for the approval of the members.

Details of Directors Seeking Appointment/Re-appointment at the Forthcoming Annual General Meeting [Pursuant to Regulation 36(3) of the Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations,2015 and Clause1.2.5 of the Secretarial Standards -2]

Mr. Ravi Modi:-

Mr. Ravi Modi (DIN- 07902162) (Born on 09.03.1966) is a non executive and independent director of our company. He is 51 years old. He joined the board on 10th August, 2017 .By qualification he is masters in commerce (m.com) having experience in the areas of finance, commercial, banking, accounts and general management and brings value addition to the company. Terms & conditions of appointment is as per the letter of appointment of Independent director uploaded on the website of the company (www.bajoriagroup.in) pursuant to clause IV (6) of Schedule IV of the Companies Act, 2013.He is not related to any other director or key managerial personnel of the company.

- | | |
|---|------------|
| • Companies other than Rajasthan Cylinders And Containers Limited | |
| Mr. Ravi Modi holds the directorship | NIL |
| • Membership /Chairmanship of committees of other public companies | NIL |
| • No. Of shares held in the company | NIL |
| • No. Of Board meetings attended during the year in the company | NIL |

Mrs. Preetanjali Bajoria

Mrs. Preetanjali Bajoria (DIN:-01102192) (Born on 25/12/1973) aged 43 years is the whole time director of the company. She was appointed as an Additional Director under the category of Non-Executive Promoter Director w.e.f. March 30, 2015. She is a graduate by qualification. After considering her vast knowledge and expertise in manufacturing industry, the Nomination and Remuneration committee and the Board of the Directors of the company at their meeting held on August 12, 2015 and August 13, 2015 respectively, approved her appointment as whole time director of the company which was further approved by the shareholders of the company at 35th AGM for the period of three (3) years w.e.f. October 01, 2015 subject to retirement by rotation. Except Mr. Avinash Bajoria, spouse of Mrs. Preetanjali Bajoria, she is not related with any other director, key managerial personnel of the company. For details regarding the remuneration drawn by her, please refer to the corporate governance report. She retires by rotation in the coming Annual General Meeting and being eligible offers herself for re-appointment.

• Companies other than Rajasthan Cylinders And Containers Limited	Kindled Hearts Developers
• Mrs. Preetanjali Bajoria holds the directorship	Private Limited
• Membership /Chairmanship of committees of other public companies	NIL
• No. Of shares held in the company	NIL
• No. Of Board Meeting attended during the year in the company	5

By order of the Board

Place: Jaipur
Date: August 10, 2017

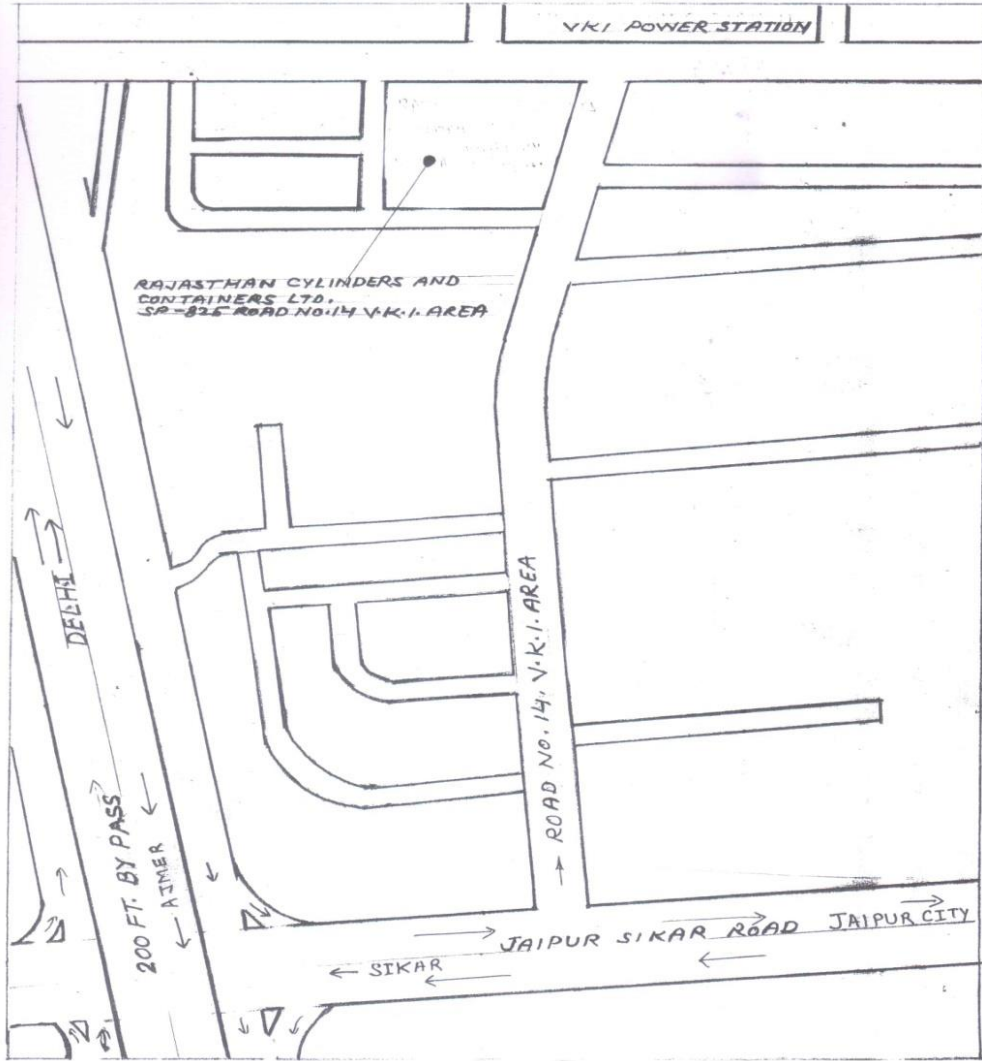
Sd/-
(Avinash Bajoria)
Managing Director
DIN: 01402573

Registered Office:

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E-mail:info@bajoriagroup.in ; Website: www.bajoriagroup.in

Route Map to the AGM Venue

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



Landmark : VKI Power Station