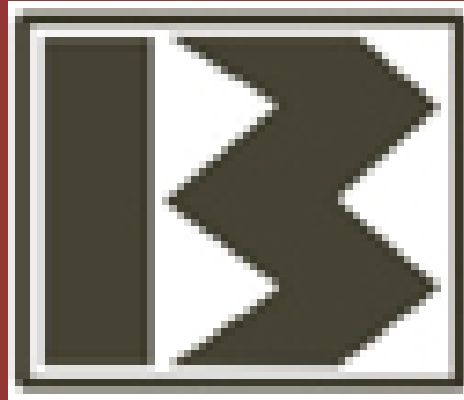


INFORMATION MEMORANDUM



RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

SP - 825, ROAD NO.14, VISHWAKARMA INDUSTRIAL AREA,
JAIPUR - 302013 (RAJASTHAN)

COMPILED BY:-



203-204 JAIPUR TOWER,
M.I. ROAD, JAIPUR- 302001
RAJASTHAN



INFORMATION MEMORANDUM

RAJASTHAN CYLINDERS AND CONTAINERS LIMITED.

{A Public Limited Company incorporated as RAJASTHAN CYLINDERS AND CONTAINERS LIMITED on December 24, 1980 under the Companies Act, 1956}

REGISTERED OFFICE :

SP - 825, Road No. 14, V.K.I Area Jaipur , India

CONTACT DETAILS

Contact Person: Mr. Avinash Bajoria/ Ms. Anisha Jain
Tel No.:+91-141-2331771/2, Fax No.+91-141-2330810
Website: www.bajoriagroup.in
E-Mail: info@bajoriagroup.in

**INFORMATION MEMORANDUM FOR LISTING OF 3,361,595
EQUITY SHARES OF ₹10/- EACH FULLY PAID UP**

GENERAL RISKS

Investments in equity and equity related securities involve a degree of risk and investors should not invest in equity of Rajasthan Cylinders & Containers Limited unless they can afford to take the risk of losing their investment. Investors are advised to read the risk factors carefully before taking an investment decision in the shares of the company. For taking an investment decision, investors must rely on their own examination of the company including the risks involved.

ABSOLUTE RESPONSIBILITY OF RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

The company, having made all reasonable inquiries, accepts responsibility for and confirms that this Information Memorandum contains all information with regard to the Company, which is material, that the information contained in this Information Memorandum is true and correct in all material respects, that the opinions and intentions expressed herein are honestly held and that there no other facts, the omission of which makes this information Memorandum as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect.

LISTING

The Equity Shares of the Company are proposed to be listed on the Bombay Stock Exchange Limited (BSE).

The Company has submitted this Information Memorandum with BSE. The Information Memorandum would also be made available on the website of BSE at www.bseindia.com and website of company at www.bajoriagroup.in

REGISTRAR AND SHARE TRANSFER AGENTS

Beetal Financial & Computer services Private Limited
Beetal House, 3rd Floor, 99, Madangir, behind local Shopping Centre
Near Dada harsukhdas Mandir, New Delhi - 110062, India
Tel. No.: 011-29961281; Fax No.: 011-29961284
Email: beetal@beetalfinancial.com
Contact Person: Mr. Punit Mittal

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CHAPTER I - GENERAL

DEFINITIONS AND ABBREVIATIONS

We, us, Company, Our Company, The Company	Refers to “Rajasthan Cylinders & Containers Limited”
Act	The Companies Act, 1956 (The Companies Act, 2013 to the extent applicable)
AGM	Annual General Meeting
Articles/ AOA	Articles of Association of the Company
Auditors	M/s. S. S Surana & Company , Chartered Accountant, Statutory Auditors of the Company
Board	Board of Directors of Rajasthan Cylinders & Containers Limited
BSE	Bombay Stock Exchange Limited
CDSL	Central Depository Services (India) Limited
Company Secretary/ Compliance Officer	Ms. Anisha Jain
CSEL	Calcutta Stock Exchange Limited
Depositories Act	The Depositories Act, 1996 as amended from time to time
Depository	A Depository registered with SEBI under the SEBI (Depositories & Participants) Regulations, 1996 as amended
Directors	Directors on the Board of Rajasthan Cylinders & Containers Limited.
DP	Depository Participant
EGM	Extra Ordinary Meeting
Equity Shares	Fully paid-up shares of ₹10/- each of the Company
Equity Shareholders	Equity Shareholders of the Company
“Existing Promoters”/ Promoters	The promoters of our Company, viz. Mr. Sree Gopal Bajoria and Mr. Avinash Bajoria
FIR	First Information Report
Information Memorandum	This Information Memorandum, as filed with BSE
ISIN	International Securities Identification Number
I T Act	Income Tax Act, 1961 and subsequent amendments thereto
JSEL	Jaipur Stock Exchange Limited
Listing Agreement	Listing Agreement entered into with Stock Exchange
MCA	Ministry of Corporate Affairs

MOA	Memorandum of Association of Rajasthan Cylinders & Containers Limited as amended
RBI	Reserve Bank of India
ROC	Registrar of Companies, Rajasthan
SEBI	Securities and Exchange Board of India
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI (ICDR) Regulations, 2009	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2009, as amended.
Transfer Agent / Registrars	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre. Near Dada Harsukhdas Mandir, New Delhi - 110062
WP	Writ Petition

In the Information Memorandum all reference to '₹' refer to Rupees, the lawful currency of India, reference to one gender also refers to another gender and the word 'Lakh' or 'Lac' means 'one hundred thousand' and the word 'million' means 'Ten Lacs' and the word 'Crore' means 'Ten Million'.

GENERAL INFORMATION – RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

Our Company was originally incorporated with the Registrar of Companies on 24th December 1980 in the State of Rajasthan under the Companies Act, 1956. Our Company received the Certificate for Commencement of Business on March 10th, 1981. Our Company made an Initial Public Issue of 112000 Equity Shares of ₹ 10 each issued at par and got its Equity Shares listed on the Jaipur Stock Exchange Ltd. , Delhi Stock Exchange & Calcutta stock exchange Ltd. however the Equity Shares were delisted at Delhi Stock Exchange in the year 2003.

The name of our Company is “Rajasthan Cylinders and Containers Limited” The Corporate Identification Number of Company is L28101RJ1980PLC002140

Our Company is mainly engaged in the manufacturing of LPG Cylinders & various associated Products. Due to long history and good background, the customers give preference to the Company.

Eligibility Criterion

Our Company has submitted its Information Memorandum, containing information about itself, making disclosure in line with the disclosure requirement for listing through Direct Listing, as applicable to BSE for making the said Information Memorandum available.

The Company has made the said Information Memorandum available on its website viz. www.bajoriagroup.in

Prohibition by SEBI

Our Company, its Directors, its promoters, other Companies promoted by the our promoters and companies with which the Company's directors are associated as directors have not been prohibited from accessing the capital markets under any order or direction passed by SEBI.

General Disclaimer from the Company

Our Company accepts no responsibility for statement made otherwise than in the Information Memorandum or any other material issued by or at the instance of the Company and anyone placing reliance on any other source of information would be doing so at his or her own risk. All information shall be made available by the Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner.

Filing

This Information Memorandum has been filed with BSE.

Listing

An application has been made to BSE for enlistment and permission to deal in the existing Equity Shares of the Company.

Demat Credit

As on 31st March, 2014 the 94.88 % of Total Equity Share Capital of our Company are in Demat form. Our Company has been allotted ISIN No. INE929D01016.

The details of shareholding are given hereunder:

SN	Details	No. of Shares	Percentage of Total
1	Demat	3189758	94.88 %

<u>Statutory Auditors:-</u> M/s. S.S. Surana & Company C-94, Lal Kothi Scheme, Jaipur Rajasthan, India Tel. No.: 0141-2742995 Email: prahaladgupta@gmail.com Contact Person: Mr. Prahalad Gupta	<u>Registrar and Share Transfer Agent:-</u> Beetal Financial & Computer Services Pvt Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre. Near dada Harsukhdas mandir, New Delhi – 110062 Tel No. – 011-29961281 Email: beetal@beetalfinancial.com Contact Person: Mr. Punit Mittal
<u>Banker to the Company:-</u> Central Bank of India Anand Bhawan, S.C Road Jaipur, Rajasthan, India Tel. No.: 0141 - 2379358 Fax. No.: 0141-2379358 Email: agmjaip1065@centralbank.co.in Contact Person – Asst. General Manager	<u>Company Secretary & Compliance officers:-</u> Ms. Anisha Jain SP-825, Road No.14 Vishwa karma Industrial Area, Jaipur 302013 (Rajasthan) Tel No.: 0141-2331771/2 Fax No. 0141-2330810 E-Mail: bajoriagroup@dataone.in

PROFILE AND BRIEF HISTORY

Our Company was originally incorporated with the Registrar of Companies on 24th December 1980 in the State of Rajasthan under the Companies Act, 1956. Our Company received the Certificate for Commencement of Business on 10th March, 1981. Our Company made an Initial Public Issue of 1, 12,000 Equity Shares of ₹ 10 each issued at par and got its Equity Shares listed on the Jaipur Stock Exchange Ltd. , Delhi Stock Exchange Limited and Calcutta Stock Exchange Ltd. however the Equity Shares were delisted at Delhi Stock Exchange in the year 2003.

Our Company is mainly engaged in the manufacturing of LPG Cylinders & various associated Products. Due to long history and good background, the customers give preference to the Company.

The Company is mainly engaged in the manufacturing of LPG Cylinders, S.C Values and Domestic Pressure regulators. It also has bottling facilities to fill the LPG gas in the cylinders. The company sells its products i.e. LPG cylinders, Valves and domestic pressure regulator to the oil marketing companies of government sectors. It also manufactures the cylinders, Valves for its customer at Nepal.

VISION

To be a leader in the Industry in which it operates. This simple fact contributing the health and wealth of all above is important even for the national exchequer as only healthy and profit making company could now survive.

- ✓ To be known as a good company to work for.
- ✓ To be known as a provider of excellent quality goods.
- ✓ To be known as an organization that walks its talk.
- ✓ To grown into an organization that lasts generations.
- ✓ To be the most referred brand.

MISSION

- ✓ At every level of our organization we want our people to become "best-in-class"
- ✓ To act honestly and to work with a deep sense of responsibility fulfilling our duties and keeping our promises.
- ✓ Continuous development of operating processes and production.
- ✓ Internal procedures of optimization for constant control of the internal work flow.
- ✓ Continuous ensuring of quality.
- ✓ Through quality assurance and stringent evaluations, provide our customers with quality products and consistency in services.
- ✓ Develop and maintain a supplier/customer relationship based on open communication, mutual trust and respect.

PRODUCT DETAILS

Our company is mainly engaged in manufacturing of LPG Cylinders, S.C Valves & Pressure Regulators with LPG Bottling. The operations of the company are mainly depends upon the order released by the oil marketing companies which is influenced by government policies. In the case of lower orders company mainly participate in the tenders on marginal costing basis so that operational losses if any could be kept to minimum.

CHAPTER II - RISK FACTORS**1. Our contingent liabilities not provided for could adversely affect our financial condition.**

Based on our audited financial statements, for the year ended March 31, 2013, we had the following contingent liabilities:

(in ₹)

Particular	Amount
Guarantees given by bankers on behalf of the company	55,00,000
Sales Tax demand pending for deferment of tax difference for the year 2006-07, 2007-08, and 2008-09	3,61,257
Sales Tax demand pending for deferment of tax difference for the year 2009-10 and 2010-11	24,55,954
Guarantees given by the company to banks for sanctioned of term loan and cash credit to an Associate Company. The outstanding amount of borrowings as on March 31, 2013 as per bank statement was ₹ 11.34 crores.	
The Competition Commission of India in a Suo Moto case under Section 19(1) of the Companies Act 2002 has passed an order on 24.02.2012 consequent upon the submission report by Director General in the matter of collusive conduct by LPG cylinder manufacturer and has imposed the penalty of ₹ 2,30,84,886/-. The company has deposited ₹ 23,08,489/- and the balance demand has been stayed by the H'nble Competition Appellate Tribunal.	

Any or all of these contingent liabilities may become actual liabilities. In the event that any of our contingent liabilities become due, our business, financial condition and results of operations may be adversely affected. Furthermore, there can be no assurance that we will not incur similar or increased levels of contingent liabilities in the current Fiscal Year or in the future.

2. Our Company's business faces a number of risks for which it may not have obtained sufficient insurance coverage.

Our Company faces various operational risks. These risks include natural calamities, failures or poor performance of equipment, improper installation of an equipment, accidents, terrorist attacks, operational issues, break-down of physical infrastructure, strikes and lock-outs, etc. Our Company has obtained various insurance policies however; we cannot assure you that the insurance policies obtained by us are adequate and would cover all possible risks which could cause loss to our business. Further, any liability in excess of our insurance limits could result in additional costs, which would reduce our profits and adversely affect our business and results of operations.

3. Our dependence on third party service providers may adversely impact our business, reputation and results of operations.

We require the services of third party service providers in relation to our business operations including for supply of raw material. The timing and quality of our products and services, depends on the availability and skill of these third parties, as well as contingencies affecting them, including equipment, labour and raw material shortages and industrial actions such as strikes and lockouts.. If such third parties are unable to perform their contracts, including completing our developments within the specifications, quality standards and time frames specified by us, at the estimated cost, or at all, our business, reputation and results of operations could be adversely affected.

4. We are required to comply with various environmental laws and regulations relating to hazardous waste and any non-compliance will entail liabilities which may have an adverse impact on our financial operations.

We are subject to various environmental laws and regulations, which impose restrictions on the volume of effluents, discharged into air, water and environment and establish standards for the treatment, storage and disposal of hazardous wastes. Whilst, we are committed towards safe and secure disposal of hazardous wastes for all our units, such compliances entail expenditures. We are subject to various environmental laws and regulations, which impose restrictions on the volume of effluents, discharged into air, water and environment and establish standards for the treatment, storage and disposal of hazardous wastes. we are committed towards safe and secure disposal of hazardous wastes for all our units, such compliances entail expenditures.

5. Our continued operations are critical to our business and any shutdown of our manufacturing facilities may have an adverse effect on our business, results of operations and financial condition.

Our manufacturing facilities are subject to operating risks, such as the breakdown or failure of equipment, delays in the supply of raw material, power supply or processes, performance below expected levels of efficiency, obsolescence, labour disputes, natural disasters, industrial accidents and the need to comply with the directives of relevant government authorities. Our business and financial results may be adversely affected by any disruption of operations of our product lines.

6. In the event that our Company is unable to adapt to technological changes, our Company's business could suffer.

Our Company's future success will depend in part on its ability to respond to technological advances and emerging industry standards and practices in the T&D sector in a cost-effective and timely manner. We cannot however assure you that we will be able to successfully implement new technologies or emerging industry standards effectively. If our Company is unable to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our Company's business and financial performance could be adversely affected.

7. Global conditions could have a negative impact on our Company's business, operating costs and stock prices.

Global economic, political and social conditions are beyond the control of our Company and influence the performance of our Company. Factors such as economic growth, fiscal policies, inflation, fluctuations in the foreign exchange, debt levels, unemployment, terrorist threats and civil unrests and other matters influence the consumer's spending, which consequently effects our Company's business, operating costs and stock prices.

8. Disasters could have an adverse effect on the power sector and affect our Company's business, results of operations, financial conditions and trading price of the Equity Shares.

Various regions of India, including the areas where our Company has operations and significant investment, have faced natural calamities such as earthquakes, floods and drought, in the past few years. The power sector is affected upon the occurrence of such incidences. Occurrence of such disasters in the future could have an adverse impact on the Indian power sector and consequently, on our Company's business, results of operations, financial conditions and the trading price of the Equity Shares.

CHAPTER III – ABOUT THE COMPANY

HISTORY, BUSINESS AND MANAGEMENT

HISTORY

Name of Company	Rajasthan Cylinders and Containers Limited
Registered & Corporate Office	SP-825, Road No. 14 Vishwakarma Industries Area Jaipur, Rajasthan, India Tel: 0141 2331771/2, Fax No.: 0141 2330810 E-mail: info@bajoriagroup.in
Company Website Address	www.bajoriagroup.in
Name of all Directors	<ol style="list-style-type: none"> 1. Mr. Sree Gopal Bajoria 2. Mr. Avinah Bajoria 3. Mr. Raghunandan Jalan 4. Mr. Damodar Prasad Sodhani 5. Mr. Pratap Kumar Mondal
Brief Nature of Business	<p>The Company is mainly engaged in the manufacturing of LPG Cylinders, S.C Values and Domestic Pressure regulators. It also has bottling facilities to fill the LPG gas in the cylinders. The company sells its products i.e LPG cylinders, Valves and domestic pressure regulator to the oil marketing companies of government sectors. It also manufactures the cylinders and Valves for its customer at Nepal. The bottling facilities has been leased out to the another company in view of the invariable government policies as company was having difficulty in marketing non subsidized LPG in domestic market and incurring losses as government was having inconsistent policies and did not keep its promised to abolish the subsidy. The company's operations are mainly depends upon the order released by the oil marketing companies which are influenced by the government policies. In case of lower orders company mainly participate in the tenders on marginal costing basis so that operational losses if any could be kept minimum.</p>
Name change of Company in last five years	NA
Change in main line of business in last five years	There is no change in the business activities in the last five years
Exchanges where the Company is listed indicating Regional Stock Exchange	Jaipur Stock Exchange Limited. Calcutta Stock Exchange Limited.
Whether listing fees paid to all the Exchanges	Yes
Name of Auditors and the Changes in last five years with the dates, If yes reason for the same	<p>M/s. S.S Surana & Company C – 94, Lal Kothi Scheme, Jaipur-302003 Rajasthan (India) Tel No. +91-141-2742995</p> <p>Previous Auditors of the Company: Anil Shekhawat & Company (till 2010)</p>

	Reason: - Due to notice given by one of member as per section 225(1) of companies Act. S.S. Kothari & Company (till 2008) Reason:- Due to Resignation
Action taken against the company by any other exchange in last five years	No action was taken against our company by any stock exchange in last five years

MAIN OBJECTS OF THE COMPANY

THE MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS FOLLOWS:-

1. To carry on the business of manufacturing, importing, exporting, trading of all kinds of gas cylinders, containers, oil tankers, packing drums, packing boxes and furnaces.
2. To carry on the business of manufactures, designers, exporters, importers, traders of forging and casting products (including ferrous metals and non metal's casting and foundry work).
3. To carry on the work of erectors, contractors, manufactures, importers, exporters of plant and machineries, spare parts, pipe lines for petroleum, chemical and fertilizer industries.
4. To carry on the business of builders, developers, contractors, construction, colonizers, real estate owners, commission agents and for these purposes to purchase, take on lease or otherwise acquire and hold any land or building or properties for developing the same in any manner either on its own accord or in joint ventures with any other persons, firm or companies for doing any of those business.
5. To develop, control, maintain, operate, lease manage any building, office, godown, cinema halls, theatres, ropeways, amusement parks, club houses, resorts, industrial estates, roads, highway, bridges, dams, residential flats and colonies, farm houses, resort, industrial estates, tea and coffee gardens, hospitals, power houses, canals, water sheds, transport fleets , toll posts, shopping arcades, oil pipe lines, hospitals, power house, canals, water sheds, transport fleets, toll posts, shopping arcades, oil pipes lines, telephony establishments, earth stations, internet services provider, information technology establishments, shipping cargo, oil and gas distribution establishments and infrastructures.
6. To carry on business of purchase, sale, supply, import and export of building material, stones, bricks, ballast , cement, asbestos, cement sheets, lime, wood, wooden items, all type of iron and steel and hardware items and in general all and every type of items used in construction industry including items made of plastic polymers and other petrochemical products and goods.

OUR BUSINESS ACTIVITIES

The company is manufacturer of mainly LPG Cylinders, Valves and domestic pressure regulators for the oil marketing companies of government sectors. It also manufactures the cylinders, Valves and regulators for its customers outside India i. e Nepal. The company also has its bottling facilities for bottling of LPG.

The company's operation are mainly depends upon the orders released by the oil marketing companies which are influenced by government policies.

OUR STRATEGY

We maintain a striking balance in maintaining the delivery schedules, costs of development and quality without making any compromises on any of these factors which could prove to be of any hindrance later. As part of our strategy, we place a high priority on attracting, developing and retaining talented people.

- Cost advantage to customers.

- Committed to time bound supply.
- Best Quality Product.
- Build strong rapport with our clients.
- Earn Customers trust and confidence.

Enriched with the meeting trends in the business areas we combine these together in an ethical manner and provides products that are business result oriented.

PRODUCT DETAILS

Our Company is an integrated manufacturing unit for manufacture of LP Gas Equipment and marketing of LP Gas. The company has four manufacturing units:

- LPG cylinders
- LPG pressure regulators
- LPG valves and fittings
- LPG gas bottling plant

All the four manufacturing units of the company are one of the oldest capacities in the country in combination of plant and machinery.

1. LPG CYLINDER UNIT:

LPG Cylinder Unit has a capacity to manufacture 2400 cylinders per day per 8 hour shift with most modern and sophisticated manufacturing unit. Some of the salient features of facility are:-

- Completely automatic de-coiling plant enabling manufacturing of cylinders from LPG Coils.
- Deep Draw operation carried without use of any lubricant by special polymer process developed by the company.
- Facility to carry out all welding on main body of the cylinder including valve pad, circumferential arc and attachments of valve protection collar and bottom ring by both submerged arc process as well as synergetic MIG welding process.
- Stress relieving/normalizing furnace more than 14 meters long, conveyorised, capable of achieving temperature of 950 C.
- Complete automatic Hydrostatic Testing with automatic filling and decanting of water with suiwelling/turning arrangement.
- Conveyorised surface finishing including airless shot blasting and zinc spraying.
- Conveyorised painting shop with overhead conveyor of 300 meters, primer baking oven and paint baking oven with temperature up to 150 C, capable of finishing with air drying enamel, stowing enamel and powder coated as per customer requirement.
- Assembly line operation on floor chain conveyor for all finishing stages including internal cleaning, stamping/marketing/screen printing, tare weight, valve fixing and inline dip testing facility for pneumatic testing.
- Capacity to manufacture LPG cylinders from 2kg to 50kg including camping cylinder, domestic cylinders and industrial cylinders and 2 piece/3piece construction.
- Cylinders manufactured as per standards of BIS, ISO, DOT (A) and other international standards as per customer requirement.

2. LPG PRESSURE REGULATORS:

The LPG Regulator Unit was established in 1999 with a capacity to manufacture 4000 regulators per day per 8 hour shift with state of the art machines completely integrated in-house facility for manufacturing of all components as well as assembly testing. At present the main production is of SIERRA Technology and the

regulators are being supplied to Indian Oil Corporations. Some of the salient features of the regulator unit are;

- Pressure Die Casting facility both Hot Chamber and Cold Chamber.
- SPMs for automatic machining of regulator components.
- Facility for electro-galvanizing and chromatisation of components including the main body and cover.
- Paint shop for complete powder coating of body and cover.
- Assembly room with hydro-pneumatic presses and systems for accurate and precision assembly of all components.
- Testing all parameters of performance on 100% production.

3. LPG VALVES & FITTINGS:

LPG Valve unit was established in 1999 with an installed capacity of 5000 valves per day from the year 2009 with the increase in demand of valves by PSU, the company started expanding its capacity by adding the ultra modern CNC double head machine. Today the unit produces 13,000 valves per day. The valve manufacturing facility is equipped with:-

- Forging presses of 100 Ton, 150 Ton and 200 Ton capacities for forging of valve bodies of all design.
- Single/Multi Spindle 8 Station Indexing Automats for machining of the valve bodies.
- All valve threading done by German Wagner of HOLM die heads and chasing tools.
- Ultrasonic cleaning facility to ensure dust proof production.
- Chromatisation, electro-plating, galvanizing facilities to give the necessary finish as per customer requirement.
- Assembly and testing by hydro-pneumatic fixtures and presses.
- CNC Double Head Machines

4. LPG BOTTLING PLANT:

Completely automatic LPG bottling plant designed and approved as per OISD 169 standards of the Govt. of India, having a capacity to bottle 3000 cylinders per day. The facility consists of:-

- Completely on-line conveyerised operation from unloading empty cylinders on conveyor to loading of filled cylinders in trucks for dispatch.
- Computerized automatic electronic filling stations with on-line electronic check scales, correction scales.
- On-line dip testing, leak detection tanks for 100% testing of filled cylinders.
- Static storage 100 MT and mobile storage of 200 MT of LP Gas.
- Electronic weighbridge 60 MT capacity

STATUTORY APPROVALS:

All the three products of the company i.e. LPG Cylinders, Valves and Regulators have the following statutory approvals:

- Approved and licensed marked ISI by Bureau of Indian Standards.
- Approved and licensed by Chief Controller of Explosives, Govt. of India.
- Oil Industry Technical Committee (OITC) approval being the regulatory body for public sector oil companies' viz. IOCL, HPCL, BPCL, IBP, GAIL.
- ISO 9001-2008 Company with certificate from QSI.

SELLING ARRANGEMENT

The company sells its product to the Government controlled oil marketing company such as IOC, HPCL and Bharat Petroleum.

SWOT Analysis**STRENGTH**

- ✓ Vast Experience of manufacturing Cylinders, Values and regulators.
- ✓ Reputable company.

WEAKNESS

- ✓ Very old manufacturing facilities.
- ✓ Location disadvantage as company has to pay higher freight on procurement of raw material.
- ✓ Increase in cost of manufacturing due to high outward freight

OPPORTUNITIES

- ✓ Favorable government policies.
- ✓ Distribution of LPG connection in rural area.
- ✓ Better utilization of Funds.

THREATS

- ✓ Technology up-gradation.
- ✓ Proposal for supply of LPG through pipelines are challenge for cylinder manufacturer.

FINANCIAL INFORMATION
STATEMENT OF ASSETS AND LIABILITIES
(Amount in ₹)

	Particulars	31.03.2013	31.03.2012	31.03.2011
I	<u>EQUITY AND LIABILITIES</u>			
	(a) Share Capital	2,23,99,242	2,23,99,242	2,23,99,242
	(b) Reserve and Surplus	24,85,82,867	24,82,93,655	23,49,62,399
2	Non-Current Liabilities			
	Other Long Term Liabilities	2,40,41,057	2,63,02,771	2,83,65,310
	Long Term Provisions	-	-	-
	Long term borrowing	2,95,53,749	8,40,51,456	9,27,12,246
3	Current Liabilities			
	(a) Short-Term Borrowings	2,95,01,578	4,56,16,055	3,30,36,905
	(b) Short-Term Provisions	10,13,759	17,77,482	22,52,674
	(c) Other current liabilities	5,43,61,148	4,24,16,868	4,19,78,780
	TOTAL	40,94,53,400	47,08,57,529	45,57,07,556
II	<u>ASSETS</u>			
1	Non-Current Assets			
	(a) Fixed Assets:-			
	(i) Tangible Assets	9,09,08,028	9,43,93,840	8,95,59,210
	(ii) Capital work in progress	2,00,000	2,00,000	2,00,000
	(b) Non-Current Investment	6,21,31,866	6,46,84,833	11,58,94,808
	(c) Long-Term Loans & Advances	21,069,786	5,43,50,247	5,81,49,541
2	Current Assets			
	(a) Cash and Cash Equivalents	3,630,542	48,99,416	85,55,764
	(b) Trade Receivable	6,57,56,226	6,53,72,977	6,26,77,470
	(c) Short-Term Loans & Advances	99318099	7,26,36,721	2,66,63,725
	(d) Inventories	5,20,67,467	8,13,06,579	8,44,97,885
	(e) Other current assets	14,371,386	3,30,12,916	95,09,153
	TOTAL	40,94,53,400	47,08,57,529	45,57,07,556

STATEMENT OF PROFIT & LOSS
(Amount in ₹)

Particulars	31.03.2013	31.03.2012	31.03.2011
Revenue			
<u>Income from operations</u>	60,25,18,322	56,64,50,876	37,73,57,410
<u>Other Income</u>	2,27,43,894	3,70,43,978	15,21,060
Total Revenue	62,52,62,216	60,34,94,854	37,88,78,470
Expenses			
Cost of Production	57,83,88,353	53,33,13,139	33,05,79,022
Employee Benefits Expenses	1,33,03,964	1,48,83,567	84,48,349
Finance costs	51,90,303	1,04,11,947	1,01,54,655
Depreciation and amortization expenses	63,05,414	56,70,897	53,56,492
Other expenses	19,414,330	1,77,85,692	1,31,68,258
Total Expenses	62,26,02,364	58,20,65,242	36,77,06,776
Profit before exceptional and extraordinary items and tax	26,59,852	2,14,29,612	1,11,71,694
Exceptional items NPA	-	-	-
Profit before extraordinary items and tax	26,59,852	2,14,29,612	1,11,71,694
Extraordinary Items	-	-	-
Profit before Tax	26,59,852	2,14,29,612	1,11,71,694
Tax Expenses			
(1) Provision for Income Tax	10,93,660	68,21,376	24,07,077
Profit/loss for the year from continuing operation	15,66,192	1,46,08,236	87,64,617
Profit/(loss) from discounting operations	-	-	-
Tax expenses of discounting operations	-	-	-
Profit/Loss from discontinuing operations after tax	-	-	-
Profit for the year	15,66,192	1,46,08,236	87,64,617
Earning per Equity share:			
(1) Basic	0.70	6.52	3.91
(2) Diluted	0.70	6.52	3.91

CAPITAL STRUCTURE
Share Capital

Particulars	Amt. in Rupees
Authorized Capital 70,00,000 Equity Shares of ₹ 10/- Each	7,00,00,000
Issued, Subscribed and Paid Up Capital 33,61,595 Equity Shares of ₹10/- Each Fully Paid Up	3,36,15,950

Notes to Capital Structure:
Changes in Authorized Share Capital

Sr.No.	Particulars of increase /modification in Authorized Share Capital	Cumulative No. of Equity Shares	Cumulative Authorized Capital (₹)	Date of change
1	Upon Incorporation	30,00,000	3,00,00,000	Upon Incorporation
2.	Increase in authorized Capital	70,00,000	7,00,00,000	19/12/2013

Issued, Subscribed and Paid up Share Capital Built up

Date of Allotment/ Date when made fully paid up	No. of Shares	Face Value	Issue Price	Cumulative no. of shares	Consideration
10/12/1980	7	10	10	7	Cash
1982-83*	99500	10	10	99507	Cash
13/07/1983	149500	10	10	249007	Cash
07/07/1996	1992056	10	10	2241063	Cash
08/02/2014	1120532	10	--	3361595	Bonus Issue of Shares

Note:

* Form 2 not available

Shareholding Pattern

Category	No. of Shares	% of Shares
Promoters		
Individual	21,29,700	63.35%
Body Corporate	8,43,759	25.10%
Public Shareholding		
Corporate Bodies	150	0.00%
Individuals	3,87,986	11.55%
Total	33,61,595	100.00%

Distribution of Shareholding

Distribution of Shareholding as on March 31, 2014 is as given below:

Range (in value of Shareholding)	No. of Shareholders	As a % of Total Shareholders	Total Holdings in (₹)	As a % of Total Paid-up Capital
UPTO 5000	492	93.18	15,72,110	4.68
5001-10000	17	3.22	1,25,260	0.37
10001-20000	3	0.57	33,000	0.10
20001-30000	-	-	-	-
30001-40000	1	0.19	39,000	0.12
40001-50000	1	0.19	40,500	0.12
50001-100000	2	0.38	1,56,000	0.46
100001 ABOVE	12	2.27	3,16,50,080	94.15
Total	528	100.00	3,36,15,950	100

Shareholding pattern as on March 31, 2014 as per Clause 35 of Listing Agreement
Introductory sub-table (I) (a)

Partly Paid Up Shares	No. of partly paid up Shares	As a % of total No. of partly paid up shares	As a % of total no .of shares of the company
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Outstanding convertible securities	No. of outstanding securities	As a % of total No. of outstanding convertible securities	As a % of total no .of shares of the company assuming full conversion of the convertible securities
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Warrants	No. of Warrant	As a % of total No. of Warrants	As a % of total no .of shares of the company assuming full conversion of Warrants
Held by Promoter / Promoter Group	0	0.00	0.00
Held by Public	0	0.00	0.00
Total	0	0.00	0.00

Total Paid-up capital of the company assuming full conversion of warrants and convertible securities	₹ 3,36,15,950/-
---	------------------------

Category of Shareholder	No. of Shareholders	Total No. of Shares	Total No. of Shares held in Dematerialized Form	Total Shareholding as a % of Total No. of Shares		Shares pledged or Otherwise encumbered	
				As a % of (A+B)	As a % of (A+B+C)	No. of shares	As a % of Total No. of Shares
(A) Shareholding of Promoter and Promoter Group							
(1) Indian						0	-
(a) Individuals / Hindu Undivided Family	7	2129700	2129699	63.35	63.35	0	-
(b) Body Corporate	5	843759	843309	25.10	25.10	0	-
Sub Total(A) (1)	12	2973459	2973008	88.45	88.45		
(2) Foreign							
Sub Total(A) (2)						0	-
Sub Total (A1) + (A2)	12	2973459	2973008	88.45	88.45	-	-
(B) Public Shareholding							
(1) Institutions							
Sub Total(B) (1)							
(2) Non-Institutions							
(A) Bodies Corporate	2	150	--	0.00	0.00	0	-
(B) Individuals							
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	511	195536	24300	5.82	5.82	-	-

ii. Individual shareholders holding nominal share capital in excess of ₹ 1 lakh	3	192450	192450	5.72	5.72	-	-
Any Others (Specify)							
Non Resident Indians							
Sub Total (B) (2)							
Sub Total (B1) + (B2)	516	388136	216750	11.55	11.55	-	-
Total (A)+(B)	528	3361595	3189758	100	100	-	-
(C) Shares held by Custodians and against which Depository Receipts have been issued							
(1) Promoter and Promoter Group							
(2) Public							
Sub Total(C)	0.00	0.00	0.00	0.00	0.00	0	0.00
GRAND TOTAL (A)+(B)+(C)	528	3361595	3189758	100	100	0	-

(1)(b) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category "promoter and promoter group"

Sr. No.	Name of the Shareholder	Details of Shares held		Encumbered shares (*)			Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
		No. of Shares held	As a % of grand total (A)+(B)+(C)	No	As a %	As a % of grand total (A)+(B)+(C)	No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	As a % total number of convertible securities of the same class	
1	Girdhar Gopal Bajoria	1	0.00	0	0	0.00	0	0.00	0	0.00	0.00
2	Preetanjali Bajoria	37500	1.12	0	0	0.00	0	0.00	0	0.00	1.12
3	Krishna Gopal Bajoria	198450	5.90	0	0	0.00	0	0.00	0	0.00	5.90
4	Madhuri Devi Bajoria	324637	9.66	0	0	0.00	0	0.00	0	0.00	9.66
5	Ashutosh Bajoria	438600	13.05	0	0	0.00	0	0.00	0	0.00	13.05
6	Sree Gopal Bajoria	547425	16.28	0	0	0.00	0	0.00	0	0.00	16.28
7	Avinash Bajoria	583087	17.35	0	0	0.00	0	0.00	0	0.00	17.35
8	Swyambhu Construction Pvt. Ltd.	450	0.01	0	0	0.00	0	0.00	0	0.00	0.01

9	Rajasthan Synthetic Industries Limited	450	0.01	0	0	0.00	0	0.00	0	0.00	0.01
10	Rameshwar Properties Pvt. Ltd.	56559	1.68	0	0	0.00	0	0.00	0	0.00	1.68
11	Beekay Niryat Ltd.	157500	4.69	0	0	0.00	0	0.00	0	0.00	4.69
12	Rigmadirappa Investment Pvt. Ltd.	628800	18.71	0	0	0.00	0	0.00	0	0.00	18.71
	TOTAL	2973459	88.45	0	0	0.00	0	0.00	0	0.00	88.45

(1)(c)(i) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “public ” and holding more than 1% of the total number of shares

SN	Name of the Shareholder	No. of Shares held	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				No. of warrants held	As a % total no. of warrants of the same class	No. of convertible securities held	% w.r.t total no. of convertible securities of the same class	
1	Raghav Bajoria	132750	3.95	0	0	0	0	3.95
2	Alka Bajoria	48150	1.43	0	0	0	0	1.43
	Total	180900	5.38	0	0	0	0	5.38

(1)(c)(ii) Statement Showing Holding of Securities includes (shares, warrants, convertible securities) of person belonging to the category “public” and holding more than 5% of the total number of the share of the Company

SN	Name(s) of the shareholder (s) and the Persons Acting in Concert (PAC) with them	No. of Shares	Shares as % of Total No. of Shares	Details of warrants		Details of convertible securities		Total shares (including underlying shares assuming full conversion of warrants and convertible securities) as a % of diluted share capital
				Number of warrants	As a % total number of warrants of the same class	Number of convertible securities held	% w.r.t total number of convertible securities of the same class	
Not Applicable								

(I)(d) Statement showing details of locked-in shares

SN	Name of the Shareholder	No. of Shares	Locked-in Shares as % of Total No. of Shares
Not Applicable			

(II)(a) Statement showing details of Depository Receipts (DRs)

SN	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Outstanding DRs	No. of Shares Underlying outstanding DRs	Shares Underlying Outstanding DRs as % of Total No. of Shares
Not Applicable				

(II)(b) Statement showing holding of Depository Receipts (DRs), where underlying shares held by "promoter/promoter group" are in excess of 1% of the total number of shares

SN	Name of the DR Holder	Type of Outstanding DR (ADRs, GDRs, SDRs, etc.)	No. of Shares Underlying Outstanding DRs	Shares Underlying Outstanding DRs as a % of Total No. of Shares
Not Applicable				

LIST OF TOP 10 SHAREHOLDERS ALONGWITH THE NUMBER OF SHARES HELD

S. No	Name of Shareholders	No of Shares	% of total No. of Shares
1.	Rigmadrirappa Investment Pvt. Ltd.	628800	18.71
2.	Avinash Bajoria	583087	17.35
3.	Sree Gopal Bajoria	547425	16.28
4.	Ashutosh Bajoria	438600	13.05
5.	Madhuri Devi Bajoria	324637	9.66
6.	Krishna Gopal Bajoria	198450	5.90
7.	Beekay Nirayat Limited	157500	4.69
8.	Raghav Bajoria	132750	3.95
9.	Rameshwar Properties (P) Ltd.	56559	1.68
10	Alka Bajoria	48150	1.43

Details of Outstanding Convertible Instruments including Warrants Pending Conversion

Not Applicable

Details of Group/Subsidiary companies, such as name of the company, the stock exchanges where they are listed and the market prices of their securities during the week preceding the date of application for listing on this Exchange.

S.No	Name of the Company	Name of the Stock Exchange	Market Price of the securities
1.	Beekay Nirayat Limited – Group Company	Calcutta Stock Exchange Limited	Since securities are infrequency traded on Calcutta Stock Exchange. Hence the market price of the company as per last traded price on Calcutta Stock Exchange Limited is ₹ 15.10/- as on 09th May, 2012.

Further the company does not have any subsidiary companies which are listed on any stock exchanges. The details of Associate Company are as below, none of the below companies are listed on stock exchanges:-

1. Agribiotech Industries Limited:-

Agribiotech Industries Limited was incorporated as a limited unlisted company under the Companies Act on November 11, 2004. Agribiotech industries Limited is presently manufacturing & marketing alcohol in bulk to the reputed bottlers of Indian made foreign liquor and also bottling Indian Made Foreign Liquor & country liquor and selling to the canalize agency.

The authorized share capital of company is ₹ 1,800 Lacs. The paid up capital of the Agribiotech Industries Limited is ₹ 1780 Lacs divided into 1,08,00,000 equity shares of ₹ 10 each and 70,00,000 9% Non-Cumulative, Redeemable optionally convertible Preference Shares of ₹ 10 each. Currently, our Company holds 53,16,500 equity shares i.e. 49.23% of the paid equity share up capital of Agribiotech Industries Limited.

2. Shipra Towers Private Limited:-

Shipra Tower Private Limited was incorporated as a private limited company under the Companies Act on July 24, 1996. Shipra Towers Private Limited is engaged in the business of builders and developers.

The authorized share capital of the company is ₹ 1, 00,000. The paid up capital of Company is ₹ 1,00,000 divided into 10,000 equity shares of ₹ 10 each. Currently, our Company holds 4980 equity shares i.e. 49.80% of the paid up share capital of the company.

Statement showing dividends and cash bonuses paid during the last 10 years or such shorter period as the company has been in existence

Company has not declared any Dividend or cash Bonus in last 10 Years.

Statement containing particulars of the dates of and parties to all material contracts, agreements (including agreements for technical advice and collaboration), concessions and similar other documents (except those entered into in the ordinary course of business carried on or intended to be carried on by the company) together with the brief description of terms, subject matter and general nature of the documents, if applicable

Not Applicable.

Statement containing particulars of any commission, brokerage, discount or other special terms including an option for the issue of any kind of securities granted to any person, if applicable

Not Applicable.

OUR MANAGEMENT

Our Board of Directors consists of following:

SN	Name of Director	Address	Designation	Date of Appointment	Other Directorships Held
1.	Mr. Sree Gopal Bajoria DIN:01102078	Santosh Building, 9 Hungerford street, Kolkatta - 700017	Chairman	23.12.1994	<ul style="list-style-type: none"> ✓ Beekay Niryat Ltd. ✓ Agribiotech Industries Ltd. ✓ Cairo Niryat Pvt. Ltd. ✓ Rameshwar Properties Pvt. Ltd. ✓ Swayambhu Construction Pvt. Ltd. ✓ Mayawati Trading Pvt. Ltd. ✓ Beetal Tie-up Pvt. Ltd. ✓ Protect Vanijya Pvt. Ltd. ✓ Swagatam Procon Pvt. Ltd.
2.	Mr. Avinash Bajoria DIN:01402573	Santosh Building, 9 Hungerford street, Kolkatta - 700017	Managing Director	24.11.2006	<ul style="list-style-type: none"> ✓ Beekay Niryat Ltd. ✓ Bajoria Farms Pvt. Ltd. ✓ Shipra Tower Pvt. Ltd. ✓ Swayambhu Construction Pvt. Ltd. ✓ Heaven Marketing Pvt. Ltd. ✓ Swyambhu Construction Pvt. Ltd.
3.	Mr. Raghunadan Jalan DIN:00966229	171/1NEB Valley, IGNOU Road, New Delhi -110068	Director	14.12.2010	<ul style="list-style-type: none"> ✓ Naman Broking Solutions Private Limited ✓ Mars Comotrade Private Limited. ✓ Mars Bullion Trade Private Limited. ✓ Ananta Vinimay Private Limited. ✓ Nathmal Jalan & Sons Real Tech Private Limited.

4.	Mr. Damodar Prasad Sodhani DIN: 01177651	36/37, Round Tank Lane, Howrah, West Bengal- 711101	Additional Director	30.09.2013	✓ Lifestyle Apparels Private Limited. ✓ Beetle Tie-up Private Limited.
5.	Mr. Pratap Kumar Mondal DIN:06730854	50/4, Karunamayee Ghat Road, Kolkata – 700082 West Bengal.	Additional Director	21.11.2013	----

Brief Profile of Directors

Name	Mr. Sree Gopal Bajoria
Address	Santosh Building, 9 Hungerford street, Kolkata - 700017
PAN	ADXPB1791R
DIN	01102078
Profile	He is a Chairman of the Company serving the company for more than the decade, and he is a Commerce graduated with Rich experience of over 45 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for the Bajoria Group of Industries. He is In-charge for coordination of various projects, project development, new business diversification and expansion for the Bajoria Group Industries.

Name	Mr. Avinash Bajoria
Address	Santosh Building, 9 Hungerford street, Kolkata – 700017.
PAN	AECPB4242F
DIN	01402573
Profile	He is the Managing Director of the Company and commerce graduate by Qualification, Rich experience of over 20 years in manufacturing, trading and export 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.

Name	Mr. Raghunandan Jalan
Address	171/1, NEB Valley, NEB Sarai IGNOU Road New Delhi 110068
PAN	ACDPJ8289M
DIN	00966229
Profile	He is Graduate in commerce and is Non Executive / Independent Director with having rich experience of over 46 years in manufacturing, trading and export activities covering all functions of general management.

Name	Mr. Damodar Prasad Sodhani
Address	36/37, Round Tank Lane, Howrah, West Bengal- 711101
PAN	AWQPS9466G
DIN	01177651
Profile	Mr. Damodar Prasad Sodhani, aged 54 years is Non Executive and Independent director of our Company. He holds Bachelor degree of Commerce. He has experience in the areas of finance, commercial, banking, accounts and general management and brings value addition to the Company. He is Chairman of the 'Audit Committee' and a member of the 'Remuneration Committee' and

	'Shareholder Grievances Committee'.
Name	Mr. Pratap Kumar Mondal
Address	50/4, Karunamayee Ghat Road, Kolkata – 700082 West Bengal.
PAN	AMUPM2760P
DIN	06730854
Profile	Mr. Pratap Kumar Mondal, aged 63 years is Non Executive and Independent director of our Company He holds bachelor degree of Commerce and having wide experience of Manufacturing industry. He is having active interest in rendering valuable advice in shaping the execution of strategies. He is a chairman of the 'Remuneration Committee' and 'Shareholder Grievances Committee' of the company.

Changes in Board of Directors during last three years: There has been no change in our board of Director except following:

Sr. No.	Name of the Director	Date of Appointment	Date of Cessation
1.	Mrs. Alka Bajoria	11/10/2008	05/08/2013
2.	Mr. Damodar Prasad Sodhani	30/09/2013	-
3.	Mr. Pratap Kumar Mondal	21/11/2013	-

Shareholding of Directors

Sr. No.	Name of Director	No. of Shares Held	% of Total No. of Shares
1	Mr. Sree Gopal Bajoria	5,47,425	16.29%
2	Mr. Avinash Bajoria	5,83,087	17.35%

Compensation of Whole Time Directors*

The aggregate value of salary and perquisite paid to Whole Time Directors of the Company as per Audited financial statements for the year ended 31st March, 2013 are as below:-

(in ₹)

S.No	Details	Mr. Sree Gopal Bajoria	Mr. Avinash Bajoria
1	Salary	18,00,000	18,00,000
2	Other Perquisite	1,50,000	1,50,000
	TOTAL	19,50,000	19,50,000

Details of Borrowing Powers of the Company

The Board may from time to time at its discretion, subject to the provisions of the Companies Act, raise or borrow from and secure payments of any sum or sums of money for the purposes of the Company. The borrowing powers of the Directors are regulated by Article 54 of the Articles of Association of our Company.

Relationship among directors

Mr. Sree Gopal Bajoria who is Chairman of the company is the father of Mr. Avinash Bajoria. None of the other present directors are having any family relationship with each other.

Arrangements with major shareholders, customers, suppliers or others

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which any Director was appointed as a Director or member of senior management of Our Company.

Interest of Directors

All the Directors of the Company may be deemed to be interested to the extent of fees, if any, payable to them for attending meetings of the Board or Committee thereof as well as to the extent of other remuneration and/or reimbursement of expenses payable to them for services rendered by them as officers of the Company in accordance with the applicable laws. All the Directors may also be deemed to be interested to the extent of equity shares, if any, already held by them and /or by their friends /relatives in the Company that may be subscribed for or allotted to them in the present offer and also to the extent of any dividend payable to them and other distributions in respect of the said equity shares. All the Directors may also be deemed to be interested to the extent of normal transactions, if any, with the Company. The Directors may also be regarded as interested in the equity shares, if any, held or that may be allotted to the companies, firms and trust in which they are interested as directors, members, partners and/ or trustees.

Further, our Directors may be deemed to be interested in contracts, agreements or arrangements entered into or to be entered into with any Company in which they hold directorships or any partnership firm or trust in which they are partners / trustees.

Corporate Governance

Corporate Governance is administered through our Board and the Committees of the Board. In compliance with Clause 49 of the Listing Agreement with the Stock Exchange, we have formed the Audit Committee, Shareholders' / Investors Grievance Committee and Remuneration Committee. However, the primary responsibility for upholding Corporate Governance and providing necessary disclosures within the framework of legal provisions and institutional conventions with commitment to enhance shareholders' value vests with our Board.

Our Company being listed Company; we are in compliance with the applicable provisions of the Listing Agreements pertaining to Corporate Governance, including composition of Board of Directors, appointment of Independent Directors.

The Board of Directors of the Company consists of 5 (Five) members and out of 5 (Five) Directors 3 (Three) are Non Executive Directors - Independent Directors and 2 (Two) are Executive Director.

Our Company has constituted an Audit Committee, Remuneration Committee and Shareholders/Investor's Grievance committee, as per the provisions of Section 292A of the Companies Act, 1956 and Clause 49 of the Listing Agreement to be entered with Stock Exchanges. The terms of reference of Audit Committee, Remuneration Committee and Shareholders/Investor's Grievance committee complies with the requirements of Clause 49 of the Listing Agreement, entered into with the Stock Exchanges.

In terms of the above stated provision of listing agreement, the Company constituted its Audit Committee on 15.07.2010. The constitution of the Audit Committee was last modified by the Board of Directors in their meeting held on 08 February, 2014.

Committee	Name of the Director	Designation
Audit Committee		
	Mr. Damodar Prasad Sodhani	Chairman
	Mr. Sree Gopal Bajoria	Member
	Mr. Raghunandan Jalan	Member
Remuneration Committee		

	Mr. Pratap Mondal	Chairman
	Mr. Raghunandan Jalan	Member
	Mr. Damodar Prasad Sodhani	Member
Shareholder/ Investor Grievance Committee		
	Mr. Pratap Mondal	Chairman & Member
	Mr. Damodar Prasad Sodhani	Member

Board Procedure

The Board of Directors meets at least once in a quarter and there will be not less than 4 meetings in a year. The agenda for the meeting together with the relevant notes are circulated in accordance with the provisions of the Companies Act, 1956.

Report on Corporate Governance

Our Company is in compliance with the provisions of the clause 49 of the Listing Agreement of the Stock Exchange.

Compliance Certificate on Corporate Governance

Certificates from our Statutory Auditors confirming compliance with all the conditions of the Corporate Governance, as stipulated in clause 49 of the Listing Agreement of the Stock Exchange are in place.

Compliance with Listing Agreement

Our Company is listed on JSEL and CSEL; it has complied with the requirements under the Listing Agreement of JSEL and CSEL. The requisite annual listing fee to the JSEL and CSEL for the year 2013-14 has been paid.

Declaration of Operating Results

We declare the Quarterly operating results which are reported to the Stock Exchange in compliance with the provisions of the Listing Agreement. The un-audited/audited quarterly results are declared and published in the newspapers as per Clause 41 of the Listing Agreement.

Payment or Benefits

No amount or benefit (other than salary) has been paid or given by Our Company within two preceding years or intended to be given to any officer of Our Company.

Loan taken by Directors/ Key Management Personnel

Our Company has not provided any loan to Directors / Key Managerial Personnel.

OUR PROMOTERS

Details of the Promoters:

Our promoters are Mr. Sree Gopal Bajoria and Mr. Avinash Bajoria

➤ **Mr. Sree Gopal Bajoria**

Sree Gopal Bajoria is a Chairman of the Company serving the company for more than the decade, and he is a Commerce graduated with Rich experience of over 45 years in manufacturing, trading and export activities covering all functions of general management as liaison in public relation for the Bajoria Group of Industries. He is In-charge for coordination of various projects, project development, new business diversification and expansion for the Bajoria Group Industries.

Particulars	Details
Permanent Account Number	ADXPB1791R
Passport No.	G4050676
Voter ID	NA
Driving License	NA
Bank Account Details	00541000152815 HDFC BANK LTD.

➤ **Mr. Avinash Bajoria**

He is the Managing Director of the company and commerce graduate by Qualification, Rich experience of over 20 years in manufacturing, trading and export 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.

Particulars	Details
Permanent Account Number	AECPB4242F
Passport No.	K3396040
Voter ID	IMA/0822668
Driving License	NA
Bank Account Details	1331049272 CENTRAL BANK OF INDIA

Shareholding Pattern of the Promoters of company as on date:

Sr. No.	Name of the shareholder	No. of shares	% of total share capital
1	Mr. Sree Gopal Bajoria	5,47,425	16.28
2	Mr. Avinash Bajoria	5,83,087	17.35
	TOTAL	11,30,512	33.63

OUR PROMOTERS GROUP

Our Promoters Group consists of following individual, companies, and other entity:-

Relationship	Sree Gopal Bajoria	Avinash Bajoria
Father	Lt. Rameshwar Pd Bajoria	Sree Gopal Bajoria
Mother	Lt. Bhagwan Devi Bajoria	Lt. Madhuri Devi Bajoria
Spouse	Lt. Madhuri Devi Bajoria	Preetanjali Bajoria
Brother	Girdhar Gopal Bajoria Krishna Gopal Bajoria	Ashutosh Bajoria
Sister	Sudha Beriwal Sarla Ruia	-----
Son	Avinash Bajoria Ashutosh Bajoria	-----
Daughter	-----	1. Avanti Bajoria 2. Adya Bajoria
Spouse's Father	Lt. Banwarilal Jhunjunwala	Lt. Rajendra Kumar Tantia
Spouse's Mother	Lt. Geeta Devi Jhunjunwala	Rama Tantia
Spouse's Brother	Vijay Jhunjunwala	Avinash Tantia
Spouse's Sister	-----	-----

S.No.	Nature of Relationship	Entity
(1)	Any company in which 10% or more of the share capital is held by the Promoter or an immediate relative of the Promoter or a firm or HUF in which the Promoter or any one or more of his immediate relative is a member	<ul style="list-style-type: none"> ✓ Avinash Properties Pvt. Ltd. ✓ Bajoria Farms Pvt. Ltd. ✓ Shipra Towers Pvt. Ltd. ✓ Goyal Complex Pvt. Ltd. ✓ Rameshwar Properties Pvt. Ltd. ✓ Beekay Niryat Ltd. ✓ Beetal Tie Up Pvt. Ltd. ✓ Protect Vanijya Pvt. Ltd. ✓ Swagatam Procon Pvt. Ltd. ✓ Cairo Niryat Pvt. Ltd. ✓ Heaven Marketing Pvt. Ltd ✓ Swyambhu Construction Pvt. Ltd ✓ Anshu Venture Pvt. Ltd. ✓ Mangal kamna Agency Pvt. Ltd.
(2)	Any company in which a company mentioned in (1) above, holds 10% of the total holding	<ul style="list-style-type: none"> ✓ Agribiotech Industries Ltd. ✓ Shipra Towers Pvt. Ltd. ✓ Beekay Niryat Ltd. ✓ Beetal Tie Up Pvt. Ltd. ✓ Protect Vanijya Pvt. Ltd. ✓ Cairo Niryat Pvt. Ltd. ✓ Swyambhu Construction Pvt. Ltd ✓ Rigmadirappa Investments Pvt. Ltd.
(3)	Any HUF or firm in which the aggregate share of the Promoter and his immediate relatives is equal to or more than 10% of the total holding	<ul style="list-style-type: none"> ✓ Sree Gopal Bajoria (HUF)

CHAPTER IV**OUTSTANDING LITIGATION AND OTHER REGULATORY DISCLOSURES****I. OUTSTANDING LITIGATION:****Involving Company**

As on date, there are no pending litigations against our company except following:

1. The Competition Commission of India in a Suo Motu case under Section 19(1) of the Competition Act 2002 has passed an order on dated 24.02.2012, consequent upon the submission of investigation report by Director General in the matter of collusive conduct by LPG Cylinder manufacturer and has imposed penalty of ₹ 2,30,84,886/- @7% on average turnover of previous years .The Company has deposited ₹ 23,08,489/- as 10% of Penalty to file an appeal against the order of CCI with Competition Appellate Tribunal, New Delhi and the recovery of balance penalty amount has been stayed by Tribunal.

The Tribunal in its interim order dated 20.12.2013 has remanded the matter to the CCI on the question of penalties and the penalties imposed by CCI has been stayed. However the company has preferred the appeal against the order of Tribunal with Hon'ble Supreme Court and the demand had been stayed by Hon'ble Supreme Court.

2. The matter of sales tax demand ₹3, 61,257/- is pending at Tax Board towards the deferment of Tax difference for the year 2006-07, 2007-08 & 2008-09. Further Sales Tax Demand ₹24,55,954/- for the year 2009-10 & 2010-11 towards the deferment of tax difference and non-submission of C-Form as per Regular assessment Order are pending with D.C. Appeal.

Involving Associated:

As on date, there are no pending litigations against our Associate except following one Agribiotech Industries Limited as below:

1. The Rajasthan State Excise Department has raised the demand of ₹ 1770.72 Lacs on presumptive basis vide various Demand Recovery Notices on account of non verification of some of Export permits (Relating to interstate sales) , issued by the Excise Authority of importing States . The Company has already deposited the said demanded amount with State Government under protest and accounted. The matter is sub-judicial before various appellate authorities.

2. Disputed Sales Tax matters of ₹ 79,61,546/- are under appeals. The Co. has already paid ₹22,80,153/- up to 31/03/2013 under protest against this Disputed Tax Liability.

CHAPTER -V**DISCLAIMER CLAUSE OF BSE**

As required, a copy of this Information Memorandum is being submitted to BSE. The BSE does not in any manner:

- Warrant, certify or endorse the correctness or completeness of any of the contents of this Information Memorandum; or
- Warrant that this Company's securities will be traded or will continue to be traded on the BSE; or
- Take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company; and it should not for any reason be deemed or construed to mean that this Information Memorandum has been cleared or approved by the BSE. Every person who desires to acquire any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the BSE whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/ acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever.

Filing

Copies of this Information Memorandum have been filed with BSE in due compliance.

Listing

Application has been made to BSE for permission to deal in and for an official quotation of the Equity Shares of the Company. Our Company has already taken steps for the completion of necessary formalities for commencement of trading at the Stock Exchange mentioned above.

CHAPTER - VII**MATERIAL DOCUMENTS FOR INSPECTION**

1. Memorandum and Articles of Association of the Company, as amended.
2. Certificate of Incorporation dated December 24th, 1980 of the Company.
3. Certificate for Commencement of business dated March 10th, 1981 of the Company.
4. Certificate of Registration of Alteration of Objects dated June 12th, 2002.
5. Copies of Annual Reports of Rajasthan Cylinders & Containers Limited for the last five financial years ended 31st March, 2013, 31st March, 2012, 31st March, 2011, 31st March, 2010, 31st March, 2009.

CHAPTER – VIII**DECLARATION**

All relevant provisions of the Companies Act, 1956 and the Companies Act, 2013(to the extent applicable) and all the legal requirements connected with the Direct Listing as also the guidelines, instructions etc. issued by SEBI, Government and any other competent authority in this behalf have been duly complied with and no statements made in this Information Memorandum are contrary to the provisions of the Companies Act, 1956 and the Companies Act, 2013(to the extent applicable), the Securities and Exchange Board of India Act, 1992 or the rules made there under or regulations issued, as the case may be. We further certify that all the statements in this Information Memorandum are true and correct.

SIGNED ON BEHALF OF THE BOARD OF DIRECTORS**For RAJASTHAN CYLINDERS AND CONTAINERS LIMITED****MR. AVINASH BAJORIA
(Managing Director)****Place:** Jaipur
Date: 01.04.2014