



Rajasthan Cylinders and Containers Limited

(Regd. Office: SP - 825, Road No. 14, V K I Area, Jaipur -302013)
TEL: 91-141-2331771-2; FAX: 91-141-2330810 ; e - Mail : info@bajoriagroup.in
CIN: L28101RJ1980PLC002140 ; Website : www.bajoriagroup.in

CERTIFIED TRUE COPY OF THE BOARD RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF RAJASTHAN CYLINDERS AND CONTAINERS LIMITED HELD ON, THURSDAY, 26TH DAY OF AUGUST 2021 AT 11:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT SP-825, ROAD NO. 14, V.K.I. AREA, JAIPUR-302013 (RAJASTHAN).

APPROVAL FOR RE-APPOINTMENT OF MRS. PREETANJALI BAJORIA (DIN: 01102192) AS WHOLE-TIME DIRECTOR OF THE COMPANY SUBJECT TO APPROVAL OF SHAREHOLDERS AT THE ENSUING ANNUAL GENERAL MEETING.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 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 Board of Directors of the company be and is hereby accorded to the re-appointment of Mrs. Preetanjali Bajoria (DIN: 01102192) as Whole - Time Director of the company for the further period of 3 (three) years with effect from October 01, 2021 as approved and recommended by the Nomination & Remuneration Committee upon the existing terms and conditions as well as remuneration reproduced herein below with the authority to the Board to alter or vary the same from time to time with effect from such date or date(s) as may be decided by it and agreed to Mrs. Preetanjali Bajoria (DIN: 01102192), Whole-time Director of the Company.

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

- A. Tenure : Three years with effect from October 1, 2021
- B. Salary Comprising
 - i) Basic Salary: At the rate not exceeding 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.

Arunachal Bajoria





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C. 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.

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, Chairman 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."

Arumash Bajoria





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

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

Certified True Copy

FOR RAJASTHAN CYLINDERS AND CONTAINERS LIMITED

Avinash Bajoria
(Avinash Bajoria)

Chairman cum Managing Director

DIN: 01402573

Address: 404, Nemi Sagar Colony

Queens Road, Jaipur-302021 (Rajasthan)

